AMERICAN NATIONAL BANKSHARES INC
Form 10-K
March 14, 2013

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

FORM 10-K

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

For the fiscal year ended December 31, 2012

Commission file number 0-12820

AMERICAN NATIONAL BANKSHARES INC.
(Exact name of registrant as specified in its charter)

Virginia	54-1284688
(State of incorporation)	(I.R.S. Employer Identification No.)
628 Main Street, Danville, VA	24541
(Address of principal executive offices)	(Zip Code)

434-792-5111
Registrant's telephone number, including area code

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Exchange on Which Registered
Common Stock, $1 par value	NASDAQ Global Select Market

Securities registered pursuant to section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes o No þ

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes o No þ

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, 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 þ No o

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. £

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 definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer o Accelerated filer þ Non-accelerated filer o Smaller reporting company o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act.) Yes o Noþ

The aggregate market value of the voting stock held by non-affiliates of the registrant at June 30, 2012, based on the closing price, was $174,497,046.

The number of shares of the registrant's common stock outstanding on March 11, 2013 was 7,862,701.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Proxy Statement of the Registrant for the Annual Meeting of Shareholders to be held on May 21, 2013, are incorporated by reference in Part III of this report.

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CROSS REFERENCE INDEX

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*Certain information required by Item 10 is incorporated herein by reference to the information that appears under the headings "Election of Directors," "Election of Directors – Board Members Serving on Other Publicly Traded Company Boards of Directors," "Election of Directors – Board of Directors and Committees - The Audit and Compliance Committee," "Section 16(a) Beneficial Ownership Reporting Compliance," "Report of the Audit and Compliance Committee," and "Code of Conduct" in the Registrant's Proxy Statement for the 2013 Annual Meeting of Shareholders. The information required by Item 401 of Regulation S-K on executive officers is disclosed herein.

The information required by Item 11 is incorporated herein by reference to the information that appears under the headings "Compensation Discussion and Analysis," "Compensation Committee Interlocks and Insider Participation," and "Compensation Committee Report" in the Registrant's Proxy Statement for the 2013 Annual Meeting of Shareholders.

The information required by Item 12 is incorporated herein by reference to the information that appears under the heading "Security Ownership" in the Registrant's Proxy Statement for the 2013 Annual Meeting of Shareholders. The information required by Item 201(d) of Regulation S-K is disclosed herein. See Item 5, "Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities."

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The information required by Item 13 is incorporated herein by reference to the information that appears under the headings "Related Party Transactions" and "Election of Directors – Board Independence" in the Registrant's Proxy Statement for the 2013 Annual Meeting of Shareholders.

The information required by Item 14 is incorporated herein by reference to the information that appears under the heading "Independent Public Accountants" in the Registrant's Proxy Statement for the 2013 Annual Meeting of Shareholders.

PART I

Forward-Looking Statements

This report contains forward-looking statements with respect to the financial condition, results of operations and business of American National Bankshares Inc. (the "Company') and its wholly owned subsidiary, American National Bank and Trust Company (the "Bank"). These forward-looking statements involve risks and uncertainties and are based on the beliefs and assumptions of management of the Company and on information available to management at the time these statements and disclosures were prepared. Forward-looking statements are subject to numerous assumptions, estimates, risks, and uncertainties that could cause actual conditions, events, or results to differ materially from those stated or implied by such forward-looking statements.

A variety of factors, some of which are discussed in more detail in Item 1A – Risk Factors, may affect the operations, performance, business strategy, and results of the Company. Those factors include but are not limited to the following:

- Financial market volatility including the level of interest rates could affect the values of financial instruments and the amount of net interest income earned;
- General economic or business conditions, either nationally or in the market areas in which the Company does business, may be less favorable than expected, resulting in deteriorating credit quality, reduced demand for credit, or a weakened ability to generate deposits;
- Competition among financial institutions may increase and competitors may have greater financial resources and develop products and technology that enable those competitors to compete more successfully than the Company;
- Businesses that the Company is engaged in may be adversely affected by legislative or regulatory changes, including changes in accounting standards;
- The ability to retain key personnel;
- The failure of assumptions underlying the allowance for loan losses; and
- Risks associated with mergers and other acquisitions and other expansion activities.

ITEM 1 – BUSINESS

American National Bankshares Inc. is a one-bank holding company organized under the laws of the Commonwealth of Virginia in 1984. On September 1, 1984, the Company acquired all of the outstanding capital stock of American National Bank and Trust Company, a national banking association chartered in 1909 under the laws of the United States. American National Bank and Trust Company is the only banking subsidiary of the Company. In April 2006, AMNB Statutory Trust I, a Delaware statutory trust (the "AMNB Trust") and a wholly owned subsidiary of the Company Inc., was formed for the purpose of issuing preferred securities (the "Trust Preferred Securities") in a private placement pursuant to an applicable exemption from registration. Proceeds from the securities were used to fund the acquisition of Community First Financial Corporation ("Community First"). In April 2006, the Company finalized the acquisition of Community First and acquired 100% of its preferred and common stock through a merger transaction. Community First was a bank holding company headquartered in Lynchburg, Virginia, and through its subsidiary, Community First Bank, operated four banking offices serving the city of Lynchburg and Bedford, Nelson, and Amherst Counties.

On July 1, 2011, the Company completed its merger with MidCarolina Financial Corporation ("MidCarolina") pursuant to the Agreement and Plan of Reorganization, dated December 15, 2010, between the Company and MidCarolina (the "merger agreement"). MidCarolina was headquartered in Burlington, North Carolina, and engaged in banking operations through its subsidiary bank, MidCarolina Bank. The transaction has expanded the Company's footprint in North Carolina, adding eight branches in Alamance and Guilford Counties.

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The operations of the Company are conducted at twenty-five banking offices and two loan production offices in Roanoke, Virginia and Raleigh, North Carolina. American National Bank provides a full array of financial products and services, including commercial, mortgage, and consumer banking; trust and investment services; and insurance. Services are also provided through thirty-one ATMs, "AmeriLink" Internet banking, and 24-hour "Access American" telephone banking.

Competition and Markets

Vigorous competition exists in the Company's service areas. The Company competes not only with national, regional, and community banks, but also with other types of financial institutions including savings banks, finance companies, mutual and money market fund providers, brokerage firms, insurance companies, credit unions, and mortgage companies.

The Company has the second largest deposit market share in the City of Danville and Pittsylvania County, combined. The Company had a deposit market share in the Danville Metropolitan Statistical Area ("MSA") of 28.6% at June 30, 2012, based on Federal Deposit Insurance ("FDIC") data.

The Southern Virginia market, in which the Company has a significant presence, continues to experience slow economic growth, like much of the country. The region's economic base continues to be weighted toward the manufacturing sector. Although the region was negatively impacted by the elimination of many textile plant closings over several decades, the area has experienced some new manufacturing plant openings as well as job growth in the technology area. Other important industries include farming, tobacco processing and sales, food processing, furniture manufacturing and sales, specialty glass manufacturing, and packaging tape production.

The Company's new market areas are Alamance County and Guilford County, North Carolina, where there is strong competition in attracting deposits and making loans. Its most direct competition for deposits comes from commercial banks, savings institutions and credit unions located in the market area, including large financial institutions that have greater financial and marketing resources available to them. The Company had a deposit market in the Alamance County of 15.2% at June 30, 2012, based on FDIC data. The Company had a deposit market in Guilford County of 0.8% at June 30, 2012, based on FDIC data.

Supervision and Regulation

The Company and the Bank are extensively regulated under federal and state law. The following information describes certain aspects of that regulation applicable to the Company and the Bank and does not purport to be complete. Proposals to change the laws and regulations governing the banking industry are frequently raised in U.S. Congress, in state legislatures, and before the various bank regulatory agencies. The likelihood and timing of any changes and the impact such changes might have on the Company and the Bank are impossible to determine with any certainty. A change in applicable laws or regulations, or a change in the way such laws or regulations are interpreted by regulatory agencies or courts, may have a material impact on the business, operations, and earnings of the Company and the Bank.

American National Bankshares Inc.

American National Bankshares Inc. is qualified as a bank holding company ("BHC") within the meaning of the Bank Holding Company Act of 1956, as amended (the "BHC Act"), and is registered as such with the Board of Governors of the Federal Reserve System (the "FRB"). As a bank holding company, American National Bankshares Inc. is subject to supervision, regulation and examination by the FRB and is required to file various reports and additional information with the FRB. American National Bankshares Inc. is also registered under the bank holding company laws of Virginia and is subject to supervision, regulation and examination by the Virginia State Corporation Commission (the "SCC").

Under the Gramm-Leach-Bliley Act, a BHC may elect to become a financial holding company and thereby engage in a broader range of financial and other activities than are permissible for traditional BHC's. In order to qualify for the election, all of the depository institution subsidiaries of the BHC must be well capitalized, well managed, and have achieved a rating of "satisfactory" or better under the Community Reinvestment Act (the "CRA"). Financial holding companies are permitted to engage in activities that are "financial in nature" or incidental or complementary thereto as determined by the FRB. The Gramm-Leach-Bliley Act identifies several activities as "financial in nature," including insurance underwriting and sales, investment advisory services, merchant banking and underwriting, and dealing or making a market in securities. American National Bankshares Inc. has not elected to become a financial holding company, and has no plans to become a financial holding company.

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American National Bank and Trust Company

American National Bank and Trust Company is a federally chartered national bank and is a member of the Federal Reserve System. It is subject to federal regulation by the Office of the Comptroller of the Currency (the “OCC”), the FRB, and the FDIC.

Depository institutions, including the Bank, are subject to extensive federal and state regulations that significantly affect their business and activities. Regulatory bodies have broad authority to implement standards and initiate proceedings designed to prohibit deposit institutions from engaging in unsafe and unsound banking practices. The standards relate generally to operations and management, asset quality, interest rate exposure, and capital. The agencies are authorized to take action against institutions that fail to meet such standards.

As with other financial institutions, the earnings of the Bank are affected by general economic conditions and by the monetary policies of the FRB. The FRB exerts a substantial influence on interest rates and credit conditions, primarily through open market operations in U.S. Government securities, setting the reserve requirements of member banks, and establishing the discount rate on member bank borrowings. The policies of the FRB have a direct impact on loan and deposit growth and the interest rates charged and paid thereon. They also impact the source and cost of funds and the rates of return on investments. Changes in the FRB’s monetary policies have had a significant impact on the operating results of the Bank and other financial institutions and are expected to continue to do so in the future; however, the exact impact of such conditions and policies upon the future business and earnings cannot accurately be predicted.

Regulatory Reform – The Dodd-Frank Act

On July 21, 2010, President Obama signed into law the Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act”). The Dodd-Frank Act significantly restructures the financial regulatory regime in the United States and has a broad impact on the financial services industry as a result of the significant regulatory and compliance changes required under the act. While some rulemaking under the Dodd-Frank Act has occurred, many of the act’s provisions require study or rulemaking by federal agencies, a process which will take years to fully implement. A summary of certain provisions of the Dodd-Frank Act is set forth below:

Increased Capital Standards. The federal banking agencies are required to establish minimum leverage and risk-based capital requirements for banks and bank holding companies. Among other things, the Dodd-Frank Act provides for new capital standards that eliminate the treatment of trust preferred securities as Tier 1 capital. Existing trust preferred securities are grandfathered for banking entities with less than $15 billion of assets, such as the Company.

Deposit Insurance. The Dodd-Frank Act makes permanent the $250,000 deposit insurance limit for insured deposits. Amendments to the Federal Deposit Insurance Act also revise the assessment base against which an insured depository institution’s deposit insurance premiums paid to the Deposit Insurance Fund (the “DIF”) will be calculated. Under the amendments, the assessment base will no longer be the institution’s deposit base, but rather its average consolidated total assets less its average tangible equity during the assessment period. Additionally, the Dodd-Frank Act makes changes to the minimum designated reserve ratio of the DIF, increasing the minimum from 1.15% to 1.35% of the estimated amount of total insured deposits and eliminating the requirement that the FDIC pay dividends to depository institutions when the reserve ratio exceeds certain thresholds. In December 2010, the FDIC increased the reserve ratio to 2.0%. The Dodd-Frank Act also provides that, effective one year after the date of enactment, depository institutions may pay interest on demand deposits.

Enhanced Lending Limits. The Dodd-Frank Act strengthens the existing limits on a depository institution’s credit exposure to one borrower. Current banking law limits a depository institution’s ability to extend credit to one person (or group of related persons) in an amount exceeding certain thresholds.

The Consumer Financial Protection Bureau ("Bureau"). The Dodd-Frank Act creates the Bureau within the FRB. The Bureau will establish rules and regulations under certain federal consumer protection laws with respect to the conduct of providers of certain consumer financial products and services.

Interchange Fees. The Dodd-Frank Act also provides that debit card interchange fees must be reasonable and proportional to the cost incurred by the card issuer with respect to the transaction. This provision is known as the "Durbin Amendment." In June 2011, the Federal Reserve adopted regulations setting the maximum permissible interchange fee for large, systemically important financial institutions as the sum of 21 cents per transaction and 5 basis points multiplied by the value of the transaction, with an additional adjustment of up to one cent per transaction if the card issuer implements certain fraud-prevention standards. The interchange fee restriction only applies to financial institutions with assets of $10 billion or more and therefore has no effect on the Company.

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Compensation Practices. The Dodd-Frank Act provides that the appropriate federal regulators must establish standards prohibiting as an unsafe and unsound practice any compensation plan of a bank holding company or bank that provides an insider or other employee with "excessive compensation" or could lead to a material financial loss to such firm. In June 2010, prior to the Dodd-Frank Act, the bank regulatory agencies promulgated the Interagency Guidance on Sound Incentive Compensation Policies, which requires that financial institutions establish metrics for measuring the impact of activities to achieve incentive compensation with the related risk to the financial institution of such behavior.

Although a significant number of the rules and regulations mandated by the Dodd-Frank Act have been finalized, many of the new requirements called for have yet to be implemented and will likely be subject to implementing regulations over the course of several years. Given the uncertainty associated with the manner in which the provisions of the Dodd-Frank Act will be implemented by the various regulatory agencies, the full extent of the impact such requirements will have on the operations of the Company and the Bank is unclear. The changes resulting from the Dodd-Frank Act may impact the profitability of business activities, require changes to certain business practices, impose more stringent capital, liquidity and leverage ratio requirements or otherwise adversely affect the business of the Company and the Bank. These changes may also require the Company to invest significant management attention and resources to evaluate and make necessary changes in order to comply with new statutory and regulatory requirements. The Company does believe, however, that short- and long-term compliance costs for the Company will be greater because of the Dodd-Frank Act.

Deposit Insurance

The deposits of the Bank are insured up to applicable limits by the Deposit Insurance Fund ("DIF") of the FDIC and are subject to deposit insurance assessments to maintain the DIF. On April 1, 2011, the deposit insurance assessment base changed from total deposits to average total assets minus average tangible equity, pursuant to a rule issued by the FDIC as required by the Dodd-Frank Act.

The Federal Deposit Insurance Act (the "FDIA"), as amended by the Federal Deposit Insurance Reform Act and the Dodd-Frank Act, requires the FDIC to set a ratio of deposit insurance reserves to estimated insured deposits of at least 1.35%. The FDIC utilizes a risk-based assessment system that imposes insurance premiums based upon a risk matrix that takes into account a bank's capital level and supervisory rating. On February 27, 2009, the FDIC introduced three possible adjustments to an institution's initial base assessment rate: (i) a decrease of up to five basis points for long-term unsecured debt, including senior unsecured debt (other than debt guaranteed under the Temporary Liquidity Guarantee Program) and subordinated debt and, for small institutions, a portion of Tier 1 capital; (ii) an increase not to exceed 50% of an institution's assessment rate before the increase for secured liabilities in excess of 25% of domestic deposits; and (iii) for non-Risk Category I institutions, an increase not to exceed 10 basis points for brokered deposits in excess of 10% of domestic deposits. In 2012 and 2011, the Company paid only the base assessment rate for "well capitalized" institutions, which totaled $692,000 and $651,000, respectively, in regular deposit insurance assessments.

On May 22, 2009, the FDIC issued a final rule that levied a special assessment applicable to all insured depository institutions totaling 5 basis points of each institution's total assets less Tier 1 capital as of June 30, 2009, not to exceed 10 basis points of domestic deposits. The special assessment was part of the FDIC's efforts to rebuild the DIF. Deposit insurance expense during 2009 for the Bank included an additional $1.2 million recognized in the second quarter related to the special assessment. On November 12, 2009, the FDIC issued a rule that required all insured depository institutions, with limited exceptions, to prepay their estimated quarterly risk-based assessments for the fourth quarter of 2009 and for all of 2010, 2011, and 2012. In December 2009, the Bank paid $2.9 million in prepaid risk-based assessments, which amount was expensed in the appropriate periods through December 31, 2012.

In November 2010, the FDIC issued a final rule to implement provisions of the Dodd-Frank Act that provide for temporary unlimited coverage for non-interest-bearing transaction accounts. The separate coverage for non-interest-bearing transaction accounts became effective on December 31, 2010 and expired on December 31, 2012.

In addition, all FDIC insured institutions are required to pay assessments to the FDIC at an annual rate of approximately one basis point of insured deposits to fund interest payments on bonds issued by the Financing Corporation, an agency of the federal government established to recapitalize the predecessor to the Savings Association Insurance Fund. These assessments will continue until the Financing Corporation bonds mature in 2017 through 2019.

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Capital Requirements

The FRB, the OCC and the FDIC have issued substantially similar risk-based and leverage capital guidelines applicable to all banks and bank holding companies. In addition, those regulatory agencies may from time to time require that a banking organization maintain capital above the minimum levels because of its financial condition or actual or anticipated growth. Under the risk-based capital requirements of these federal bank regulatory agencies, American National Bankshares Inc. and American National Bank are required to maintain a minimum ratio of total capital to risk-weighted assets of at least 8.0%. At least half of the total capital is required to be "Tier 1 capital," which consists principally of common and certain qualifying preferred shareholders' equity (including trust preferred securities), less certain intangibles and other adjustments. The remainder ("Tier 2 capital") consists of a limited amount of subordinated and other qualifying debt (including certain hybrid capital instruments) and a limited amount of the general loan loss allowance. The Tier 1 and total capital to risk-weighted asset ratios of the American National Bankshares Inc. were 15.75% and 17.00%, respectively, as of December 31, 2012, thus exceeding the minimum requirements. The Tier 1 and total capital to risk-weighted asset ratios of American National Bank were 15.36% and 16.49%, respectively, as of December 31, 2012 thus exceeding the minimum requirements.

Each of the federal regulatory agencies has established a minimum leverage capital ratio of Tier 1 capital to average adjusted assets ("Tier 1 leverage ratio"). These guidelines provide for a minimum Tier 1 leverage ratio of 4% for banks and bank holding companies that meet certain specified criteria, including having the highest regulatory examination rating and are not contemplating significant growth or expansion. The Tier 1 leverage ratio of American National Bankshares Inc. as of December 31, 2012 was 11.27%, which is above the minimum requirements. The guidelines also provide that banking organizations experiencing internal growth or making acquisitions will be expected to maintain strong capital positions substantially above the minimum supervisory levels without significant reliance on intangible assets.

On June 7, 2012, the FRB and the other federal bank regulatory agencies issued a series of proposed rules that would revise their risk-based and leverage capital requirements and their method for calculating risk-weighted assets. The proposed rules implement the Basel III regulatory capital reforms from the Basel Committee on Banking Supervision and certain provisions of the Dodd-Frank Act. The proposed rules would, among other things, establish a new common equity Tier 1 minimum capital requirement (4.5% of risk-weighted assets) and a higher minimum Tier 1 risk-based capital requirement (6% of risk-weighted assets), and assign higher risk weightings to loans that are more than 90 days past due, loans that are on nonaccrual status and certain loans financing the acquisition, development or construction of commercial real estate. The proposed rules would also require unrealized gains and losses on certain securities holdings to be included for purposes of calculating regulatory capital requirements, and would limit a financial institution's capital distributions and certain discretionary bonus payments if the institution does not hold a "capital conservation buffer" consisting of a specified amount of common equity Tier 1 capital in addition to the amount necessary to meet its minimum risk-based capital requirements.

The federal bank regulatory agencies initially indicated that these proposed rules would be phased in beginning January 1, 2013 with full compliance required by January 1, 2019. However, due to the volume of public comments received, the agencies elected not to begin implementing the rules on January 1, 2013 and have provided no further guidance on a new effective date. Management believes that, as of December 31, 2012, the Company and the Bank would meet all capital adequacy requirements under the proposed rules if such requirements were currently effective. The regulations ultimately implemented may be substantially different from the proposed rules issued in June 2012. Management will continue to monitor these and any future proposals submitted by our regulators.

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Dividends

The Company's principal source of cash flow, including cash flow to pay dividends to its shareholders, is dividends it receives from the Bank. Statutory and regulatory limitations apply to the Bank's payment of dividends to the Company. As a general rule, the amount of a dividend may not exceed, without prior regulatory approval, the sum of net income in the calendar year to date and the retained net earnings of the immediately preceding two calendar years. A depository institution may not pay any dividend if payment would cause the institution to become "undercapitalized" or if it already is "undercapitalized." The OCC may prevent the payment of a dividend if it determines that the payment would be an unsafe and unsound banking practice. The OCC also has advised that a national bank should generally pay dividends only out of current operating earnings.

Permitted Activities

As a bank holding company, American National Bankshares Inc. is limited to managing or controlling banks, furnishing services to or performing services for its subsidiaries, and engaging in other activities that the FRB determines by regulation or order to be so closely related to banking or managing or controlling banks as to be a proper incident thereto. In determining whether a particular activity is permissible, the FRB must consider whether the performance of such an activity reasonably can be expected to produce benefits to the public that outweigh possible adverse effects. Possible benefits include greater convenience, increased competition, and gains in efficiency. Possible adverse effects include undue concentration of resources, decreased or unfair competition, conflicts of interest, and unsound banking practices. Despite prior approval, the FRB may order a bank holding company or its subsidiaries to terminate any activity or to terminate ownership or control of any subsidiary when the FRB has reasonable cause to believe that a serious risk to the financial safety, soundness or stability of any bank subsidiary of that bank holding company may result from such an activity.

Banking Acquisitions; Changes in Control

The Bank Holding Company Act of 1956 (the "BHCA") requires, among other things, the prior approval of the FRB in any case where a bank holding company proposes to (i) acquire direct or indirect ownership or control of more than 5% of the outstanding voting stock of any bank or bank holding company (unless it already owns a majority of such voting shares), (ii) acquire all or substantially all of the assets of another bank or bank holding company, or (iii) merge or consolidate with any other bank holding company. In determining whether to approve a proposed bank acquisition, the FRB will consider, among other factors, the effect of the acquisition on competition, the public benefits expected to be received from the acquisition, the projected capital ratios and levels on a post-acquisition basis, and the acquiring institution's performance under the Community Reinvestment Act of 1977 (the "CRA").

Subject to certain exceptions, the BHCA and the Change in Bank Control Act, together with the applicable regulations, require FRB approval (or, depending on the circumstances, no notice of disapproval) prior to any person or company acquiring "control" of a bank or bank holding company. A conclusive presumption of control exists if an individual or company acquires the power, directly or indirectly, to direct the management or policies of an insured depository institution or to vote 25% or more of any class of voting securities of any insured depository institution. A rebuttable presumption of control exists if a person or company acquires 10% or more but less than 25% of any class of voting securities of an insured depository institution and either the institution has registered securities under Section 12 of the Securities Exchange Act of 1934 (the "Exchange Act") or no other person will own a greater percentage of that class of voting securities immediately after the acquisition. The Company's common stock is registered under Section 12 of the Exchange Act.

