Village Bank & Trust Financial Corp.
Form 10-Q
August 01, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

xQUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)

OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2014

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

OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from ______ to ______

Commission file number: 0-50765

VILLAGE BANK AND TRUST FINANCIAL CORP.

(Exact name of registrant as specified in its charter)

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

15521 Midlothian Turnpike, Midlothian, Virginia	**23113**
(Address of principal executive offices)	(Zip code)

804-897-3900

(Registrant's telephone number, including area code)

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

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

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

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

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

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

5,338,295 shares of common stock, $4.00 par value, outstanding as of July 21, 2014

Village Bank and Trust Financial Corp.

Form 10-Q

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Part I – Financial Information

ITEM 1 – FINANCIAL STATEMENTS

Village Bank and Trust Financial Corp. and Subsidiary
Consolidated Balance Sheets
June 30, 2014 (Unaudited) and December 31, 2013
(dollar amounts in thousands, except per share amounts)

	June 30, 2014	December 31, 2013
Assets		
Cash and due from banks	$11,094	$ 15,221
Federal funds sold	46,244	24,988
Total cash and cash equivalents	57,338	40,209
Investment securities available for sale	57,486	57,748
Loans held for sale	12,189	8,371
Loans		
Outstanding	263,171	286,563
Allowance for loan losses	(5,681)	(7,239)
Deferred fees and costs	694	683
	258,184	280,007
Other real estate owned, net of valuation allowance	15,670	16,742
Assets held for sale	13,403	13,359
Premises and equipment, net	12,968	12,409
Bank owned life insurance	6,856	6,765
Accrued interest receivable	1,340	1,486
Other assets	6,622	7,077
	$442,056	$ 444,173
Liabilities and Stockholders' Equity		
Liabilities		
Deposits		
Noninterest bearing demand	$63,695	$ 57,244
Interest bearing	325,582	333,384
Total deposits	389,277	390,628
Federal Home Loan Bank advances	15,000	18,000
Long-term debt - trust preferred securities	8,764	8,764
Other borrowings	1,987	2,713
Accrued interest payable	1,337	1,093
Other liabilities	6,642	4,731

Total liabilities	423,007	425,929
Stockholders' equity		
Preferred stock, $4 par value, $1,000 liquidation preference, 1,000,000 shares authorized, 14,738 shares issued and outstanding	59	59
Common stock, $4 par value, 10,000,000 shares authorized; 5,338,295 shares issued and outstanding at June 30, 2014 5,338,295 shares issued and outstanding at December 31, 2013	21,353	21,353
Additional paid-in capital	38,078	38,054
Accumulated deficit	(39,417)	(38,066)
Common stock warrant	732	732
Discount on preferred stock	-	(50)
Stock in directors rabbi trust	(878)	(878)
Directors deferred fees obligation	878	878
Accumulated other comprehensive loss	(1,756)	(3,838)
Total stockholders' equity	19,049	18,244
	$442,056	$ 444,173

See accompanying notes to consolidated financial statements.

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Village Bank and Trust Financial Corp. and Subsidiary
Consolidated Statements of Operations
Three and Six Months Ended June 30 2014, and 2013
(dollar amounts in thousands, except per share amounts) (Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
Interest income				
Loans	$ 3,795	$ 4,622	$ 7,766	$ 9,765
Investment securities	322	239	654	427
Federal funds sold	25	28	44	53
Total interest income	4,142	4,889	8,464	10,245
Interest expense				
Deposits	767	950	1,553	1,993
Borrowed funds	190	219	444	443
Total interest expense	957	1,169	1,997	2,436
Net interest income	3,185	3,720	6,467	7,809
Provision for loan losses	-	-	100	823
Net interest income after provision for loan losses	3,185	3,720	6,367	6,986
Noninterest income				
Service charges and fees	601	634	1,084	1,145
Gain on sale of loans	1,352	2,372	2,163	4,328
Gain on sale of assets	3	-	3	598
Gain on sale of investment securities	1	127	1	217
Rental income	250	214	506	427
Other	112	111	236	297
Total noninterest income	2,319	3,458	3,993	7,012
Noninterest expense				
Salaries and benefits	2,679	2,973	5,449	5,926
Commissions	347	546	569	1,033
Occupancy	393	513	875	1,070
Equipment	174	179	380	357
Supplies	78	119	166	224
Professional and outside services	642	637	1,281	1,324
Advertising and marketing	56	79	139	142
Expenses related to foreclosed real estate	404	752	687	2,274
Other operating expenses	816	790	1,648	1,570
Total noninterest expense	5,589	6,588	11,194	13,920
Net income (loss) before income tax expense (benefit)	(85)	590	(834)	78
Income tax expense (benefit)	-	-	-	-

