Village Bank & Trust Financial Corp.
Form 10-Q
May 13, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

x QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)

OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2016

¨ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)**

OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from ______ to ______

Commission file number: 0-50765

VILLAGE BANK AND TRUST FINANCIAL CORP.

(Exact name of registrant as specified in its charter)

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

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

804-897-3900

(Registrant's telephone number, including area code)

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the 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.

1,417,775 shares of common stock, $4.00 par value, outstanding as of April 24, 2016

Village Bank and Trust Financial Corp.

Form 10-Q

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Part I – Financial Information

ITEM 1 – FINANCIAL STATEMENTS

Village Bank and Trust Financial Corp. and Subsidiary
Consolidated Balance Sheets
March 31, 2016 (Unaudited) and December 31, 2015
(in thousands, except share data)

	March 31, 2016	December 31, 2015
Assets		
Cash and due from banks	$ 22,653	$ 17,076
Federal funds sold	8,069	186
Total cash and cash equivalents	30,722	17,262
Investment securities available for sale	27,186	37,919
Loans held for sale	9,150	14,373
Loans		
Outstandings	313,246	306,771
Allowance for loan losses	(3,611)	(3,562)
Deferred fees and costs, net	688	670
Total loans, net	310,323	303,879
Other real estate owned, net of valuation allowance	6,134	6,249
Assets held for sale	11,800	12,631
Premises and equipment, net	13,586	13,671
Bank owned life insurance	7,178	7,130
Accrued interest receivable	2,038	2,060
Other assets	4,873	4,767
	$ 422,990	$ 419,941
Liabilities and Shareholders' Equity		
Liabilities		
Deposits		
Noninterest bearing demand	$ 78,986	$ 78,282
Interest bearing	290,098	286,566
Total deposits	369,084	364,848
Federal Home Loan Bank advances	5,000	6,000
Long-term debt - trust preferred securities	8,764	8,764
Other borrowings	558	508
Accrued interest payable	91	1,346
Other liabilities	8,226	8,116

Total liabilities	391,723	389,582
Shareholders' equity		
Preferred stock, $4 par value, $1,000 liquidation preference, 1,000,000 shares authorized; 5,715 shares issued and outstanding at March 31, 2016 and December 31, 2015	23	23
Common stock, $4 par value - 10,000,000 shares authorized; 1,417,775 shares issued and outstanding at March 31, 2016 and December 31, 2015	5,562	5,562
Additional paid-in capital	58,664	58,497
Accumulated deficit	(33,724)	(33,948)
Common stock warrant	732	732
Stock in directors rabbi trust	(1,034)	(1,034)
Directors deferred fees obligation	1,034	1,034
Accumulated other comprehensive income (loss)	10	(507)
Total shareholders' equity	31,267	30,359
	$ 422,990	$ 419,941

See accompanying notes to consolidated financial statements.

Village Bank and Trust Financial Corp. and Subsidiary
Consolidated Statements of Operations
Three Months Ended March 31, 2016 and 2015
(Unaudited)
(in thousands, except per share data)

	2016	2015
Interest income		
Loans	$3,765	$3,624
Investment securities	120	155
Federal funds sold	13	18
Total interest income	3,898	3,797
Interest expense		
Deposits	599	636
Borrowed funds	40	122
Total interest expense	639	758
Net interest income	3,259	3,039
Provision for loan losses	-	-
Net interest income after provision for loan losses	3,259	3,039
Noninterest income		
Service charges and fees	536	592
Gain on sale of loans	1,146	1,229
Gain on sale of investment securities, net	109	7
Rental income	320	239
Other	85	103
Total noninterest income	2,196	2,170
Noninterest expense		
Salaries and benefits	2,659	2,668
Commissions	249	292
Occupancy	448	478
Equipment	183	187
Supplies	79	70
Professional and outside services	718	647
Advertising and marketing	85	72
Foreclosed assets, net	101	132
FDIC insurance premium	62	234
Other operating expense	469	434
Total noninterest expense	5,053	5,214
Income (loss) before income taxes	402	(5)
Income tax expense	-	-

Net income (loss)	402	(5)
Preferred stock dividends and amortization of discount	(178)	(163)
Preferred stock principal forgiveness	-	4,404
Preferred stock dividend forgiveness	-	2,215
Net income available to common shareholders	$224	$6,451
Earnings per share, basic	$0.16	$15.77
Earnings per share, diluted	$0.16	$15.40

See accompanying notes to consolidated financial statements.

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Village Bank and Trust Financial Corp. and Subsidiary
Consolidated Statements of Comprehensive Income
Three Months Ended March 31, 2016 and 2015
(Unaudited)
(in thousands)

	2016	2015
Net income (loss)	$402	$(5)
Other comprehensive income		
Unrealized holding gains arising during the period	889	658
Tax effect	302	224
Net change in unrealized holding gains on securities available for sale, net of tax	587	434
Reclassification adjustment		
Reclassification adjustment for gains realized in net income (loss)	(109)	(7)
Tax effect	(37)	(2)
Reclassification for gains included in net income, net of tax	(72)	(5)
Minimum pension adjustment	3	3
Tax effect	1	1
Minimum pension adjustment, net of tax	2	2
Total other comprehensive income	517	431
Total comprehensive income	$919	$426

See accompanying notes to consolidated financial statements.

Village Bank and Trust Financial Corp. and Subsidiary
Consolidated Statements of Shareholders' Equity
Three Months Ended March 31, 2016 and 2015
(Unaudited)
(dollar amounts in thousands)

	Preferred Stock	Common Stock	Additional Paid-in Capital	Accumulated Deficit	Warrant	Stock in Directors Rabbi Trust	Directors Deferred Fees Obligation	Accumulated Other Comprehensive Income (Loss)	Total
Balance, December 31, 2015	$ 23	$ 5,562	$ 58,497	$ (33,948)	$ 732	$ (1,034)	$ 1,034	$ (507)	$ 30,359
Preferred stock dividend	-	-	-	(178)	-	-	-	-	(178)
Stock based compensation	-	-	167	-	-	-	-	-	167
Minimum pension adjustment (net of income taxes of $1)	-	-	-	-	-	-	-	2	2
Net income	-	-	-	402	-	-	-	-	402
Change in unrealized gain (loss) on investment securities available-for-sale, net of reclassification and tax effect	-	-	-	-	-	-	-	515	515
Balance, March 31, 2016	$ 23	$ 5,562	$ 58,664	$ (33,724)	$ 732	$ (1,034)	$ 1,034	$ 10	$ 31,267
Balance, December 31, 2014	$ 59	$ 1,339	$ 58,188	$ (40,539)	$ 732	$ (878)	$ 878	$ (721)	$ 19,058
Preferred stock dividend	-	-	-	(163)	-	-	-	-	(163)
Restricted stock issuance	-	7	(85)	-	-	(156)	156	-	(78)
Issuance of common stock, net of offering expense of $1,200	-	2,875	5,842	-	-	-	-	-	8,717
Preferred stock exchanged for common stock	(18)	1,332	(1,314)	-	-	-	-	-	-
Preferred stock principal forgiveness	(18)	-	(4,386)	4,404	-	-	-	-	-
	-	-	-	2,215	-	-	-	-	2,215

Preferred stock dividend forgiveness									
Stock based compensation	-	-	80	-	-	-	-	-	80
Minimum pension adjustment (net of income taxes of $1)	-	-	-	-	-	-	-	2	2
Net loss	-	-	-	(5)	-	-	-	-	(5)
Change in unrealized gain (loss) on investment securities available-for-sale, net of reclassification and tax effect	-	-	-	-	-	-	-	429	429
Balance, March 31, 2015	$ 23	$ 5,553	$ 58,325	$ (34,088)	$ 732	$ (1,034)	$ 1,034	$ (290)	$ 30,255

See accompanying notes to consolidated financial statements.

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Village Bank and Trust Financial Corp. and Subsidiary
Consolidated Statements of Cash Flows
Three Months Ended March 31, 2016 and 2015
(Unaudited)
(dollars in thousands)

	2016	2015
Cash Flows from Operating Activities		
Net income (loss)	$402	$(5)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:		
Depreciation and amortization	203	214
Deferred income taxes	123	(15)
Valuation allowance (recovery) deferred income taxes	(123)	15
Write-down of other real estate owned	72	80
Valuation allowance other real estate owned	(15)	(14)
Gain on securities sold	(109)	(7)
Gain on loans sold	(1,146)	(1,229)
(Gain) loss on sale of other real estate owned	2	(67)
Stock compensation expense	167	80
Proceeds from sale of mortgage loans	37,624	43,727
Origination of mortgage loans for sale	(31,255)	(48,808)
Amortization of premiums and accretion of discounts on securities, net	57	71
Decrease (increase) in interest receivable	22	(52)
Increase in bank owned life insurance	(48)	(48)
Decrease (increase) in other assets	462	(273)
Increase (decrease) in interest payable	(1,255)	53
Increase (decrease) in other liabilities	(68)	252
Net cash provided by (used in) operating activities	5,115	(6,026)
Cash Flows from Investing Activities		
Purchases of available for sale securities	-	(3,206)
Proceeds from the sale or calls of available for sale securities	11,565	6,611
Net increase in loans	(6,444)	(1,336)
Proceeds from sale of other real estate owned	56	1,154
Purchases of premises and equipment	(118)	(801)
Net cash provided by investing activities	5,059	2,422
Cash Flows from Financing Activities		
Net proceeds from sale of common stock, net of expenses of $990	-	8,965
Net increase (decrease) in deposits	4,236	(2,028)
Net decrease in Federal Home Loan Bank advances	(1,000)	(1,000)
Net increase (decrease) in other borrowings	50	(745)
Net cash provided by financing activities	3,286	5,192

Net increase in cash and cash equivalents	13,460	1,588
Cash and cash equivalents, beginning of period	17,262	49,103
Cash and cash equivalents, end of period	$30,722	$50,691
Supplemental Disclosure of Cash Flow Information		
Cash payments for interest	$1,894	$705
Supplemental Schedule of Non Cash Activities		
Real estate owned assets acquired in settlement of loans	$1	$-
Dividends on preferred stock accrued	$178	$163
Non-Cash conversion of preferred shares	$-	$4,619
Forgiveness of principal and accrued dividends	$-	$6,619

See accompanying notes to consolidated financial statements.

Village Bank and Trust Financial Corp. and Subsidiary

Notes to Consolidated Financial Statements

Three Months Ended March 31, 2016 and 2015

(Unaudited)

Note 1 - Principles of presentation

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

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

In the opinion of management, the accompanying condensed consolidated financial statements of the Company have been prepared on the accrual basis in accordance with generally accepted accounting principles for interim financial information. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. However, all adjustments that are, in the opinion of management, necessary for a fair presentation have been included. The results of operations for the three month period ended March 31, 2016 is not necessarily indicative of the results to be expected for the full year ending December 31, 2016. 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, 2015 as filed with the Securities and Exchange Commission ("SEC").

The Company has evaluated events and transactions occurring subsequent to the consolidated balance sheet date of March 31, 2016 for items that should potentially be recognized or disclosed in these consolidated financial statements. The evaluation was conducted through the date these consolidated financial statements were issued.

Note 2 - Use of estimates

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

Note 3 - Earnings per common share

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

	Three Months Ended March 31,	
	2016	2015
Numerator		
Net income (loss) - basic and diluted	$ 402	$ (5)
Preferred stock dividend and accretion	(178)	(163)
Preferred stock principal forgiveness	-	4,404
Preferred stock dividend forgiveness	-	2,215
Net income available to common shareholders	$ 224	$ 6,451
Denominator		
Weighted average shares outstanding - basic	1,418	409
Dilutive effect of common stock options and restricted stock awards	-	10
Weighted average shares outstanding - diluted	1,418	419
Earnings per share - basic	$ 0.16	$ 15.77
Earnings per share - diluted	$ 0.16	$ 15.40

Outstanding options and warrants to purchase common stock were considered in the computation of diluted earnings (loss) per share for the periods presented. Stock options for 2,616 and 6,485 shares were not included in computing diluted earnings per share for the three months ended March 31, 2016 and 2015, respectively, because their effects were anti-dilutive.