In addition, Virginia law requires the prior approval of the SCC for (i) the acquisition of more than 5% of the voting shares of a Virginia bank or any holding company that controls a Virginia bank, or (ii) the acquisition by a Virginia bank holding company of a bank or its holding company domiciled outside Virginia.

Source of Strength

FRB policy has historically required bank holding companies to act as a source of financial and managerial strength to their subsidiary banks. The Dodd-Frank Act codified this policy as a statutory requirement. The federal bank regulatory agencies must still issue regulations to implement the source of strength provisions of the Dodd-Frank Act. Under this requirement, the Company is expected to commit resources to support the Bank, including at times when the Company may not be in a financial position to provide such resources. Any capital loans by a bank holding company to any of its subsidiary banks are subordinate in right of payment to depositors and to certain other indebtedness of such subsidiary banks. In the event of a bank holding company’s bankruptcy, any commitment by the bank holding company to a federal bank regulatory agency to maintain the capital of a subsidiary bank will be assumed by the bankruptcy trustee and entitled to priority of payment.

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Safety and Soundness

There are a number of obligations and restrictions imposed on bank holding companies and their subsidiary banks by law and regulatory policy that are designed to minimize potential loss to the depositors of such depository institutions and the FDIC insurance fund in the event of a depository institution default. For example, under the Federal Deposit Insurance Company Improvement Act of 1991, to avoid receivership of an insured depository institution subsidiary, a bank holding company is required to guarantee the compliance of any subsidiary bank that may become “undercapitalized” with the terms of any capital restoration plan filed by such subsidiary with its appropriate federal bank regulatory agency up to the lesser of (i) an amount equal to 5% of the institution’s total assets at the time the institution became undercapitalized or (ii) the amount that is necessary (or would have been necessary) to bring the institution into compliance with all applicable capital standards as of the time the institution fails to comply with such capital restoration plan.

Under the FDIA, the federal bank regulatory agencies have adopted guidelines prescribing safety and soundness standards. These guidelines establish general standards relating to internal controls and information systems, internal audit systems, loan documentation, credit underwriting, interest rate exposure, asset growth and compensation, fees and benefits. In general, the guidelines require, among other things, appropriate systems and practices to identify and manage the risk and exposures specified in the guidelines.

The Federal Deposit Insurance Corporation Improvement Act

Under the Federal Deposit Insurance Corporation Improvement Act of 1991 (“FDICIA”), the federal banking agencies possess broad powers to take prompt corrective action to resolve problems of insured depository institutions. The extent of these powers depends upon whether the institution is “well capitalized,” “adequately capitalized,” “undercapitalized,” “significantly undercapitalized,” or “critically undercapitalized,” as defined by the law. Under regulations established by the federal banking agencies a “well capitalized” institution must have a Tier 1 capital ratio of at least 6%, a total capital ratio of at least 10%, and a leverage ratio of at least 5%, and not be subject to a capital directive order. An “adequately capitalized” institution must have a Tier 1 capital ratio of a least 4%, a total capital ratio of at least 8%, and a leverage ratio of at least 4%, or 3% in some cases. Management believes, as of December 31, 2012 and 2011, that the Company met the requirements for being classified as “well capitalized.”

As required by FDICIA, the federal banking agencies also have adopted guidelines prescribing safety and soundness standards relating to, among other things, internal controls and information systems, internal audit systems, loan documentation, credit underwriting, and interest rate exposure. In general, the guidelines require appropriate systems and practices to identify and manage the risks and exposures specified in the guidelines. In addition, the agencies adopted regulations that authorize, but do not require, an institution which has been notified that it is not in compliance with safety and soundness standard to submit a compliance plan. If, after being so notified, an institution fails to submit an acceptable compliance plan, the agency must issue an order directing action to correct the deficiency and may issue an order directing other actions of the types to which an undercapitalized institution is subject under the prompt corrective action provisions described above.

Branching

The Riegle-Neal Interstate Banking and Branching Efficiency Act of 1994, as amended (the “Interstate Banking Act”), generally permits well capitalized bank holding companies to acquire banks in any state, and preempts all state laws restricting the ownership by a bank holding company of banks in more than one state. The Interstate Banking Act also permits a bank to merge with an out-of-state bank and convert any offices into branches of the resulting bank if both states have not opted out of interstate branching; and permits a bank to acquire branches from an out-of-state bank if the law of the state where the branches are located permits the interstate branch acquisition. Under the Dodd-Frank

Act, a bank holding company or bank must be well capitalized and well managed to engage in an interstate acquisition. Bank holding companies and banks are required to obtain prior FRB approval to acquire more than 5% of a class of voting securities, or substantially all of the assets, of a bank holding company, bank or savings association. The Interstate Banking Act and the Dodd-Frank Act permit banks to establish and operate de novo interstate branches to the same extent a bank chartered by the host state may establish branches.

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Transactions with Affiliates

Pursuant to Sections 23A and 23B of the Federal Reserve Act and Regulation W, the authority of the Bank to engage in transactions with related parties or “affiliates” or to make loans to insiders is limited. Loan transactions with an affiliate generally must be collateralized and certain transactions between the Bank and its affiliates, including the sale of assets, the payment of money or the provision of services, must be on terms and conditions that are substantially the same, or at least as favorable to the Bank, as those prevailing for comparable nonaffiliated transactions. In addition, the Bank generally may not purchase securities issued or underwritten by affiliates.

Loans to executive officers, directors or to any person who directly or indirectly, or acting through or in concert with one or more persons, owns, controls or has the power to vote more than 10% of any class of voting securities of a bank (a “10% Shareholders”), are subject to Sections 22(g) and 22(h) of the Federal Reserve Act and their corresponding regulations (Regulation O) and Section 13(k) of the Exchange Act relating to the prohibition on personal loans to executives (which exempts financial institutions in compliance with the insider lending restrictions of Section 22(h) of the Federal Reserve Act). Among other things, these loans must be made on terms substantially the same as those prevailing on transactions made to unaffiliated individuals and certain extensions of credit to those persons must first be approved in advance by a disinterested majority of the entire board of directors. Section 22(h) of the Federal Reserve Act prohibits loans to any of those individuals where the aggregate amount exceeds an amount equal to 15% of an institution’s unimpaired capital and surplus plus an additional 10% of unimpaired capital and surplus in the case of loans that are fully secured by readily marketable collateral, or when the aggregate amount on all of the extensions of credit outstanding to all of these persons would exceed the Bank’s unimpaired capital and unimpaired surplus. Section 22(g) of the Federal Reserve Act identifies limited circumstances in which the Bank is permitted to extend credit to executive officers.

Community Reinvestment and Consumer Protection Laws

In connection with its lending activities, the Company is subject to a number of federal laws designed to protect borrowers and promote lending to various sectors of the economy and population. These include the Equal Credit Opportunity Act, the Truth-in-Lending Act, the Home Mortgage Disclosure Act, the Real Estate Settlement Procedures Act, and the Community Reinvestment Act of 1977.

The CRA requires the appropriate federal banking agency, in connection with its examination of a bank, to assess the bank’s record in meeting the credit needs of the communities served by the bank, including low and moderate income neighborhoods. Furthermore, such assessment is also required of banks that have applied, among other things, to merge or consolidate with or acquire the assets or assume the liabilities of an insured depository institution, or to open or relocate a branch. In the case of a BHC applying for approval to acquire a bank or BHC, the record of each subsidiary bank of the applicant BHC is subject to assessment in considering the application. Under the CRA, institutions are assigned a rating of “outstanding,” “satisfactory,” “needs to improve,” or “substantial non-compliance.” The Company was rated “outstanding” in its most recent CRA evaluation.

Anti-Money Laundering Legislation

The Company is subject to the Bank Secrecy Act and other anti-money laundering laws and regulations, including the USA Patriot Act of 2001. Among other things, these laws and regulations require the Company to take steps to prevent the use of the Company for facilitating the flow of illegal or illicit money, to report large currency transactions, and to file suspicious activity reports. The Company is also required to carry out a comprehensive anti-money laundering compliance program. Violations can result in substantial civil and criminal sanctions. In addition, provisions of the USA Patriot Act require the federal financial institution regulatory agencies to consider the effectiveness of a financial institution’s anti-money laundering activities when reviewing bank mergers and BHC acquisitions.

Privacy Legislation

Several recent regulations issued by federal banking agencies also provide new protections against the transfer and use of customer information by financial institutions. A financial institution must provide to its customers information regarding its policies and procedures with respect to the handling of customers' personal information. Each institution must conduct an internal risk assessment of its ability to protect customer information. These privacy provisions generally prohibit a financial institution from providing a customer's personal financial information to unaffiliated parties without prior notice and approval from the customer.

Incentive Compensation

In June 2010, the federal banking agencies issued comprehensive final guidance on incentive compensation policies intended to ensure that the incentive compensation policies of financial institutions do not undermine the safety and soundness of such institutions by encouraging excessive risk-taking. The Interagency Guidance on Sound Incentive

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Compensation Policies, which covers all employees that have the ability to materially affect the risk profile of a financial institutions, either individually or as part of a group, is based upon the key principles that a financial institution's incentive compensation arrangements should (i) provide incentives that do not encourage risk-taking beyond the institution's ability to effectively identify and manage risks, (ii) be compatible with effective internal controls and risk management, and (iii) be supported by strong corporate governance, including active and effective oversight by the financial institution's board of directors.

The FRB will review, as part of the regular, risk-focused examination process, the incentive compensation arrangements of financial institutions, such as the Company, that are not "large, complex banking organizations." These reviews will be tailored to each financial institution based on the scope and complexity of the institution's activities and the prevalence of incentive compensation arrangements. The findings of the supervisory initiatives will be included in reports of examination. Deficiencies will be incorporated into the institution's supervisory ratings, which can affect the institution's ability to make acquisitions and take other actions. Enforcement actions may be taken against a financial institution if its incentive compensation arrangements, or related risk-management control or governance processes, pose a risk to the institution's safety and soundness and the financial institution is not taking prompt and effective measures to correct the deficiencies. At December 31, 2012, the Company had not been made aware of any instances of non-compliance with the new guidance.

Effect of Governmental Monetary Policies

The Company's operations are affected not only by general economic conditions, but also by the policies of various regulatory authorities. In particular, the FRB regulates money and credit conditions and interest rates to influence general economic conditions. These policies have a significant impact on overall growth and distribution of loans, investments and deposits; they affect interest rates charged on loans or paid for time and savings deposits. FRB monetary policies have had a significant effect on the operating results of commercial banks, including the Company, in the past and are expected to do so in the future. As a result, the Company is unable to predict the effects of possible changes in monetary policies upon its future operating results.

Employees

At December 31, 2012, the Company employed 307 full-time equivalent persons. In the opinion of the management of the Company, the relationship with employees of the Company and the Bank is good.

Internet Access to Company Documents

The Company provides access to its Securities and Exchange Commission (the "SEC") filings through a link on the Investor Relations page of the Company's website at www.amnb.com. Reports available include the annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and all amendments to those reports as soon as reasonably practicable after the reports are filed electronically with the SEC. The information on the Company's website is not incorporated into this Annual Report on Form 10-K or any other filing the Company makes with the SEC. The SEC maintains an Internet site that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC at www.sec.gov.

Executive Officers of the Company

The following lists, as of December 31, 2012, the executive officers of the Company, their ages, and their positions. The information below reflects certain changes in management positions that were effected in January 2013.

Name	Age	Position
Charles H. Majors	67	Executive Chairman of the Company and Bank since January 2013; prior thereto, Chairman and Chief Executive Officer of the Company since January 2012; Chairman of the Bank since January 2012; prior thereto, President and Chief Executive Officer of the Company; Chairman and Chief Executive Officer of the Bank from June 2010 to December 2011, prior thereto, Chief Executive Officer and President of the Bank.
Jeffrey V. Haley	52	President and Chief Executive Officer of the Company and Bank since January 2013; prior thereto, President of the Company and Chief Executive Officer of the Bank since January 2012; prior thereto, Executive Vice President of the Company from June 2010 to December 2011; prior thereto, Senior Vice President of the Company from July 2008 to May 2010; President of the Bank since June 2010; prior thereto, Executive Vice President of the Bank, as well as President of Trust and Financial Services from July 2008 to May 2010; prior thereto, Executive Vice President and Chief Operating Officer of the Bank from November 2005 to June 2007.
William W. Traynham	57	Senior Vice President, Chief Financial Officer, Treasurer and Secretary of the Company since April 2009; Executive Vice President, Chief Financial Officer, and Cashier of the Bank since April 2009; prior thereto, President and Chief Financial Officer of Community Bankshares Inc. and Chief Financial Officer of Community Resource Bank, NA from 1992 until the sale of the company in 2008.

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ITEM 1A – RISK FACTORS

Risks Related to the Company's Business

The Company's business is subject to interest rate risk, and variations in interest rates may negatively affect financial performance.

Changes in the interest rate environment may reduce the Company's profits. It is expected that the Company will continue to realize income from the spread between the interest earned on loans, securities, and other interest earning assets, and interest paid on deposits, borrowings and other interest bearing liabilities. Net interest spreads are affected by the difference between the maturities and repricing characteristics of interest earning assets and interest bearing liabilities. In addition, loan volume and yields are affected by market interest rates on loans, and the current interest rate environment encourages extreme competition for new loan originations from qualified borrowers. Management cannot ensure that it can minimize the Company's interest rate risk. While an eventual increase in the general level of interest rates may increase the loan yield and the net interest margin, it may adversely affect the ability of certain borrowers with variable rate loans to pay the interest and principal of their obligations. Accordingly, changes in levels of market interest rates could materially and adversely affect the net interest spread, asset quality, loan origination volume, and overall profitability of the Company.

The Company faces strong competition from financial services companies and other companies that offer banking and other financial services, which could negatively affect the Company's business.

The Company encounters substantial competition from other financial institutions in its market area. Ultimately, the Company may not be able to compete successfully against current and future competitors. Many competitors offer the same banking services that the Company offers. These competitors include national, regional, and community banks. The Company also faces competition from many other types of financial institutions, including savings banks, finance companies, mutual and money market fund providers, brokerage firms, insurance companies, credit unions, financial subsidiaries of certain industrial corporations, and mortgage companies. In particular, competitors include several major financial companies whose greater resources may afford them a marketplace advantage by enabling them to maintain numerous banking locations and ATMs and conduct extensive promotional and advertising campaigns. Increased competition may result in reduced business for the Company.

Additionally, banks and other financial institutions with larger capitalization and financial intermediaries not subject to bank regulatory restrictions have larger lending limits and are thereby able to serve the credit needs of larger customers. Areas of competition include interest rates for loans and deposits, efforts to obtain loans and deposits, and range and quality of products and services provided, including new technology-driven products and services. Technological innovation continues to contribute to greater competition in domestic and international financial services markets as technological advances enable more companies to provide financial services. If the Company is unable to attract and retain banking customers, it may be unable to continue to grow loan and deposit portfolios and its results of operations and financial condition may be adversely affected.

Changes in economic conditions could materially and negatively affect the Company's business.

The Company's business is directly impacted by economic, political, and market conditions, broad trends in industry and finance, legislative and regulatory changes, changes in government monetary and fiscal policies, and inflation, all of which are beyond the Company's control. A deterioration in economic conditions, whether caused by global, national or local events, especially within the Company's market area, could result in potentially material consequences: loan delinquencies increasing; problem assets and foreclosures increasing; demand for products and services decreasing; low cost or noninterest bearing deposits decreasing; and collateral for loans, especially real estate, declining in value, in turn reducing customers' borrowing power, and reducing the value of assets and collateral associated with existing loans.

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Trust division income is a major source of non-interest income for the Company. Trust and Investment Services fee revenue is largely dependent on the fair market value of assets under management and on trading volumes in the brokerage business. General economic conditions and their subsequent effect on the securities markets tend to act in correlation. When general economic conditions deteriorate, securities markets generally decline in value, and the Company's Trust and Investment Service revenues are negatively impacted as asset values and trading volumes decrease.

The Company's credit standards and its on-going credit assessment processes might not protect it from significant credit losses.

The Company takes credit risk by virtue of making loans and extending loan commitments and letters of credit. The Company manages credit risk through a program of underwriting standards, the review of certain credit decisions and an on-going process of assessment of the quality of the credit already extended. The Company's exposure to credit risk is managed through the use of consistent underwriting standards that emphasize local lending while avoiding highly leveraged transactions as well as excessive industry and other concentrations. The Company's credit administration function employs risk management techniques to help ensure that problem loans are promptly identified. While these procedures are designed to provide the Company with the information needed to implement policy adjustments where necessary and to take appropriate corrective actions, and have proven to be reasonably effective to date, there can be no assurance that such measures will be effective in avoiding future undue credit risk.

The Company's focus on lending to small to mid-sized community-based businesses may increase its credit risk.

Most of the Company's commercial business and commercial real estate loans are made to small business or middle market customers. These businesses generally have fewer financial resources in terms of capital or borrowing capacity than larger entities and have a heightened vulnerability to economic conditions. If general economic conditions in the market areas in which the Company operates negatively impact this important customer sector, the Company's results of operations and financial condition may be adversely affected. Moreover, a portion of these loans have been made by the Company in recent years and the borrowers may not have experienced a complete business or economic cycle. The deterioration of the borrowers' businesses may hinder their ability to repay their loans with the Company, which could have a material adverse effect on the Company's financial condition and results of operations.

The Company depends on the accuracy and completeness of information about clients and counterparties, and its financial condition could be adversely affected if it relies on misleading information.

In deciding whether to extend credit or to enter into other transactions with clients and counterparties, the Company may rely on information furnished to it by or on behalf of clients and counterparties, including financial statements and other financial information, which the Company does not independently verify. The Company also may rely on representations of clients and counterparties as to the accuracy and completeness of that information and, with respect to financial statements, on reports of independent auditors. For example, in deciding whether to extend credit to clients, the Company may assume that a customer's audited financial statements conform with accounting principles generally accepted in the United States and present fairly, in all material respects, the financial condition, results of operations and cash flows of the customer. The Company's financial condition and results of operations could be negatively impacted to the extent it relies on financial statements that do not comply with GAAP or are materially misleading.

The allowance for loan losses may not be adequate to cover actual losses.

In accordance with accounting principles generally accepted in the United States, an allowance for loan losses is maintained to provide for loan losses. The allowance for loan losses may not be adequate to cover actual credit losses, and future provisions for credit losses could materially and adversely affect operating results. The allowance for loan losses is based on prior experience, as well as an evaluation of the risks in the current portfolio. The amount of future losses is susceptible to changes in economic, operating, and other outside forces and conditions, including changes in interest rates, all of which are beyond the Company’s control; and these losses may exceed current estimates. Federal regulatory agencies, as a part of their examination process, review the Company’s loans and allowance for loan losses. While management believes that the allowance for loan losses is adequate to cover current losses, it cannot make assurances that it will not further increase the allowance for loan losses or that regulators will not require it to increase this allowance. Either of these occurrences could adversely affect earnings.

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Nonperforming assets take significant time to resolve and adversely affect the Company's results of operations and financial condition.

The Company's nonperforming assets adversely affect its net income in various ways. Until economic and market conditions stabilize, the Company expects to continue to incur additional losses relating to volatility in nonperforming loans. The Company does not record interest income on nonaccrual loans, which adversely affects its income and increases credit administration costs. When the Company receives collateral through foreclosures and similar proceedings, it is required to mark the related loan to the then fair market value of the collateral less estimated selling costs, which may, and often does, result in a loss. An increase in the level of nonperforming assets also increases the Company's risk profile and may impact the capital levels regulators believe are appropriate in light of such risks. The Company utilizes various techniques such as workouts, restructurings and loan sales to manage problem assets. Increases in or negative adjustments in the value of these problem assets, the underlying collateral, or in the borrowers' performance or financial condition, could adversely affect the Company's business, results of operations and financial condition. In addition, the resolution of nonperforming assets requires significant commitments of time from management and staff, which can be detrimental to the performance of their other responsibilities, including generation of new loans. There can be no assurance that the Company will avoid further increases in nonperforming loans in the future.

The continued weak condition of, or downturn in, the local real estate market could materially and negatively affect the Company's business.

The Company offers a variety of secured loans, including commercial lines of credit, commercial term loans, real estate, construction, home equity lines of credit, consumer and other loans. Many of these loans are secured by real estate (both residential and commercial) located in the Company's market area. The continued weakness of, or downturn in, the real estate market in the areas in which the Company conducts its operations could negatively affect the Company's business because significant portions of its loans are secured by real estate. At December 31, 2012, the Company had approximately $789 million in loans, of which approximately $657 million (83.2%) were secured by real estate. The ability to recover on defaulted loans by selling the real estate collateral could then be diminished and the Company would be more likely to suffer losses.

Substantially all of the Company's real property collateral is located in its market area. If there is a continued decline in real estate values, especially in the Company's market area, the collateral for loans would deteriorate and provide significantly less security.

The Company relies upon independent appraisals to determine the value of the real estate which secures a significant portion of its loans, and the values indicated by such appraisals may not be realizable if the Company is forced to foreclose upon such loans.

A significant portion of the Company's loan portfolio consists of loans secured by real estate. The Company relies upon independent appraisers to estimate the value of such real estate. Appraisals are only estimates of value and the independent appraisers may make mistakes of fact or judgment which adversely affect the reliability of their appraisals. In addition, events occurring after the initial appraisal may cause the value of the real estate to increase or decrease. As a result of any of these factors, the real estate securing some of the Company's loans may be more or less valuable than anticipated at the time the loans were made. If a default occurs on a loan secured by real estate that is less valuable than originally estimated, the Company may not be able to recover the outstanding balance of the loan and will suffer a loss.

The Company is dependent on key personnel and the loss of one or more of those key personnel may materially and adversely affect the Company's operations and prospects.

The Company currently depends on the services of a number of key management personnel. The loss of key personnel could materially and adversely affect the results of operations and financial condition. The Company's success also depends in part on the ability to attract and retain additional qualified management personnel. Competition for such personnel is strong and the Company may not be successful in attracting or retaining the personnel it requires.

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The inability of the Company to successfully manage its growth or implement its growth strategy may adversely affect the results of operations and financial condition.

The Company may not be able to successfully implement its growth strategy if it is unable to identify attractive markets, locations or opportunities to expand in the future. The ability to manage growth successfully depends on whether the Company can maintain adequate capital levels, cost controls and asset quality, and successfully integrate any businesses acquired into the Company.

As the Company continues to implement its growth strategy by opening new branches or acquiring branches or banks, it expects to incur increased personnel, occupancy and other operating expenses. In the case of new branches, the Company must absorb those higher expenses while it begins to generate new deposits; there is also further time lag involved in redeploying new deposits into attractively priced loans and other higher yielding earning assets. The Company's plans to expand could depress earnings in the short run, even if it efficiently executes a branching strategy leading to long-term financial benefits.

Difficulties in combining the operations of acquired entities with the Company's own operations may prevent the Company from achieving the expected benefits from acquisitions.

The Company may not be able to achieve fully the strategic objectives and operating efficiencies in an acquisition. Inherent uncertainties exist in integrating the operations of an acquired entity. In addition, the markets and industries in which the Company and its potential acquisition targets operate are highly competitive. The Company may lose customers or the customers of acquired entities as a result of an acquisition; the Company also may lose key personnel, either from the acquired entity or from itself. These factors could contribute to the Company's not achieving the expected benefits from its acquisitions within desired time frames, if at all. Future business acquisitions could be material to the Company and it may issue additional shares of common stock to pay for those acquisitions, which would dilute current shareholders' ownership interests. Acquisitions also could require the Company to use substantial cash or other liquid assets or to incur debt; the Company could therefore become more susceptible to economic downturns and competitive pressures.