Net income (loss)	(85)	590	(834)	78
Preferred stock dividends and amortization of discount	295	221	517	442
Net income (loss) available to common shareholders	$ (380)	$ 369	$ (1,351)	$ (364)
Earnings (loss) per share, basic	$ (0.07)	$ 0.09	$ (0.25)	$ (0.09)
Earnings (loss) per share, diluted	$ (0.07)	$ 0.09	$ (0.25)	$ (0.09)

See accompanying notes to consolidated financial statements.

Village Bank and Trust Financial Corp. and Subsidiary
Consolidated Statements of Changes in Comprehensive Income (Loss)
Three and Six Months Ended June 30, 2014 and 2013
(dollar amounts in thousands) (Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
Net income (loss)	$ (85)	$ 590	$ (834)	$ 78
Other comprehensive income (loss)				
Unrealized holding gains (losses) arising during the period	1,323	(3,726)	3,149	(3,705)
Tax effect	450	(1,267)	1,070	(1,260)
Net change in unrealized holding gains (losses) on securities available for sale, net of tax	873	(2,459)	2,079	(2,445)
Reclassification adjustment				
Reclassification adjustment for gains realized in income (loss)	(1)	(127)	(1)	(217)
Tax effect	-	(43)	-	(74)
Reclassification for gains included in net income (loss), net of tax	(1)	(84)	(1)	(143)
Minimum pension adjustment	3	3	6	6
Tax effect	1	1	2	2
Minimum pension adjustment, net of tax	2	2	4	4
Total other comprehensive income (loss)	874	(2,541)	2,082	(2,584)
Total comprehensive income (loss)	$ 789	$ (1,951)	$ 1,248	$ (2,506)

See accompanying notes to consolidated financial statements.

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Village Bank and Trust Financial Corp. and Subsidiary
Consolidated Statements of Stockholders' Equity
Six Months Ended June 30, 2014 and 2013
(dollar amounts in thousands) (Unaudited)

	Preferred Stock	Common Stock	Additional Paid-in Capital	Accumulated Deficit	Warrant	Discount on Preferred Stock	Stock in Directors Rabbi Trust	Directors Deferred Fees Obligation	Accumulated Other loss	Total
Balance, December 31, 2013	$ 59	$ 21,353	$ 38,054	$ (38,066)	$ 732	$ (50)	$ (878)	$ 878	$ (3,838)	$ 18,244
Amortization of preferred stock discount	-	-	-	(50)	-	50	-	-		-
Preferred stock dividend	-	-	-	(467)	-	-	-	-	-	(467)
Stock based compensation	-	-	24	-	-	-	-	-		24
Minimum pension adjustment	-		-							
(net of income taxes of $2)	-	-	-	-	-	-	-	-	4	4
Net loss	-	-		(834)	-	-		-	-	(834)
Change in unrealized gain (loss) on investment securities available-for-sale, net of reclassification and tax effect	-	-	-	-	-	-	-	-	2,078	2,078
Balance, June 30, 2014	$ 59	$ 21,353	$ 38,078	$ (39,417)	$ 732	$ -	$ (878)	$ 878	$ (1,756)	$ 19,049
Balance, December 31, 2012	$ 59	$ 17,007	$ 40,705	$ (33,174)	$ 732	$ (199)	$ -	$ -	$ (166)	$ 24,964
Amortization of preferred stock discount	-			(74)	-	74	-	-	-	-
Preferred stock dividend	-	-		(368)	-	-	-	-	-	(368)
			1							1

Stock based compensation										
Minimum pension adjustment (net of income taxes of $2)	-	-	-	-	-	-	-	-	4	4
Net income	-	-	-	78	-	-	-	-	-	78
Change in unrealized gain (loss) on investment securities available-for-sale, net of reclassification and tax effect	-	-	-	-	-	-	-	-	(2,588)	(2,588)
Balance, June 30, 2013	$ 59	$ 17,007	$ 40,706	$ (33,538)	$ 732	$ (125)	$ -	$ -	$ (2,750)	$ 22,091

See accompanying notes to consolidated financial statements.