Note 4 – Investment securities available for sale

At March 31, 2016 and December 31, 2015, 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
March 31, 2016						
US Government Agencies						
One to five years	$11,000	$ 11,253	$ 49	$ -	$ 11,302	0.91 %
Five to ten years	8,000	8,520	92	-	8,612	2.73 %
More than ten years	3,190	3,197	-	(14)	3,183	1.07 %
	22,190	22,970	141	(14)	23,097	1.31 %
Mortgage-backed securities						
One to five years	1,708	1,750	5	(4)	1,751	1.35 %
More than ten years	1,050	1,098	1	(1)	1,098	1.30 %
	2,758	2,848	6	(5)	2,849	1.37 %
Municipals						
More than ten years	1,130	1,253	-	(13)	1,240	3.72 %
	1,130	1,253	-	(13)	1,240	3.72 %
Total investment securities	$26,078	$ 27,071	$ 147	$ (32)	$ 27,186	1.43 %
December 31, 2015						
US Government Agencies						
One to five years	$11,000	$ 11,270	$ -	$ (157)	$ 11,113	0.91 %
Five to ten years	18,500	19,697	-	(403)	19,294	2.32 %
More than ten years	3,312	3,319	-	(13)	3,306	0.85 %
	32,812	34,286	-	(573)	33,713	1.51 %
Mortgage-backed securities						
One to five years	1,794	1,841	-	(28)	1,813	1.30 %
More than ten years	1,149	1,202	1	(15)	1,188	1.34 %
	2,943	3,043	1	(43)	3,001	1.35 %
Municipals						
More than ten years	1,130	1,255	-	(50)	1,205	3.72 %
	1,130	1,255	-	(50)	1,205	3.72 %
Total investment securities	$36,885	$ 38,584	$ 1	$ (666)	$ 37,919	1.57 %

Investment securities with book values of approximately $5,156,000 and $5,968,000 at March 31, 2016 and December 31, 2015, respectively, were pledged to secure deposit repurchase agreements.

Gross realized gains and losses pertaining to available for sale securities are detailed as follows for the periods indicated (dollars in thousands):

Three Months

	Ended March 31,	
	2016	2015
Gross realized gains	$ 109	$ 13
Gross realized losses	-	(6)
	$ 109	$ 7

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The Company sold approximately $11 million and $7 million of investment securities available for sale at a net gain of $109,000 and $7,000 for the three months ended March 31, 2016 and 2015, respectively. The sale of these securities, which had fixed interest rates, allowed the Company to decrease its exposure to the anticipated upward movement in interest rates that would result in unrealized losses being recognized in shareholders' equity.

Investment securities available for sale that have an unrealized loss position at March 31, 2016 and December 31, 2015 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
March 31, 2016						
US Government Agencies	$ 3,183	$ (13)	$ 2,002	$ (1)	$5,185	$ (14)
Municipals	511	(1)	520	(12)	1,031	(13)
Mortgage-backed securities	1,001	(1)	870	(4)	1,871	(5)
	$ 4,695	$ (15)	$ 3,392	$ (17)	$8,087	$ (32)
December 31, 2015						
US Government Agencies	$ 18,598	$ (329)	$ 15,115	$ (244)	$33,713	$ (573)
Municipals	707	(14)	497	(36)	1,204	(50)
Mortgage-backed securities	2,899	(43)	-	-	2,899	(43)
	$ 22,204	$ (386)	$ 15,612	$ (280)	$37,816	$ (666)

All of the unrealized losses are attributable to increases in interest rates and not to credit deterioration. Currently, the Company believes that it is probable that the Company will be able to collect all amounts due according to the contractual terms of the investments. Because the decline in market value is attributable to changes in interest rates and not to credit quality, and because it is not more likely than not that the Company will be required to sell the investments before recovery of their amortized cost bases, which may be maturity, the Company does not consider these investments to be other than temporarily impaired at March 31, 2016.

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):

	March 31, 2016		December 31, 2015	
	Amount	%	Amount	%
Construction and land development				
Residential	$7,632	2.44 %	$5,202	1.70 %
Commercial	24,476	7.82 %	25,948	8.46 %
	32,108	10.26 %	31,150	10.15 %
Commercial real estate				
Owner occupied	70,801	22.60 %	69,256	22.58 %
Non-owner occupied	41,848	13.36 %	38,037	12.40 %
Multifamily	8,429	2.69 %	8,537	2.78 %
Farmland	382	0.12 %	388	0.13 %
	121,460	38.77 %	116,218	37.88 %
Consumer real estate				
Home equity lines	21,784	6.95 %	20,333	6.63 %
Secured by 1-4 family residential,				
First deed of trust	56,061	17.90 %	56,776	18.51 %
Second deed of trust	6,202	1.98 %	6,485	2.11 %
	84,047	26.83 %	83,594	27.25 %
Commercial and industrial loans (except those secured by real estate)	24,388	7.79 %	20,086	6.55 %
Guaranteed student loans	49,445	15.78 %	53,989	17.60 %
Consumer and other	1,798	0.57 %	1,734	0.57 %
Total loans	313,246	100.0 %	306,771	100.0 %
Deferred loan cost, net	688		670	
Less: allowance for loan losses	(3,611)		(3,562)	
	$310,323		$303,879	

The Bank purchased portfolios of rehabilitated student loans guaranteed by the Department of Education (“DOE”). The guarantee covers approximately 98% of principal and accrued interest. The loans are serviced by a third-party servicer that specializes in handling the special needs of the DOE student loan programs.

Loans pledged as collateral with the Federal Home Loan Bank of Atlanta (“FHLB”) as part of their lending arrangement with the Company totaled $7,807,000 and $7,891,000 at March 31, 2016 and December 31, 2015, respectively.

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

- Risk rated 1 to 4 loans are considered of sufficient quality to preclude an adverse rating. These assets generally are well protected by the current net worth and paying capacity of the obligor or by the value of the asset or underlying collateral;
- Risk rated 5 loans are defined as having potential weaknesses that deserve management’s close attention;
- Risk rated 6 loans are inadequately protected by the current sound worth and paying capacity of the obligor or of the collateral pledged, if any;

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- Risk rated 7 loans have all the weaknesses inherent in substandard loans, with the added characteristics that the weaknesses make collection or liquidation in full, on the basis of currently existing facts, conditions and values, highly questionable and improbable; and
- Loans rated 6 or 7 are considered "Classified" loans for regulatory classification purposes.

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

	Risk Rated 1-4	Risk Rated 5	Risk Rated 6	Risk Rated 7	Total Loans
March 31, 2016					
Construction and land development					
Residential	$ 7,632	$ -	$ -	$ -	$ 7,632
Commercial	22,514	565	1,397	-	24,476
	30,146	565	1,397	-	32,108
Commercial real estate					
Owner occupied	64,881	4,795	1,125	-	70,801
Non-owner occupied	40,508	1,247	93	-	41,848
Multifamily	8,232	197	-	-	8,429
Farmland	382	-	-	-	382
	114,003	6,239	1,218	-	121,460
Consumer real estate					
Home equity lines	19,994	432	1,358	-	21,784
Secured by 1-4 family residential					
First deed of trust	50,309	2,888	2,864	-	56,061
Second deed of trust	5,474	127	601	-	6,202
	75,777	3,447	4,823	-	84,047
Commercial and industrial loans (except those secured by real estate)	22,672	1,195	521	-	24,388
Guaranteed student loans	49,445	-	-	-	49,445
Consumer and other	1,731	60	7	-	1,798
Total loans	$ 293,774	$ 11,506	$ 7,966	$ -	$ 313,246
December 31, 2015					
Construction and land development					
Residential	$ 5,202	$ -	$ -	$ -	$ 5,202
Commercial	24,053	572	1,323	-	25,948
	29,255	572	1,323	-	31,150
Commercial real estate					
Owner occupied	64,261	2,850	2,145	-	69,256
Non-owner occupied	35,887	2,055	95	-	38,037
Multifamily	8,337	200	-	-	8,537
Farmland	388	-	-	-	388
	108,873	5,105	2,240	-	116,218

Consumer real estate					
Home equity lines	18,539	435	1,359	-	20,333
Secured by 1-4 family residential					
First deed of trust	51,200	2,710	2,866	-	56,776
Second deed of trust	5,751	128	606	-	6,485
	75,490	3,273	4,831	-	83,594
Commercial and industrial loans (except those secured by real estate)	18,873	373	840	-	20,086
Guaranteed student loans	53,989	-	-	-	53,989
Consumer and other	1,649	62	23	-	1,734
Total loans	$ 288,129	$ 9,385	$ 9,257	$ -	$306,771

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

	30-59 Days Past Due	60-89 Days Past Due	Greater Than 90 Days	Total Past Due	Current	Total Loans	Recorded Investment > 90 Days and Accruing
March 31, 2016							
Construction and land development							
Residential	$ -	$ -	$ -	$ -	$ 7,632	$ 7,632	$ -
Commercial	34	-	-	34	24,442	24,476	-
	34	-	-	34	32,074	32,108	-
Commercial real estate							
Owner occupied	-	-	-	-	70,801	70,801	-
Non-owner occupied	-	-	-	-	41,848	41,848	-
Multifamily	-	-	-	-	8,429	8,429	-
Farmland	-	-	-	-	382	382	-
	-	-	-	-	121,460	121,460	-
Consumer real estate							
Home equity lines	92	-	-	92	21,692	21,784	-
Secured by 1-4 family residential							
First deed of trust	480	96	-	576	55,485	56,061	-
Second deed of trust	115	-	-	115	6,087	6,202	-
	687	96	-	783	83,264	84,047	-
Commercial and industrial loans (except those secured by real estate)	97	-	-	97	24,291	24,388	-
Guaranteed student loans	3,434	2,332	8,436	14,202	35,243	49,445	8,436
Consumer and other	29	-	-	29	1,769	1,798	-
Total loans	$ 4,281	$ 2,428	$ 8,436	$ 15,145	$ 298,101	$ 313,246	$ 8,436

	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
December 31, 2015							
Construction and land development							

Residential	$ -	$ -	$ -	$ -	$5,202	$5,202	$ -
Commercial	-	-	-	-	25,948	25,948	-
	-	-	-	-	31,150	31,150	-
Commercial real estate							
Owner occupied	327	-	-	327	68,929	69,256	-
Non-owner occupied	-	110	-	110	37,927	38,037	-
Multifamily	-	-	-	-	8,537	8,537	-
Farmland	-	-	-	-	388	388	-
	327	110	-	437	115,781	116,218	-
Consumer real estate							
Home equity lines	-	-	-	-	20,333	20,333	-
Secured by 1-4 family residential							
First deed of trust	163	292	-	455	56,321	56,776	-
Second deed of trust	94	-	-	94	6,391	6,485	-
	257	292	-	549	83,045	83,594	-
Commercial and industrial loans (except those secured by real estate)	-	-	-	-	20,086	20,086	-
Guaranteed student loans	7,816	1,252	8,590	17,658	36,331	53,989	8,590
Consumer and other	10	-	-	10	1,724	1,734	-
Total loans	$ 8,410	$ 1,654	$ 8,590	$ 18,654	$288,117	$306,771	$ 8,590