The Company is subject to extensive regulation which could adversely affect its business.

The Company's operations as a publicly traded corporation, a bank holding company, and an insured depository institution are subject to extensive regulation by federal, state, and local governmental authorities and are subject to various laws and judicial and administrative decisions imposing requirements and restrictions on part or all of the Company's operations. Because the Company's business is highly regulated, the laws, rules, and regulations applicable to it are subject to frequent and sometimes extensive change. Such changes could include higher capital requirements, increased insurance premiums, increased compliance costs, reductions of non-interest income and limitations on services that can be provided. Actions by regulatory agencies or significant litigation against the Company could cause it to devote significant time and resources to defend itself and may lead to liability or penalties that materially affect the Company and its shareholders. Any future changes in the laws, rules or regulations applicable to the Company may negatively affect the Company's business and results of operations.

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The Dodd-Frank Act substantially changes the regulation of the financial services industry and it could have a material adverse effect upon the Company.

The Dodd-Frank Act provides wide-ranging changes in the way banks and financial services firms generally are regulated and is likely to affect the way the Company and its customers and counterparties do business with each other. Among other things, it requires increased capital and regulatory oversight for banks and their holding companies, changes the deposit insurance assessment system, changes responsibilities among regulators, establishes the new Consumer Financial Protection Bureau, and makes various changes in the securities laws and corporate governance that affect public companies, including the Company. The Dodd-Frank Act also requires numerous studies and regulations related to its implementation. The Company is evaluating the effects of the Dodd-Frank Act, together with implementing the regulations that have been proposed and adopted. The effects of the Dodd-Frank Act and the resulting rulemaking cannot be accurately predicted, but management expects it will have an adverse effect on the Company’s results of operation and financial condition.

The Company and the Bank may be subject to more stringent capital and liquidity requirements, the short-term and long-term impact of which is uncertain.

The Company and the Bank are each subject to capital adequacy guidelines and other regulatory requirements specifying minimum amounts and types of capital which each must maintain. From time to time, regulators implement changes to these regulatory capital adequacy guidelines. If we fail to meet these minimum capital guidelines and/or other regulatory requirements, our financial condition would be materially and adversely affected.

The Dodd-Frank Act requires the federal banking agencies to establish stricter risk-based capital requirements and leverage limits for banks and bank holding companies. On June 7, 2012, the FRB and the other federal bank regulatory agencies issued a series of proposed rules that would revise their risk-based and leverage capital requirements and their method for calculating risk-weighted assets. The proposed rules implement the Basel III regulatory capital reforms from the Basel Committee on Banking Supervision and certain provisions of the Dodd-Frank Act. If implemented, the proposed rules would, among other things, establish a new common equity Tier 1 minimum capital requirement (4.5% of risk-weighted assets) and a higher minimum Tier 1 risk-based capital requirement (6% of risk-weighted assets), and assign higher risk weightings to loans that are more than 90 days past due, loans that are on nonaccrual status and certain loans financing the acquisition, development or construction of commercial real estate. The rules would also lead to more restrictive leverage and liquidity ratios.

The ultimate impact of the new capital and liquidity standards on the Company and the Bank cannot be determined at this time and depend on a number of factors, including the treatment and final implementation by the FRB. The federal bank regulatory agencies initially indicated that these proposed rules would be phased in beginning January 1, 2013 with full compliance required by January 1, 2019. However, due to the volume of public comments received, the agencies elected not to begin implementing the rules on January 1, 2013 and have provided no further guidance on a new effective date. These requirements and any other new regulations, could adversely affect our ability to pay dividends, or could require us to reduce business levels or to raise capital, including in ways that may adversely affect our financial condition or results of operations.

The Company’s exposure to operational, technological and organizational risk may adversely affect the Company.

The Company is exposed to many types of operational risks, including reputation, legal, and compliance risk, the risk of fraud or theft by employees or outsiders, unauthorized transactions by employees or operational errors, clerical or record-keeping errors, and errors resulting from faulty or disabled computer or telecommunications systems.

Negative public opinion can result from the actual or alleged conduct in any number of activities, including lending practices, corporate governance, and acquisitions, and from actions taken by government regulators and community organizations in response to those activities. Negative public opinion can adversely affect the Company's ability to attract and retain customers and can expose it to litigation and regulatory action.

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Certain errors may be repeated or compounded before they are discovered and successfully rectified. The Company's necessary dependence upon automated systems to record and process its transactions may further increase the risk that technical system flaws or employee tampering or manipulation of those systems will result in losses that are difficult to detect. The Company may also be subject to disruptions of its operating systems arising from events that are wholly or partially beyond its control (for example, computer viruses or electrical or telecommunications outages), which may give rise to disruption of service to customers and to financial loss or liability. The Company is further exposed to the risk that its external vendors may be unable to fulfill their contractual obligations (or will be subject to the same risk of fraud or operational errors by their respective employees as is the Company) and to the risk that the Company's (or its vendors') business continuity and data security systems prove to be inadequate.

Changes in accounting standards could impact reported earnings.

From time to time, with seeming increasing frequency, there are changes in the financial accounting and reporting standards that govern the preparation of the Company's financial statements. These changes can materially impact how the Company records and reports its financial condition and results of operations. In some instances, the Company could be required to apply a new or revised standard retroactively, resulting in the restatement of prior period financial statements.

Failure to maintain effective systems of internal and disclosure control could have a material adverse effect on the Company's results of operation and financial condition.

Effective internal and disclosure controls are necessary for the Company to provide reliable financial reports and effectively prevent fraud and to operate successfully as a public company. If the Company cannot provide reliable financial reports or prevent fraud, its reputation and operating results would be harmed. As part of the Company's ongoing monitoring of internal control, it may discover material weaknesses or significant deficiencies in its internal control that require remediation. A "material weakness" is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of a company's annual or interim financial statements will not be prevented or detected on a timely basis.

The Company has in the past discovered, and may in the future discover, areas of its internal controls that need improvement. Even so, the Company is continuing to work to improve its internal controls. The Company cannot be certain that these measures will ensure that it implements and maintains adequate controls over its financial processes and reporting in the future. Any failure to maintain effective controls or to timely effect any necessary improvement of the Company's internal and disclosure controls could, among other things, result in losses from fraud or error, harm the Company's reputation or cause investors to lose confidence in the Company's reported financial information, all of which could have a material adverse effect on the Company's results of operation and financial condition.

The carrying value of goodwill may be adversely impacted.

When the Company completes an acquisition, generally goodwill is recorded on the date of acquisition as an asset. Current accounting guidance requires for goodwill to be tested for impairment, which the Company performs an impairment analysis at least annually, rather than amortizing it over a period of time. A significant adverse change in expected future cash flows or sustained adverse change in the Company's common stock could require the asset to become impaired. If impaired, the Company would incur a non-cash charge to earnings that would have a significant impact on the results of operations. The carrying value of goodwill was approximately $39 million at December 31, 2012.

The Company may need to raise additional capital in the future to continue to grow, but may be unable to obtain additional capital on favorable terms or at all.

Federal and state banking regulators and safe and sound banking practices require the Company to maintain adequate levels of capital to support its operations. Although the Company currently has no specific plans for additional offices, its business strategy calls for it to continue to grow in its existing banking markets (internally and through additional offices and to expand into new markets as appropriate opportunities arise. Continued growth in the Company's earning assets, which may result from internal expansion and new branch offices, at rates in excess of the rate at which its capital is increased through retained earnings, will reduce the Company's capital ratios. If the Company's capital ratios fell below "well capitalized" levels, the FDIC deposit insurance assessment rate would increase until capital was restored and maintained at a "well capitalized" level. A higher assessment rate would cause an increase in the assessments the Company pays for federal deposit insurance, which would have an adverse effect on the Company's operating results.

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Management of the Company believes that its current and projected capital position is sufficient to maintain capital ratios significantly in excess of regulatory requirements for the next several years and allow the Company flexibility in the timing of any possible future efforts to raise additional capital. However, if, in the future, the Company needs to increase its capital to fund additional growth or satisfy regulatory requirements, its ability to raise that additional capital will depend on conditions at that time in the capital markets, economic conditions, the Company's financial performance and condition, and other factors, many of which are outside its control. There is no assurance that the Company will be able to raise additional capital on terms favorable to it or at all. Any future inability to raise additional capital on terms acceptable to the Company may have a material adverse effect on its ability to expand operations, and on its financial condition, results of operations and future prospects.

The Company relies on other companies to provide key components of the Company's business infrastructure.

Third parties provide key components of the Company's business operations such as data processing, recording and monitoring transactions, online banking interfaces and services, Internet connections and network access. While the Company has selected these third party vendors carefully, it does not control their actions. Any problem caused by these third parties, including those resulting from disruptions in communication services provided by a vendor, failure of a vendor to handle current or higher volumes, failures of a vendor to provide services for any reason or poor performance of services, could adversely affect the Company's ability to deliver products and services to its customers and otherwise conduct its business. Financial or operational difficulties of a third party vendor could also hurt the Company's operations if those difficulties interface with the vendor's ability to serve the Company. Replacing these third party vendors could also create significant delay and expense. Accordingly, use of such third parties creates an unavoidable inherent risk to the Company's business operations.

The Company's operations may be adversely affected by cyber security risks.

The Company relies heavily on communications and information systems to conduct business. Any failure, interruption, or breach in security of these systems could result in failures or disruptions in the Company's internet banking, deposit, loan, and other systems. While the Company has policies and procedures designed to prevent or limit the effect of such failure, interruption, or security breach of our information systems, there can be no assurance that they will not occur or, if they do occur, that they will be adequately addressed. The occurrence of any failure, interruption or security breach of our communications and information systems could damage the Company's reputation, result in a loss of customer business, subject the Company to additional regulatory scrutiny, or expose the Company to civil litigation and possible financial liability. Additionally, the Company outsources its data processing to a third party. If the Company's third party provider encounters difficulties or if the Company has difficulty in communicating with such third party, it will significantly affect the Company's ability to adequately process and account for customer transactions, which would significantly affect the its business operations.

In the ordinary course of business, the Company collects and stores sensitive data, including proprietary business information and personally identifiable information of its customers and employees in systems and on networks. The secure processing, maintenance and use of this information is critical to operations and the Company's business strategy. The Company has invested in accepted technologies, and annually reviews processes and practices that are designed to protect its networks, computers and data from damage or unauthorized access. Despite these security measures, the Company's computer systems and infrastructure may be vulnerable to attacks by hackers or breached due to employee error, malfeasance or other disruptions. A breach of any kind could compromise systems and the information stored there could be accessed, damaged or disclosed. A breach in security could result in legal claims, regulatory penalties, disruption in operations, and damage to the Company's reputation, which could adversely affect our business

Risks Related to the Company's Common Stock

While the Company's common stock is currently traded on the NASDAQ Global Select Market, it has less liquidity than stocks for larger companies quoted on a national securities exchange.

The trading volume in the Company's common stock on the NASDAQ Global Select Market has been relatively low when compared with larger companies listed on the NASDAQ Global Select Market or other stock exchanges. There is no assurance that a more active and liquid trading market for the common stock will exist in the future. Consequently, shareholders may not be able to sell a substantial number of shares for the same price at which shareholders could sell a smaller number of shares. In addition, we cannot predict the effect, if any, that future sales of the Company's common stock in the market, or the availability of shares of common stock for sale in the market, will have on the market price of the common stock.

Future issuances of the Company’s common stock could adversely affect the market price of the common stock and could be dilutive.

The Company is not restricted from issuing additional shares of common stock, including any securities that are convertible into or exchangeable for, or that represent the right to receive, shares of common stock. Issuances of a substantial number of shares of common stock, or the expectation that such issuances might occur, including in connection with acquisitions by the Company, could materially adversely affect the market price of the shares of the common stock and could be dilutive to shareholders. Because the Company’s decision to issue common stock in the future will depend on market conditions and other factors, it cannot predict or estimate the amount, timing or nature of possible future issuances of its common stock. Accordingly, the Company’s shareholders bear the risk that future issuances will reduce the market price of the common stock and dilute their stock holdings in the Company.

The primary source of the Company’s income from which it pays cash dividends is the receipt of dividends from its subsidiary bank.

The availability of dividends from the Company is limited by various statutes and regulations. It is possible, depending upon the financial condition of the Bank and other factors, that the OCC could assert that payment of dividends or other payments is an unsafe or unsound practice. In the event the Bank was unable to pay dividends to the Company, or be limited in the payment of such dividends, the Company would likely have to reduce or stop paying common stock dividends. The Company’s reduction, limitation or failure to pay such dividends on its common stock could have a material adverse effect on the market price of the common stock.

The Company’s governing documents and Virginia law contain anti-takeover provisions that could negatively impact its shareholders.

The Company’s Articles of Incorporation and Bylaws and the Virginia Stock Corporation Act contain certain provisions designed to enhance the ability of the Company’s Board of Directors to deal with attempts to acquire control of the Company. These provisions and the ability to set the voting rights, preferences and other terms of any series of preferred stock that may be issued, may be deemed to have an anti-takeover effect and may discourage takeovers (which certain shareholders may deem to be in their best interest). To the extent that such takeover attempts are discouraged, temporary fluctuations in the market price of the Company’s common stock resulting from actual or rumored takeover attempts may be inhibited. These provisions also could discourage or make more difficult a merger, tender offer, or proxy contest, even though such transactions may be favorable to the interests of shareholders, and could potentially adversely affect the market price of the Company’s common stock.

ITEM 2 – PROPERTIES

As of December 31, 2012, the Company maintained twenty-five banking offices. The Company’s Virginia banking offices are located in the cities of Danville, Martinsville and Lynchburg, and in the counties of Bedford, Campbell, Halifax, Henry, Nelson and Pittsylvania. In North Carolina, the Company’s banking offices are located in the cities of Burlington, Greensboro, Mebane and Graham and in the counties of Alamance, Caswell, and Guilford. The Company also operates two loan production offices.

The principal executive offices of the Company are located at 628 Main Street in the business district of Danville, Virginia. This building, owned by the Company, was originally constructed in 1973 and has three floors totaling approximately 27,000 square feet.

The Company owns a building located at 103 Tower Drive in Danville, Virginia. This three-story facility serves as an operations center for data processing and deposit operations.

The Company has an office at 445 Mount Cross Road in Danville, Virginia where it consolidated two banking offices in January 2009 and gained additional administrative space.

The Company has an office at 3101 South Church Street in Burlington, North Carolina. This building serves as the head office for our North Carolina operations.

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The Company owns thirteen other offices for a total of seventeen owned buildings. There are no mortgages or liens against any of the properties owned by the Company. The Company operates thirty-one Automated Teller Machines ("ATMs") on owned or leased facilities. The Company leases eight office locations and two storage warehouses. The Company occupies space rent-free for its two limited service offices in Burlington located in the Alamance Regional Medical Center and in the Village of Brookwood Retirement Center under agreements with the owners of those facilities.

ITEM 3 – LEGAL PROCEEDINGS

In the ordinary course of operations, the Company and the Bank are parties to various legal proceedings.

ITEM 4 – MINE SAFETY DISCLOSURES

None.

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PART II

ITEM 5 – MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

The Company's common stock is traded on the NASDAQ Global Select Market under the symbol "AMNB." At December 31, 2012, the Company had 2,236 shareholders of record. The following table presents the high and low sales prices for the Company's common stock and dividends declared for the past two years.

2012	Sales Price High	Sales Price Low	Dividends Declared Per Share
1st quarter	$ 22.19	$ 18.54	$ 0.23
2nd quarter	24.00	20.91	0.23
3rd quarter	23.99	21.60	0.23
4th quarter	22.81	18.50	0.23
			$ 0.92

2011	Sales Price High	Sales Price Low	Dividends Declared Per Share
1st quarter	$ 24.14	$ 20.00	$ 0.23
2nd quarter	23.95	17.11	0.23
3rd quarter	21.00	17.67	0.23
4th quarter	19.89	17.70	0.23
			$ 0.92

Stock Compensation Plans

The Company maintains the 2008 Stock Incentive Plan ("2008 Plan"), which is designed to attract and retain qualified personnel in key positions, provide employees with an equity interest in the Company as an incentive to contribute to the success of the Company, and reward employees for outstanding performance and the attainment of targeted goals. The 2008 Plan and stock compensation in general is discussed in footnote 13 of the attached Consolidated Financial Statements.

The December 31, 2012 position of the Company's equity investment compensation plan is summarized below:

	December 31, 2012	
Number of Shares to be Issued Upon Exercise	Weighted-Average Per Share Exercise Price of Outstanding	Number of Shares Remaining Available for Future

	of Outstanding Options	Options	Issuance Under Stock Compensation Plans
Equity compensation plans approved by shareholders	240,517	$ 24.28	340,851
Equity compensation plans not approved by shareholders	-	-	-
Total	240,517	$ 24.28	340,851

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Comparative Stock Performance

The following graph compares the Company's cumulative total return to its shareholders with the returns of two indexes for the five-year period ended December 31, 2012. The cumulative total return was calculated taking into consideration changes in stock price, cash dividends, stock dividends, and stock splits since December 31, 2007. The indexes are the NASDAQ Composite Index; the SNL Bank $ 1 Billion - $5 Billion Index, which includes bank holding companies with assets of $1 billion to $5 billion and is published by SNL Financial, LC.

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ITEM 6 - SELECTED FINANCIAL DATA

The following table sets forth selected financial data for the Company for the last five years:

(Amounts in thousands, except per share information and ratios)

	December 31, 2012	2011	2010	2009	2008
Results of Operations:					
Interest income	$57,806	$49,187	$35,933	$38,061	$42,872
Interest expense	8,141	8,780	8,719	10,789	15,839
Net interest income	49,665	40,407	27,214	27,272	27,033
Provision for loan losses	2,133	3,170	1,490	1,662	1,620
Noninterest income	11,410	9,244	9,114	8,518	8,002
Noninterest expense	36,643	30,000	23,379	24,793	22,213
Income before income tax provision	22,299	16,481	11,459	9,335	11,202
Income tax provision	6,293	4,910	3,181	2,525	3,181
Net income	$16,006	$11,571	$8,278	$6,810	$8,021
Financial Condition:					
Assets	$1,283,687	$1,304,706	$833,664	$808,973	$789,184
Loans, net of unearned income	788,705	824,758	520,781	527,991	571,110
Securities	340,533	339,385	235,691	199,686	140,816
Deposits	1,027,667	1,058,754	640,098	604,273	589,138
Shareholders' equity	163,246	152,829	108,087	106,389	102,300
Shareholders' equity, tangible	119,543	107,335	84,299	82,223	77,757
Per Share Information:					
Earnings per share, basic	$2.04	$1.64	$1.35	$1.12	$1.32
Earnings per share, diluted	2.04	1.64	1.35	1.12	1.31
Cash dividends paid	0.92	0.92	0.92	0.92	0.92
Book value	20.80	19.58	17.64	17.41	16.81
Book value, tangible	15.23	13.75	13.76	13.46	12.78
Weighted average shares outstanding, basic	7,834,351	6,982,524	6,123,870	6,097,810	6,096,649
Weighted average shares outstanding, diluted	7,845,652	6,989,877	6,131,650	6,102,895	6,105,154
Selected Ratios:					
Return on average assets	1.23 %	1.07 %	1.00 %	0.84 %	1.02 %
Return on average equity (1)	10.08 %	8.88 %	7.59 %	6.57 %	7.79 %
Return on average tangible equity (2)	15.25 %	12.97 %	10.05 %	8.94 %	10.60 %
Dividend payout ratio	45.06 %	55.50 %	68.08 %	82.40 %	69.89 %

Efficiency ratio (3)	58.23	%	58.48	%	61.53	%	63.46	%	60.83	%
Net interest margin	4.44	%	4.35	%	3.78	%	3.81	%	3.87	%
Asset Quality Ratios:										
Allowance for loan losses to period end loans	1.54	%	1.28	%	1.62	%	1.55	%	1.37	%
Allowance for loan losses to period end non-performing loans	227.95	%	76.76	%	324.22	%	224.22	%	275.01	%
Non-performing assets to total assets	0.90	%	1.46	%	0.76	%	0.87	%	0.91	%
Net charge-offs to average loans	0.07	%	0.16	%	0.24	%	0.24	%	0.21	%
Capital Ratios:										
Total risk-based capital ratio	17.00	%	15.55	%	19.64	%	18.82	%	17.92	%
Tier 1 risk-based capital ratio	15.75	%	14.36	%	18.38	%	17.56	%	16.67	%
Tier 1 leverage ratio	11.27	%	10.32	%	12.74	%	12.81	%	13.04	%
Tangible equity to tangible assets ratio (4)	9.64	%	8.52	%	10.41	%	10.48	%	10.17	%

(1) Return on average common equity is calculated by dividing net income available to common shareholders by average common equity.

(2) Return on average tangible common equity is calculated by dividing net income available to common shareholders less amortization of intangibles tax effected by average common equity less average intangibles.

(3) The efficiency ratio is calculated by dividing noninterest expense excluding gains or losses on the sale of OREO by net interest income including tax equivalent income on nontaxable loans and securities and excluding (a) gains or losses on securities and (b) gains or losses on sale of premises and equipment.

(4)Tangible equity to tangible assets ratio is calculated by dividing period-end common equity less period-end intangibles by period-end assets less period-end intangibles.

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ITEM 7 - MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The purpose of this discussion is to focus on significant changes in the financial condition and results of operations of the Company during the past three years. The discussion and analysis are intended to supplement and highlight information contained in the accompanying Consolidated Financial Statements and the selected financial data presented elsewhere in this Annual Report on Form 10-K.

RECLASSIFICATION

In certain circumstances, reclassifications have been made to prior period information to conform to the 2012 presentation.

CRITICAL ACCOUNTING POLICIES

The accounting and reporting policies followed by the Company conform with U.S. generally accepted accounting principles ("GAAP") and they conform to general practices within the banking industry. The Company's critical accounting policies, which are summarized below, relate to (1) the allowance for loan losses, (2) mergers and acquisitions, (3) acquired loans with specific credit-related deterioration and (4) goodwill impairment. A summary of the Company's significant accounting policies is set forth in Note 1 to the Consolidated Financial Statements.

The financial information contained within the Company's financial statements is, to a significant extent, financial information that is based on measures of the financial effects of transactions and events that have already occurred. A variety of factors could affect the ultimate value that is obtained when earning income, recognizing an expense, recovering an asset, or relieving a liability. In addition, GAAP itself may change from one previously acceptable method to another method.

Allowance for Loan Losses

The allowance for loan losses is an estimate of the losses inherent in the loan portfolio at the balance sheet date. The allowance is based on two basic principles of accounting: Financial Accounting Standards Board ("FASB") Topic 450-25 Contingencies - Recognition which requires that losses be accrued when they are probable of occurring and estimable and FASB Topic 310-10 Receivables – Overall – Subsequent Measurement which requires that losses on impaired loans be accrued based on the differences between the value of collateral, present value of future cash flows, or values observable in the secondary market, and the loan balance.

The Company's allowance for loan losses has two basic components: the formula allowance and the specific allowance. Each component is determined based upon estimates. With regard to commercial loans, the formula allowance uses historical loss experience as an indicator of future losses, along with various qualitative factors, including levels and trends in delinquencies, nonaccrual loans, charge-offs and recoveries, trends in volume and terms of loans, effects of changes in underwriting standards, experience of lending staff, economic conditions, and portfolio concentrations. In the formula allowance, the migrated historical loss rate is combined with the qualitative factors, resulting in an adjusted loss factor for each risk-grade category of loans. With regard to consumer loans, the allowance is calculated based on historical losses for each product category without regard to risk grade. This loss rate is combined with qualitative factors resulting in an adjusted loss factor for each product category. The period-end balances for all other segments are analyzed by risk-grade category and multiplied by the adjusted loss factor. The formula allowance is calculated for a range of outcomes. The specific allowance uses various techniques to arrive at an estimate of loss for specifically identified impaired loans. The use of these computed values is inherently subjective and actual losses could be greater or less than the estimates.