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Village Bank and Trust Financial Corp. and Subsidiary
Consolidated Statements of Cash Flows
Six Months Ended June 30, 2014 and 2013
(dollar amounts in thousands) (Unaudited)

	2014	2013
Cash Flows from Operating Activities		
Net income (loss)	$(834)	$78
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:		
Depreciation and amortization	325	656
Deferred income taxes	(308)	(39)
Valuation allowance deferred income taxes	308	-
Provision for loan losses	100	823
Write-down of other real estate owned	369	646
Valuation allowance other real estate owned	(429)	-
Gain on securities sold	(1)	(217)
Gain on loans sold	(2,163)	(4,328)
Gain on sale of premises and equipment	(3)	(598)
Gain (Loss) on sale of other real estate owned	(234)	235
Stock compensation expense	24	-
Proceeds from sale of mortgage loans	79,367	150,970
Origination of mortgage loans for sale	(81,022)	(142,213)
Amortization of premiums and accretion of discounts on securities, net	205	187
Decrease (increase) in interest receivable	146	(120)
Increase in bank owned life insurance	(91)	(96)
Decrease (increase) in other assets	(656)	2,571
Increase in interest payable	244	121
Increase (decrease) in other liabilities	1,444	(966)
Net cash provided by (used in) operating activities	(3,209)	7,710
Cash Flows from Investing Activities		
Purchases of available for sale securities	-	(52,134)
Proceeds from the sale or calls of available for sale securities	3,207	15,330
Net decrease in loans	17,426	42,992
Proceeds from sale of other real estate owned	5,663	2,211
Purchases of premises and equipment	(898)	(201)
Proceeds from sale of premises and equipment	17	1,681
Net cash provided by investing activities	25,415	9,879
Cash Flows from Financing Activities		
Net decrease in deposits	(1,351)	(17,328)
Net decrease in Federal Home Loan Bank Advances	(3,000)	(5,000)
Net decrease in other borrowings	(726)	(426)
Net cash used in financing activities	(5,077)	(22,754)

Net increase in cash and cash equivalents	17,129	(5,165)
Cash and cash equivalents, beginning of period	40,209	53,131
Cash and cash equivalents, end of period	$57,338	$47,966
Supplemental Disclsoure of Cash Flow Information		
Cash payments for interest	$1,496	$2,166
Supplemental Schedule of Non Cash Activities		
Real estate owned assets acquired in settlement of loans	$4,297	$4,931
Dividends on preferred stock accrued	$467	$368

See accompanying notes to consolidated financial statements.

Village Bank and Trust Financial Corp. and Subsidiary

Notes to Condensed Consolidated Financial Statements

Three and Six Months Ended June 30, 2014 and 2013

(Unaudited)

Note 1 - Principles of presentation

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

In the opinion of management, the accompanying condensed consolidated financial statements of the Company have been prepared on the accrual basis in accordance with generally accepted accounting principles for interim financial information. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. However, all adjustments that are, in the opinion of management, necessary for a fair presentation have been included. The results of operations for the three and six month periods ended June 30, 2014 are not necessarily indicative of the results to be expected for the full year ending December 31, 2014. The unaudited interim financial statements should be read in conjunction with the audited financial statements and notes to financial statements that are presented in the Company's Annual Report on Form 10-K for the year ended December 31, 2013 as filed with the Securities and Exchange Commission.

The Company has evaluated events and transactions occurring subsequent to the consolidated balance sheet date of June 30, 2014 for items that should potentially be recognized or disclosed in these consolidated financial statements. The evaluation was conducted through the date these consolidated financial statements were issued.