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

Loans are considered impaired when, based on current information and events it is probable the Company will be unable to collect all amounts due in accordance with the original contractual terms of the loan agreement, including scheduled principal and interest payments. Loans evaluated individually for impairment include non-performing loans, such as loans on non-accrual, loans past due by 90 days or more, restructured loans and other loans selected by management. The evaluations are based upon discounted expected cash flows or collateral valuations. If the evaluation shows that a loan is individually impaired, then a specific reserve is established for the amount of impairment. Impairment is evaluated in total for smaller-balance loans of a similar nature and on an individual loan basis for other loans. If a loan is impaired, a specific valuation allowance is allocated, if necessary, so that the loan is reported net, at the present value of estimated future cash flows using the loan’s existing rate or at the fair value of collateral if repayment is expected solely from the collateral. Interest payments on impaired loans are typically applied to principal unless collectability of the principal amount is reasonably assured, in which case interest is recognized on a cash basis. Impaired loans, or portions thereof, are charged off when deemed uncollectible. Impaired loans are set forth in the following table as of the dates indicated (dollars in thousands):

	March 31, 2016		
	Recorded Investment	Unpaid Principal Balance	Related Allowance
With no related allowance recorded			
Construction and land development			
Commercial	$ 52	$ 119	$ -
Commercial real estate			
Owner occupied	599	599	
Non-owner occupied	2,621	2,621	-
	3,220	3,220	-
Consumer real estate			
Home equity lines	1,238	1,247	-
Secured by 1-4 family residential			
First deed of trust	4,090	4,121	-
Second deed of trust	1,106	1,376	-
	6,434	6,744	-
Commercial and industrial loans (except those secured by real estate)	368	598	-
	10,074	10,681	-
With an allowance recorded			
Construction and land development			
Commercial	1,764	1,764	91
Commercial real estate			
Owner occupied	5,141	5,156	159
Non-Owner occupied	93	93	2
	5,234	5,249	161
Consumer real estate			
Secured by 1-4 family residential			
First deed of trust	1,892	1,892	338
Second deed of trust	97	97	97
	1,989	1,989	435
Commercial and industrial loans (except those secured by real estate)	143	245	8
	9,130	9,247	695
Total			
Construction and land development			
Commercial	1,816	1,883	91
	1,816	1,883	91
Commercial real estate			
Owner occupied	5,740	5,755	159
Non-owner occupied	2,714	2,714	2
	8,454	8,469	161
Consumer real estate			
Home equity lines	1,238	1,247	-

Secured by 1-4 family residential,			
First deed of trust	5,982	6,013	338
Second deed of trust	1,203	1,473	97
	8,423	8,733	435
Commercial and industrial loans (except those secured by real estate)	511	843	8
	$ 19,204	$ 19,928	$ 695

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	December 31, 2015		
	Recorded Investment	Unpaid Principal Balance	Related Allowance
With no related allowance recorded			
Construction and land development			
Commercial	$ 123	$ 190	$ -
Commercial real estate			
Owner occupied	1,066	1,066	
Non-owner occupied	2,418	2,418	-
	3,484	3,484	-
Consumer real estate			
Home equity lines	1,238	1,247	-
Secured by 1-4 family residential			
First deed of trust	3,984	3,988	-
Second deed of trust	962	1,232	-
	6,184	6,467	-
Commercial and industrial loans (except those secured by real estate)	690	920	-
	10,481	11,061	-
With an allowance recorded			
Construction and land development			
Commercial	1,699	1,699	2
Commercial real estate			
Owner occupied	5,719	5,734	383
Non-Owner occupied	449	449	26
	6,168	6,183	409
Consumer real estate			
Secured by 1-4 family residential			
First deed of trust	1,775	1,775	324
Second deed of trust	250	250	98
	2,025	2,025	422
Commercial and industrial loans (except those secured by real estate)	136	238	18
	10,028	10,145	851
Total			
Construction and land development			
Commercial	1,822	1,889	2
	1,822	1,889	2
Commercial real estate			
Owner occupied	6,785	6,800	383
Non-owner occupied	2,867	2,867	26
	9,652	9,667	409
Consumer real estate			
Home equity lines	1,238	1,247	-

Secured by 1-4 family residential,			
First deed of trust	5,759	5,763	324
Second deed of trust	1,212	1,482	98
	8,209	8,492	422
Commercial and industrial loans (except those secured by real estate)	826	1,158	18
	$20,509	$21,206	$ 851

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

	For the Three Months Ended March 31,			
	2016		2015	
	Average Recorded Investment	Interest Income Recognized	Average Recorded Investment	Interest Income Recognized
With no related allowance recorded				
Construction and land development				
Residential	$ -	$ -	$ 232	$ 1
Commercial	98	11	2,967	39
	98	11	3,199	40
Commercial real estate				
Owner occupied	816	14	1,680	17
Non-owner occupied	2,631	34	6,563	87
Multifamily	-	-	968	6
Farmland	-	-	14	-
	3,447	48	9,225	110
Consumer real estate				
Home equity lines	1,287	-	800	4
Secured by 1-4 family residential				
First deed of trust	4,092	47	6,401	90
Second deed of trust	1,057	12	1,183	14
	6,436	59	8,384	108
Commercial and industrial loans (except those secured by real estate)	797	7	227	2
Consumer and other	15	-	19	-
	10,793	125	21,054	260
With an allowance recorded				
Construction and land development				
Commercial	1,743	6	587	4
Commercial real estate				
Owner occupied	5,600	57	6,597	66
Non-Owner occupied	94	5	102	1
	5,694	62	6,699	67
Consumer real estate				
Home equity lines	30	-	-	-
Secured by 1-4 family residential				
First deed of trust	2,042	6	1,285	-
Second deed of trust	149	2	254	
	2,221	8	1,539	-
Commercial and industrial loans (except those secured by real estate)	138	-	493	5

	9,796	76	9,318	76
Total				
Construction and land development				
Residential	-	-	232	1
Commercial	1,842	17	3,554	43
	1,842	17	3,786	44
Commercial real estate				
Owner occupied	6,416	71	8,277	83
Non-owner occupied	2,725	39	6,665	88
Multifamily	-	-	968	6
Farmland	-	-	14	-
	9,141	110	15,924	177
Consumer real estate				
Home equity lines	1,317	-	800	4
Secured by 1-4 family residential,				
First deed of trust	6,134	53	7,686	90
Second deed of trust	1,206	14	1,437	14
	8,657	67	9,923	108
Commercial and industrial loans (except those secured by real estate)	936	7	720	7
Consumer and other	15	-	19	-
	$ 20,589	$ 201	$ 30,372	$ 336

Included in impaired loans are loans classified as troubled debt restructurings ("TDRs"). A modification of a loan's terms constitutes a TDR if the creditor grants a concession to the borrower for economic or legal reasons related to the borrower's financial difficulties that it would not otherwise consider. For loans classified as impaired TDRs, the Company further evaluates the loans as performing or nonaccrual. To restore a nonaccrual loan that has been formally restructured in a TDR to accrual status, we perform a current, well documented credit analysis supporting a return to accrual status based on the borrower's financial condition and prospects for repayment under the revised terms. Otherwise, the TDR must remain in nonaccrual status. The analysis considers the borrower's sustained historical repayment performance for a reasonable period to the return-to-accrual date, but may take into account payments made for a reasonable period prior to the restructuring if the payments are consistent with the modified terms. A sustained period of repayment performance generally would be a minimum of six months and would involve payments in the form of cash or cash equivalents.

An accruing loan that is modified in a TDR can remain in accrual status if, based on a current well-documented credit analysis, collection of principal and interest in accordance with the modified terms is reasonably assured, and the borrower has demonstrated sustained historical repayment performance for a reasonable period before modification. The following is a summary of performing and nonaccrual TDRs and the related specific valuation allowance by portfolio segment for the periods indicated (dollars in thousands).

	Total	Performing	Nonaccrual	Specific Valuation Allowance
March 31, 2016				
Construction and land development				
Residential	$-	$ -	$ -	$ -
Commercial	1,694	1,694	-	80
	1,694	1,694	-	80
Commercial real estate				
Owner occupied	5,688	5,429	259	159
Non-owner occupied	2,714	2,714	-	2
	8,402	8,143	259	161
Consumer real estate				
Home equity lines	85	-	85	-
Secured by 1-4 family residential				
First deeds of trust	4,242	3,260	982	275
Second deeds of trust	686	686	-	-
	5,013	3,946	1,067	275
Commercial and industrial loans (except those secured by real estate)	119	-	119	1
Consumer and other	-	-	-	-
	$15,228	$ 13,783	$ 1,445	$ 517

	Total	Performing	Nonaccrual	Specific Valuation Allowance
December 31, 2015				
Construction and land development				
Residential	$-	$ -	$ -	$ -
Commercial	1,699	1,699	-	2
	1,699	1,699	-	2
Commercial real estate				
Owner occupied	5,730	5,458	272	184
Non-owner occupied	2,866	2,866	-	26
Multifamily	-	-	-	-
	8,596	8,324	272	210
Consumer real estate				
Home equity lines	87	-	87	-
Secured by 1-4 family residential				
First deeds of trust	4,283	3,544	739	236
Second deeds of trust	693	693	-	1
	5,063	4,237	825	237
Commercial and industrial loans (except those secured by real estate)	127	-	127	18
Consumer and other	-	-	-	-
	$15,485	$ 14,260	$ 1,225	$ 467

There were no TDRs identified during the three months ended March 31, 2016 and 2015.

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

	March 31, 2016		March 31, 2015	
	Number of Loans	Recorded Balance	Number of Loans	Recorded Balance
Commercial real estate				
Owner occupied	-	$ -	1	$ 406
	-	-	1	406
Consumer real estate				
Secured by 1-4 family residential				
First deed of trust	1	262	1	121
Second deed of trust	3	181	-	-
	4	443	1	121

Commercial and industrial (except those secured by real estate)	1	119	-	-
	5	$ 562	2	$ 527

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

	Beginning Balance	Provision for Loan Losses	Charge-offs	Recoveries	Ending Balance
Three Months Ended March 31, 2016					
Construction and land development					
Residential	$ 30	$ 13	$ -	$ 1	$ 44
Commercial	291	62	-	-	353
	321	75	-	1	397
Commercial real estate					
Owner occupied	1,167	(182)	-	-	985
Non-owner occupied	460	(59)	-	1	402
Multifamily	51	-	-	-	51
Farmland	17	(138)	-	125	4
	1,695	(379)	-	126	1,442
Consumer real estate					
Home equity lines	448	(57)	-	1	392
Secured by 1-4 family residential					
First deed of trust	602	(35)	(27)	6	546
Second deed of trust	111	(19)	-	5	97
	1,161	(111)	(27)	12	1,035
Commercial and industrial loans (except those secured by real estate)	94	(23)	-	24	95
Guaranteed student loans	230	63	(87)	-	206
Consumer and other	2	(2)	(1)	1	-
Unallocated	59	377	-	-	436
	$ 3,562	$ -	$ (115)	$ 164	$ 3,611

	Beginning Balance	Provision for Loan Losses	Charge-offs	Recoveries	Ending Balance
Three Months Ended March 31, 2015					
Construction and land development					
Residential	$ 34	$ 51	$ -	$ 1	$ 86
Commercial	202	242	(115)	1	330
	236	293	(115)	2	416
Commercial real estate					
Owner occupied	1,837	59	-	-	1,896
Non-owner occupied	607	76	-	-	683
Multifamily	77	39	-	-	116
Farmland	130	(125)	-	-	5
	2,651	49	-	-	2,700

Consumer real estate					
Home equity lines	469	214	-	-	683
Secured by 1-4 family residential					
First deed of trust	1,345	(429)	-	358	1,274
Second deed of trust	275	(67)	-	9	217
	2,089	(282)	-	367	2,174
Commercial and industrial loans (except those secured by real estate)	506	(52)	(162)	12	304
Student Loans	217	-	-	-	217
Consumer and other	30	(8)	(2)	13	33
	$ 5,729	$ -	$ (279)	$ 394	$ 5,844