The reserve for unfunded loan commitments is an estimate of the losses inherent in off-balance-sheet loan commitments at the balance sheet date. It is calculated by multiplying an estimated loss factor by an estimated probability of funding, and then by the period-end amounts for unfunded commitments. The reserve for unfunded loan commitments is included in other liabilities.

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Mergers and Acquisitions

Business combinations are accounted for under Accounting Standards Codification ("ASC") 805, Business Combinations, using the acquisition method of accounting. The acquisition method of accounting requires an acquirer to recognize the assets acquired and the liabilities assumed at the acquisition date measured at their fair values as of that date. To determine the fair values, the Company will rely on third party valuations, such as appraisals, or internal valuations based on discounted cash flow analyses or other valuation techniques. Under the acquisition method of accounting, the Company will identify the acquirer and the closing date and apply applicable recognition principles and conditions.

Acquisition-related costs are costs the Company incurs to effect a business combination. Those costs include advisory, legal, accounting, valuation, and other professional or consulting fees. Some other examples of costs to the Company include systems conversions, integration planning consultants and advertising costs. The Company will account for acquisition-related costs as expenses in the periods in which the costs are incurred and the services are received, with one exception. The costs to issue debt or equity securities will be recognized in accordance with other applicable GAAP. These acquisition-related costs have been and will be included within the Consolidated Statements of Income classified within the noninterest expense caption.

Acquired Loans with Specific Credit-Related Deterioration

Acquired loans with specific credit deterioration are accounted for by the Company in accordance with FASB ASC 310-30, Receivables - Loans and Debt Securities Acquired with Deteriorated Credit Quality. Certain acquired loans, those for which specific credit-related deterioration, since origination, is identified, are recorded at fair value reflecting the present value of the amounts expected to be collected. Income recognition on these loans is based on a reasonable expectation about the timing and amount of cash flows to be collected. Acquired loans deemed impaired and considered collateral dependent, with the timing of the sale of loan collateral indeterminate, remain on non-accrual status and have no accretable yield.

Goodwill Impairment

Goodwill is subject to at least an annual assessment for impairment by applying a fair value test. An annual fair value-based test was performed as of June 30, 2012 that determined the market value of the Company's shares exceeded the consolidated carrying value, including goodwill; therefore, there has been no impairment recognized in the value of goodwill.

In September 2011, the FASB published ASU 2011-08, Testing Goodwill for Impairment. This amendment was an effort to reduce the complexity of the two step impairment test required by the original version of the ASU. Under this amendment, the reporting entity has the option to assess relevant "qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not that the fair value of the reporting entity is less than the carrying amount."

NON-GAAP PRESENTATIONS

The analysis of net interest income in this document is performed on a taxable equivalent basis to facilitate performance comparisons among various taxable and tax-exempt assets.

ACQUISITION OF MIDCAROLINA FINANCIAL CORPORATION

On July 1, 2011, the Company completed its merger with MidCarolina Financial Corporation pursuant to the Agreement and Plan of Reorganization, dated December 15, 2010, between the Company and MidCarolina. MidCarolina was headquartered in Burlington, North Carolina, and engaged in banking operations through its subsidiary bank, MidCarolina Bank. The transaction has significantly expanded the Company's footprint in North Carolina, adding eight branches in Alamance and Guilford Counties. Details of the transaction are discussed in footnote 2 to the attached Consolidated Financial Statements.

MANAGEMENT INFORMATION SYSTEM CHANGES

Coincidentally with the merger with MidCarolina, the Company converted its management information systems from an in-house data processing system to an outsourced processing strategy. Both banks' management information systems were fully integrated and converted to Jack Henry & Associates Silverlake processing system in mid-February 2012.

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RESULTS OF OPERATIONS

Net Income

Net income available to common shareholders for 2012 was $16,006,000 compared to $11,468,000 for 2011, a $4,538,000 or 39.6% increase. Basic and diluted earnings per share were $2.04 for 2012 compared to $1.64 for the 2011. This net income produced for 2012 a return on average assets of 1.23%, a return on average equity of 10.08%, and a return on average tangible equity of 15.25%.

Net income available to common shareholders for 2011 was $11,468,000 compared to $8,278,000 for 2010, a 38.5% increase. Earnings per share, basic and diluted, were $1.64 for 2011 compared to $1.35 for 2010. This net income produced for 2011 a return on average assets of 1.07%, a return on average equity of 8.88%, and a return on tangible equity of 12.97%.

Earnings for all of 2012 and for the second half of 2011 were favorably impacted by the July 2011 merger between American National and MidCarolina Financial Corporation.

Net Interest Income

Net interest income is the difference between interest income on earning assets, primarily loans and securities, and interest expense on interest bearing liabilities, primarily deposits. Fluctuations in interest rates as well as volume and mix changes in earning assets and interest bearing liabilities can materially impact net interest income. The July 2011 merger with MidCarolina has impacted net interest income positively and dramatically for 2011 and 2012. This is discussed more fully in the Fair Value Impact to Net Income section on pages 31 and 32 of this document. The Company expects this impact to decline rapidly over the next several years.

The following discussion of net interest income is presented on a taxable equivalent basis to facilitate performance comparisons among various taxable and tax-exempt assets, such as certain state and municipal securities. A tax rate of 35% was used in adjusting interest on tax-exempt assets to a fully taxable equivalent basis. Net interest income divided by average earning assets is referred to as the net interest margin. The net interest spread represents the difference between the average rate earned on earning assets and the average rate paid on interest bearing liabilities. All references in this section relate to average yields and rates and average asset and liability balances during the periods discussed.

Net interest income on a taxable equivalent basis increased $9,577,000 or 22.6% in 2012 from 2011, following a $13,899,000 or 48.7% increase in 2011 from 2010. The increase in net interest income in 2012 was primarily due to the July 2011 merger with MidCarolina, driven mostly by accretion income related to the acquired loan portfolio. Yields on loans were 6.06% in 2012 compared to 6.05% in 2011. Costs of funds were lower in 2012 compared to 2011, especially with respect to time deposits, which were 1.36% for 2012 compared to 1.63% for 2011. Deposit yields for demand account decreased to 0.13% in 2012 from 0.21% in 2011 and money market accounts decreased to 0.30% in 2012 from 0.43% in 2011. Management actively and regularly reviews deposit pricing and attempts to keep costs as low as possible. The net interest margin was 4.44% for 2012, 4.35% for 2011, and 3.78% for 2010.

During 2008, the Federal Open Market Committee of the FRB reduced the federal funds rate seven times from 4.25% to 0.25%, where it has remained through 2012. This historically low rate environment has had a significant effect on the Company’s net interest margin. Based on recent FRB pronouncements, rates are expected to remain at or near historical lows for the foreseeable future.

Net interest income on a taxable equivalent basis increased $13,899,000 or 48.7% in 2011 from 2010. The increase in net interest income in 2011 was primarily due to the July 2011 merger with MidCarolina. Yields on loans were 6.05% in 2011 compared to 5.39% in 2010, driven primarily by $5,162,000 in loan accretion income recorded in second half of 2011. Loan yields were also positively impacted by generally higher contractual yields in the MidCarolina portfolio. Cost of funds were mostly lower in 2011 compared to 2010, especially with respect to time deposits, which were 1.63% for 2011 compared to 2.12% for 2010. Deposit yields for demand account increased to 0.21% in 2011 from 0.08% in 2010 as a result of the merger and the impact of MidCarolina pricing on their existing transaction accounts.

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The following presentation is an analysis of net interest income and related yields and rates, on a taxable equivalent basis, for the last three years. Nonaccrual loans are included in average balances. Interest income on nonaccrual loans, if recognized, is recorded on a cash basis or when the loan returns to accrual status.

Net Interest Income Analysis
(in thousands, except yields and rates)

	Average Balance			Interest Income/Expense			Average Yield/Rate		
	2012	2011	2010	2012	2011	2010	2012	2011	2010
Loans:									
Commercial	$128,031	$107,376	$77,382	$6,642	$4,947	$3,694	5.19%	4.61%	4.77%
Real estate	677,314	559,656	440,318	42,088	35,298	24,045	6.21	6.31	5.46
Consumer	8,359	7,734	6,774	605	575	541	7.24	7.43	7.99
Total loans	813,704	674,766	524,474	49,335	40,820	28,280	6.06	6.05	5.39
Securities:									
Federal agencies and GSE	36,066	36,247	59,960	545	946	1,917	1.51	2.61	3.20
Mortgage-backed and CMOs	94,183	75,902	50,178	1,906	2,148	1,957	2.02	2.83	3.90
State and municipal	182,939	151,254	86,439	7,829	6,872	4,478	4.28	4.54	5.18
Other	11,654	7,038	6,719	435	279	240	3.73	3.96	3.57
Total securities	324,842	270,441	203,296	10,715	10,245	8,592	3.30	3.79	4.23
Deposits in other banks	32,080	29,394	27,063	80	127	360	0.25	0.43	1.33
Total interest earning assets	1,170,626	974,601	754,833	60,130	51,192	37,232	5.14	5.25	4.93
Nonearning assets	132,455	102,493	72,589						
Total assets	$1,303,081	$1,077,094	$827,422						
Deposits:									
Demand	$142,296	$137,211	$94,236	190	290	76	0.13	0.21	0.08
Money market	174,027	132,906	73,358	521	572	371	0.30	0.43	0.51
Savings	78,358	68,038	63,484	111	98	88	0.14	0.14	0.14
Time	443,549	382,008	291,536	6,021	6,243	6,173	1.36	1.63	2.12
Total deposits	838,230	720,163	522,614	6,843	7,203	6,708	0.82	1.00	1.28
Customer repurchase agreements	46,939	46,411	59,270	148	325	382	0.32	0.70	0.64
Other short-term borrowings	496	66	87	2	-	-	0.42	0.00	0.00

Long-term borrowings	37,415	30,991	29,192	1,148	1,252	1,629	3.07	4.04	5.58
Total interest bearing liabilities	923,080	797,631	611,163	8,141	8,780	8,719	0.88	1.10	1.43
Noninterest bearing demand deposits	213,129	143,204	103,208						
Other liabilities	8,025	5,939	3,991						
Shareholders' equity	158,847	130,320	109,060						
Total liabilities and shareholders' equity	$1,303,081	$1,077,094	$827,422						
Interest rate spread							4.26%	4.15%	3.50%
Net interest margin							4.44%	4.35%	3.78%
Net interest income (taxable equivalent basis)				51,989	42,412	28,513			
Less: Taxable equivalent adjustment				2,324	2,005	1,299			
Net interest income				$49,665	$40,407	$27,214			

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The following table presents the dollar amount of changes in interest income and interest expense, and distinguishes between changes resulting from fluctuations in average balances of interest earning assets and interest bearing liabilities (volume),and changes resulting from fluctuations in average interest rates on such assets and liabilities (rate). Changes attributable to both volume and rate have been allocated proportionately.

Changes in Net Interest Income (Rate / Volume Analysis)
(in thousands)

	2012 vs. 2011			2011 vs. 2010		
		Change Attributable to			Change Attributable to	
Interest income	Increase (Decrease)	Rate	Volume	Increase (Decrease)	Rate	Volume
Loans:						
Commercial	$ 1,695	$ 671	$ 1,024	$ 1,253	$ (133)	$ 1,386
Real estate	6,790	(528)	7,318	11,253	4,094	7,159
Consumer	30	(16)	46	34	(39)	73
Total loans	8,515	127	8,388	12,540	3,922	8,618
Securities:						
Federal agencies and GSE	(401)	(396)	(5)	(971)	(308)	(663)
Mortgage-backed and CMOs	(242)	(692)	450	191	(633)	824
State and municipal	957	(417)	1,374	2,394	(609)	3,003
Other securities	156	(17)	173	39	27	12
Total securities	470	(1,522)	1,992	1,653	(1,523)	3,176
Deposits in other banks	(47)	(58)	11	(233)	(262)	29
Total interest income	8,938	(1,453)	10,391	13,960	2,137	11,823
Interest expense						
Deposits:						
Demand	(100)	(110)	10	214	167	47
Money market	(51)	(201)	150	201	(62)	263
Savings	13	(2)	15	10	4	6
Time	(222)	(1,145)	923	70	(1,594)	1,664
Total deposits	(360)	(1,458)	1,098	495	(1,485)	1,980
Customer repurchase agreements	(177)	(181)	4	(57)	31	(88)
Other borrowings	(102)	(346)	244	(377)	(471)	94
Total interest expense	(639)	(1,985)	1,346	61	(1,925)	1,986
Net interest income	$ 9,577	$ 532	$ 9,045	$ 13,899	$ 4,062	$ 9,837

Noninterest Income

Noninterest income is generated from a variety of sources, including fee-based deposit services, trust and investment services, mortgage banking, and retail brokerage. Noninterest income also includes net gains or losses on sales, calls, or impairment of investment securities. Earnings for all of 2012 and for the second half of 2011 were favorably impacted by the July 2011 merger with MidCarolina.

2012 compared to 2011

Noninterest income was $11,410,000 in 2012 compared to $9,244,000 in 2011, an increase of $2,166,000 or 23.4%.

Fees from the management of trusts, estates, and asset management accounts were $3,703,000 in 2012 compared to $3,561,000 in 2011, a $142,000 or 4.0% increase. A substantial portion of trust fees are earned based on account market values, so changes in the equity markets may have a large and potentially volatile impact on revenue.

Service charges on deposit accounts were $1,757,000 in 2012 compared to $1,963,000 in 2011, a $206,000 or 10.5% decrease. The almost contemporaneous nature of the merger, in July 2011, and the management information system conversion, in February 2012, resulted in some operational decisions that had a short term negative impact on service charge income. Management expects an improving trend in this revenue category moving into 2013.

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Other fees and commissions were $1,768,000 in 2012 compared to $1,510,000 in 2011, a $258,000 or 17.1% increase, due primarily to increases in VISA check card income.

Mortgage banking income was $2,234,000 in 2012 compared to $1,262,000 in 2011, a $972,000 or 77.0% increase. Historically low mortgage rates have impacted the demand for refinanced mortgages from credit qualified borrowers. Volume during the year exceeded $100 million.

Securities gains were $158,000 in 2012 compared to a loss of $1,000 in 2011.

Other noninterest income was $1,790,000 in 2012 compared to $949,000 in 2011, an $841,000 or 88.6% increase. This increase was primarily due to the sale of the Riverside branch office property that had been closed in 2009. This transaction generated a net gain on sale of $495,000 for 2012. Brokerage income was up $157,000 in 2012 over 2011.

2011 compared to 2010

Noninterest income was $9,244,000 in 2011 compared to $9,114,000 in 2010, an increase of $130,000 or 1.4%.

Fees from the management of trusts, estates, and asset management accounts were $3,561,000 in 2011 compared to $3,391,000 in 2010, a $170,000 or 5.0% increase. A substantial portion of trust fees are earned based on account market values, so changes in the equity markets may have a large and potentially volatile impact on revenue.

Service charges on deposit accounts were $1,963,000 in 2011 compared to $1,897,000 in 2010, a $66,000 or 3.5% increase.

Other fees and commissions were $1,510,000 in 2011 compared to $1,163,000 in 2010, a $347,000 or 29.8% increase, due primarily to increases in VISA check card income.

Mortgage banking income was $1,262,000 in 2011 compared to $1,560,000 in 2010, a $298,000 or 19.1% decline. While revenue was impacted with the expiration of the federal homebuyer tax credit in September 2010 and the overall continuing slowdown in the real estate market, historically low mortgage rates have fueled continuing, but subdued, demand for refinanced mortgages from credit qualified borrowers.

Securities losses were $1,000 in 2011 compared to gains of $126,000 in 2010. Net gains in the 2010 period related to the sale of several relatively small dollar odd lot size balances of mortgage backed securities.

Other noninterest income was $949,000 in 2011 compared to $977,000 in 2010, a $28,000 or 2.9% decrease. This decrease was primarily due to the sale of bank owned property that had been held for future expansion. The transaction generated a net gain on sale of $450,000 for 2010.

Noninterest Expense

2012 compared to 2011

Noninterest expense was $36,643,000 in 2012 compared to $30,000,000 in 2011, an increase of $6,643,000 or 22.1%.

Salaries were $15,785,000 in 2012 compared to $12,409,000 in 2011, an increase of $3,376,000 or 27.2%. Employee benefits were $3,604,000 in 2012 compared to $2,681,000 in 2011, an increase of $923,000 or 34.4%. The biggest driver in these increases was the MidCarolina merger, which impacted 2012 for a full year and 2011 for the second half of the year. Total full time equivalent employees were 242 at the end of 2010, 315 at the end of 2011, and 307 at the end of 2012.

Occupancy and equipment expense were $3,951,000 for 2012 compared to $3,199,000 for 2011, an increase of $752,000 or 23.5%. The MidCarolina merger resulted in an additional $376,000 in depreciation expense and an additional $106,000 in lease expense.

FDIC insurance assessment was $692,000 in 2012 compared to $651,000 in 2011, an increase of $41,000 or 6.3%.

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Bank franchise tax was $690,000 in 2012 compared to $763,000 in 2011, a decrease of $73,000 or 9.6%.The decrease was related to a larger portion of the Bank's assets being in a lower franchise tax jurisdiction.

Core deposit intangible amortization was $1,935,000 in 2012 compared to $1,282,000 in 2011, an increase of $653,000 or 50.9%.

Foreclosed real estate ("OREO") expense includes expenses related to properties in a foreclosed status as well as any gains or losses recorded on the sale of foreclosed real estate during the year. OREO expense in 2012 was $528,000 ($414,000 in OREO related expenses plus $114,000 in net losses on OREO sales). In 2011, OREO expense was $296,000 ($417,000 in OREO related expense less $121,000 net gains on OREO sales). Management has been actively attempting to resolve these assets. During 2012 and 2011, several major loans acquired with deteriorated credit quality were transferred to OREO and subsequently sold. These relationships involved a significant amount of related legal and other expense during the complex and somewhat lengthy credit remediation and resolution process. Merger related expenses associated with the acquisition of MidCarolina totaled $19,000 in 2012 compared to $1,607,000, a decrease of $1,588,000 as virtually all merger related expenses were incurred in 2011.

Other noninterest expense was $9,439,000 in 2012 compared to $7,112,000 in 2011, an increase of $2,327,000 or 32.7%. The MidCarolina merger resulted in an overall increase in operating expenses. The largest drivers during 2012 included advertising, increased $205,000; consultant fees, increased $269,000; legal expenses, increased $226,000; loan related expenses, increased $405,000. The increase in consultant fees was mostly related to management of the investment portfolio. The increase in legal expense was almost entirely related to the resolution of a number of problem credits.

2011 compared to 2010

Noninterest expense was $30,000,000 in 2011 compared to $23,379,000 in 2010, an increase of $6,621,000 or 28.3%.

Salaries were $12,409,000 in 2011 compared to $10,063,000 in 2010, an increase of $2,346,000 or 23.3%.

Employee benefits were $2,681,000 in 2011 compared to $2,442,000 in 2010, an increase of $239,000 or 9.8%.

Occupancy and equipment expense were $3,199,000 for 2011 compared to $2,936,000 for 2010, an increase of $263,000 or 9.0%.

FDIC insurance assessment was $651,000 in 2011 compared to $795,000 in 2010, a decrease of $144,000 or 18.1%.

Merger related expenses associated with the acquisition of MidCarolina totaled $1,607,000. There were no comparable expenses in 2010.

Other noninterest expense was $7,112,000 in 2011 compared to $5,341,000 in 2010, an increase of $1,771,000 or 33.2%.

Income Taxes

Income taxes on 2012 earnings amounted to $6,293,000, resulting in an effective tax rate of 28.2%, compared to 29.8% in 2010 and 27.8% in 2010. The major difference between the statutory rate and the effective rate results from income that is not taxable for federal income tax purposes. The primary non-taxable income is that of state and municipal securities and industrial revenue bonds or loans.

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Fair Value Impact to Net Income

The July 2011 merger with MidCarolina has had a material and positive impact on earnings. The following tables present the actual effect of the accretable and amortizable fair value adjustments attributable to the merger on net interest income and pretax income for the years ended December 31, 2012 and 2011.

			December 31, 2012		
(in thousands)	Income Statement Effect	Premium/ (Discount) Balance on December 31, 2011	For the Year ended	Remaining Premium/ (Discount) Balance	
Interest income/(expense):					
Loans	Income	$ (15,908)	$ 6,098	$ (9,631)	(1)
Accretable portion of loans acquired with deteriorated credit quality	Income	(1,056)	2,616	(2,165)	(2)
Time deposits	Income	(110)	110	-	
Time deposits - brokered	Income	(694)	416	(278)	
FHLB advances	Expense	131	(22)	109	
Trust preferred securities	Expense	2,171	(105)	2,066	
Net Interest Income			9,113		
Non-interest (expense)					
Amortization of core deposit intangible	Expense	$ 5,652	(1,558)	$ 4,094	
Net non-interest expense			(1,558)		
Change in pretax income			$ 7,555		

(1) - Remaining discount balance includes $179,000 in charge-offs against the mark
(2) - Remaining discount balance includes $3,725,000 in reclassifications from the non-accretable difference

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(in thousands)	Income Statement Effect	Premium/ (Discount) Balance on July 1, 2011	December 31, 2011 For the year ended	Remaining Premium/ (Discount) Balance	
Interest income/(expense):					
Loans	Income	$ (20,740)	$ 4,528	$ (15,908)	(1)
Accretable portion of loans acquired with deteriorated credit quality	Income	(1,690)	634	(1,056)	
Time deposits	Income	(176)	66	(110)	
Time deposits - brokered	Income	(902)	208	(694)	
FHLB advances	Expense	142	(11)	131	
Trust preferred securities	Expense	2,218	(47)	2,171	
Net Interest Income			5,400		
Non-interest (expense)					
Amortization of core deposit intangible	Expense	$ 6,556	(904)	$ 5,652	
Net non-interest expense			(904)		
Change in pretax income			$ 4,496		

(1) - Remaining discount balance includes $304,000 in charge-offs against the mark

Impact of Inflation and Changing Prices

The majority of assets and liabilities of a financial institution are monetary in nature and therefore differ greatly from most commercial and industrial companies that have significant investments in fixed assets or inventories. The most significant effect of inflation is on noninterest expenses that tend to rise during periods of inflation. Changes in interest rates have a greater impact on a financial institution's profitability than do the effects of higher costs for goods and services. Through its balance sheet management practices, the Company has the ability to react to those changes and measure and monitor its interest rate and liquidity risk.

Market Risk Management

Effectively managing market risk is essential to achieving the Company's financial objectives. Market risk reflects the risk of economic loss resulting from changes in interest rates and market prices. The Company is generally not subject to currency exchange risk or commodity price risk. The Company's primary market risk exposure is interest rate risk; however, market risk also includes liquidity risk. Both are discussed in the following sections.

Interest Rate Risk Management

Interest rate risk and its impact on net interest income is a primary market risk exposure. The Company manages its exposure to fluctuations in interest rates through policies approved by its Asset Liability Committee ("ALCO") and Board of Directors, both of which receive and review periodic reports of the Company's interest rate risk position.