Note 2 - Use of estimates

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

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Note 3 - Earnings (loss) per common share

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

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
Numerator				
Net income (loss) - basic and diluted	$ (85)	$ 590	$ (834)	$ 78
Preferred stock dividend and accretion	295	221	517	442
Net income (loss) available to common shareholders	$ (380)	$ 369	$ (1,351)	$ (364)
Denominator				
Weighted average shares outstanding - basic	5,338	4,252	5,338	4,252
Dilutive effect of common stock options and restricted stock awards	-	2	-	-
Weighted average shares outstanding - diluted	5,338	4,254	5,338	4,252
Earnings (loss) per share - basic and diluted				
Earnings (loss) per share - basic	$ (0.07)	$ 0.09	$ (0.25)	$ (0.09)
Effect of dilutive common stock options	-	-	-	-
Earnings (loss) per share - diluted	$ (0.07)	$ 0.09	$ (0.25)	$ (0.09)

Outstanding options and warrants to purchase common stock were considered in the computation of diluted earnings per share for the periods presented. Stock options for 104,302 and 247,630 shares of common stock were not included in computing diluted earnings per share for the three and six months ended June 30, 2014 and 2013, respectively, because their effects were anti-dilutive. Warrants for 499,029 shares of common stock were not included in computing earnings per share in 2014 and 2013 because their effects were also anti-dilutive.

Note 4 – Investment securities available for sale

At June 30, 2014 and December 31, 2013, all of our securities were classified as available-for-sale. The following table presents the composition of our investment portfolio at the dates indicated (dollars in thousands):

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	Par Value	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value	Average Yield
June 30, 2014						
US Tresuries						
Five to ten years	$8,000	$ 7,833	$ -	$ (255)	$ 7,578	2.13 %
US Government Agencies						
One to Five years	4,000	4,174	-	(93)	4,081	0.89 %
Five to ten years	31,625	33,407	-	(1,428)	31,979	1.82 %
	35,625	37,581	-	(1,521)	36,060	1.71 %
Mortgage-backed securities						
More than ten years	635	655	2	(2)	655	2.43 %
Municipals						
Five to ten years	6,155	6,642	-	(331)	6,311	2.85 %
More than ten years	5,780	7,312	-	(430)	6,882	3.35 %
	11,935	13,954	-	(761)	13,193	3.12 %
Total investment securities	$56,195	$ 60,023	$ 2	$ (2,539)	$ 57,486	2.10 %
December 31, 2013						
US Tresuries						
Five to ten years	$8,000	$ 7,825	$ -	$ (615)	$ 7,210	2.13 %
US Government Agencies						
One to Five years	4,000	4,194	-	(166)	4,028	0.89 %
Five to ten years	31,625	33,510	-	(3,187)	30,323	1.82 %
	35,625	37,704	-	(3,353)	34,351	1.71 %
Mortgage-backed securities						
More than ten years	2,782	2,792	10	(50)	2,752	2.43 %
Municipals						
Five to ten years	6,155	6,684	-	(678)	6,006	2.85 %
More than ten years	6,780	8,428	-	(999)	7,429	3.34 %
Total	12,935	15,112	-	(1,677)	13,435	3.12 %
Total investment securities	$59,342	$ 63,433	$ 10	$ (5,695)	$ 57,748	2.13 %

Investment securities available for sale that have an unrealized loss position at June 30, 2014 and December 31, 2013 are detailed below (in thousands):

	Securities in a loss position for less than 12 Months		Securities in a loss position for more than 12 Months		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
June 30, 2014						
US Treasuries	-	-	7,578	(255)	7,578	(255)

US Government Agencies	$-	$ -		$ 36,060	$ (1,521	)	$36,060	$ (1,521	)
Municipals	-	-		13,193	(761	)	13,193	(761	)
Mortgage-backed securities	525	(2	)	-	-		525	(2	)
Total	$525	$ (2	)	$ 56,831	$ (2,537	)	$57,356	$ (2,539	)
December 31, 2013									
US Treasuries	$7,210	$ (615	)	$ -	$ -		$7,210	$ (615	)
US Government Agencies	$34,350	$ (3,353	)	$ -	$ -		$34,350	$ (3,353	)
Municipals	10,864	(1,471	)	2,571	(206	)	13,435	(1,677	)
Mortgage-backed securities	1,861	(50	)	-	-		1,861	(50	)
Total	$54,285	$ (5,489	)	$ 2,571	$ (206	)	$56,856	$ (5,695	)

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Management does not believe that any individual unrealized loss as of June 30, 2014 and December 31, 2013 is other than a temporary impairment. These unrealized losses are primarily attributable to changes in interest rates. As of June 30, 2014, management does not have the intent to sell any of the securities classified as available for sale and management believes that it is more likely than not that the Company will not have to sell any such securities before a recovery of cost. Approximately $22 million of these securities are pledged against current and potential fundings.