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	Beginning Balance	Provision for Loan Losses	Charge-offs	Recoveries	Ending Balance
Year Ended December 31, 2015					
Construction and land development					
Residential	$ 34	$ (6)	$ -	$ 2	$ 30
Commercial	202	292	(252)	49	291
	236	286	(252)	51	321
Commercial real estate					
Owner occupied	1,837	(576)	(127)	33	1,167
Non-owner occupied	607	(151)	-	4	460
Multifamily	77	(26)	-	-	51
Farmland	130	(113)	-	-	17
	2,651	(866)	(127)	37	1,695
Consumer real estate					
Home equity lines	469	36	(62)	5	448
Secured by 1-4 family residential					
First deed of trust	1,345	(1,020)	(103)	380	602
Second deed of trust	275	(159)	(55)	50	111
	2,089	(1,143)	(220)	435	1,161
Commercial and industrial loans (except those secured by real estate)	506	(350)	(162)	100	94
Guaranteed student loans	217	13	-	-	230
Consumer and other	30	1	(55)	26	2
Unallocated	-	59	-	-	59
	$ 5,729	$ (2,000)	$ (816)	$ 649	$ 3,562

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

Discussion of the recovery of loan losses related to specific loan types are provided following:

- The recovery of loan losses totaling $379,000 for the commercial real estate portfolio in the first quarter of 2016 was attributable to changes in our assessment of the general component of the allowance for loan losses as it related to this portfolio. The general component allocated to this portfolio declined primarily as a result of declines in the historical loss experience from 0.57% in 2015 to 0.41% in the first quarter of 2016. In addition, the portfolio was in a net-recovery position of $126,000 for the first quarter of 2016.

- The recovery of loan losses totaling $111,000 for the consumer real estate portfolio in the first quarter of 2016 was also attributable to changes in our assessment of the general component of the allowance for loan losses as it related to this portfolio. The general component allocated to this portfolio declined primarily as a result of declines in the historical loss experience from 0.24% in 2015 to 0.03% in the first quarter of 2016.

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- The recovery of loan losses totaling $866,000 for the commercial real estate portfolio in 2015 was also attributable to changes in our assessment of the general component of the allowance for loan losses as it related to this portfolio. The general component allocated to this portfolio declined primarily as a result of declines in the historical loss experience from 0.96% in 2014 to 0.57% in 2015. In addition, net charge-offs on this portfolio decreased from $1,220,000 in 2014 to $90,000 in 2015. Also contributing to the declines in the general component were declines of approximately $6,179,000 and $7,021,000 in the outstanding loan balance of this portfolio at December 31, 2015 and 2014, respectively.

- The recovery of loan losses totaling $1,143,000 for the consumer real estate portfolio in 2015 was also attributable to changes in our assessment of the general component of the allowance for loan losses as it related to this portfolio. The general component allocated to this portfolio declined primarily as a result of declines in the historical loss experience from 1.36% in 2014 to 0.24% in 2015. In addition, net charge-offs on this portfolio decreased from $562,000 in 2014 to a net recovery of $215,000 in 2015.

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

	Recorded Investment in Loans Allowance				Loans			
	Ending Balance	Individually	Collectively	Loans acquired with deteriorated credit quality	Ending Balance	Individually	Collectively	Loans acquired with deteriorated credit quality
Period Ended March 31, 2016								
Construction and land development								
Residential	$44	$ -	$ 44	$ -	$7,632	$ -	$ 7,632	$ -
Commercial	353	91	262	-	24,476	1,816	22,660	-
	397	91	306	-	32,108	1,816	30,292	-
Commercial real estate								
Owner occupied	985	159	826	-	70,801	5,740	65,061	-
Non-owner occupied	402	2	400	-	41,848	2,714	39,134	-
Multifamily	51	-	51	-	8,429	-	8,429	-
Farmland	4	-	4	-	382	-	382	-
	1,442	161	1,281	-	121,460	8,454	113,006	-
Consumer real estate								
Home equity lines	392	-	392	-	21,784	1,238	20,546	-
Secured by 1-4 family residential								
First deed of trust	546	338	208	-	56,061	5,982	50,079	-
Second deed of trust	97	97	-	-	6,202	1,203	4,999	-
	1,035	435	600	-	84,047	8,423	75,624	-
Commercial and industrial loans (except those secured by real estate)	95	8	87	-	24,388	511	23,877	-
Student loans	206	-	206		49,445	-	49,445	-
Consumer and other	436	-	436	-	1,798	-	1,798	-
	$3,611	$ 695	$ 2,916	$ -	$313,246	$ 19,204	$ 294,042	$ -
Year Ended December 31, 2015								
Construction and land development								
Residential	$30	$ -	$ 30	$ -	$5,202	$ -	$ 5,202	$ -

Commercial	291	2	289	-	25,948	1,822	24,126	-
	321	2	319	-	31,150	1,822	29,328	-
Commercial real estate								
Owner occupied	1,167	383	784	-	69,256	6,785	62,471	-
Non-owner occupied	460	26	434	-	38,037	2,867	35,170	-
Multifamily	51	-	51	-	8,537	-	8,537	-
Farmland	17	-	17	-	388	-	388	-
	1,695	409	1,286	-	116,218	9,652	106,566	-
Consumer real estate								
Home equity lines	448	-	448	-	20,333	1,238	19,095	-
Secured by 1-4 family residential								
First deed of trust	602	324	278	-	56,776	5,759	51,017	-
Second deed of trust	111	98	13	-	6,485	1,212	5,273	-
	1,161	422	739	-	83,594	8,209	75,385	-
Commercial and industrial loans (except those secured by real estate)	94	18	76	-	20,086	826	19,260	-
Student loans	230	-	230		53,989	-	53,989	-
Consumer and other	61	-	61	-	1,734	-	1,734	-
	$3,562	$ 851	$ 2,711	$ -	$306,771	$ 20,509	$ 286,262	$ -

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Note 6 – Deposits

Deposits as of March 31, 2016 and December 31, 2015 were as follows (dollars in thousands):

	March 31, 2016		December 31, 2015	
	Amount	%	Amount	%
Demand accounts	$78,986	21.4 %	$78,282	21.4 %
Interest checking accounts	44,130	12.0 %	44,256	12.1 %
Money market accounts	66,447	18.0 %	64,841	17.8 %
Savings accounts	20,373	5.5 %	19,403	5.3 %
Time deposits of $250,000 and over	14,241	3.9 %	9,717	2.7 %
Other time deposits	144,907	39.2 %	148,349	40.7 %
Total	$369,084	100.0 %	$364,848	100.0 %

Note 7 – Trust preferred securities

During the first quarter of 2005, Southern Community Financial Capital Trust I, a wholly-owned subsidiary of the Company, was formed for the purpose of issuing redeemable securities. On February 24, 2005, $5.2 million of Trust Preferred Capital Notes were issued through a pooled underwriting. The securities have a LIBOR-indexed floating rate of interest (three-month LIBOR plus 2.15%) which adjusts, and is payable, quarterly. The interest rate at March 31, 2016 was 2.78%. 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 March 31, 2016 and there are no plans to do so. The principal asset of the Trust is $5.2 million of the Company’s junior subordinated debt securities with like maturities and like interest rates to the Trust Preferred Capital Notes.

During the third quarter of 2007, Village Financial Statutory Trust II, a wholly-owned subsidiary of the Company, was formed for the purpose of issuing redeemable securities. On September 20, 2007, $3.6 million of Trust Preferred Capital Notes were issued through a pooled underwriting. The securities have LIBOR-indexed floating rate of interest (three-month LIBOR plus 1.4%) which adjusts, and is also payable, quarterly. The interest rate at March 31, 2016 was 2.03%. The securities may be redeemed at par at any time commencing in December 2012 until the securities mature in 2037. No amounts have been redeemed at March 31, 2016 and there are no plans to do so. The principal asset of the Trust is $3.6 million of the Company’s junior subordinated debt securities with like maturities and like interest rates to the Trust Preferred Capital Notes.

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

The obligations of the Company with respect to the issuance of the Trust Preferred Capital Notes constitute a full and unconditional guarantee by the Company of the Trust's obligations with respect to the Trust Preferred Capital Notes. Subject to certain exceptions and limitations, the Company may elect from time to time to defer interest payments on the junior subordinated debt securities, which would result in a deferral of distribution payments on the related Trust Preferred Capital Notes and require a deferral of common dividends.

The Company had been deferring interest payments since June 2011. Although we elected to defer payment of the interest due, the amounts had been accrued in the consolidated balance sheet and included in interest expense in the consolidated statement of operations.

The Company received notification on February 26, 2016 from the Federal Reserve Bank of Richmond (the "Reserve Bank") approving the payment of all accrued and deferred interest payments on the trust preferred securities. On March 15, 2016, the Company made the regularly-scheduled quarterly interest payment and repaid all of the accrued and deferred interest on the trust preferred securities totaling $1,332,633, bringing the Company current as of such date. Although the Company intends to make future regularly-scheduled quarterly interest payments on the trust preferred securities, no assurance can be given that it will do so. The Reserve Bank's approval was limited to the interest payments due through March 15, 2016 and, under the terms of the Company's Written Agreement with the Reserve Bank, the Company must seek approval before making any future quarterly interest payments on the trust preferred securities.

Note 8 – Stock incentive plan

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

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

	Three Months Ended March 31,							
	2016				2015			
	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	2,929	$ 24.47	$ 12.71		6,830	$ 92.34	$ 52.74	
Granted	-	-	-		-	-	-	

Forfeited	-	-	-		-	-	-	
Exercised	-	-	-		-	-	-	
Options outstanding, end of period	2,929	$ 24.47	$ 12.71	$ -	6,830	$ 92.34	$ 52.74	$ -
Options exercisable, end of period	1,730				5,286			

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During the third quarter of 2015, we granted certain officers 40,675 restricted shares of common stock with a weighted average fair market value of $19.72 at the date of grant. These restricted stock awards have three-year grading vesting. Prior to vesting, these shares are subject to forfeiture to us without consideration upon termination of employment under certain circumstances. The total number of shares underlying non-vested restricted stock was 47,348 and 14,096 at March 31, 2016 and 2015, respectively.

The fair value of the stock is calculated under the same methodology as stock options and the expense is recognized over the vesting period. Unamortized stock-based compensation related to nonvested share based compensation arrangements granted under the stock incentive plan as of March 31, 2016 and 2015, was $841,163 and $403,046, respectively. The time based unamortized compensation of $428,743 is expected to be recognized over a weighted average period of 2.09 years.

Stock-based compensation expense was approximately $167,000 and $80,000 for the three months ended March 31, 2016 and 2015, respectively.

Note 9 — Fair value

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

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

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

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

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

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

Securities: Fair values for securities available-for-sale are obtained from an independent pricing service. The prices are not adjusted. The independent pricing service uses industry-standard models to price U.S. Government agency obligations and mortgage backed securities that consider various assumptions, including time value, yield curves, volatility factors, prepayment speeds, default rates, loss severity, current market and contractual prices for the underlying financial instruments, as well as other relevant economic measures. Securities of obligations of state and political subdivisions are valued using a type of matrix, or grid, pricing in which securities are benchmarked against the treasury rate based on credit rating. Substantially all assumptions used by the independent pricing service are observable in the marketplace, can be derived from observable data, or are supported by observable levels at which transactions are executed in the marketplace (Levels 1 and 2).