The Company uses computer simulation analysis to measure the sensitivity of projected earnings to changes in interest rates. Simulation takes into account current balance sheet volumes and the scheduled repricing dates instrument level optionality, and maturities of assets and liabilities. It incorporates numerous assumptions including growth, changes in the mix of assets and liabilities, prepayments, and average rates earned and paid. Based on this information, management uses the model to project net interest income under multiple interest rate scenarios.

A balance sheet is considered asset sensitive when its earning assets (loans and securities) reprice faster or to a greater extent than its liabilities (deposits and borrowings). An asset sensitive balance sheet will produce relatively more net interest income when interest rates rise and less net interest income when they decline. Based on the Company's simulation analysis, management believes the Company's interest sensitivity position at December 31, 2012 is asset sensitive. Management has no expectation that market interest rates will materially decline in the near term, given the prevailing economy and apparent FRB policy.

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Earnings Simulation

Table 4 shows the estimated impact of changes in interest rates on net interest income as of December 31, 2012, assuming gradual and parallel changes in interest rates, and consistent levels of assets and liabilities. Net interest income for the following twelve months is projected to increase when interest rates are higher than current rates. Due to the current low interest rate environment, no measurement was considered necessary for a further decline in interest rates.

Estimated Changes in Net Interest Income
(dollars in thousands)

	December 31, 2012 Change in net interest income	
Change in interest rates	Amount	Percent
Up 4%	$ 9,722	21.9 %
Up 3%	$ 7,191	16.2 %
Up 2%	$ 4,611	10.4 %
Up 1%	$ 2,096	4.7 %

Management cannot predict future interest rates or their exact effect on net interest income. Computations of future effects of hypothetical interest rate changes are based on numerous assumptions and should not be relied upon as indicative of actual results. Certain limitations are inherent in such computations. Assets and liabilities may react differently than projected to changes in market interest rates. The interest rates on certain types of assets and liabilities may fluctuate in advance of changes in market interest rates, while rates on other types of assets and liabilities may lag changes in market interest rates. Interest rate shifts may not be parallel.

Changes in interest rates can cause substantial changes in the amount of prepayments of loans and mortgage-backed securities, which may in turn affect the Company’s interest rate sensitivity position. Additionally, credit risk may rise if an interest rate increase adversely affects the ability of borrowers to service their debt.

Economic Value Simulation

Economic value simulation is used to calculate the estimated fair value of assets and liabilities over different interest rate environments. Economic values are calculated based on discounted cash flow analysis. The net economic value of equity is the economic value of all assets minus the economic value of all liabilities. The change in net economic value over different rate environments is an indication of the longer-term earnings capability of the balance sheet. The same assumptions are used in the economic value simulation as in the earnings simulation. The economic value simulation uses instantaneous rate shocks to the balance sheet.

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The following chart reflects the estimated change in net economic value over different rate environments using economic value simulation for the balances at the period ended December 31, 2012 (dollars in thousands):

Estimated Changes in Economic Value of Equtiy
(dollars in thousands)

	December 31, 2012		
Change in interest rates	Amount	$ Change	% Change
Up 4%	$ 187,657	$ 42,449	29.2 %
Up 3%	$ 179,672	$ 34,464	23.7 %
Up 2%	$ 169,242	$ 24,034	16.6 %
Up 1%	$ 156,309	$ 11,101	7.6 %
Flat	$ 145,208		

Due to the current low interest rate environment, no measurement was considered necessary for a further decline in interest rates.

Liquidity Risk Management

Liquidity is the ability of the Company to convert assets into cash or cash equivalents without significant loss and to raise additional funds by increasing liabilities in a timely manner. Liquidity management involves maintaining the Company's ability to meet the daily cash flow requirements of its customers, whether they are borrowers requiring funds or depositors desiring to withdraw funds. Additionally, the Company requires cash for various operating needs including dividends to shareholders, the servicing of debt, and the payment of general corporate expenses. The Company manages its exposure to fluctuations in interest rates through policies approved by the ALCO and Board of Directors, both of which receive periodic reports of the Company's interest rate risk and liquidity position. The Company uses a computer simulation model to assist in the management of the future liquidity needs of the Company.

Liquidity sources include on balance sheet and off balance sheet sources.

Balance sheet liquidity sources include cash, amounts due from banks, loan repayments, and increases in deposits. The Company also maintains a large, high quality, very liquid bond portfolio, which is generally 50% to 60% unpledged and would, accordingly, be available for sale if necessary.

Off balance sheet sources include lines of credit from the Federal Home Loan Bank of Atlanta ("FHLB"), federal funds lines of credit, and access to the Federal Reserve Bank of Richmond's discount window

Management believes that these sources provide sufficient and timely liquidity, both on and off balance sheet.

The Company has a line of credit with the FHLB, equal to 30% of the Company's assets, subject to the amount of collateral pledged. Under the terms of its collateral agreement with the FHLB, the Company provides a blanket lien covering all of its residential first mortgage loans, home equity lines of credit, commercial real estate loans and commercial construction loans. In addition, the Company pledges as collateral its capital stock in and deposits with the FHLB. At December 31, 2012, principal advance obligations to the FHLB consisted of $10,079,000 in fixed-rate, long-term advances and $0 in short-term advances compared to $10,206,000 in long-term advances and $3,000,000 in short-term advances at December 31, 2011. The Company also had outstanding $72,700,000 in letters of credit at December 31, 2012 and $72,000,000 at December 31, 2011, respectively. The letters of credit provide the Bank with additional collateral for securing public entity deposits above FDIC insurance levels, thereby providing less need for collateral pledging from the securities portfolio and thereby increasing on balance sheet liquidity.

Short term borrowing is discussed in footnote 10 and long-term borrowing is discussed in footnote 11 to the attached Consolidated Financial Statements.

The Company has federal funds lines of credit established with two correspondent banks in the amounts of $15,000,000 and $10,000,000, and, additionally, has access to the Federal Reserve Bank's discount window. There were no amounts outstanding under these facilities at December 31, 2012.

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As a result of the merger with MidCarolina, the Company acquired a relationship with Promontory Network, the sponsoring entity for the Certificate of Deposit Account Registry Service® (“CDARS”). Through CDARS, the Company is able to provide deposit customers with access to aggregate FDIC insurance in amounts far exceeding $250,000. This gives the Company the ability, as and when needed, to attract and retain large deposits from insurance and other safety conscious customers. CDARS are classified as brokered deposits, however they are generally derived from customers with whom our institution has or wishes to have a direct and ongoing relationship. As a result, management considers these deposits functionally, though not technically, in the same category as core deposits. With CDARS, the Company has the option to keep deposits on balance sheet or sell them to other members of the network. Additionally, subject to certain limits, the Bank can use CDARS purchase cost-effective funding without collateralization and in lieu of generating funds through traditional brokered CDs or the FHLB. In this manner, CDARS can provide the Company with another funding option. Thus, CDARS serves as a deposit-gathering tool and an additional liquidity management tool. Deposits through the CDARS program as of December, 31, 2012 and 2011 was $22,150,000 and $18,223,000, respectively.

At the end of 2012 the FDIC’s Transaction Account Guarantee program (‘TAG”) expired. TAG provided unlimited deposit insurance on noninterest bearing transaction accounts. In anticipation of this change, the Bank decided to participate in a new product from Promontory, Insured Cash Sweep. This product provides the Bank will the capability of providing additional deposit insurance to customers in the context of a money market account arrangement. The product is very analogous to the CDARs product discussed above. Based on experience in early 2013, management has determined that the expiration of TAG has been a low profile event with very little impact on the Company’s liquidity.

BALANCE SHEET ANALYSIS

Securities

The securities portfolio generates income, plays a strategic role in the management of interest rate sensitivity, provides a source of liquidity, and is used to meet collateral requirements. The securities portfolio consists primarily of high quality investments. Federal agency, mortgage-backed, and state and municipal securities comprise the majority of the portfolio.

The continuing economic challenges on a local, regional and national level have resulted in a significant slowdown in business activity throughout 2012 and continuing into 2013. The Company is cognizant of the continuing historically low interest rate environment and has elected to maintain a defensive asset liability strategy of purchasing high quality taxable securities of relatively short duration and somewhat longer term tax exempt securities, whose market values are not as volatile in rising rate environments as similar termed taxable investments.

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The following table presents information on the amortized cost, maturities, and taxable equivalent yields of securities at the end of the last three years.

(in thousands, except yields)

	December 31, 2012		2011		2010	
	Amortized Cost	Taxable Equivalent Yield	Amortized Cost	Taxable Equivalent Yield	Amortized Cost	Taxable Equivalent Yield
Federal Agencies:						
Within 1 year	$ 1,000	2.70 %	$ 2,597	3.30 %	$ 25,256	2.99 %
1 to 5 years	38,929	1.03	20,048	1.84	16,960	1.84
5 to 10 years	2,529	0.93	9,426	2.64	15,076	2.92
Total	42,458	1.07	32,071	2.20	57,292	2.63
Mortgage-backed:						
Within 1 year	1	4.89	-	-	187	4.11
1 to 5 years	3,049	4.51	1,886	3.66	1,680	4.91
5 to 10 years	25,220	2.05	34,930	2.50	19,563	4.56
Over 10 years	53,315	2.24	65,628	2.46	40,698	2.93
Total	81,585	2.27	102,444	2.49	62,128	3.50
State and Municipal:						
Within 1 year	5,889	2.81	5,218	4.86	1,982	5.11
1 to 5 years	50,803	2.72	42,345	3.30	25,212	3.73
5 to 10 years	94,254	4.10	81,267	4.23	49,108	4.70
Over 10 years	38,864	4.88	54,122	4.73	31,969	5.09
Total	189,810	3.85	182,952	4.18	108,271	4.60
Other Securities:						
Within 1 year	-	-	1,988	6.28	-	-
1 to 5 years	1,183	1.74	324	11.80	1,974	6.28
5 to 10 years	5,134	2.69	-	-	-	-
Total	6,317	2.51	2,312	7.06	1,974	6.28
Total portfolio	$ 320,170	3.05 %	$ 319,779	3.46 %	$ 229,665	3.82 %

Loans

In December 2010, the Company announced the merger transaction with MidCarolina. In anticipation of a significant increase in the size and complexity of the loan portfolio, the Company reviewed, reorganized, and augmented its lending and credit functions significantly. Most notably, the Company created the positions of Senior Credit Officer for Virginia and Senior Credit Officer for North Carolina, both of whom report to the Company’s Chief Credit Officer.

The loan portfolio consists primarily of commercial and residential real estate loans, commercial loans to small and medium-sized businesses, construction and land development loans, and home equity loans. Average loans increased \$138,938,000, or 20.59% from 2011 to 2012, and increased \$150,292,000, or 28.66% from 2010 to 2011, primarily driven by the July merger with MidCarolina.

At December 31, 2012, total loans were \$788,705,000, a decrease of \$36,053,000 or 4.4% from the prior year. The net decrease in loans is primarily related to a deliberate strategy to reduce problem loans acquired in the MidCarolina merger. The decline was the combined impact of several large relationships being moved to other institutions, charge offs within the merger-date credit mark, and a relatively small amount of charge offs outside the credit mark. Loan volumes in the Virginia market were basically unchanged during 2012.

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Loans held for sale totaled $13,852,000 at December 31, 2012, and $6,330,000 at December 31, 2011. Production volume for 2012 exceeded $100 million, almost double the level of 2011. These loans were approximately 60% refinancing, 40% purchase. Management expects a gradual slowdown in this business line.

Management of the loan portfolio is organized around portfolio segments. Each segment is comprised of a various loan types that are reflective of operational and regulatory reporting requirements. The following chart presents the Company's portfolio for the past five years by segment.

Loans

	December 31,				
(in thousands)	2012	2011	2010	2009	2008
Real estate:					
Construction and land development	$ 48,812	$ 54,433	$ 37,168	$ 40,371	$ 63,361
Commercial real estate	355,433	351,961	210,393	208,066	207,160
Residential real estate	161,033	179,812	119,398	121,639	136,480
Home equity	91,313	96,195	61,064	64,678	57,170
Total real estate	656,591	682,401	428,023	434,754	464,171
Commercial and industrial	126,192	134,166	85,051	86,312	98,546
Consumer	5,922	8,191	7,707	6,925	8,393
Total loans	$ 788,705	$ 824,758	$ 520,781	$ 527,991	$ 571,110

The following table provides loan balance information by geographic regions. In some circumstances, loans may be originated in one region for borrowers located in other regions.

Loans by Geographic Region

	December 31, 2012		
(dollars in thousands)	Balance	Percentage of Portfolio	Percentage Change in Balance Since December 31, 2011
Danville region	$ 195,788	24.8 %	1.1 %
Central region	149,567	19.0	2.0
Southside region	102,946	13.1	(5.4)
Eastern region	69,774	8.8	0.6
Alamance region	191,397	24.3	(10.7)

Guilford region		79,233	10.0		(14.0	)
Total loans	$	788,705	100.0	%	(4.4	)

The Danville region consists of offices in Danville and Yanceyville, North Carolina. The Central region consists of offices in Bedford, Lynchburg, and the counties of Bedford, Campbell, and Nelson. The Southside region consists of offices in Martinsville, and Henry County. The Eastern region consists of offices in South Boston and the counties of Halifax and Pittsylvania. The Alamance region consists of offices in Burlington, Graham, and Mebane, North Carolina. The Guilford region consists of offices in Greensboro, North Carolina.

The Company does not participate in or have any highly leveraged lending transactions, as defined by bank regulations. The Company has no foreign loans. While there were no concentrations of loans to any individual, group of individuals, business, or industry that exceeded 10% of total loans at December 31, 2012 or 2011, loans to lessors of nonresidential buildings represented 11.8% of total loans at December 31, 2012 and 13.8% at December 31, 2011; the lessees and lessors are engaged in a variety of industries.

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The following table presents the maturity schedule of selected loan types.

Maturities of Selected Loan Types
December 31, 2012

(in thousands)	Commercial and Industrial (1)	Real Estate Construction	Total
1 year or less	$ 49,494	$ 17,495	$ 66,989
1 to 5 years (2)	34,656	11,916	46,572
After 5 years (2)	42,042	19,401	61,443
Total	$ 126,192	$ 48,812	$ 175,004

(1) includes agricultural loans.
(2) Of the loans due after one year, $103,694 have predetermined interest rates and $4,321 have floating or adjustable interest rates.

Allowance for Loan Losses

The purpose of the allowance for loan losses is to provide for probable losses in the loan portfolio. The allowance is increased by the provision for loan losses and by recoveries of previously charged-off loans. Loan charge-offs decrease the allowance.

The Company uses certain practices to manage its credit risk. These practices include (a) appropriate lending limits for loan officers, (b) a loan approval process, (c) careful underwriting of loan requests, including analysis of borrowers, cash flows, collateral, and market risks, (d) regular monitoring of the portfolio, including diversification by type and geography, (e) review of loans by the Loan Review department, which operates independently of loan production, (f) regular meetings of the Credit Committees to discuss portfolio and policy changes and make decisions on large or unusual loan requests, and (g) regular meetings of the Asset Quality Committee which reviews the status of individual loans.

Risk grades are assigned as part of the origination process. From time to time risk grades may be modified as warranted by the facts and circumstances surrounding the credit.

Calculations of the allowance for loan losses are prepared quarterly by the Loan Review department. The Company's Credit Committee, Audit Committee, and the Board of Directors review the allowance for adequacy. In determining the adequacy of the allowance, factors which are considered include, but are not limited to, historical loss experience, the size and composition of the loan portfolio, loan risk ratings, nonperforming loans, impaired loans, other problem credits, the value and adequacy of collateral and guarantors, trends in appraisal results relative to original loan to value estimates, national, regional, and local economic conditions and trends, legal, regulatory, and collateral factors.

The Company's allowance for loan losses has two basic components: the formula allowance and the specific allowance. Each of these components is determined based upon estimates. The formula allowance uses historical loss experience as an indicator of future losses, along with various qualitative factors, including levels and trends in delinquencies, nonaccrual loans, charge-offs and recoveries, trends in volume and terms of loans, effects of changes in underwriting standards, experience of lending staff, economic conditions, and portfolio concentrations. In the formula allowance, the migrated historical loss rate is combined with the qualitative factors, resulting in an adjusted loss factor for each risk-grade category of loans. Allowance calculations for consumer loans are calculated based on historical losses for each product category without regard to risk grade. This loss rate is combined with qualitative factors resulting in an adjusted loss factor for each product category. The period-end balances for each loan risk-grade category are multiplied by the adjusted loss factor. The formula allowance is calculated for a range of outcomes. The specific allowance uses various techniques to arrive at an estimate of loss for specifically identified impaired loans. The use of these computed values is inherently subjective and actual losses could be greater or less than the estimates.

Since the financial crisis that began in 2008, the Company has increased its focus on national and regional economic factors, as well as the potential impact of fiscal and monetary policy on the conduct of business in our market areas. In addition, over the last several years, the Company has noted a trend in commercial real estate appraisals indicating an overall continuing decline in collateral values. It is difficult to objectively quantify the relationship between these factors and need for an incrementally larger allowance for loan loss. But, the Company is convinced that until there is a palpable and consistent improvement in these trends, relatively larger reliance on these factors is warranted in the loss analysis process.

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No single statistic, formula, or measurement determines the adequacy of the allowance. Management makes subjective and complex judgments about matters that are inherently uncertain, and different amounts would be reported under different conditions or using different assumptions. For analytical purposes, management allocates a portion of the allowance to specific loan categories and specific loans. However, the entire allowance is used to absorb credit losses inherent in the loan portfolio, including identified and unidentified losses.

The relationships and ratios used in calculating the allowance, including the qualitative factors, may change from period to period. Furthermore, management cannot provide assurance that in any particular period the Company will not have sizeable credit losses in relation to the amount reserved. Management may find it necessary to significantly adjust the allowance, considering current factors at the time, including economic conditions, industry trends, and ongoing internal and external examination processes. The allowance is also subject to regular regulatory examinations and determinations as to adequacy, which may take into account such factors as the methodology used to calculate the allowance and the size of the allowance in comparison to peer banks.

For the years ended December 31, 2012, 2011, and 2010, the allowance for loan losses was $12,118,000, $10,529,000, and $8,420,000, respectively. The allowance for loan losses as a percentage of loans at each of those dates was 1.54%, 1.28%, and 1.62%, respectively. As noted above, the Company considers numerous quantitative and qualitative factors in determining its allowance adequacy. Since the July 2011 merger with MidCarolina, the Bank must also evaluate the purchased acquired loans for impairment, especially with regard to the loans acquired with deteriorated credit quality. A large percentage of the Bank's acquired North Carolina loan portfolio is commercial real estate, with relatively short maturities, with balloon payments, and relatively long amortization periods. This structure results in more rapid accretion of the credit mark than amortization of loan principal. While this is not a proximate cause in and of itself for additional provision, it does result in an increased volume of loans that must be evaluated for potential loss as they are renewed on current market terms and conditions and become part of the regular portfolio. Since the merger, approximately $66,651,000 of the acquired loan portfolio has renewed under such terms and are considered as part of the regular loan loss allowance analysis.

The provision for loan losses for the same years was $2,133,000, $3,170,000, and $1,490,000, respectively. The increased provision expense for 2011 was primarily in recognition of the rapid maturity and renewal of performing acquired loans associated with the merger.

Net loan charge-offs totaled $544,000 in 2012, $1,061,000 in 2011, and $1,236,000 in 2010. Net charge offs to average loans during the same years totaled 0.07%, 0.16%, and 0.24%, respectively. The atypically low net charge-offs for 2012 were impacted by a single large first quarter loan recovery of approximately $600,000, which had been charged off prior to the MidCarolina merger.

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The following table presents the Company's loan loss and recovery experience for the past five years.

Summary of Loan Loss Experience
(in thousands)

	Year Ended December 31,				
	2011	2011	2010	2009	2008
Balance at beginning of period	$ 10,529	$ 8,420	$ 8,166	$ 7,824	$ 7,395
Charge-offs:					
Construction and land development	202	529	-	130	1,007
Commercial real estate	370	173	666	303	61
Residential real estate	579	641	310	609	196
Home equity	115	230	135	245	62
Total real estate	1,266	1,573	1,111	1,287	1,326
Commercial and industrial	748	163	306	163	63
Consumer	72	127	114	151	175
Total charge-offs	2,086	1,863	1,531	1,601	1,564
Recoveries:					
Construction and land development	87	36	147	2	71
Commercial real estate	388	270	9	15	101
Residential real estate	252	40	29	5	3
Home equity	27	10	2	1	-
Total real estate	754	356	187	23	175
Commercial and industrial	707	373	32	165	18
Consumer	81	73	76	93	180
Total recoveries	1,542	802	295	281	373
Net charge-offs	544	1,061	1,236	1,320	1,191
Provision for loan losses	2,133	3,170	1,490	1,662	1,620
Balance at end of period	$ 12,118	$ 10,529	$ 8,420	$ 8,166	$ 7,824

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The following table summarizes the allocation of the allowance for loan losses by major portfolio segments for the past five years.

Allocation of Allowance for Loan Losses
(dollars in thousands)

	December 31,									
	2012		2011		2010		2009		2008	
	Amount	%	Amount	%	Amount	%	Amount	%	Amount	%
Commercial	$1,450	16.0 %	$1,236	16.3 %	$751	16.3 %	$1,604	16.4 %	$856	17.3 %
Commercial real estate	6,822	51.2	5,719	49.3	4,623	47.5	3,565	47.0	4,307	47.4
Residential real estate	3,638	32.0	3,412	33.5	2,929	34.7	2,849	35.3	2,335	33.9
Consumer	208	0.8	162	1.0	117	1.5	148	1.3	326	1.4
Total	$12,118	100.0%	$10,529	100.0%	$8,420	100.0%	$8,166	100.0%	$7,824	100.0%

% - represents the percentage of loans in each category to total loans.

Asset Quality Indicators

The following table provides certain qualitative indicators relevant to the Company's loan portfolio for the past five years.

	As of or for the Years Ended December 31,				
	2012	2011	2010	2009	2008
Allowance to loans*	1.54 %	1.28 %	1.62 %	1.55 %	1.37 %
Net charge-offs to year-end allowance	4.49	10.08	14.68	16.16	15.22
Net charge-offs to average loans	0.07	0.16	0.24	0.24	0.21
Nonperforming assets to total assets*	0.90	1.46	0.76	0.87	0.91
Nonperforming loans to loans*	0.67	1.66	0.50	0.69	0.50
Provision to net charge-offs	392.10	298.77	120.52	125.91	136.02
Provision to average loans	0.26	0.47	0.29	0.30	0.29
Allowance to nonperforming loans*	227.95	76.74	324.22	224.22	275.01

* - at year end

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Nonperforming Assets (Loans and Other Real Estate Owned)

Nonperforming loans include loans on which interest is no longer accrued, accruing loans that are contractually past due 90 days or more, and any loans classified as troubled debt restructurings. Nonperforming loans include loans originated and loans acquired.

Nonperforming loans to total loans were 0.67% at December 31, 2012 compared to 1.66% at December 31, 2011. The decrease was primarily the result of a continued strategy to reduce the level of acquired problem assets.

Nonperforming assets include nonperforming loans and foreclosed real estate, including acquired impaired loans. Nonperforming assets represented 0.90% of total assets at December 31, 2012, compared to 1.46% at December 31, 2011.

There were $1,755,000 in troubled debt restructurings at December 31, 2012 compared to $656,000 at December 31, 2011.

In most cases it is the policy of the Company that any loan that becomes 90 days past due will automatically be placed on nonaccrual loan status, accrued interest reversed out of income, and further interest accrual ceased. Any payments received on such loans will be credited to principal. In some cases a loan in process of renewal may become 90 days past due. In these instances the loan may still be accruing because of a delayed renewal process in which the customer has not been billed.