Note 5 – Loans and allowance for loan losses

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

	June 30, 2014		December 31, 2013	
	Amount	%	Amount	%
Construction and land development				
Residential	$5,669	2.15 %	$2,931	1.02 %
Commercial	25,352	9.64 %	28,179	9.84 %
	31,021	11.79 %	31,110	10.86 %
Commercial real estate				
Owner occupied	59,974	22.78 %	73,584	25.68 %
Non-owner occupied	41,578	15.80 %	43,868	15.31 %
Multifamily	10,140	3.85 %	11,560	4.03 %
Farmland	1,353	0.51 %	1,463	0.51 %
	113,045	42.94 %	130,475	45.53 %
Consumer real estate				
Home equity lines	20,832	7.92 %	21,246	7.41 %
Secured by 1-4 family residential,				
First deed of trust	65,377	24.84 %	66,873	23.34 %
Second deed of trust	7,937	3.02 %	8,675	3.03 %
	94,146	35.78 %	96,794	33.78 %
Commercial and industrial loans				
(except those secured by real estate)	23,304	8.86 %	26,254	9.16 %
Consumer and other	1,655	0.63 %	1,930	0.67 %
Total loans	263,171	100.0 %	286,563	100.0 %
Deferred loan cost, net	694		683	
Less: allowance for loan losses	(5,681)		(7,239)	
	$258,184		$280,007	

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

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

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

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

	Risk Rated 1-4	Risk Rated 5	Risk Rated 6	Risk Rated 7	Total Loans
June 30, 2014					
Construction and land development					
Residential	$ 5,125	$ 269	$ 275	$ -	$ 5,669
Commercial	18,970	1,824	4,558		25,352
	24,095	2,093	4,833	-	31,021
Commercial real estate					
Owner occupied	46,947	6,620	6,407	-	59,974
Non-owner occupied	34,585	1,462	5,531	-	41,578
Multifamily	9,398	742		-	10,140
Farmland	1,332		21	-	1,353
	92,262	8,824	11,959	-	113,045
Consumer real estate					
Home equity lines	18,240	467	2,125	-	20,832
Secured by 1-4 family residential					
First deed of trust	51,901	6,219	7,257	-	65,377
Second deed of trust	6,445	121	1,371	-	7,937
	76,586	6,807	10,753	-	94,146
Commercial and industrial loans					
(except those secured by real estate)	17,550	3,188	2,566	-	23,304
Consumer and other	1,547	80	28	-	1,655
Total loans	$ 212,040	$ 20,992	$ 30,139	$ -	$ 263,171
December 31, 2013					
Construction and land development					
Residential	$ 2,715	$ -	$ 216	$ -	$ 2,931
Commercial	18,265	2,711	7,203	-	28,179
	20,980	2,711	7,419	-	31,110
Commercial real estate					
Owner occupied	51,810	13,214	8,560	-	73,584
Non-owner occupied	31,990	3,454	8,424	-	43,868
Multifamily	10,804	756	-	-	11,560
Farmland	1,346	-	117	-	1,463
	95,950	17,424	17,101	-	130,475
Consumer real estate					
Home equity lines	17,610	727	2,909	-	21,246

Secured by 1-4 family residential					
First deed of trust	49,843	6,646	10,384	-	66,873
Second deed of trust	6,598	212	1,865	-	8,675
	74,051	7,585	15,158	-	96,794
Commercial and industrial loans					
(except those secured by real estate)	22,786	1,042	2,426	-	26,254
Consumer and other	1,739	131	60	-	1,930
Total loans	$ 215,506	$ 28,893	$ 42,164	$ -	$ 286,563