Impaired loans: The fair values of impaired loans are measured for impairment using the fair value of the collateral for collateral-dependent loans on a nonrecurring basis. Collateral may be in the form of real estate or business assets including equipment, inventory and accounts receivable. The vast majority of the Company’s collateral is real estate. The value of real estate collateral is determined utilizing an income or market valuation approach based on an appraisal conducted by an independent, licensed appraiser using observable market data (Level 2). However, if the collateral is a house or building in the process of construction or if an appraisal of the property is more than two years old, then a Level 3 valuation is considered to measure the fair value. The value of business equipment is based upon an outside appraisal if deemed significant using observable market data. Likewise, values for 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 Operations.

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

Assets held for sale: Assets held for sale were transferred from premises and equipment at cost less accumulated depreciation at the date of transfer. The Company periodically evaluates the value of assets held for sale and records an impairment charge for any subsequent declines in fair value less selling costs. 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 assets held for sale 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 asset held for sale 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 (dollars in thousands):

	Fair Value Measurement at March 31, 2016 Using			
	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	$23,097	$ 3,183	$ 19,914	$ -
Mortgage-backed securities	2,849	-	2,849	-
Municipals	1,240	-	1,240	-
Financial Assets - Non-Recurring				
Impaired loans	19,204	-	17,600	1,604
Assets held for sale	11,800	-	11,800	-
Real estate owned	6,134	-	6,075	59

	Fair Value Measurement at December 31, 2015 Using			
	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	$33,713	$ 3,307	$ 30,406	$ -
Mortgage-backed securities	3,001	-	3,001	-
Municipals	1,205	-	1,205	-
Financial Assets - Non-Recurring				
Impaired loans	20,509	-	18,862	1,647
Assets held for sale	12,631	-	12,631	-
Real estate owned	6,249	-	6,190	59

The following tables present qualitative information about Level 3 fair value measurements for financial instruments measured at fair value at March 31, 2016 and December 31, 2015 (dollars in thousands):

	March 31, 2016			
	Fair Value Estimate (In thousands)	Valuation Techniques	Unobservable Input	Range (Weighted Average)
Impaired loans - real estate secured	$983	Appraisal (1) or Internal Valuation (2)	Selling costs	6%-10% (7%)
			Discount for lack of marketability and age of appraisal	6%-30% (10%)
Impaired loans - non-real estate secured	$621	Appraisal (1) or Discounted Cash Flow	Selling costs	10%
			Discount for lack of marketability or practical life	0%-50% (20%)
Real estate owned	$59	Appraisal (1) or Internal Valuation (2)	Selling costs	6%-10% (7%)
			Discount for lack of marketability and age of appraisal	6%-30% (15%)
Assets held for sale	$11,800	Appraisal (1) or Internal Valuation (2)	Selling costs	6%-10% (7%)
			Discount for lack of marketability and age of appraisal	6%-30% (15%)

	December 31, 2015			
	Fair Value Estimate (In thousands)	Valuation Techniques	Unobservable Input	Range (Weighted Average)
Impaired loans - real estate secured	$1,042	Appraisal (1) or Internal Valuation (2)	Selling costs	6%-10% (7%)
			Discount for lack of marketability and age of appraisal	6%-30% (10%)
Impaired loans - non-real estate secured	$605	Appraisal (1) or Discounted Cash Flow	Selling costs	10%
			Discount for lack of marketability or practical life	0%-50% (20%)
Real estate owned	$59	Appraisal (1) or Internal Valuation (2)	Selling costs	6%-10% (7%)
			Discount for lack of marketability and age of appraisal	6%-30% (15%)
Assets held for sale	$12,631	Appraisal (1) or Internal Valuation (2)	Selling costs	6%-10% (7%)
			Discount for lack of marketability and age of appraisal	6%-30% (15%)

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

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

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

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

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

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

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

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

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

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

		March 31, 2016		December 31, 2015	
	Level in Fair Value Hierarchy (In thousands)	Carrying Value	Estimated Fair Value	Carrying Value	Estimated Fair Value
Financial assets					
Cash	Level 1	$ 22,653	$ 22,653	$ 17,076	$ 17,076
Cash equivalents	Level 2	8,069	8,069	186	186
Investment securities available for sale	Level 1	3,183	3,183	3,307	3,307
Investment securities available for sale	Level 2	24,003	24,003	34,612	34,612
Federal Home Loan Bank stock	Level 2	674	674	685	685
Loans held for sale	Level 2	9,150	9,150	14,373	14,373
Loans	Level 2	294,043	283,473	286,262	274,230
Impaired loans	Level 2	17,599	17,599	18,862	18,862
Impaired loans	Level 3	1,604	1,604	1,647	1,647
Assets held for sale	Level 2	11,800	11,800	12,631	12,631

Other real estate owned	Level 2	6,075	6,075	6,190	6,190
Other real estate owned	Level 3	59	59	59	59
Bank owned life insurance	Level 3	7,178	7,178	7,130	7,130
Accrued interest receivable	Level 2	2,038	2,038	2,060	2,060
Financial liabilities					
Deposits	Level 2	369,084	369,544	364,848	365,294
FHLB borrowings	Level 2	5,000	5,000	6,000	6,004
Trust preferred securities	Level 2	8,764	8,984	8,764	8,984
Other borrowings	Level 2	558	558	508	508
Accrued interest payable	Level 2	91	91	1,346	1,346

Note 10 – Shareholders' equity and regulatory matters

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

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

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

In accordance with the Company's Written Agreement with the Reserve Bank, the Company has been deferring quarterly cash dividends on the preferred stock since May 2011. The total arrearage on such preferred stock as of March 31, 2016 was $2,255,701. This amount has been accrued for and is included in other liabilities in the consolidated balance sheet.

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

On December 4, 2013, the Company issued 67,907 new shares of common stock through a private placement to directors and executive officers. The sale raised $1,684,075 in new capital for the Company. The $24.80 sale price for the common shares was equal to the stock's book value at September 30, 2013, which represented a 30% premium over the closing price of the stock on December 3, 2013.

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

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

The 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.

Under the final capital rules that became effective on January 1, 2015, there was a requirement for a common equity Tier 1 capital conservation buffer of 2.5% of risk-weighted assets, which is in addition to the other minimum risk-based capital standards in the rule. Institutions that do not maintain this required capital buffer will become subject to progressively more stringent limitations on the percentage of earnings that can be paid out in dividends or used for stock repurchases and on the payment of discretionary bonuses to senior executive management. The capital buffer requirement is being phased in over three years beginning in 2016. We have included the 0.625% increase for 2016 in our minimum capital adequacy ratios in the table below. The capital buffer requirement effectively raises the minimum required common equity Tier 1 capital ratio to 7.0%, the Tier 1 capital ratio to 8.5%, and the total capital ratio to 10.5% on a fully phased-in basis on January 1, 2019. Management believes that, as of March 31, 2016, the Company would meet all capital adequacy requirements under the Basel III Capital Rules on a fully phased-in basis as if all such requirements were currently in effect.

The Company meets eligibility criteria of a small bank holding company in accordance with the Federal Reserve Board's Small Bank Holding Company Policy Statement issued February 2105, and is no longer obligated to report consolidated regulatory capital. The Bank continues to be subject to various capital requirements administered by banking agencies. The capital amounts and ratios at March 31, 2016 and December 31, 2015 for the Bank are presented in the table below (dollars in thousands):

	Actual		For Capital Adequacy Purposes		Minimum Capital Adequacy with Capital buffer		To be Well Capitalized	
	Amount	Ratio	Amount	Ratio	Amount	Ratio	Amount	Ratio
March 31, 2016								
Total capital (to risk- weighted assets) Village Bank	43,368,000	14.20 %	24,435,000	8.00 %	25,634,400	8.625 %	30,544,000	10.00 %
Tier 1 capital (to risk- weighted assets) Village Bank	39,757,000	13.02 %	12,217,000	4.00 %	20,235,000	6.625 %	18,326,000	6.00 %
Leverage ratio (Tier 1 capital to average assets) Village Bank	39,757,000	9.50 %	16,738,000	4.00 %	N/A	N/A	20,922,000	5.00 %
Common equity tier 1 (to risk-weighted assets) VillageBank	39,757,000	13.02 %	13,745,000	4.50 %	15,654,000	5.125 %	19,853,000	6.50 %
December 31, 2015								
Total capital (to risk- weighted assets) Village Bank	42,695,000	14.02 %	24,369,000	8.00 %	N/A	N/A	30,461,000	10.00 %
Tier 1 capital (to risk- weighted assets) Village Bank	39,133,000	12.85 %	12,184,000	4.00 %	N/A	N/A	18,277,000	6.00 %
Leverage ratio (Tier 1 capital to average assets) Village Bank	39,133,000	9.33 %	16,776,000	4.00 %	N/A	N/A	20,970,000	5.00 %
Common equity tier 1 (to	39,133,000	12.85 %	13,707,000	4.50 %	N/A	N/A	15,231,000	6.50 %

risk-weighted
assets)
VillageBank

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.

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

	March 31, 2016	December 31, 2015
Undisbursed credit lines	$ 43,799	$ 46,656
Commitments to extend or originate credit	22,152	9,132
Standby letters of credit	1,474	1,484
Total commitments to extend credit	$ 67,425	$ 57,272

Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require the payment of a fee. Historically, many commitments expire without being drawn upon; therefore, the total commitment amounts shown in the above table are not necessarily indicative of future cash requirements. The Company evaluates each customer's creditworthiness on a case-by-case basis. The amount of collateral obtained, as deemed necessary by the Company upon extension of credit is based on management's credit evaluation of the customer. Collateral held varies but may include personal or income-producing commercial real estate, accounts receivable, inventory and equipment.

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

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

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

Consent Order – On December 22, 2015, the Bank was notified by the Federal Deposit Insurance Corporation (the "FDIC") and the Virginia Bureau of Financial Institutions (the "Supervisory Authorities") that the Consent Order (the "Consent Order") under which the Bank has been operating since February 3, 2012 was terminated effective December 14, 2015. While in place, the Consent Order's requirements and restraints on the Bank's operations and activities included the following:

- The Bank was required to retain a 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.

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- The Bank was required to maintain Tier 1 capital equal to or greater than 8% of its total assets, and total risk-based capital equal to or greater than 11% of the Bank's total risk-weighted assets.
- The Bank was required to eliminate from its books, by charge-off or collection, all assets or portions of assets classified "loss" and 50% of those classified "doubtful."
- The Bank was prohibited from extending, directly or indirectly, any additional credit to, or for the benefit of, any borrower who had a loan or other extension of credit from the Bank that had been charged off or classified, in whole or in part, "loss" or "doubtful" and was uncollected.
- The Bank was prohibited from extending, directly or indirectly, any additional credit to any borrower who had a loan or other extension of credit from the Bank that had been classified "substandard."
- The Bank was required to notify the Supervisory Authorities at least 60 days prior to undertaking asset growth that exceeded 10% or more per year or initiating material changes in asset or liability composition.
- The Bank was prohibited from declaring or paying dividends, paying bonuses, or paying 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 was prohibited from making any distributions of interest, principal, or other sums on subordinated debentures without prior written approval of the Supervisory Authorities.
- The Bank was prohibited from accepting, renewing, or rolling over any brokered deposits unless it was in compliance with the requirements of the FDIC regulations governing brokered deposits.
- The Bank was required to prepare and submit written plans or reports to the Supervisory Authorities concerning liquidity, contingency funding, interest rate risk, reducing classified assets, lending and collection policies, internal loan review and grading system, managing the Bank's other real estate owned, overall operation of the Bank, budget for all categories of income and expense for the year 2011, managing interest rate risk, and the Bank's information technology function.

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

Memorandum of Understanding – As indicated above, the Consent Order was terminated effective December 14, 2015. In place of the Consent Order, the Bank's board of directors has made certain written assurances to the Supervisory Authorities in the form of a Memorandum of Understanding (the "MOU") concerning asset quality, earnings, regulatory violations, minimum capital levels, asset growth, restrictions on paying dividends and a requirement to furnish progress reports to the Supervisory Authorities. The MOU is considered an informal regulatory action.