Loans will only be restored to full accrual status after six consecutive months of payments that were each less than 30 days delinquent. The Company strictly adheres with this policy before restoring a loan to normal accrual status.

The $5,316,000 in nonaccrual loans shown on the following table includes $1,514,000 in impaired loans. The remaining $3,802,000 in nonaccrual loans were not considered impaired because they constitute a pool of smaller balance, homogenous loans and purchased acquired impaired loans, which were collectively evaluated for impairment and determined to be not impaired.

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The following table presents the Company's nonperforming asset history, including acquired impaired loans over the past five years.

Nonperforming Assets
(in thousands)

	December 31,				
	2012	2011	2010	2009	2008
Nonaccrual loans:					
Real estate	$ 5,261	$ 11,651	$ 2,181	$ 3,138	$ 2,730
Commercial	52	1,820	401	463	73
Agricultural	-	-	-	-	-
Consumer	3	49	15	41	42
Total nonaccrual loans	5,316	13,520	2,597	3,642	2,845
Loans past due 90 days and accruing interest:					
Real estate	-	197	-	-	-
Commercial	-	-	-	-	-
Agricultural	-	-	-	-	-
Consumer	-	-	-	-	-
Total past due loans	-	197	-	-	-
Total nonperforming loans	5,316	13,717	2,597	3,642	2,845
Foreclosed real estate	6,193	5,353	3,716	3,414	4,311
Total nonperforming assets	$ 11,509	$ 19,070	$ 6,313	$ 7,056	$ 7,156

Impaired Loans

A loan is considered impaired when, based on current information and events, it is probable that the Company will be unable to collect the scheduled payments of principal or interest when due according to the contractual terms of the loan agreement. The following table shows loans that were considered impaired, exclusive of acquired impaired loans, as of year-end in the years indicated.

Impaired Loans
(in thousands)

	December 31,				
	2012	2011	2010	2009	2008
Not on nonaccrual	$ 499	$ 313	$ 560	$ 2,067	$ 1,921

status					
On nonaccrual status	2,548	2,925	-	1,757	1,271
Total impaired loans	$ 3,047	$ 3,238	$ 560	$ 3,824	$ 3,192

Foreclosed Assets

Foreclosed assets were carried on the consolidated balance sheets at $6,193,000 and $5,353,000 as of December 31, 2012 and 2011, respectively. Foreclosed assets are initially recorded at fair value, less estimated costs to sell, at the date of foreclosure. Loan losses resulting from foreclosure are charged against the allowance for loan losses at that time. Subsequent to foreclosure, valuations are periodically performed by management and the assets are carried at the lower of the new cost basis or fair value, less estimated costs to sell with any additional write-downs charged against earnings. For significant assets, these valuations are typically outside annual appraisals. The following table shows Other Real Estate Owned over the past five years.

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Other Real Estate Owned
(in thousands)

	Year Ended December 31, 2012	2011	2010	2009	2008
Construction and land development	$ 3,290	$ 3,001	$ 2,293	$ 2,521	$ 3,634
Farmland	236	-	-	-	-
1-4 family residential	1,090	1,267	1,078	125	677
Multifamily (5 or more) residential	1,012	-	-	-	-
Commercial real estate	565	1,085	345	768	-
	$ 6,193	$ 5,353	$ 3,716	$ 3,414	$ 4,311

Foreclosed asset expense, net, was $528,000 for 2012 and $296,000 for 2011.

Deposits

The Company's deposits consist primarily of checking, money market, savings, and consumer time deposits. Average deposits increased $187,992,000 or 21.8% in 2012 after increasing $237,545,000 or 38.0% in 2011. This increase was primarily attributed to the merger with MidCarolina.

Period-end total deposits decreased $31,087,000 or 2.9% from December 31, 2011 to December 31, 2012. The decrease was primarily the result of a reduction in the level of wholesale funding, which decreased by $29,810,000. The Company has a relatively small portion of its time deposits provided by wholesale sources. These include brokered time deposits, which totaled $7,314,000 at year end 2012, compared to $41,051,000 at year end 2011. They also included time deposits through the CDARs program, which totaled $22,150,000 at year end 2012, compared to $18,223,000 at year end 2011. During that same period, demand deposits increased $2,493,000 or 0.7%, money market deposits decreased $16,236,000 or 8.9%, savings deposits increased $6,942,000 or 9.4%, and certificates of deposit decreased $24,286,000 or 5.6%.

Deposits
(dollars in thousands)

	December 31, 2012		2011		2010	
	Average Balance	Rate	Average Balance	Rate	Average Balance	Rate
Noninterest bearing deposits	$ 213,129	- %	$ 143,204	- %	$ 103,208	- %

Interest bearing accounts:						
NOW accounts	$ 142,296	0.13 %	$ 137,211	0.21 %	$ 94,236	0.08 %
Money market	174,027	0.30	132,906	0.43	73,358	0.51
Savings	78,358	0.14	68,038	0.14	63,484	0.14
Time	443,549	1.36	382,008	1.63	291,536	2.12
Total interest bearing deposits	$ 838,230	0.82 %	$ 720,163	1.00 %	$ 522,614	1.28 %
Average total deposits	$ 1,051,359	0.65 %	$ 863,367	0.83 %	$ 625,822	1.07 %

The significant increase in noninterest bearing deposits was the result of a full year of the MidCarolina merger for 2012 compared to six months in 2011.

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Certificates of Deposit of $100,000 or More
(in thousands)

Certificates of deposit at December 31, 2012 in amounts of $100,000 or more were classified by maturity as follows:

3 months or less	$	19,510
Over 3 through 6 months		13,622
Over 6 through 12 months		50,457
Over 12 months		165,657
	$	249,246

Certificates of Deposit of $250,000 or More
(in thousands)

Certificates of deposit at December 31, 2012 in amounts of $250,000 or more were classified by maturity as follows:

3 months or less	$	9,809
Over 3 through 6 months		4,348
Over 6 through 12 months		18,651
Over 12 months		99,460
	$	132,268

Borrowed Funds

In addition to internal deposit generation, the Company also relies on borrowed funds as a supplemental source of funding. Borrowed funds consist of customer repurchase agreements, overnight borrowings from the FHLB and longer-term FHLB advances, and trust preferred capital notes. Customer repurchase agreements are borrowings collateralized by securities of the U.S. Government, or its agencies ("GSEs") and generally mature daily. The Company considers these accounts to be a stable and relatively low cost source of funds. The securities underlying these agreements remain under the Company's control. Refer to Notes 11 and 12 of the Consolidated Financial Statements contained in Item 8 of this Form 10-K for a discussion of long-term debt.

The following table presents information pertaining to the Company's short-term borrowed funds.

Short-Term Borrowings
(dollars in thousands)

	December 31,			
		2012		2011
Customer repurchase agreements	$	49,942	$	45,575
FHLB overnight borrowings		-		3,000

Total	$	49,942		$	48,575	
Weighted interest rate		0.68	%		0.68	%
Average for the year ended:						
Outstanding	$	47,435		$	46,477	
Interest rate		0.32	%		0.70	%
Maximum month-end outstanding	$	65,714		$	50,329	

In the regular course of conducting its business, the Company takes deposits from political subdivisions of the states of Virginia and North Carolina. At December 31, 2012, the Bank's public deposits totaled $113,535,000. The Company is legally required to provide collateral to secure the deposits that exceed the insurance coverage provided by the FDIC. This collateral can be provided in the form of certain types of government agency bonds or letters of credit from the FHLB. At year-end 2012, the Company had $72,000,000 in letters of credit with the FHLB outstanding to supplement collateral for such deposits.

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Shareholders' Equity

The Company's goal with capital management is to be classified as "well capitalized" under regulatory capital ratios and to support growth, while generating acceptable returns on equity and paying a high rate of dividends.

Shareholders' equity was $163,246,000 at December 31, 2012 and $152,829,000 at December 31, 2011.

The Company declared and paid quarterly dividends totaling $0.92 for each of the past three years. Cash dividends in 2012 totaled $7,212,000 and represented a 45.1% payout of 2012 net income, compared to a 55.5% payout in 2011, and 68.1% payout in 2010.

One measure of a financial institution's capital level is the ratio of shareholders' equity to assets. Shareholders' equity was 12.72% of assets at December 31, 2012, 11.71% of assets at December 31, 2011 and 12.97% of assets at December 31, 2010. In addition, banking regulators have defined minimum regulatory capital ratios that the Company and its banking subsidiary are required to maintain. These ratios take into account risk factors identified by those regulatory authorities associated with the assets and off-balance sheet activities of financial institutions. The guidelines require percentages, or "risk weights," be applied to those assets and off-balance sheet assets in relation to their perceived risk. Under the guidelines capital strength is measured in two tiers. Tier 1 capital consists primarily of shareholder's equity and trust preferred capital notes, while Tier 2 capital consists generally of qualifying allowance for loan losses. "Total" capital is the sum of Tier 1 and Tier 2 capital. Another regulatory indicator of capital adequacy is the leverage ratio, which is computed by dividing Tier 1 capital by average quarterly assets less intangible assets.

The following table represents the major capital ratios for the Company for the past five years:

	December 31,				
	2012	2011	2010	2009	2008
Capital Ratios:					
Total risk-based capital ratio	17.00 %	15.55 %	19.64 %	18.82 %	17.92 %
Tier 1 risk-based capital ratio	15.75 %	14.36 %	18.38 %	17.56 %	16.67 %
Tier 1 leverage ratio	11.27 %	10.32 %	12.74 %	12.81 %	13.04 %
Tangible equity to tangible assets ratio	9.64 %	8.52 %	10.41 %	10.48 %	10.17 %

As mandated by bank regulations, the following five capital categories are identified for insured depository institutions: "well capitalized," "adequately capitalized," "undercapitalized," "significantly undercapitalized," and "critically undercapitalized." These regulations require the federal banking regulators to take prompt corrective action with respect to insured depository institutions that do not meet minimum capital requirements. Under the regulations, well capitalized institutions must have Tier 1 risk-based capital ratios of at least 6%, total risk-based capital ratios of at least 10%, leverage ratios of at least 5%, and not be subject to capital directive orders. Management believes, as of December 31, 2012 and 2011, that the Company met the requirements to be considered "well capitalized."

Preferred Stock

On November 15, 2011, the Company completed the repurchase of all 5,000 shares of its Noncumulative Perpetual Series A Preferred Stock, par value $5.00 per share (the "American Series A Preferred Stock"), that were outstanding as of such date. The shares of American Series A Preferred Stock were issued on July 1, 2011 in connection with the

Company's acquisition of MidCarolina and had a $1,000 liquidation preference per share.

While the American Series A Preferred Stock was subject to redemption at 104.5% of par during the twelve month period beginning August 15, 2011, the Company paid 62% of par (or an aggregate purchase price of $3.1 million) to repurchase all 5,000 outstanding shares from the sole holder of the stock. Settlement for the repurchase was effected on November 18, 2011. The discount on the redemption of the American Series A Preferred stock was reflected in retained earnings for the Company.

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CONTRACTUAL OBLIGATIONS

The following items are contractual obligations of the Company as of December 31, 2012 (in thousands):

	Payments Due By Period				
	Total	Under 1 Year	1-3 Years	3-5 Years	More than 5 years
Time deposits	$ 409,568	$ 162,637	$ 50,921	$ 196,008	$ 2
Repurchase agreements	49,942	49,942	-	-	-
FHLB borrowings	10,079	-	188	9,891	-
Operating leases	1,991	463	758	556	214
Trust preferred capital notes	27,317	-	-	-	27,317

OFF-BALANCE SHEET ACTIVITIES

The Company enters into certain financial transactions in the ordinary course of performing traditional banking services that result in off-balance sheet transactions. Other than AMNB Statutory Trust I, formed in 2006 to issue trust preferred securities, and the MidCarolina Trust I and MidCarolina Trust II, the Company does not have any off-balance sheet subsidiaries. Refer to Note 12 of the Consolidated Financial Statements contained in Item 8 of this Form 10-K for a discussion of trust preferred capital notes. Off-balance sheet transactions were as follows (in thousands):

	December 31,	
Off-Balance Sheet Transactions	2012	2011
Commitments to extend credit	$ 170,202	$ 191,957
Standby letters of credit	4,591	2,961
Mortgage loan rate-lock commitments	9,486	5,387

Commitments to extend credit to customers represent legally binding agreements with fixed expiration dates or other termination clauses. Since many of the commitments are expected to expire without being funded, the total commitment amounts do not necessarily represent future funding requirements. Standby letters of credit are conditional commitments issued by the Company guaranteeing the performance of a customer to a third party. Those guarantees are primarily issued to support public and private borrowing arrangements.

ITEM 7A. – QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

This information is incorporated herein by reference from Item 7 “Management’s Discussion and Analysis of Financial Condition and Results of Operations” of this Form 10-K.

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ITEM 8 – FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Quarterly Financial Results
(in thousands, except per share amounts)

2012	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Total
Interest income	$ 15,342	$ 14,886	$ 13,546	$ 14,032	$ 57,806
Interest expense	2,170	2,070	2,046	1,855	8,141
Net interest income	13,172	12,816	11,500	12,177	49,665
Provision for loan losses	733	733	333	334	2,133
Net interest income after provision for loan losses	12,439	12,083	11,167	11,843	47,532
Noninterest income	3,234	2,800	2,690	2,686	11,410
Noninterest expense	9,927	8,833	8,880	9,003	36,643
Income before income taxes	5,746	6,050	4,977	5,526	22,299
Income taxes	1,571	1,776	1,338	1,608	6,293
Net income	4,175	4,274	3,639	3,918	16,006
Per common share:					
Net income - basic	$ 0.53	$ 0.55	$ 0.46	$ 0.50	$ 2.04
Net income - diluted	0.53	0.54	0.46	0.50	2.04
Cash dividends	0.23	0.23	0.23	0.23	0.92

2011	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Total
Interest income	$ 8,661	$ 8,570	$ 14,779	$ 17,177	$ 49,187
Interest expense	2,056	1,971	2,436	2,317	8,780
Net interest income	6,605	6,599	12,343	14,860	40,407
Provision for loan losses	337	336	525	1,972	3,170
Net interest income after provision for loan losses	6,268	6,263	11,818	12,888	37,237
Noninterest income	1,971	1,988	2,698	2,587	9,244
Noninterest expense	5,779	7,028	8,564	8,629	30,000
	2,460	1,223	5,952	6,846	16,481

Income before income taxes					
Income taxes	682	211	1,823	2,194	4,910
Net income	1,778	1,012	4,129	4,652	11,571
Dividends on preferred stock	-	-	51	52	103
Net income available to common shareholders	$ 1,778	$ 1,012	$ 4,078	$ 4,600	$ 11,468
Per common share:					
Net income - basic	$ 0.29	$ 0.16	$ 0.52	$ 0.59	$ 1.64
Net income - diluted	0.29	0.16	0.52	0.59	1.64
Cash dividends	0.23	0.23	0.23	0.23	0.92

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders
American National Bankshares Inc.
Danville, Virginia

We have audited the accompanying consolidated balance sheets of American National Bankshares Inc. and subsidiaries as of December 31, 2012 and 2011, and the related consolidated statements of income, comprehensive income, changes in shareholders' equity, and cash flows for each of the three years in the period ended December 31, 2012. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of American National Bankshares Inc. and subsidiaries as of December 31, 2012 and 2011, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2012, in conformity with U.S. generally accepted accounting principles.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), American National Bankshares Inc. and subsidiaries' internal control over financial reporting as of December 31, 2012, based on criteria established in Internal Control — Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission, and our report dated March 14, 2013 expressed an unqualified opinion on the effectiveness of American National Bankshares Inc. and subsidiaries' internal control over financial reporting.

Winchester, Virginia
March 14, 2013

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders
American National Bankshares Inc.
Danville, Virginia

We have audited American National Bankshares Inc. and subsidiaries' internal control over financial reporting as of December 31, 2012, based on criteria established in Internal Control — Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. American National Bankshares Inc. and subsidiaries' management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (a) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (b) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (c) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

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In our opinion, American National Bankshares Inc. and subsidiaries maintained, in all material respects, effective internal control over financial reporting as of December 31, 2012, based on criteria established in Internal Control — Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets as of December 31, 2012 and 2011, and the related consolidated statements of income, comprehensive income, changes in shareholders' equity and cash flows for each of the three years in the period ended December 31, 2012 of American National Bankshares Inc. and subsidiaries and our report dated March 14, 2013 expressed an unqualified opinion.

Winchester, Virginia
March 14, 2013

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American National Bankshares Inc. and Subsidiaries
Consolidated Balance Sheets
December 31, 2012 and 2011
(Dollars in thousands, except per share data)

ASSETS	2012	2011
Cash and due from banks	$ 20,435	$ 22,561
Interest-bearing deposits in other banks	27,007	6,332
Securities available for sale, at fair value	335,246	333,366
Restricted stock, at cost	5,287	6,019
Loans held for sale	13,852	6,330
Loans, net of unearned income	788,705	824,758
Less allowance for loan losses	(12,118)	(10,529)
Net loans	776,587	814,229
Premises and equipment, net	24,543	25,674
Other real estate owned, net of valuation allowance of $2,367 in 2012 and $1,902 in 2011	6,193	5,353
Goodwill	39,043	38,899
Core deposit intangibles, net	4,660	6,595
Bank owned life insurance	13,487	13,058
Accrued interest receivable and other assets	17,347	26,290
Total assets	$ 1,283,687	$ 1,304,706
LIABILITIES and SHAREHOLDERS' EQUITY		
Liabilities:		
Demand deposits -- noninterest bearing	$ 217,275	$ 179,148
Demand deposits -- interest bearing	153,578	189,212
Money market deposits	166,111	182,347
Savings deposits	81,135	74,193
Time deposits	409,568	433,854
Total deposits	1,027,667	1,058,754
Short-term borrowings:		
Customer repurchase agreements	49,942	45,575
Other short-term borrowings	-	3,000
Long-term borrowings	10,079	10,206
Trust preferred capital notes	27,317	27,212
Accrued interest payable and other liabilities	5,436	7,130
Total liabilities	1,120,441	1,151,877

Shareholders' equity:				
Preferred stock, $5 par, 2,000,000 shares authorized,				
none outstanding		-		-
Common stock, $1 par, 20,000,000 shares authorized,				
7,846,912 shares outstanding at December 31, 2012 and				
7,806,869 shares outstanding at December 31, 2011		7,847		7,807
Capital in excess of par value		57,211		56,395
Retained earnings		90,591		81,797
Accumulated other comprehensive income, net		7,597		6,830
Total shareholders' equity		163,246		152,829
Total liabilities and shareholders' equity	$	1,283,687	$	1,304,706

The accompanying notes are an integral part of the consolidated financial statements.

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American National Bankshares Inc. and Subsidiaries
Consolidated Statements of Income
For the Years Ended December 31, 2012, 2011, and 2010
(Dollars in thousands, except per share data)

	2012	2011	2010
Interest and Dividend Income:			
Interest and fees on loans	$ 49,189	$ 40,688	$ 28,148
Interest and dividends on securities:			
Taxable	4,044	4,595	5,042
Tax-exempt	4,280	3,646	2,288
Dividends	213	131	95
Other interest income	80	127	360
Total interest and dividend income	57,806	49,187	35,933
Interest Expense:			
Interest on deposits	6,843	7,203	6,708
Interest on short-term borrowings	150	325	382
Interest on long-term borrowings	335	229	256
Interest on trust preferred capital notes	813	1,023	1,373
Total interest expense	8,141	8,780	8,719
Net Interest Income	49,665	40,407	27,214
Provision for Loan Losses	2,133	3,170	1,490
Net Interest Income after Provision for Loan Losses	47,532	37,237	25,724
Noninterest Income:			
Trust fees	3,703	3,561	3,391
Service charges on deposit accounts	1,757	1,963	1,897
Other fees and commissions	1,768	1,510	1,163
Mortgage banking income	2,234	1,262	1,560
Securities gains (losses), net	158	(1)	126
Other	1,790	949	977
Total noninterest income	11,410	9,244	9,114
Noninterest Expense:			
Salaries	15,785	12,409	10,063
Employee benefits	3,604	2,681	2,442
Occupancy and equipment	3,951	3,199	2,936
FDIC assessment	692	651	795
Bank franchise tax	690	763	670
Core deposit intangible amortization	1,935	1,282	378
Foreclosed real estate, net	528	296	754
Merger related expenses	19	1,607	-

Other		9,439		7,112		5,341
Total noninterest expense		36,643		30,000		23,379
Income Before Income Taxes		22,299		16,481		11,459
Income Taxes		6,293		4,910		3,181
Net Income		16,006		11,571		8,278
Dividends on preferred stock		-		103		-
Net income available to common shareholders	$	16,006	$	11,468	$	8,278
Net Income Per Common Share:						
Basic	$	2.04	$	1.64	$	1.35
Diluted	$	2.04	$	1.64	$	1.35
Average Common Shares Outstanding:						
Basic		7,834,351		6,982,524		6,123,870
Diluted		7,845,652		6,989,877		6,131,650

The accompanying notes are an integral part of the consolidated financial statements.

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American National Bankshares Inc. and Subsidiaries
Consolidated Statements of Comprehensive Income
For the years Ended December 31, 2012, 2011, 2010
(Dollars in thousands)

	Year Ended December 31, 2012	2011	2010
Net income	$ 16,006	$ 11,571	$ 8,278
Other comprehensive income (loss):			
Unrealized gains (losses) on securities available for sale	1,647	11,622	(2,064)
Income tax (expense) benefit	(576)	(4,068)	723
Reclassification adjustment for (gains) losses on securities	(158)	1	(157)
Income tax expense	55	-	55
Reclassification adjustment for losses on securities other-than temporarily impaired	-	-	31
Income tax benefit	-	-	(11)
Change in unfunded pension liability	(309)	(871)	239
Income tax expense (benefit)	108	305	(84)
Other comprehensive income (loss)	767	6,989	(1,268)
Comprehensive income	$ 16,773	$ 18,560	$ 7,010

The accompanying notes are an integral part of the consolidated financial statements.

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American National Bankshares Inc. and Subsidiaries
Consolidated Statements of Changes in Shareholders' Equity
For the Years Ended December 31, 2012, 2011, and 2010
(Dollars in thousands except per share data)

	Preferred Stock	Common Stock	Excess of Par Value	Retained Earnings	Accumulated Comprehensive Income (Loss)	Shareholders' Equity
Balance, December 31, 2009	$ -	$ 6,110	$ 26,962	$ 72,208	$ 1,109	$ 106,389
Net income	-	-	-	8,278	-	8,278
Other comprehensive loss	-	-	-	-	(1,268)	(1,268)
Stock options exercised	-	3	45	-	-	48
Stock-based compensation expense	-	-	63	-	-	63
Equity-based compensation	-	15	198	-	-	213
Cash dividends declared, $0.92 per share	-	-	-	(5,636)	-	(5,636)
Balance, December 31, 2010	-	6,128	27,268	74,850	(159)	108,087
Net income	-	-	-	11,571		11,571
Other comprehensive income	-	-	-	-	6,989	6,989
Issuance of common stock	-	1,626	28,279	-	-	29,905
Issuance of preferred stock	5,000	-	-	-	-	5,000
Issuance of replacement options	-	-	132	-	-	132
Retirement of preferred stock	(5,000)	-	-	1,900	-	(3,100)
Stock options exercised	-	11	162	-	-	173
	-	-	63	-	-	63

Stock based compensation expense						
Equity based compensation	-	42	491	-	-	533
Dividends on preferred stock	-	-	-	(103)	-	(103)
Cash dividends declared, $0.92 per share	-	-	-	(6,421)		(6,421)
Balance, December 31, 2011	-	7,807	56,395	81,797	6,830	152,829
Net income	-	-	-	16,006	-	16,006
Other comprehensive income	-	-	-	-	767	767
Stock options exercised	-	7	111	-	-	118
Equity based compensation	-	33	705	-	-	738
Cash dividends declared, $0.92 per share	-	-	-	(7,212)	-	(7,212)
Balance, December 31, 2012	$ -	$ 7,847	#$ 57,211	#$ 90,591	#$ 7,597	$ 163,246

The accompanying notes are an integral part of the consolidated financial statements.