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

	30-59 Days Past Due	60-89 Days Past Due	Greater Than 90 Days	Total Past Due	Current	Total Loans	Recorded Investment > 90 Days and Accruing
June 30, 2014							
Construction and land development							
Residential	$ -	$ -	$ -	$ -	$5,669	$5,669	$ -
Commercial	179	-	-	179	25,173	25,352	-
	179	-	-	179	30,842	31,021	-
Commercial real estate							
Owner occupied	-	-	-	-	59,974	59,974	-
Non-owner occupied	-	-	-	-	41,578	41,578	-
Multifamily	-	-	-	-	10,140	10,140	-
Farmland	-	-	-	-	1,353	1,353	-
	-	-	-	-	113,045	113,045	-
Consumer real estate							
Home equity lines	98	50	-	148	20,684	20,832	-
Secured by 1-4 family residential							
First deed of trust	-	281	-	281	65,096	65,377	-
Second deed of trust	-	-	-	-	7,937	7,937	-
	98	331	-	429	93,717	94,146	-
Commercial and industrial loans (except those secured by real estate)	29	-	-	29	23,275	23,304	-
Consumer and other	19	-	-	19	1,636	1,655	-
Total loans	$ 325	$ 331	$ -	$ 656	$262,515	$263,171	$ -
December 31, 2013							
Construction and land development							
Residential	$ -	$ -	$ -	$ -	$2,931	$2,931	$ -
Commercial	-	116	-	116	28,063	28,179	-
	-	116	-	116	30,994	31,110	-
Commercial real estate							
Owner occupied	199	-	-	199	73,385	73,584	-
Non-owner occupied	-	346	-	346	43,522	43,868	-
Multifamily	221	-	-	221	11,339	11,560	-
Farmland	194	-	-	194	1,269	1,463	-

	614	346	-	960	129,515	130,475	-
Consumer real estate							
Home equity lines	98	403	-	501	20,745	21,246	-
Secured by 1-4 family residential							
First deed of trust	555	362	-	917	65,956	66,873	-
Second deed of trust	-	24	-	24	8,651	8,675	-
	653	789	-	1,442	95,352	96,794	-
Commercial and industrial loans (except those secured by real estate)	25	122	60	207	26,047	26,254	60
Consumer and other	6	15	-	21	1,909	1,930	-
Total loans	$ 1,298	$ 1,388	$ 60	$ 2,746	$283,817	$286,563	$ 60

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

	June 30, 2014		
	Recorded Investment	Unpaid Principal Balance	Related Allowance
With no related allowance recorded			
Construction and land development			
Residential	$ 275	$ 275	$ -
Commercial	3,811	3,811	-
	4,086	4,086	-
Commercial real estate			
Owner occupied	2,320	2,320	
Non-owner occupied	8,884	8,884	-
Multifamily	2,348	2,348	-
Farmland	21	450	-
	13,573	14,002	-
Consumer real estate			
Home equity lines	1,022	1,230	-
Secured by 1-4 family residential			
First deed of trust	7,225	7,303	-
Second deed of trust	1,086	1,197	-
	9,333	9,730	-
Commercial and industrial loans			
(except those secured by real estate)	750	855	-
Consumer and other	18	18	-
	27,760	28,691	-
With an allowance recorded			
Construction and land development			
Commercial	601	601	26
Commercial real estate			
Owner occupied	4,084	4,099	226
Non-Owner occupied	1,288	1,288	336
	5,372	5,387	562
Consumer real estate			
Secured by 1-4 family residential			
First deed of trust	1,881	2,623	363
Second deed of trust	107	107	41
	1,988	2,730	404
Commercial and industrial loans			
(except those secured by real estate)	115	115	11
	8,076	8,833	1,003
Total			
Construction and land development			
Residential	275	275	
Commercial	4,412	4,412	26
	4,687	4,687	26
Commercial real estate			

Owner occupied	6,404	6,419	226
Non-owner occupied	10,172	10,172	336
Multifamily	2,348	2,348	-
Farmland	21	450	-
	18,945	19,389	562
Consumer real estate			
Home equity lines	1,022	1,230	-
Secured by 1-4 family residential,			
First deed of trust	9,106	9,926	363
Second deed of trust	1,193	1,304	41
	11,321	12,460	404
Commercial and industrial loans			
(except those secured by real estate)	865	970	11
Consumer and other	18	18	-
	$35,836	$37,524	$ 1,003