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

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

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

The Company has taken numerous steps to comply with the terms of the MOU and Written Agreement. As of March 31, 2016, we believe we have complied with all requirements of the MOU and the Written Agreement with the exception of the correction of the violations of Section 23A of Regulation W of the Federal Reserve Act.

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. At March 31, 2016, management continues to believe that the objective negative evidence represented by the Company's prior losses outweighed the more subjective positive evidence and, as a result, maintains a valuation allowance at March 31, 2016 of $11,874,000. The net operating losses available to offset future taxable income amounted to $24,379,000 at March 31, 2016 and begin expiring in 2028, $1,257,000 of such amount is subject to a limitation by Section 382 of the Internal Revenue Code of 1986, as amended, to $908,000 per year.

Note 13 – Recent accounting pronouncements

In May 2014, the FASB issued ASU 2014-09, Revenue from Contracts with Customers (Topic 606). The amendments in this ASU modify the guidance companies use to recognize revenue from contracts with customers for transfers of goods or services and transfers of nonfinancial assets, unless those contracts are within the scope of other standards. The ASU requires that entities apply a specific method to recognize revenue reflecting the consideration expected from customers in exchange for the transfer of goods and services. The guidance also requires new qualitative and quantitative disclosures, including information about contract balances and performance obligations. Entities are also required to disclose significant judgments and changes in judgments for determining the satisfaction of performance obligations. Most revenue associated with financial instruments, including interest and loan origination fees, is outside the scope of the guidance. This ASU is effective for annual periods and interim periods within those annual periods beginning after December 15, 2016, with early adoption prohibited. In April 2015, the FASB proposed to delay the effective date of this standard for one year. The Company is evaluating the effect ASU 2014-09 will have on its consolidated financial statements.

In June 2014, the FASB issued ASU 2014-12, Compensation-Stock Compensation. The guidance in this ASU requires that a performance target that affects vesting and that could be achieved after the requisite service is treated as a performance condition. As such, the performance target should not be reflected in estimating the grant-date fair value of the award. Compensation cost should be recognized in the period in which it becomes probable that the performance target will be achieved and should represent the compensation cost attributable to the period(s) for which the requisite service has already been rendered. If the performance target becomes probable of being achieved before the end of the requisite period, the remaining unrecognized cost should be recognized prospectively over the remaining service period. The total amount of compensation cost recognized during and after the requisite service period should reflect the number of awards that are expected to vest and should be adjusted to reflect those awards that ultimately vest. The requisite service period ends when the employee can cease rendering service and still be eligible to vest in the award if the performance target is achieved. As indicated in the definition of vest, the stated vesting period (which includes the period in which the performance target could be achieved) may differ from the requisite service period. The guidance in this ASU is effective for annual and interim periods beginning after December 15, 2015. This ASU did not have a significant impact on our financial condition or results of operations.

In January 2016, the FASB issued ASU No. 2016-01, “Recognition and Measurement of Financial Assets and Financial Liabilities.” This ASU requires an entity to: (i) measure equity investments at fair value through net income, with certain exceptions; (ii) present in Other Comprehensive Income the changes in instrument-specific credit risk for financial liabilities measured using the fair value option; (iii) present financial assets and financial liabilities by measurement category and form of financial asset; (iv) calculate the fair value of financial instruments for disclosure purposes based on an exit price and; (v) assess a valuation allowance on deferred tax assets related to unrealized losses of AFS debt securities in combination with other deferred tax assets. The ASU provides an election to subsequently measure certain nonmarketable equity investments at cost less any impairment and adjusted for certain observable price changes. The ASU also requires a qualitative impairment assessment of such equity investments and amends certain fair value disclosure requirements. This ASU is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2017. Early adoption is only permitted for the provision related to instrument-specific credit risk. The Company is currently assessing the impact of ASU 2016-01 will have on its consolidated financial statements.

In February 2016, the FASB issued ASU 2016-02, “Leases”. This ASU requires lessees to recognize assets and liabilities arising from most operating leases on the statement of financial position. The Company is currently evaluating the impact of ASU 2016-02, which is effective for the Company on January 1, 2019.

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

Caution about forward-looking statements

In addition to historical information, this report may contain forward-looking statements. For this purpose, any statement that is not a statement of historical fact may be deemed to be a forward-looking statement. These forward-looking statements may include statements regarding profitability, liquidity, allowance for loan losses, interest rate sensitivity, market risk, growth strategy and financial and other goals. Forward-looking statements often use words such as "believes," "expects," "plans," "may," "will," "should," "projects," "contemplates," "anticipates," "forecasts 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:

- changes in assumptions underlying the establishment of allowances for loan losses, and other estimates;
- 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;
- the effects of future economic, business and market conditions;
- the inability of the Company and 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 maintain our regulatory capital position;
- the Company's computer systems and infrastructure may be vulnerable to attacks by hackers or breached due to employee error, malfeasance, or other disruptions despite security measures implemented by the Company;.
- 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 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;
- governmental monetary and fiscal policies;
- changes in accounting policies, rules and practices;
- 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.

Results of operations

The following presents management's discussion and analysis of the financial condition of the Company at March 31, 2016 and December 31, 2015 and the results of operations for the Company for the three months ended March 31, 2016 and 2015. This discussion should be read in conjunction with the Company's consolidated financial statements and the notes thereto appearing elsewhere in this Quarterly Report.

Summary

For the three months ended March 31, 2016, the Company had net income of $402,000 and net income available to common shareholders of $284,000 or $0.16 per fully diluted share compared to net loss of $5,000 and net income available to common shareholders of $6,451,000 or $15.40 per fully diluted share, for the same period in 2015. The more substantial changes in income and expense items when comparing the results for the three months ended March 31, 2016 to the results for the same period in 2015 were as follows (dollars in thousands):

	Effect on Income	
Changes in		
Net interest income	$ 220	
Service charges and fees	(56	)
Gains on loan sales	(83	)
Gain on sale of investments	102	
Rental income	81	
Expenses related to foreclosed real estate	31	
FDIC premium	172	
Other operating expense	(35	)
	$ 432	

- The increase in net interest income reflects the increase in average net loans, which averaged $311,080,000 for the first three months of 2016 compared to $288,252,000 for the same period in 2015, combined with a decline in average interest bearing deposits, which averaged $288,117,000 for the first three months of 2016 compared to $300,348,000 for the same period in 2015.
- The decline in service charges and fees and gains on loan sales is a result of decreased mortgage production by our mortgage company. Our mortgage company's profit decreased by $190,000 in the first quarter of 2016 compared to the same period in 2015 due to a decline in loan closings, from $48,808,000 in 2015 to $31,255,000 in 2016.
- The Company sold approximately $11 million investment securities in the first quarter of 2016 resulting in a gain on sale of $109,000 compared to a gain of $7,000 for the same period in 2015. These sales were of longer term securities to reduce the Company's exposure to negative mark to market adjustments arising from increasing interest rates.
- The increase in rental income was attributable to a new lessee in the Company's old headquarters building at the Watkins Centre that leased a significant portion of the building.
- The decline in the expenses related to foreclosed property is attributable to an improving real estate market as well as successful efforts in selling foreclosed assets.
- The decrease in our FDIC premium is due to the improvement in the Bank's risk rating with the FDIC based on the removal of the Consent Order in October 2015.
- The increase in other operating expense related to higher loan underwriting expenses of approximately $31,000 due to the increase in loans outstanding. The Company experienced an improvement in originating commercial loans in the first quarter of 2016, a trend management expects to continue for the rest of the year.

Net interest income

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

Net interest income of $3,259,000 for the first quarter of 2016 represents an increase of $220,000, or 7%, compared to the same period in 2015. This increase is primarily due to an increase in average loans outstanding of $22,828,000 resulting in an increase in interest income of $131,000, combined with a decline in average interest-bearing liabilities of $22,414,000 decreasing interest expense by $119,000.

Average interest-bearing assets for the first quarter of 2016 declined by $6,039,000, or 2%, compared to the same period in 2015. Although average interesting-bearing assets declined slightly, the mix improved to higher yielding loans from lower yielding securities and federal funds sold. This improvement in the interest-bearing asset mix resulted in a higher yield of 4.34% in 2016 compared to 4.19% in 2015.

Average interest-bearing liabilities for the first quarter of 2016 declined by $22,414,000, or 7%, compared to the same period in 2015. This decline was a result of declines in average deposits of $12,231,000 and average borrowings of $10,183,000. Until the first quarter of 2016, loan demand was not strong so we utilized liquidity to allow higher cost certificates of deposit and borrowings to run off. As a result, the average cost of interest-bearing liabilities decreased to 0.85% for the three months ended March 31, 2016 from 0.94% for the three months ended March 31, 2015. See our discussion of interest rate sensitivity below for more information.

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

Quarter Ended	Net Interest Margin	
March 31, 2015	3.36	%
June 30, 2015	3.34	%
September 30, 2015	3.45	%
December 31, 2015	3.46	%
March 31, 2016	3.63	%

The increase in our net interest margin of 17 basis points for the three months ended March 31, 2016 was attributable to an increase in yield on interest-bearing assets of 15 basis points and a decrease in our cost of funds of 9 basis points. The increase in asset yield is a result of recognition of approximately $50,000 in accrued interest income in the quarter from moving one loan from nonaccrual to accrual status, which increased the net interest margin by 6 basis points. The remaining 11 basis point increase is attributable to the purchase of additional student loans during the second and fourth quarters of 2015 of approximately $15 and $8 million, respectively, funded by federal funds sold.

The 9 point decline in our cost of funds resulted because we utilized liquidity to allow higher cost certificates of deposit and borrowings to run off. Noninterest bearing demand deposits represented 21.4% of our total deposits at March 31, 2016 compared to 19.6% at March 31, 2015.

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 (dollars in thousands). 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.

	Three Months Ended March 31, 2016			Three Months Ended March 31, 2015		
	Average Balance	Interest Income/ Expense	Annualized Yield Rate	Average Balance	Interest Income/ Expense	Annualized Yield Rate
Loans net of deferred fees	$ 311,080	$ 3,684	4.76 %	$ 288,252	$ 3,553	5.00 %
Loans held for sale	7,980	81	4.08 %	8,797	71	3.27 %
Investment securities	31,574	120	1.53 %	36,081	155	1.74 %
Federal funds and other	10,534	13	0.50 %	34,077	18	0.21 %
Total interest earning assets	361,168	3,898	4.34 %	367,207	3,797	4.19 %
Allowance for loan losses and deferred fees	(3,643)			(5,841)		
Cash and due from banks	17,542			10,705		
Premises and equipment, net	13,659			14,562		
Other assets	31,759			39,750		
Total assets	$ 420,485			$ 426,383		
Interest bearing deposits						
Interest checking	$ 43,893	$ 20	0.18 %	$ 43,917	$ 20	0.18 %
Money market	65,961	60	0.37 %	66,801	61	0.37 %
Savings	19,631	9	0.18 %	20,421	9	0.18 %
Certificates	158,632	510	1.29 %	169,209	546	1.31 %
Total	288,117	599	0.84 %	300,348	636	0.86 %
Borrowings	14,963	40	1.08 %	25,146	122	1.97 %
Total interest bearing liabilities	303,080	639	0.85 %	325,494	758	0.94 %
Noninterest bearing deposits	77,519			70,310		
Other liabilities	8,820			10,462		
Total liabilities	389,419			406,266		
Equity capital	31,066			20,117		
Total liabilities and capital	$ 420,485			$ 426,383		
Net interest income before provision for loan losses		$ 3,259			$ 3,039	
Interest spread - average yield on interest earning assets, less average rate on interest bearing liabilities			3.49 %			3.25 %

Annualized net interest margin (net interest income expressed as percentage of average earning assets)	3.63 %	3.36 %

Provision for (recovery of) loan losses

The amount of the loan loss provision (recovery) is determined by an evaluation of the level of loans outstanding, the level of non-performing loans, historical loan loss experience, delinquency trends, underlying collateral values, the amount of actual losses charged to the reserve in a given period and assessment of present and anticipated economic conditions.