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American National Bankshares Inc. and Subsidiaries
Consolidated Statements of Cash Flows
For the Years Ended December 31, 2012, 2011, and 2010
(Dollars in thousands)

	2012	2011	2010
Cash Flows from Operating Activities:			
Net income	$ 16,006	$ 11,571	$ 8,278
Adjustments to reconcile net income to net			
cash provided by operating activities:			
Provision for loan losses	2,133	3,170	1,490
Depreciation	1,761	1,385	1,253
Accreton of purchase accounting adjustments	(9,113)	(5,400)	-
Core deposit intangible amortization	1,935	1,282	378
Net amortization (accretion) of securities	3,261	1,836	509
Net (gain) loss on sale or call of securities	(158)	1	(157)
Impairment of securities	-	-	31
Gain on sale of loans held for sale	(1,958)	(1,101)	(1,386)
Proceeds from sales of loans held for sale	94,555	52,169	57,935
Originations of loans held for sale	(100,119)	(54,150)	(57,194)
Net (gain) loss on foreclosed real estate	(388)	(574)	129
Valuation allowance on foreclosed real estate	502	453	454
Net gain on sale of premises and equipment	(503)	(114)	(450)
Stock-based compensation expense	-	63	63
Equity-based compensation expense	738	533	213
Deferred income tax expense	5,557	3,053	56
Net change in interest receivable	383	66	(448)
Net change in other assets	1,708	(1,306)	528
Net change in interest payable	(77)	(36)	(17)
Net change in other liabilities	(1,617)	(34)	160
Net cash provided by operating activities	14,606	12,867	11,825

Cash Flows from Investing Activities:			
Proceeds from sales of securities available for sale	4,208	2,099	2,958
Proceeds from sales of securities held to maturity	-	-	612
Proceeds from maturities, calls and paydowns of securities available for sale	65,833	69,011	100,872
Proceeds from maturities, calls and paydowns of securities held to maturity	-	1,276	2,059
Purchases of securities available for sale	(73,535)	(114,972)	(145,379)
Net change in restricted stock	732	120	300
Net decrease in loans	37,240	27,444	4,421
Proceeds from sale of premises and equipment	572	189	937
Purchases of premises and equipment	(699)	(1,734)	(2,054)
Proceeds from sales of foreclosed real estate	6,051	2,965	831
Capital improvements in other real estate owned	(22)	(140)	(163)
Cash paid in bank acquisition	-	(12)	-
Cash acquired in bank acquisition	-	34,783	-
Net cash provided by (used in) investing activities	40,380	21,029	(34,606)
Cash Flows from Financing Activities:			
Net change in demand, money market, and savings deposits	(6,801)	25,924	(18,522)
Net change in time deposits	(23,760)	(27,220)	54,347
Net change in customer repurchase agreements	4,367	(1,509)	(18,845)
Net change in other short-term borrowings	(3,000)	(3,110)	6,110
Net change in long-term borrowings	(149)	(8,151)	(150)
Common stock dividends paid	(7,212)	(6,421)	(5,636)
Preferred stock dividends paid	-	(103)	-
Repurchase of preferred stock	-	(3,100)	-
Proceeds from exercise of stock options	118	173	48

Net cash provided by (used in) financing activities	(36,437)	(23,517)	17,352
Net Increase (Decrease) in Cash and Cash Equivalents	18,549	10,379	(5,429)
Cash and Cash Equivalents at Beginning of Period	28,893	18,514	23,943
Cash and Cash Equivalents at End of Period	$ 47,442	$ 28,893	$ 18,514

The accompanying notes are an integral part of the consolidated financial statements.

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American National Bankshares Inc. and Subsidiaries
Notes to Consolidated Financial Statements
December 31, 2012, 2011, and 2010

Note 1 – Summary of Significant Accounting Policies

Nature of Operations and Consolidation

The consolidated financial statements include the accounts of American National Bankshares Inc. (the "Company") and its wholly owned subsidiary, American National Bank and Trust Company (the "Bank"). The Bank offers a wide variety of retail, commercial, secondary market mortgage lending, and trust and investment services which also include non-deposit products such as mutual funds and insurance policies.

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP") requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Material estimates that are particularly susceptible to significant change in the near term relate to the determination of the allowance for loan losses, goodwill and intangible assets, pension obligations, other than temporary impairment, the fair value of financial instruments, and the valuation of foreclosed real estate.

In April 2006, AMNB Statutory Trust I, a Delaware statutory trust (the "AMNB Trust") and a wholly owned subsidiary of the Company, was formed for the purpose of issuing preferred securities (the "Trust Preferred Securities") in a private placement pursuant to an applicable exemption from registration. Proceeds from the securities were used to fund the acquisition of Community First Financial Corporation ("Community First") which occurred in April 2006.

On July 1, 2011, the Company completed its merger with MidCarolina Financial Corporation ("MidCarolina"). MidCarolina was headquartered in Burlington, North Carolina, and engaged in banking operations through its subsidiary bank, MidCarolina Bank. This transaction expanded the Company's footprint in North Carolina, adding eight branches in Alamance and Guilford counties.

In July 2011, and in connection with its acquisition of MidCarolina Financial Corporation, the Company assumed the liabilities of the MidCarolina I and MidCarolina Trust II, two separate Delaware statutory trust (the "MidCarolina Trusts"), which were also formed for the purpose of issuing preferred securities. Refer to Note 12 for further details concerning these entities.

All significant inter-company transactions and accounts are eliminated in consolidation, with the exception of the AMNB Trust and the MidCarolina Trusts, as detailed in Note 12.

Cash and Cash Equivalents

Cash includes cash on hand, cash with correspondent banks, and cash on deposit at the Federal Reserve. Cash equivalents are short-term, highly liquid investments that are readily convertible to cash with original maturities of three months or less and are subject to an insignificant risk of change in value. Cash and cash equivalents are carried at cost.

Interest-bearing Deposits in Other Banks

Interest-bearing deposits in other banks mature within one year and are carried at cost.

Securities

Certain debt securities that management has the positive intent and ability to hold to maturity are classified as “held to maturity” and recorded at amortized cost. Trading securities are recorded at fair value with changes in fair value included in earnings Securities not classified as held to maturity or trading, including equity securities with readily determinable fair values, are classified as “available for sale” and recorded at fair value, with unrealized gains and losses excluded from earnings and reported in other comprehensive income. Purchase premiums and discounts are recognized in interest income using the interest method over the terms of the securities. Gains and losses on the sale of securities are recorded on the trade date and are determined using the specific identification method.

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The Company does not currently have any securities in held to maturity or trading and has no plans to add any to either category.

The Company follows accounting guidance related to recognition and presentation of other-than-temporary impairment. The guidance specifies that (1) if a company does not have the intent to sell a debt security prior to recovery and (2) it is more likely than not that it will not have to sell the debt security prior to recovery, the security would not be considered other-than-temporarily impaired, unless there is a credit loss. When an entity does not intend to sell the security and it is more likely than not the entity will not have to sell the security before recovery of its cost basis, it will recognize the credit component of an other-than-temporary impairment of a debt security in earnings and the remaining portion in other comprehensive income. For held-to-maturity debt securities, the amount of an other-than-temporary impairment recorded in other comprehensive income for the noncredit portion of a previous other-than-temporary impairment should be amortized prospectively over the remaining life of the security on the basis of the timing of future estimated cash flows of the security.

For equity securities, when the Company has decided to sell an impaired available-for-sale security and the entity does not expect the fair value of the security to fully recover before the expected time of sale, the security is deemed other-than-temporarily impaired in the period in which the decision to sell is made. The Company recognizes an impairment loss when the impairment is deemed other-than-temporary even if a decision to sell has not been made.

Due to the nature and restrictions placed on the Company's investment in common stock of the Federal Home Loan Bank of Atlanta ("FHLB") and the Federal Reserve Bank of Richmond, these securities have been classified as restricted equity securities and carried at cost.

Loans Held for Sale

Secondary market mortgage loans are designated as held for sale at the time of their origination. These loans are pre-sold with servicing released and the Company does not retain any interest after the loans are sold. These loans consist primarily of fixed-rate, single-family residential mortgage loans which meet the underwriting characteristics of certain government-sponsored enterprises (conforming loans). In addition, the Company requires a firm purchase commitment from a permanent investor before a loan can be committed, thus limiting interest rate risk. Loans held for sale are carried at the lower of cost or fair value. Gains on sales of loans are recognized at the loan closing date and are included in noninterest income.

Derivative Loan Commitments

The Company enters into mortgage loan commitments whereby the interest rate on the loan is determined prior to funding (rate lock commitments). Mortgage loan commitments are referred to as derivative loan commitments if the loan that will result from exercise of the commitment will be held for sale upon funding. Loan commitments that are derivatives are recognized at fair value on the consolidated balance sheets with net changes in their fair values recorded in other expenses. Derivative loan commitments resulted in no income for 2012 or 2011, and $5,000 in expense for 2010.

The period of time between issuance of a loan commitment and sale of the loan generally ranges from 30 to 60 days. The Company protects itself from changes in interest rates through the use of best efforts forward delivery contracts, by committing to sell a loan at the time the borrower commits to an interest rate with the intent that the buyer has assumed the interest rate risk on the loan. As a result, the Company is not generally exposed to significant losses nor will it realize significant gains related to its rate lock commitments due to changes in interest rates. The correlation between the rate lock commitments and the best efforts contracts is very high due to their similarity.

The market value of rate lock commitments and best efforts contracts is not readily ascertainable with precision because rate lock commitments and best efforts contracts are not actively traded in stand-alone markets. The Company determines the fair value of rate lock commitments and best efforts contracts by measuring the change in the estimated value of the underlying assets while taking into consideration the probability that the loan will be funded.

Loans

The Company makes mortgage, commercial, and consumer loans. A substantial portion of the loan portfolio is secured by real estate. The ability of the Company's debtors to honor their contracts is dependent upon the real estate market and general economic conditions in the Company's market area.

Loans that management has the intent and ability to hold for the foreseeable future or until maturity or pay-off, generally are reported at their outstanding unpaid principal balance adjusted for the allowance for loan losses, and any deferred fees or costs. Interest income is accrued on the unpaid principal balance. Loan origination fees, net of certain direct origination costs, are deferred and recognized as an adjustment of the related loan yield using the interest method.

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The accrual of interest on loans is generally discontinued at the time the loan is 90 days delinquent unless the credit is well-secured and in process of collection. Loans are typically charged off when the loan is 120 days past due, unless secured and in process of collection. Loans are placed on nonaccrual status or charged-off at an earlier date if collection of principal or interest is considered doubtful.

Interest accrued but not collected for loans that are placed on nonaccrual status or charged-off is reversed against interest income. The interest on these loans is accounted for on the cash basis or cost recovery method, until qualifying for return to accrual status. Loans are returned to accrual status when all the principal and interest amounts contractually due are brought current and future payments are reasonably assured.

Substandard and doubtful risk graded commercial, commercial real estate, and construction loans equal to or greater than $100,000 on an unsecured basis, and equal to or greater than $250,000 on a secured basis are reviewed for impairment. A loan is considered impaired when, based on current information and events, it is probable that the Company will be unable to collect the scheduled payments of principal or interest when due according to the contractual terms of the loan agreement. Factors considered by management in determining impairment and establishing a specific allowance include payment status, collateral value, and the probability of collecting scheduled principal and interest payments when due. Loans that experience insignificant payment delays and payment shortfalls generally are not classified as impaired. Management determines the significance of payment delays and payment shortfalls on a case-by-case basis, taking into consideration all of the circumstances surrounding the loan and the borrower, including the length of the delay, the reasons for the delay, the borrower's prior payment record, and the amount of the shortfall in relation to the principal and interest owed. Impairment is measured on a loan-by-loan basis for commercial, commercial real estate, and construction loans by either the present value of expected future cash flows discounted at the loan's effective interest rate, the loan's obtainable market price, or the fair value of the collateral if the loan is collateral dependent.

Generally, large groups of smaller balance homogeneous loans (residential real estate and consumer loans) are collectively evaluated for impairment. The Company's policy for recognizing interest income on impaired loans is consistent with its nonaccrual policy.

The Company's loan portfolio is organized by major segment. These include: commercial, commercial real estate, residential real estate and consumer loans. Each segment has particular risk characteristics that are specific to the borrower and the generic category of credit. Commercial loan repayments are highly dependent on cash flows associated with the underlying business and its profitability. They can also be impacted by changes in collateral values. Commercial real estate loans share the same general risk characteristics as commercial loans, but are often more dependent on the value of the underlying real estate collateral and, when construction is involved, the ultimate completion of and sale of the project. Residential real estate loans are generally dependent on the value of collateral and the credit worthiness of the underlying borrower. Consumer loans are very similar in risk characteristics to residential real estate.

In connection with the MidCarolina merger, certain loans were acquired which exhibited deteriorated credit quality since origination and for which the Bank does not expect to collect all contractual payments. Accounting for these loans is done in accordance with Accounting Standards Codification ("ASC") 310-30, "Receivables – Loans and Debt Securities Acquired with Deteriorated Credit Quality." The loans were recorded at fair value, reflecting the present value of the amounts expected to be collected. Income recognition on these loans is based on a reasonable expectation about the timing and amount of cash flows to be collected. Acquired loans deemed impaired and considered collateral dependent, with the timing of the sale of loan collateral indeterminate, remain on non-accrual status and have no accretable yield. On a quarterly basis, management, in collaboration with an outside valuation firm, reviews and evaluates the cash flows related to the pools in the loans acquired with deteriorated credit quality. Based on this ongoing review, adjustments are made to accretion and the nonaccretable yield.

Troubled Debt Restructurings

In situations where, for economic or legal reasons related to a borrower's financial condition, management may grant a concession to the borrower that it would not otherwise consider, the related loan is classified as a troubled debt restructuring ("TDR"). Management strives to identify borrowers in financial difficulty early and work with them to modify their loan to more affordable terms before their loan reaches nonaccrual status. These modified terms may include rate reductions, principal forgiveness, payment forbearance and other actions intended to minimize the economic loss and to avoid foreclosure or repossession of the collateral. In cases where borrowers are granted new terms that provide for a reduction of either interest or principal, management measures any impairment on the restructuring as noted above for impaired loans. The Company has $1,755,000 in loans classified as TDRs as of December 31, 2012 and $656,000 as of December 31, 2011.

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Allowance for Loan Losses

The allowance for loan losses is management’s estimate of probable credit losses that are inherent in the loan portfolio at the balance sheet date. Increases to the allowance are made by charges to the provision for loan losses, which is reflected in the Consolidated Statements of Income. Loan balances deemed to be uncollectible are charged-off against the allowance. Recoveries of previously charged-off amounts are credited to the allowance.

The allowance for loan losses is evaluated on a regular basis by management and is based upon management’s periodic review of the loan portfolio in light of historical charge-off experience, the nature and volume of the loan portfolio, and adverse situations that may affect the borrower’s ability to repay, estimated value of any underlying collateral, and prevailing economic conditions. The allowance for loan losses has two basic components: the formula allowance and the specific allowance. Each of these components is determined based upon estimates that can and do change when the actual events occur. The formula allowance uses a historical loss view as an indicator of future losses along with various qualitative and quantitative factors and, as a result, could differ from the loss incurred in the future. These additional considerations include, but are not limited to: levels and trends in criticized and nonperforming loans, trends in loan volumes, changes in underwriting and lending policies, the experience and depth of the line lenders, national, regional, and local economic trends and conditions; legal, regulatory, and collateral factors, and the impact of loan concentrations and portfolio segments. Allowance calculations for consumer loans are calculated on a product basis rather than by risk grade. The specific allowance uses various techniques to arrive at an estimate of loss for specifically identified impaired loans. This evaluation is inherently subjective, as it requires estimates that are susceptible to significant revision as more information becomes available. Actual losses could be greater or less than the estimates.

Premises and Equipment

Land is carried at cost. Premises and equipment are stated at cost, less accumulated depreciation and amortization. Premises and equipment are depreciated over their estimated useful lives ranging from three years to thirty-nine years; leasehold improvements are amortized over the lives of the respective leases or the estimated useful lives of the improvements, whichever is less. Software is generally amortized over three years. Depreciation and amortization are recorded on the straight-line method.

Costs of maintenance and repairs are charged to expense as incurred. Costs of replacing structural parts of major units are considered individually and are expensed or capitalized as the facts dictate. Gains and losses on routine dispositions are reflected in current operations.

Goodwill and Intangible Assets

Goodwill is subject to at least an annual assessment for impairment by applying a fair value based test. Additionally, acquired intangible assets (such as core deposit intangibles) are separately recognized if the benefit of the assets can be sold, transferred, licensed, rented, or exchanged, and amortized over their useful lives. Intangible assets related to branch transactions continued to amortize. The cost of purchased deposit relationships and other intangible assets, based on independent valuation, are being amortized over their estimated lives ranging from eight to ten years.

An annual fair value-based test was performed as of June 30, 2012 that determined the market value of the Company’s shares exceeded the consolidated carrying value, including goodwill; therefore, there has been no impairment recognized in the value of goodwill.

In September 2011, The FASB published ASU 2011-08, Testing Goodwill for Impairment. This amendment was an effort to reduce the complexity of the two step impairment test required by the original version of the ASU. Under this amendment, the reporting entity has the option to assess relevant "qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not that the fair value of the reporting entity is less than the carrying amount."

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Trust Assets

Securities and other property held by the trust and investment services segment in a fiduciary or agency capacity are not assets of the Company and are not included in the accompanying consolidated financial statements.

Other Real Estate Owned

Other real estate owned represents real estate that has been acquired through loan foreclosures or deeds received in lieu of loan payments. Generally, such properties are appraised at the time acquired, and are recorded at the fair value less estimated selling costs. Subsequent to foreclosure, valuations are periodically performed by management and the assets are carried at the lower of carrying amount or fair value less cost to sell. Revenue and expenses from operations and changes in the valuation allowance are included in net expenses from foreclosed assets.

Transfers of Financial Assets

Transfers of financial assets are accounted for as sales, when control over the assets has been surrendered. Control over transferred assets is deemed to be surrendered when (1) the assets have been isolated from the Bank – put presumptively beyond reach of the transferor and its creditors, even in bankruptcy or other receivership, (2) the transferee obtains the right (free of conditions that constrain it from taking advantage of that right) to pledge or exchange the transferred assets, and (3) the Bank does not maintain effective control over the transferred assets through an agreement to repurchase them before their maturity or the ability to unilaterally cause the holder to return specific assets.

Income Taxes

The Company uses the balance sheet method to account for deferred income tax assets and liabilities. Under this method, the net deferred tax asset or liability is determined based on the tax effects of the temporary differences between the book and tax bases of the various balance sheet assets and liabilities and gives current recognition to changes in tax rates and laws.

When tax returns are filed, it is highly certain that some positions taken would be sustained upon examination by the taxing authorities, while others are subject to uncertainty about the merits of the position taken or the amount of the position that would be ultimately sustained. The benefit of a tax position is recognized in the financial statements in the period during which, based on all available evidence, management believes it is more likely than not that the position will be sustained upon examination, including the resolution of appeals or litigation processes, if any. Tax positions taken are not offset or aggregated with other positions. Tax positions that meet the more-likely-than-not recognition threshold are measured as the largest amount of tax benefit that is more than 50 percent likely of being realized upon settlement with the applicable taxing authority. The portion of the benefits associated with tax positions taken that exceeds the amount measured as described above is reflected as a liability for unrecognized tax benefits in the accompanying balance sheet along with any associated interest and penalties that would be payable to the taxing authorities upon examination. The Company had no liability for unrecognized tax benefits as of December 31, 2012 and 2011.

Stock-Based Compensation

Stock compensation accounting guidance Financial Accounting Standards Board ("FASB") ASC 718, Compensation – Stock Compensation) requires that the compensation cost relating to share-based payment transactions be recognized in financial statements. That cost will be measured based on the grant date fair value of the equity or liability instruments issued. The stock compensation accounting guidance covers a wide range of share-based compensation arrangements including stock options, restricted share plans, performance-based awards, share appreciation rights, and employee share purchase plans.

The stock compensation accounting guidance requires that compensation cost for all stock awards be calculated and recognized over the employees' service period, generally defined as the vesting period. For awards with graded-vesting, compensation cost is recognized on a straight-line basis over the requisite service period for the entire award. A Black-Scholes model is used to estimate the fair value of stock options, while the market price of the Company's common stock at the date of grant is used for restricted stock awards.

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Earnings Per Common Share

Basic earnings per common share represent income available to common shareholders divided by the weighted-average number of common shares outstanding during the period. Diluted earnings per common share reflect the impact of additional common shares that would have been outstanding if dilutive potential common shares had been issued, as well as any adjustment to income that would result from the assumed issuance. Potential common shares that may be issued by the Company consist solely of outstanding stock options, and are determined using the treasury method.

Comprehensive Income

Comprehensive income is shown in a two statement approach, the first statement presents total net income and its components followed by a second statement that presents all the components of other comprehensive income such as unrealized gains and losses on available for sale securities and changes in the funded status of a defined benefit postretirement plan.

Advertising and Marketing Costs

Advertising and marketing costs are expensed as incurred, and were $454,000, $356,000, and $229,000 in 2012, 2011, and 2010, respectively.

Reclassifications

Certain reclassifications have been made in prior years financial statements to conform to classifications used in the current year.

Use of Estimates

In preparing consolidated financial statements in conformity with accounting principles generally accepted in the United States of America, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the date of the balance sheet and reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Material estimates that are particularly susceptible to significant change in the near term relate to the determination of the allowance for loan losses, pension obligations, the valuation of foreclosed real estate, goodwill and intangible assets, the valuation of deferred tax assets, other-than-temporary impairments of securities, acquired loans with specific credit-related deterioration, and the fair value of financial instruments.

Recent Accounting Pronouncements

In April 2011, the FASB issued ASU 2011-03, “Transfers and Servicing (Topic 860) – Reconsideration of Effective Control for Repurchase Agreements.” The amendments in this ASU remove from the assessment of effective control (1) the criterion requiring the transferor to have the ability to repurchase or redeem the financial assets on substantially the agreed terms, even in the event of default by the transferee and (2) the collateral maintenance implementation guidance related to that criterion. The amendments in this ASU are effective for the first interim or annual period beginning on or after December 15, 2011. The guidance should be applied prospectively to transactions or modifications of existing transactions that occur on or after the effective date. Early adoption is not permitted. The adoption of the new guidance did not have a material impact on Company's consolidated financial statements.

In May 2011, the FASB issued ASU 2011-04, “Fair Value Measurement (Topic 820) – Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs.” This ASU is the result of joint efforts by the FASB and International Accounting Standards Board (IASB) to develop a single, converged fair value framework on how (not when) to measure fair value and what disclosures to provide about fair value measurements. The ASU is largely consistent with existing fair value measurement principles in U.S. GAAP (Topic 820), with many of the amendments made to eliminate unnecessary wording differences between U.S. GAAP and International Financial Reporting Standards (IFRS). The amendments are effective for interim and annual periods beginning after December 15, 2011 with prospective application. Early application is not permitted. The adoption of the new guidance did not have a material impact on the Company's consolidated financial statements.