	December 31, 2013		
	Recorded Investment	Unpaid Principal Balance	Related Allowance
With no related allowance recorded			
Construction and land development			
Residential	$216	$216	$ -
Commercial	3,452	3,497	-
	3,668	3,713	-
Commercial real estate			
Owner occupied	1,919	1,969	
Non-owner occupied	11,769	11,928	-
Multifamily	2,373	2,373	-
Farmland	117	450	-
	16,178	16,720	-
Consumer real estate			
Home equity lines	1,630	1,685	-
Secured by 1-4 family residential			
First deed of trust	8,177	8,319	-
Second deed of trust	1,125	1,249	-
	10,932	11,253	-
Commercial and industrial loans			
(except those secured by real estate)	809	983	-
Consumer and other	34	34	-
	31,621	32,703	-
With an allowance recorded			
Construction and land development			
Commercial	1,753	1,753	220
Commercial real estate			
Owner occupied	9,794	9,948	680
Non-Owner occupied	1,297	1,297	371
	11,091	11,245	1,051
Consumer real estate			
Secured by 1-4 family residential			
First deed of trust	2,184	2,870	484
Second deed of trust	132	132	32
	2,316	3,002	516
Commercial and industrial loans			
(except those secured by real estate)	151	151	43
	15,311	16,151	1,830
Total			
Construction and land development			
Residential	216	216	-
Commercial	5,205	5,250	220
	5,421	5,466	220
Commercial real estate			

Owner occupied	11,713	11,917	680
Non-owner occupied	13,066	13,225	371
Multifamily	2,373	2,373	-
Farmland	117	450	-
	27,269	27,965	1,051
Consumer real estate			
Home equity lines	1,630	1,685	-
Secured by 1-4 family residential,			
First deed of trust	10,361	11,189	484
Second deed of trust	1,257	1,381	32
	13,248	14,255	516
Commercial and industrial loans			
(except those secured by real estate)	960	1,134	43
Consumer and other	34	34	-
	$46,932	$48,854	$ 1,830

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

	For the Three Months Ended June 30, 2014		For the Six Months Ended June 30, 2014	
	Average Recorded Investment	Interest Income Recognized	Average Recorded Investment	Interest Income Recognized
With no related allowance recorded				
Construction and land development				
Residential	$ 182	$ -	284	2
Commercial	3,951	42	3,960	98
	4,133	42	4,244	100
Commercial real estate				
Owner occupied	2,970	38	2,345	65
Non-owner occupied	9,957	82	8,949	215
Multifamily	2,352	36	2,359	71
Farmland	21	-	21	-
	15,300	156	13,674	351
Consumer real estate				
Home equity lines	1,398	2	1,026	16
Secured by 1-4 family residential				
First deed of trust	7,990	108	7,649	193
Second deed of trust	1,224	19	1,090	33
	10,612	129	9,765	242
Commercial and industrial loans				
(except those secured by real estate)	821	10	758	23
Consumer and other	26	1	20	1
	$ 30,892	$ 338	$ 28,461	$ 717
With an allowance recorded				
Construction and land development				
Commercial	602	7	606	15
Commercial real estate				
Owner occupied	4,459	-	1,298	92
Non-Owner occupied	1,288	-	4,108	-
	5,747	-	5,406	92
Consumer real estate				
Secured by 1-4 family residential				
First deed of trust	1,848	2	1,951	2
Second deed of trust	107	3	108	3
	1,955	5	2,059	5
Commercial and industrial loans				
(except those secured by real estate)	115	-	116	-
	8,419	12	$ 8,187	$ 112

Total				
Construction and land development				
Residential	182	-	284	2
Commercial	4,553	49	4,566	113
	4,735	49	4,850	115
Commercial real estate				
Owner occupied	7,429	38	3,643	65
Non-owner occupied	11,245	82	13,057	307
Multifamily	2,352	36	2,359	71
Farmland	21	-	21	-
	21,047	156	19,080	443
Consumer real estate				
Home equity lines	1,398	2	1,026	16
Secured by 1-4 family residential,				
First deed of trust	9,838	110	9,600	195
Second deed of trust	1,331	22	1,198	36
	12,567	134	11,824	247
Commercial and industrial loans				
(except those secured by real estate)	936	10	874	23
Consumer and other	26	1	20	1
	$ 39,311	$ 350	$ 36,648	$ 829