The level of the allowance reflects changes in the size of the portfolio or in any of its components as well as management's continuing evaluation of industry concentrations, specific credit risks, loan loss experience, current loan portfolio quality, present economic, political and regulatory conditions. Portions of the allowance may be allocated for specific credits; however, the entire allowance is available for any credit that, in management's judgment, should be charged off. While management utilizes its best judgment and information available, the ultimate adequacy of the allowance is dependent upon a variety of factors beyond the Company's control, including the performance of the Company's loan portfolio, the economy, changes in interest rates and the view of the regulatory authorities toward loan classifications.

The Company did not record a provision for loan losses for the three months ended March 31, 2016 and 2015.

The provision for (recovery of) loan losses by category is presented following (in thousands):

	Three Months Ended March 31,			
	2016		2015	
	Provision (Recovery)	Average Loans Outstanding	Provision (Recovery)	Average Loans Outstanding
Construction and land development	$75	$ 31,629	$293	$ 29,681
Commercial real estate	(379)	119,910	49	112,392
Consumer real estate	(111)	83,821	(282)	89,340
Commercial and industrial	(23)	22,237	(52)	21,965
Guaranteed student loans	63	51,717	-	33,283
Consumer	(2)	1,766	(8)	1,591
Unallocated	377	-	-	-
	$-	$ 311,080	$-	$ 288,252

The allowance for loan losses at each of the periods presented includes an amount that could not be identified to individual types of loans referred to as the unallocated portion of the allowance. We recognize the inherent imprecision in estimates of losses due to various uncertainties and variability related to the factors used, and therefore a reasonable range around the estimate of losses is derived and used to ascertain whether the allowance is too high. We concluded that the unallocated portion of the allowance was acceptable given the continued higher level of classified assets and was within a reasonable range around the estimate of losses. At March 31, 2016 the allowance for loan losses included an unallocated amount of approximately $436,000 compared to $59,000 at December 31, 2015.

Discussion of the recovery of loan losses related to specific loan types are provided following:

- The recovery of loan losses totaling $379,000 for the commercial real estate portfolio in the first quarter of 2016 was attributable to changes in our assessment of the general component of the allowance for loan losses as it related to this portfolio. The general component allocated to this portfolio declined primarily as a result of declines in the historical loss experience from 0.87% in the first quarter of 2015 to 0.41% in the first quarter of 2016. In addition, the portfolio was in a net-recovery position of $126,000 as of March 31, 2016.

- The recovery of loan losses totaling $111,000 for the consumer real estate portfolio in the first quarter of 2016 was also attributable to changes in our assessment of the general component of the allowance for loan losses as it related to this portfolio. The general component allocated to this portfolio declined primarily as a result of declines in the historical loss experience from 0.24% in 2015 to 0.03% in the first quarter of 2016.

- The provision for loan losses totaling $293,000 for the construction and land development portfolio in 2015 was also attributable to changes in our assessment of the general component of the allowance for loan losses as it related to this portfolio. The general component allocated to this portfolio increased primarily as a result of an increase in the historical loss experience from a net recovery of 0.27% in 2014 to a net recovery of 0.12% in the first quarter 2015. In addition, the portfolio was in net charge-off position of $112,000 as of March 31, 2015.

- The recovery of loan losses totaling $282,000 for the consumer real estate portfolio in the first quarter of 2015 was also attributable to changes in our assessment of the general component of the allowance for loan losses as it related to this portfolio. The general component allocated to this portfolio declined primarily as a result of declines in the historical loss experience from 1.36% in 2014 to 0.82% in the first quarter of 2015. In addition, net charge-offs on this portfolio decreased from $562,000 in 2014 to a net-recovery of $365,000 in the first quarter of 2015.

Noninterest income

Noninterest income increased slightly from $2,170,000 for the three months ended March 31, 2015 to $2,196,000 for the three months ended March 31, 2016, an increase of $26,000, or 1.19%. This increase in noninterest income was primarily the result of higher gains on sale of investment securities of $102,000 which was offset by a decrease in the gains on sale of loans of $83,000.

Noninterest expense

Noninterest expense for the three months ended March 31, 2016 was $5,053,000 compared to $5,214,000 for the three months ended March 31, 2015, a decrease of $161,000 or 3%. The most significant decrease occurred in the FDIC insurance premium which declined by $172,000. This decrease was due to the improvement in the Bank’s risk rating with the FDIC based on the removal of the Consent Order in December 2015.

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. At December 31, 2015, management continues to believe that the objective negative evidence represented by the Company's prior losses outweighed the more subjective positive evidence and, as a result, maintains a valuation allowance at December 31, 2015 of $11,807,000. At March 31, 2016, management continues to believe that the objective negative evidence represented by the Company's prior losses outweighed the more subjective positive evidence and, as a result, maintains a valuation allowance at March 31, 2016 of $11,874,000. The net operating losses available to offset future taxable income amounted to $24,379,000 at March 31, 2016 and begin expiring in 2028; $1,257,000 of such amount is subject to a limitation by Section 382 of the Internal Revenue Code of 1986, as amended, to $908,000 per year.

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 franchise tax expense of approximately $19,000 for the three months ended March 31, 2016. Due to the Company's adjusted capital level we were not subject to franchise tax expense for the three months ended March 31, 2015.

Balance Sheet Analysis

Our total assets increased to $422,990,000 at March 31, 2016 from $419,941,000 at December 31, 2015, an increase of $3,049,000, or 0.72%. The increase in loans outstanding was the primary driver of this increase. Loans outstanding increased by $6,475,000 during the first three months of 2016.

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 76% 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 8% of all loans. Loans in this category are typically made to individuals, small and medium-sized businesses and range between $250,000 and $2.5 million. Based on underwriting standards, commercial and industrial loans may be secured in whole or in part by collateral such as liquid assets, accounts receivable, equipment, inventory, and real property. The collateral securing any loan may depend on the type of loan and may vary in value based on market conditions. The remainder of our loan portfolio is in consumer loans which represent 16% of the total.

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

	March 31, 2016		December 31, 2015	
	Amount	%	Amount	%
Construction and land development				
Residential	$7,632	2.44 %	$5,202	1.70 %
Commercial	24,476	7.82 %	25,948	8.46 %
	32,108	10.26%	31,150	10.15 %
Commercial real estate				
Owner occupied	70,801	22.60%	69,256	22.58 %
Non-owner occupied	41,848	13.36%	38,037	12.40 %
Multifamily	8,429	2.69 %	8,537	2.78 %
Farmland	382	0.12 %	388	0.13 %
	121,460	38.77%	116,218	37.88 %
Consumer real estate				
Home equity lines	21,784	6.95 %	20,333	6.63 %
Secured by 1-4 family residential,				
First deed of trust	56,061	17.90%	56,776	18.51 %
Second deed of trust	6,202	1.98 %	6,485	2.11 %
	84,047	26.83%	83,594	27.25 %
Commercial and industrial loans (except those secured by real estate)	24,388	7.79 %	20,086	6.55 %
Guaranteed student loans	49,445	15.78%	53,989	17.60 %
Consumer and other	1,798	0.57 %	1,734	0.57 %
Total loans	313,246	100.0%	306,771	100.0 %
Deferred loan cost, net	688		670	
Less: allowance for loan losses	(3,611)		(3,562)	
	$310,323		$303,879	

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

- Risk rated 1 to 4 loans are considered of sufficient quality to preclude an adverse rating. These assets generally are well protected by the current net worth and paying capacity of the obligor or by the value of the asset or underlying collateral;
- Risk rated 5 loans are defined as having potential weaknesses that deserve management's close attention;
- Risk rated 6 loans are inadequately protected by the current sound worth and paying capacity of the obligor or of the collateral pledged, if any; and,
- Risk rated 7 loans have all the weaknesses inherent in substandard loans, with the added characteristics that the weaknesses make collection or liquidation in full, on the basis of currently existing facts, conditions and values,

highly questionable and improbable.

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

Allowance for loan losses

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

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

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

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

The allowance for loan losses at March 31, 2016 was $3,611,000, compared to $3,562,000 at December 31, 2015. The ratio of the allowance for loan losses to gross portfolio loans (net of unearned income and excluding mortgage loans held for sale) at March 31, 2016 and December 31, 2015 was 1.15% and 1.16%, respectively. The increase in the allowance for loan losses for the first three months of 2016 was primarily a result of recoveries recognized during the quarter. We believe the amount of the allowance for loan losses at March 31, 2016 is adequate to absorb the losses that can reasonably be anticipated from the loan portfolio at that date.

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

	Three Months Ended March 31, 2016			2015		
Beginning balance	$	3,562		$	5,729	
Provision for loan losses		-			-	
Charge-offs						
Construction and land development						
Commercial		-			(115	)
Commercial real estate						
Consumer real estate						
Secured by 1-4 family residential						
First deed of trust		(27	)		-	
Commercial and industrial (except those secured by real estate)		-			(162	)
Guaranteed student loans		(87	)		-	
Consumer and other		(1	)		(2	)
		(115	)		(279	)
Recoveries						
Construction and land development						
Residential		1			1	
Commercial		-			1	
Commercial real estate						
Non-owner occupied		1			-	
Farmland		125			-	
Consumer real estate						
Home equity lines		1			-	
Secured by 1-4 family residential						
First deed of trust		6			358	
Second deed of trust		5			9	
Commercial and industrial		24			12	

(except those secured by real estate)						
Consumer and other		1			13	
		164			394	
Net charge-offs		49			115	
Ending balance	$	3,611		$	5,844	
Loans outstanding at end of period(1)	$	313,934		$	288,332	
Ratio of allowance for loan losses as a percent of loans outstanding at end of period		1.15	%		2.03	%
Average loans outstanding for the period(1)	$	311,080		$	288,252	
Ratio of net charge-offs to average loans outstanding for the period		(0.02	)%		(0.04	)%

(1) Loans are net of unearned income.

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Asset quality

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

	March 31, 2016	December 31, 2015	March 31, 2015
Nonaccrual loans	$ 3,218	$ 3,718	$ 7,897
Foreclosed properties	6,134	6,249	11,472
Total nonperforming assets	$ 9,352	$ 9,967	$ 19,369
Restructured loans (not included in nonaccrual loans above)	$ 13,783	$ 14,260	$ 21,009
Loans past due 90 days and still accruing (1)	$ 8,436	$ 8,590	$ 998
Nonperforming assets to loans (2) (3)	3.0 %	3.2 %	6.7 %
Nonperforming assets to total assets (3)	2.2 %	2.4 %	4.4 %
Allowance for loan losses to nonaccrual loans	112.2 %	95.8 %	74.5 %

(1) All loans 90 days past due and still accruing at March 31, 2016 December 31, 2015 represents rehabilitated student loans which have a 98% guarantee by the DOE.

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

(3) Nonperforming assets excludes performing troubled debt restructurings.