In June 2011, the FASB issued ASU 2011-05, “Comprehensive Income (Topic 220) – Presentation of Comprehensive Income.” The new guidance amends disclosure requirements for the presentation of comprehensive income. The amended guidance eliminates the option to present components of other comprehensive income (“OCI”) as part of the statement of changes in shareholders’ equity. All changes in OCI must be presented either in a single continuous statement of comprehensive income or in two separate but consecutive financial statements. The guidance does not change the items that must be reported in OCI. The Company adopted this guidance effective 2012, and has elected to present two separate but consecutive financial statements.

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In September 2011, the FASB issued ASU 2011-08, "Intangible – Goodwill and Other (Topic 350) – Testing Goodwill for Impairment." The amendments in this ASU permit an entity to first assess qualitative factors related to goodwill to determine whether it is more likely than not that the fair value of the reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the two-step goodwill test described in Topic 350. The more-likely-than-not threshold is defined as having a likelihood of more than 50 percent. Under the amendments in this ASU, an entity is not required to calculate the fair value of a reporting unit unless the entity determines that it is more likely than not that its fair value is less than its carrying amount. The amendments in this ASU are effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011. Early adoption is permitted, including for annual and interim goodwill impairment tests performed as of a date before September 15, 2011, if an entity's financial statements for the most recent annual or interim period have not yet been issued. The adoption of the new guidance did not have a material impact on the Company's consolidated financial statements.

In December 2011, the FASB issued ASU 2011-11, "Balance Sheet (Topic 210) – Disclosures about Offsetting Assets and Liabilities." This ASU requires entities to disclose both gross information and net information about both instruments and transactions eligible for offset in the balance sheet and instruments and transactions subject to an agreement similar to a master netting arrangement. An entity is required to apply the amendments for annual reporting periods beginning on or after January 1, 2013, and interim periods within those annual periods. An entity should provide the disclosures required by those amendments retrospectively for all comparative periods presented. The Company does not expect the adoption of ASU 2011-11 to have a material impact on its consolidated financial statements.

In July 2012, the FASB issued ASU 2012-02, "Intangibles – Goodwill and Other (Topic 350): Testing Indefinite-Lived Intangible Assets for Impairment." The amendments in this ASU apply to all entities that have indefinite-lived intangible assets, other than goodwill, reported in their financial statements. The amendments in this ASU provide an entity with the option to make a qualitative assessment about the likelihood that an indefinite-lived intangible asset is impaired to determine whether it should perform a quantitative impairment test. The amendments also enhance the consistency of impairment testing guidance among long-lived asset categories by permitting an entity to assess qualitative factors to determine whether it is necessary to calculate the asset's fair value when testing an indefinite-lived intangible asset for impairment. The amendments are effective for annual and interim impairment tests performed for fiscal years beginning after September 15, 2012. Early adoption is permitted. The Company does not expect the adoption of ASU 2012-02 to have a material impact on its consolidated financial statements.

In January 2013, the FASB issued ASU 2013-01, "Balance Sheet (Topic 210): Clarifying the Scope of Disclosures about Offsetting Assets and Liabilities." The amendments in this ASU clarify the scope for derivatives accounted for in accordance with Topic 815, Derivatives and Hedging, including bifurcated embedded derivatives, repurchase agreements and reverse repurchase agreements and securities borrowing and securities lending transactions that are either offset or subject to netting arrangements. An entity is required to apply the amendments for fiscal years, and interim periods within those years, beginning on or after January 1, 2013. The Company does not expect the adoption of ASU 2013-01 to have a material impact on its consolidated financial statements.

In February 2013, the FASB issued ASU 2013-02, "Comprehensive Income (Topic 220): Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income." The amendments in this ASU require an entity to present (either on the face of the statement where net income is presented or in the notes) the effects on the line items of net income of significant amounts reclassified out of accumulated other comprehensive income. In addition, the amendments require a cross-reference to other disclosures currently required for other reclassification items to be reclassified directly to net income in their entirety in the same reporting period. Companies should apply these amendments for fiscal years, and interim periods within those years, beginning on or after December 15, 2012. The Company is currently assessing the impact that ASU 2011-03 will have on its consolidated financial statements.

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Note 2 –Merger with MidCarolina

On July 1, 2011, the Company completed its merger with MidCarolina Financial Corporation ("MidCarolina") pursuant to the Agreement and Plan of Reorganization, dated December 15, 2010, between the Company and MidCarolina (the "merger agreement"). MidCarolina was headquartered in Burlington, North Carolina, and engaged in banking operations through its subsidiary bank, MidCarolina Bank. The transaction has significantly expanded the Company's footprint in North Carolina, adding eight branches in Alamance and Guilford Counties.

Pursuant to the terms of the merger agreement, as a result of the merger, the holders of shares of MidCarolina common stock received 0.33 shares of the Company's common stock for each share of MidCarolina common stock held immediately prior to the effective date of the merger. Each share of Company common stock outstanding immediately prior to the merger has continued to be outstanding after the merger. Each option to purchase a share of MidCarolina common stock outstanding immediately prior to the effective date of the merger was converted into an option to purchase shares of Company common stock, adjusted for the 0.33 exchange ratio. Additionally, the holders of shares of noncumulative perpetual Series A preferred stock of MidCarolina received one share of a newly authorized noncumulative perpetual Series A preferred stock of the Company for each MidCarolina preferred share held immediately before the merger. The Company's Series A preferred stock was issued with terms, preferences, rights and limitations that are identical in all material respects to the MidCarolina Series A preferred stock.

The Company issued 1,626,157 shares of additional common stock in connection with the MidCarolina merger. MidCarolina Bank was merged with and into the Bank.

The merger with MidCarolina was accounted for using the acquisition method of accounting and, accordingly, assets acquired, liabilities assumed and consideration paid were recorded at their estimated fair values as of the merger date. The excess of consideration paid over the fair value of net assets acquired was recorded as goodwill in the amount of approximately $16.5 million, which will not be amortizable and is not deductible for tax purposes the Company allocated the total balance of goodwill to its community banking segment. The Company also recorded $6.6 million in core deposit intangibles which will be amortized over nine years using a declining balance method.

In connection with the merger, the consideration paid, and the fair value of identifiable assets acquired and liabilities assumed as of the merger date are summarized in the following table.

(dollars in thousands)	
Consideration Paid:	
Common shares issued (1,626,157)	$ 29,905
Cash paid to Shareholders	12
Fair Value of Options	132
Preferred shares issued (5,000)	5,000
Value of consideration	35,049
Assets acquired:	
Cash and cash equivalents	34,783
Investment securities	51,442
Loans held for sale	113
Loans, net of unearned income	328,123
Premises and equipment, net	5,708
Deferred income taxes	15,310
Core deposit intangible	6,556

Other real estate owned		3,538
Other assets		13,535
Total assets		459,108
Liabilities assumed:		
Deposits		420,248
FHLB advances		9,858
Other borrowings		6,546
Other liabilities		3,838
Total Liabilities		440,490
Net assets acquired		18,618
Goodwill resulting from merger with MidCarolina	$	16,431

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The following table details the changes in fair value of net assets acquired and liabilities assumed from the amounts originally reported in the Form 10-K for the period ending December 31, 2011 (in thousands).

Goodwill at December 31, 2011	$16,431
Effect of adjustments to:	
Other liabilities	144
Goodwill at December 31, 2012	$16,575

In many cases, the fair values of assets acquired and liabilities assumed were determined by estimating the cash flows expected to result from those assets and liabilities and discounting them at appropriate market rates. The most significant category of assets for which this procedure was used was that of acquired loans. The Company acquired the $367.4 million loan portfolio at a fair value discount of $39.9 million. The performing portion of the portfolio estimated fair value was $286.5 million. The excess of expected cash flows above the fair value of the performing portion of loans is being accreted to interest income over the remaining lives of the loans in accordance with FASB ASC 310-20 (formerly SFAS 91).

Certain loans, those for which specific credit-related deterioration since origination was identified, are recorded at fair value, reflecting the present value of the amounts expected to be collected. Income recognition on these loans is based on reasonable expectation about the timing and amount of cash flows to be collected. Acquired loans deemed impaired and considered collateral dependent, with the timing of the sale of loan collateral indeterminate, remain on non-accrual status and have no accretable yield.

The following table details the acquired loans that are accounted for in accordance with FASB ASC 310-30 (formerly Statement of Position ("SOP") 03-3) as of July 1, 2011 in (thousands).

Contractually required principal and interest at acquisition	$56,681
Contractual cash flows not expected to be collected (nonaccretable difference)	17,472
Expected cash flows at acquisition	39,209
Interest component of expected cash flows (accretable discount)	1,663
Fair value of acquired loans accounted for under FASB ASC 310-30	$37,546

In accordance with U.S. GAAP, there was no carryover of the allowance for loan losses that had been previously recorded by MidCarolina.

In connection with the merger with MidCarolina, the Company acquired an investment portfolio with a fair value of $51.4 million. The fair value of the investment portfolio was determined by taking into account market prices obtained from independent valuation sources.

In connection with the merger with MidCarolina, the Company recorded a deferred income tax asset of $15.3 million related to MidCarolina's valuation allowance on foreclosed real estate and bad debt expenses, as well as other tax attributes of the acquired company, along with the effects of fair value adjustments resulting from applying the acquisition method of accounting.

In connection with the merger with MidCarolina, The Company acquired other real estate owned with a fair value of $3.5 million. Other real estate owned was measured at fair value less cost to sell.

In connection with the merger with MidCarolina, the Company acquired premises and equipment with a fair value of $5.7 million. Property appraisals for all owned locations were obtained. The fair value adjustment for assets other than land is being amortized as expense over the remaining lives of the properties. The Company also acquired several lease obligations in connection with the merger. The unfavorable lease position is being amortized over the remaining lives of the leases.

The fair value of savings and transaction deposit accounts acquired from MidCarolina was assumed to approximate their carrying value as these accounts have no stated maturity and are payable on demand. Certificates of deposit accounts were valued by comparing the contractual cost of the portfolio to an identical portfolio bearing current market rates. The portfolio was segregated into pools based on segments: retail, individual retirement accounts brokered, and Certificate of Deposit Account Registry Service (often referred to as CDARs). For each segment, the projected cash flows from maturing certificates were then calculated based on contractual rates and prevailing market rates. The valuation adjustment for each segment is equal to the present value of the difference of these two cash flows, discounted at the assumed market rate for a certificate with a corresponding maturity. This valuation adjustment is being accreted to reduce interest expense over the remaining maturities of the respective pools.

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The fair value of the Federal Home Loan Bank of Atlanta ("FHLB") advances was determined based on the discounted cash flows of future payments. This adjustment to the face value of the borrowings is being amortized to increase interest expense over the remaining lives of the respective borrowings.

The fair value of junior subordinated debentures (Other Borrowings) was determined based on the fair value of similar debt or equity instruments with reasonably comparable terms. This adjustment to the face value of the borrowings is being amortized to increase interest expense over the remaining lives of the respective borrowings.

Direct costs related to the acquisition were expensed as incurred. During 2011, the Company incurred $1.6 million in merger and acquisition integration expenses related to the transaction, including $1.3 million in professional services, $130,000 in technology and communications, $22,000 in advertising and marketing, and $26,000 in other non-interest expenses. During 2012, the Company incurred $19,000 in merger related expense.

The following table presents unaudited pro forma information as if the merger with MidCarolina had occurred on January 1, 2010. This pro forma information gives effect to certain adjustments, including purchase accounting fair value adjustments, amortization of core deposit and other intangibles and related income tax effects. The pro forma information does not necessarily reflect the results of operations that would have occurred had the merger with MidCarolina occurred in 2010. In particular, expected operational cost savings are not reflected in the pro forma amounts.

		Pro forma At December 31,	
(in thousands)	2012	2011	2010
Net interest income	$ 44,954	$ 50,781	$ 52,719
Provision for loan losses	2,133	5,570	7,908
Non-interest income	11,410	10,299	11,773
Non-interest expense	35,991	37,542	37,762
Income Taxes	3,649	5,321	5,407
Net income	$ 14,591	$ 12,647	$ 13,415

Note 3 – Restrictions on Cash

The Company is a member of the Federal Reserve System and is required to maintain certain levels of its cash and cash equivalents as reserves based on regulatory requirements. This reserve requirement was approximately $1,347,000 at December 31, 2012 and $9,911,000 at December 31, 2011. The significant reduction in the amount of the required reserve was related to the implementation of a robust deposit reclassification program in the first quarter of 2012.

The Company maintains cash accounts in other commercial banks. The amount on deposit with correspondent institutions at December 31, 2012 exceeded the insurance limits of the Federal Deposit Insurance Corporation by $58,000.

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Note 4 - Securities

The amortized cost and estimated fair value of investments in debt securities at December 31, 2012 and 2011 were as follows:

(in thousands)	December 31, 2012			
	Amortized Cost	Unrealized Gains	Unrealized Losses	Estimated Fair Value
Securities available for sale:				
Federal agencies and GSE	$ 42,458	$ 306	$ 5	$ 42,759
Mortgage-backed and CMOs	81,585	1,829	106	83,308
State and municipal	189,810	12,935	14	202,731
Corporate	6,317	131	-	6,448
Total securities available for sale	$ 320,170	$ 15,201	$ 125	$ 335,246

	December 31, 2011			
	Amortized Cost	Unrealized Gains	Unrealized Losses	Estimated Fair Value
Securities available for sale:				
Federal agencies and GSE	$ 32,071	$ 608	$ -	$ 32,679
Mortgage-backed and CMOs	102,444	1,874	414	103,904
State and municipal	182,952	11,454	1	194,405
Corporate	2,312	66	-	2,378
Total securities available for sale	$ 319,779	$ 14,002	$ 415	$ 333,366

The amortized cost and estimated fair value of investments in securities at December 31, 2012, by contractual maturity, are shown in the following table. Expected maturities will differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties. Because mortgage-backed securities have both known principal repayment terms as well as unknown principal repayments due to potential borrower pre-payments, it is difficult to accurately predict the final maturity of these investments. Mortgage-backed securities are shown separately.

	Available for Sale	
(in thousands)	Amortized Cost	Estimated Fair Value
Due in one year or less	$ 6,889	6,963
Due after one year through five years	90,915	93,231
Due after five years through ten years	101,917	109,935
Due after ten years	38,864	41,809
Mortgage-backed and CMOs	81,585	83,308
	$ 320,170	$ 335 246

Gross realized gains and losses from the call of certain securities or the sale of securities available for sale were as follows (in thousands):

	For the Years Ended December 31,		
	2012	2011	2010
Realized gains	$ 193	$ 47	$ 157
Realized losses	(35)	(48)	-
Other-than-temporary impairment	-	-	(31)

Securities with a carrying value of approximately $123,753,000 and $127,599,000, at December 31, 2012 and 2011, respectively, were pledged to secure public deposits, repurchase agreements, and for other purposes as required by law. FHLB letters of credit were used as additional collateral in the amounts of $72,000,000 at December 31, 2012 and at December 31, 2011.

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Temporarily Impaired Securities

The following table shows estimated fair value and gross unrealized losses, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position, at December 31, 2012. The reference point for determining when securities are in an unrealized loss position is month-end. Therefore, it is possible that a security's market value exceeded its amortized cost on other days during the past twelve-month period.

Available for sale and held to maturity securities that have been in a continuous unrealized loss position, at December 31, 2012, are as follows:

	Total		Less than 12 Months		12 Months or More	
(in thousands)	Estimated Fair Value	Unrealized Loss	Estimated Fair Value	Unrealized Loss	Estimated Fair Value	Unrealized Loss
GSE debt securities	$ 5,501	$ 5	$ 5,501	$ 5	$ -	$ -
Mortgage-backed	16,353	106	12,941	42	3,412	64
State and municipal	4,329	14	4,329	14	-	-
Total	$ 26,183	$ 125	$ 22,771	$ 61	$ 3,412	$ 64

GSE debt securities: The unrealized losses on the Company's investment in two government sponsored entities ("GSE") were caused by interest rate increases. The contractual terms of those investments do not permit the issuer to settle the securities at a price less than the amortized cost bases of the investments. Because the Company does not intend to sell the investments and 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 those investments to be other-than-temporarily impaired at December 31, 2012.

GSE residential mortgage-backed securities: The unrealized losses on the Company's investment in 13 GSE mortgage-backed securities were caused by interest rate increases. The contractual cash flows of those investments are guaranteed by an agency of the U.S. Government. Accordingly, it is expected that the securities would not be settled at a price less than the amortized cost bases of the Company's investments. Because the decline in market value is attributable to changes in interest rates and not credit quality, and because the Company does not intend to sell the investments and 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 those investments to be other-than-temporarily impaired at December 31, 2012.

State and municipal securities: The unrealized losses on six state and municipal securities were caused by interest rate increases. The contractual terms of those investments do not permit the issuer to settle the securities at a price less than the amortized cost bases of the investments. Because the Company does not intend to sell the investments and 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 those investments to be other-than-temporarily impaired at December 31, 2012.

The Company's investment in FHLB stock totaled $2,416,000 at December 31, 2012. FHLB stock is generally viewed as a long-term investment and as a restricted investment security, which is carried at cost, because there is no market for the stock, other than the FHLB or member institutions. Therefore, when evaluating FHLB stock for impairment, its value is based on the ultimate recoverability of the par value rather than by recognizing temporary declines in value. The Company does not consider this investment to be other-than-temporarily impaired at December 31, 2012 and no impairment has been recognized. FHLB stock is shown in restricted stock on the balance sheet and is not a part of the available for sale securities portfolio.

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The table below shows gross unrealized losses and fair value, aggregated by investment category and length of time that individual securities had been in a continuous unrealized loss position, at December 31, 2011.

	Total		Less than 12 Months		12 Months or More	
(in thousands)	Estimated Fair Value	Unrealized Loss	Estimated Fair Value	Unrealized Loss	Estimated Fair Value	Unrealized Loss
Mortgage-backed	$ 28,431	$ 266	$ 28,431	$ 266	$ -	$ -
Private label CMOs	3,375	148	3,306	115	69	33
State and municipal	401	1	401	1	-	-
Total	$ 32,207	$ 415	$ 32,138	$ 382	$ 69	$ 33

Other-Than-Temporary-Impaired Securities

As of December 31, 2012 and 2011, there were no securities classified as other-than-temporary impaired.

Note 5 – Loans

Loans, excluding loans held for sale, were comprised of the following:

	December 31,	
(in thousands)	2012	2011
Commercial	$ 126,192	$ 134,166
Commercial real estate:		
Construction and land development	48,812	54,433
Commercial real estate	355,433	351,961
Residential real estate:		
Residential	161,033	179,812
Home equity	91,313	96,195
Consumer	5,922	8,191
Total loans	$ 788,705	$ 824,758

Net deferred loan (fees) costs included in the above loan categories are $(128,000) for 2012 and $11,000 for 2011.

Overdraft deposits were reclassified to consumer loans in the amount of $110,000 and $240,000 for 2012 and 2011, respectively.

Acquired Loans

Interest income, including accretion, on loans acquired from MidCarolina for the year ended December 31, 2012 was approximately $23.2 million. The outstanding principal balance and the carrying amount of these loans included in the consolidated balance sheet at December 31, 2012 are as follows:

(in thousands)	2012	2011
Oustanding principal balance	$ 219,569	$ 321,002
Carrying amount	203,981	293,569

The outstanding principal balance and related carrying amount of acquired loans, for which the Company applies ASC 310-30 (formerly SOP 03-3), to account for interest earned, as of the indicated dates is as follows:

(in thousands)	December 31, 2012	December 31, 2011
Oustanding principal balance	$ 26,349	$ 45,760
Carrying amount	20,182	34,027

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The following table presents changes in the accretable discount on acquired loans, for which the Company applies ASC 310-30 (formerly SOP 03-3), for the year ended December 31, 2012. The accretion reflected below includes $2,504,000 related to loan payoffs.

(in thousands)	Accretable Discount
Balance at December 31, 2011	$ 1,056
Accretion	(2,616)
Reclassification from nonaccretable difference	3,725
Balance at December 31, 2012	$ 2,165

Past Due Loans

The following table shows an analysis by portfolio segment of the Company's past due loans at December 31, 2012.

(in thousands)	30- 59 Days Past Due	60-89 Days Past Due	90 Days + Past Due and Still Accruing	Non-Accrual Loans	Total Past Due	Current	Total Loans
Commercial	$ 219	$ -	$ -	$ 52	$ 271	$ 125,921	$ 126,192
Commercial real estate:							
Construction and land development	417	-	-	1,208	1,625	47,187	48,812
Commercial real estate	1,120	-	-	1,526	2,646	352,787	355,433
Residential:							
Residential	672	168	-	2,130	2,970	158,063	161,033
Home equity	144	-	-	397	541	90,772	91,313
Consumer	33	-	-	3	36	5,886	5,922
Total	$ 2,605	$ 168	$ -	$ 5,316	$ 8,089	$ 780,616	$ 788,705

The following table shows an analysis by portfolio segment of the Company's past due loans at December 31, 2011.

(in thousands)	30- 59 Days Past Due	60-89 Days Past Due	90 Days + Past Due and Still Accruing	Non-Accrual Loans	Total Past Due	Current	Total Loans

Commercial	$ 98	$ 99	$ -	$ 1,820	$ 2,017	$ 132,149	$ 134,166
Commercial real estate:							
Construction and land development	1,086	1,163	-	5,817	8,066	46,367	54,433
Commercial real estate	1,052	471	-	2,115	3,638	348,323	351,961
Residential:							
Residential	1,519	741	-	3,475	5,735	174,077	179,812
Home equity	270	243	197	244	954	95,241	96,195
Consumer:							
Consumer	126	7	-	49	182	8,009	8,191
Total	$ 4,151	$ 2,724	$ 197	$ 13,520	$ 20,592	$ 804,166	$ 824,758

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Impaired Loans

The following table presents the Company’s impaired loan balances by portfolio segment excluding acquired impaired loans at December 31, 2012.

(in thousands)	Recorded Investment	Unpaid Principal Balance	Related Allowance
With no related allowance recorded:			
Commercial	$ 39	$ 39	$ -
Commercial real estate:			
Construction and land development	2,302	2,335	-
Commercial real estate	305	306	-
Residential:			
Residential	270	541	-
Home equity	-	-	-
Consumer	-	-	-
	$ 2,916	$ 3,221	$ -
With an related allowance recorded:			
Commercial	110	110	107
Consumer	21	21	21
	$ 131	$ 131	$ 128
Total:			
Commercial	$ 149	$ 149	$ 107
Commercial real estate:			
Construction and land development	2,302	2,335	-
Commercial real estate	305	306	-
Residential:			
Residential	270	541	-
Home equity	-	-	-
Consumer	21	21	21
	$ 3,047	$ 3,352	$ 128

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The following table presents the Company's impaired loan balances by portfolio segment excluding acquired impaired loans at December 31, 2011.

(in thousands)	Recorded Investment	Unpaid Principal Balance	Related Allowance
With no related allowance recorded:			
Commercial	$ -	$ -	$ -
Commercial real estate:			
Construction and land development	364	391	-
Commercial real estate	279	279	-
Residential:			
Residential	1,185	1,276	-
Home equity	89	89	-
Consumer	49	56	-
	$ 1,966	$ 2,091	$ -
With an related allowance recorded:			
Commercial	$ -	$ -	$ -
Commercial real estate:			
Construction and land development			