The following table presents an analysis of the changes in nonperforming assets for the three months ended March 31, 2016 (dollars in thousands):

	Nonaccrual Loans	Foreclosed Properties	Total
Balance December 31, 2015	$ 3,718	$ 6,249	$9,967
Additions	554	-	554
Loans placed back on accrual	(1,018)	-	(1,018)

Transfers to OREO	-	-	-
Repayments	(9)	-	(9)
Charge-offs	(27)	(41)	(68)
Sales	-	(74)	(74)
		-	-
Balance March 31, 2016	$ 3,218	$ 6,134	$9,352

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

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

Of the total nonaccrual loans of $3,218,000 at March 31, 2016 that were considered impaired, 13 loans totaling $1,402,000 had specific allowances for loan losses totaling $197,000. This compares to $3,718,000 in nonaccrual loans at December 31, 2015 of which 12 loans totaling $2,112,000 had specific allowances for loan losses of $370,000.

Cumulative interest income that would have been recorded had nonaccrual loans been performing would have been approximately $136,000 and $182,000 for the three months ended March 31, 2016 and 2015, respectively.

Deposits

Deposits as of March 31, 2016 and December 31, 2015 were as follows (dollars in thousands):

	March 31, 2016		December 31, 2015	
	Amount	%	Amount	%
Demand accounts	$78,986	21.4 %	$78,282	21.5 %
Interest checking accounts	44,130	12.0 %	44,256	12.1 %
Money market accounts	66,447	18.0 %	64,841	17.8 %
Savings accounts	20,373	5.5 %	19,403	5.3 %
Time deposits of $100,000 and over	77,107	20.9 %	72,745	19.9 %
Other time deposits	82,041	22.2 %	85,321	23.4 %
Total	$369,084	100.0%	$364,848	100.0 %

Total deposits increased by $4,236,000, or 1.2%, from $364,848,000 at December 31, 2015 to $369,084,000 at March 31, 2016, as compared to a decrease of $2,028,000, or 0.5%, during the first three months of 2015. Checking and savings accounts increased by $1,548,000, money market accounts increased by $1,606,000 and time deposits increased by $1,082,000. The cost of our interest-bearing deposits declined to 0.84% for the first three months of 2016 compared to 0.86% for the first three months of 2015.

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 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 $5,000,000 and $6,000,000 at March 31, 2016 and December 31, 2015, respectively. The FHLB advances are secured by the pledge of investment securities and loans.

Capital resources

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

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

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

In accordance with the Company's written agreement with the Reserve Bank, the Company has been deferring quarterly cash dividends on the preferred stock since May 2011. The total arrearage on such preferred stock as of March 31, 2016 was $2,255,701. This amount has been accrued for and is included in other liabilities in the consolidated balance sheet.

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

On December 4, 2013, the Company issued 1,086,500 new shares of common stock through a private placement to directors and executive officers. The sale raised $1,684,075 in new capital for the Company. The $24.80 sale price for the common shares was equal to the stock's book value at September 30, 2013, which represented a 30% premium over the closing price of the stock on December 3, 2013.

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

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

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

Under the final capital rules that became effective on January 1, 2015, there was a requirement for a common equity Tier 1 capital conservation buffer of 2.5% of risk-weighted assets, which is in addition to the other minimum risk-based capital standards in the rule. Institutions that do not maintain this required capital buffer will become subject to progressively more stringent limitations on the percentage of earnings that can be paid out in dividends or used for stock repurchases and on the payment of discretionary bonuses to senior executive management. The capital buffer requirement is being phased in over three years beginning in 2016. We have included the 0.625% increase for 2016 in our minimum capital adequacy ratios in the table below. The capital buffer requirement effectively raises the minimum required common equity Tier 1 capital ratio to 7.0%, the Tier 1 capital ratio to 8.5%, and the total capital ratio to 10.5% on a fully phased-in basis on January 1, 2019. Management believes that, as of March 31, 2016, the Company would meet all capital adequacy requirements under the Basel III Capital Rules on a fully phased-in basis as if all such requirements were currently in effect.

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

	March 31, 2016	December 31, 2015
Tier 1 capital		
Total bank equity capital	$ 39,812	$ 38,665
Net unrealized (gain) loss on available-for-sale securities	(76)	439
Defined benefit postretirement plan	66	69
Disallowed intangible assets	(45)	(40)
Total Tier 1 capital	39,757	39,133
Tier 2 capital		
Allowance for loan losses	3,611	3,562
Total Tier 2 capital	3,611	3,562
Total risk-based capital	43,368	42,695
Risk-weighted assets	$ 305,435	$ 304,611
Average assets	$ 418,492	$ 419,398
Capital ratios		
Leverage ratio (Tier 1 capital to average assets)	9.50 %	9.33 %
Common equity tier 1 capital ratio (CET 1)	13.02 %	12.85 %
Tier 1 capital to risk-weighted assets	13.02 %	12.85 %
Total capital to risk-weighted assets	14.20 %	14.02 %
Equity to total assets	9.45 %	9.25 %

Federal regulatory agencies are required by law to adopt regulations defining five capital tiers: well capitalized, adequately capitalized, undercapitalized, significantly undercapitalized, and critically undercapitalized. The Bank met the ratio criteria to be categorized as a “well capitalized” institution as of December 31, 2015, 2014 and 2013. However, due to the minimum capital ratios required by the prior Consent Order, the Bank was considered adequately capitalized in 2014 and 2013. The MOU requires the Bank to maintain a leverage ratio of at least 8% and a total capital to risk-weighted assets ratio of at least 12%. Primarily as a result of the Company’s Rights Offering and Standby Offering completed on March 27, 2015, the Bank’s leverage ratio increased to 9.33% and the total capital to risk-weighted assets ratio was 14.02%, exceeding the ratios required by the MOU. 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.

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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 March 31, 2016, our liquid assets, consisting of cash, cash equivalents and investment securities available for sale totaled $57,908,000, or 14% 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 $5,000,000 of these securities are pledged against current and potential fundings.

Our holdings of liquid assets plus the ability to maintain and expand our deposit base and borrowing capabilities serve as our principal sources of liquidity. We plan to meet our future cash needs through the liquidation of temporary investments, the generation of deposits, and from additional borrowings. In addition, we will receive cash upon the maturity and sale of loans and the maturity of investment securities. We maintain two federal funds lines of credit with correspondent banks totaling $10 million for which there were no borrowings against the lines at March 31, 2016.

At March 31, 2016, we had commitments to originate $67,425,000 of loans. Fixed commitments to incur capital expenditures were approximately $275,000 at March 31, 2016. Certificates of deposit scheduled to mature in the 12-month period ending March 31, 2017 totaled $76,026,000. 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.

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

Critical accounting policies

General

The accounting and reporting policies of the Company and its subsidiary are in accordance with accounting principles generally accepted in the United States of America and conform to general practices within the banking industry. The Company's financial position and results of operations are affected by management's application of accounting policies, including estimates, assumptions and judgments made to arrive at the carrying value of assets and liabilities, and amounts reported for revenues, expenses and related disclosures. Different assumptions in the application of these policies could result in material changes in the Company's consolidated financial position and/or results of operations.

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

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

Allowance for loan losses

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

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

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

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

During the fourth quarter of 2015, we adopted a software solution for the analysis of the allowance for loan losses. While our methodology of evaluating the adequacy of the allowance for loan losses generally did not change, the software is more robust in that it:

- allows us to take a more measureable approach to our evaluation of qualitative factors such as economic conditions that may affect loss experience; and
- is widely used by community banks which provides peer data that can be used as a benchmark for comparison to our analysis.

In addition to the adoption of the software solution for our analysis, we reviewed the last twenty years of historical loss data for peer banks in Virginia to assist us in our evaluation of environmental factors and other conditions that could affect the loan portfolio and the overall adequacy of the allowance for loan losses.

Troubled debt restructurings

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

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

Real estate acquired in settlement of loans

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

Income taxes

The Company uses the asset and liability method of accounting for income taxes. Under this method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. If current available information raises doubt as to the realization of the deferred tax assets, a valuation allowance may be established. Management considers the determination of this valuation allowance to be a critical accounting policy due to the need to exercise significant judgment in evaluating the amount and timing of recognition of deferred tax liabilities and assets, including projections of future taxable income. These judgments and estimates are reviewed on a continual basis as regulatory and business factors change. A valuation allowance for deferred tax assets may be required if the amounts of taxes recoverable through loss carry backs decline, or if management projects lower levels of future taxable income. Management determined that as of March 31, 2016 and December 31, 2015, the objective negative evidence represented by the Company's prior losses outweighed the more subjective positive evidence and, as a result, maintains a valuation allowance of $11,874,000 and $11,997,000 respectively, representing all of the net deferred tax asset that is dependent on future earnings of the Company at the indicated date.

Impact of inflation and changing prices

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

ITEM 3 – QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not Applicable.

ITEM 4 – CONTROLS AND PROCEDURES

The Company’s Chief Executive Officer and Chief Financial Officer evaluated the effectiveness of the Company’s disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934 (the “Exchange Act”)) as of March 31, 2016. Based on that evaluation, management concluded that the Company’s disclosure controls and procedures were effective as of March 31, 2016 in ensuring that all material information required to be disclosed in reports that it files or submits under the Exchange Act is recorded, processed summarized and reported with the time periods specified in SEC rules and regulations and that such information is accumulated and communicated to the Company’s management, including the Company’s Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

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

PART II – OTHER INFORMATION

ITEM 1 – LEGAL PROCEEDINGS

As previously disclosed by the Company, in March 2013, the Special Inspector General for the Troubled Asset Relief Program notified the Company that it was conducting an investigation of the Company. SIGTARP issued five subpoenas from March 2013 to April 2016 requesting that the Company produce certain documents and other information. The Company has been cooperating fully with SIGTARP in providing the requested materials. The Company cannot predict the duration or the outcome of this investigation, including the effect the investigation and the costs associated with the investigation could have on the Company's business, financial condition, or results of operations.

As also previously disclosed by the Company, in April 2015, the Company received a subpoena from the United States Attorney's Office for the Eastern District of Virginia (the "U.S. Attorney's Office") to produce additional documents and information related to the SIGTARP subpoenas. The Company fully cooperated in providing the documents and information, and the U.S. Attorney's Office has informed counsel for the Company that the investigation has been closed.

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

ITEM 1A – RISK FACTORS

Not applicable.

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

Not applicable.

ITEM 3 – DEFAULTS UPON SENIOR SECURITIES

The Company is currently prohibited by its Written Agreement with the Reserve Bank from making dividend or interest payments on the preferred stock or trust preferred capital notes without prior regulatory approval. The Company is current on its trust preferred capital notes. At March 31, 2016, the aggregate amount of all of the Company's total accrued but deferred dividend payments on the preferred stock was $2,255,701.

ITEM 4 – MINE SAFETY DISCLOSURES

None.

ITEM 5 – OTHER INFORMATION

Not applicable.

ITEM 6 – EXHIBITS

10.1	Employment Agreement, dated April 5, 2016, by and between Village Bank and James E. Hendricks, Jr. (incorporated by reference to Exhibit 10.1 of the Current Report on Form 8-K filed with the Securities and Exchange Commission on April 8, 2016).
10.2	Employment Agreement, dated April 5, 2016, by and between Village Bank and Max C. Morehead, Jr. (incorporated by reference to Exhibit 10.2 of the Current Report on Form 8-K filed with the Securities and Exchange Commission on April 8, 2016).
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 March 31, 2016 formatted in eXtensible Business Reporting Language (XBRL): (i) Consolidated Balance Sheets, (ii) Consolidated Statements of Operations, (iii) Consolidated Statements of Comprehensive Income (Loss), (iv) Consolidated Statements of Shareholders' Equity, (v) Consolidated Statements of Cash Flows, and (vi) 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.
Date: May 13, 2016	By:/s/ William G. Foster, Jr. William G. Foster, Jr. President and Chief Executive Officer
Date: May 13, 2016	By:/s/ C. Harril Whitehurst, Jr. C. Harril Whitehurst, Jr. Executive Vice President and Chief Financial Officer

EXHIBIT INDEX

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