	For the Three Months Ended June 30, 2013		For the Six Months Ended June 30, 2013	
	Average Recorded Investment	Interest Income Recognized	Average Recorded Investment	Interest Income Recognized
With no related allowance recorded				
Construction and land development				
Commercial	$ 5,505	$ 46	$ 5,859	$ 106
	5,505	46	5,859	106
Commercial real estate				
Owner occupied	1,639		1,896	49
Non-owner occupied	14,749	207	14,837	414
Multifamily	778		775	39
Farmland	-		-	
	17,166	207	17,508	502
Consumer real estate				
Home equity lines	1,632	23	1,257	23
Secured by 1-4 family residential				
First deed of trust	10,627	114	10,419	262
Second deed of trust	962	24	1,034	30
	13,221	161	12,710	315
Commercial and industrial loans				
(except those secured by real estate)	692	6	664	15
Consumer and other	247	4	523	5
	$ 36,831	$ 424	$ 37,264	$ 943
With an allowance recorded				
Construction and land development				
Commercial	2,023	50	3,277	52
Commercial real estate				
Owner occupied	7,316	156	8,023	256
Non-Owner occupied	1,783	59	2,260	60
Farmland	694	-	1,044	1
	9,793	215	11,327	317
Consumer real estate				
Home equity lines	269	-	269	7
Secured by 1-4 family residential				
First deed of trust	1,483	8	1,482	14
Second deed of trust	44	4	136	4
	1,796	12	1,887	25
Commercial and industrial loans				
(except those secured by real estate)	98	3	159	4
	13,710	280	$ 16,650	$ 398
Total				
Construction and land development				
Commercial	7,528	96	9,136	158
	7,528	96	9,136	158

Commercial real estate				
Owner occupied	8,955	-	9,919	49
Non-owner occupied	16,532	363	17,097	670
Multifamily	778	59	775	99
Farmland	694	-	1,044	1
	26,959	422	28,835	819
Consumer real estate				
Home equity lines	1,901	23	1,526	30
Secured by 1-4 family residential,				
First deed of trust	12,110	122	11,901	276
Second deed of trust	1,006	28	1,170	34
	15,017	173	14,597	340
Commercial and industrial loans				
(except those secured by real estate)	790	9	823	19
Consumer and other	247	4	523	5
	$ 50,541	$ 704	$ 53,914	$ 1,341

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

	Total	Performing	Nonaccrual	Specific Valuation Allowance
June 30, 2014				
Construction and land development				
Residential	$145	$ -	$ 145	$ -
Commercial	4,263	4,106	157	-
	4,408	4,106	302	-
Commercial real estate				
Owner occupied	6,404	5,806	598	-
Non-owner occupied	9,100	8,699	401	-
Multifamily	2,348	2,348	-	-
	17,852	16,853	999	-
Consumer real estate				
Home equity lines	160	-	160	-
Secured by 1-4 family residential				
First deeds of trust	7,022	4,155	2,867	247
Second deeds of trust	635	572	63	-
	7,817	4,727	3,090	247
Commercial and industrial loans				
(except those secured by real estate)	251	-	251	-
Consumer and other	18	-	18	-
	$30,346	$ 25,686	$ 4,660	$ 247
Number of loans	110	64	46	13

	Total	Performing	Nonaccrual	Specific Valuation Allowance
December 31, 2013				
Construction and land development				
Residential	$216	$ 216	$ -	$ -
Commercial	4,922	3,393	1,528	211
	5,138	3,609	1,528	211
Commercial real estate				
Owner occupied	10,377	9,010	1,367	374
Non-owner occupied	9,973	9,568	404	137
Multifamily	2,373	2,373	-	-
	22,723	20,951	1,771	511
Consumer real estate				
Home equity lines	160	-	160	-
Secured by 1-4 family residential				
First deeds of trust	7,296	3,230	4,066	383
Second deeds of trust	691	324	367	-
	8,147	3,554	4,593	383
Commercial and industrial loans				
(except those secured by real estate)	256	121	135	9
Consumer and other	21	-	21	-
	$36,285	$ 28,235	$ 8,048	$ 1,114
Number of loans	115	62	53	23

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

	Six Months Ended June 30, 2014			Six Months Ended June 30, 2013		
	Number of Loans	Pre-Modification Recorded Balance	Post-Modification Recorded Balance	Number of Loans	Pre-Modification Recorded Balance	Post-Modification Recorded Balance
Construction and land development Commercial	1	45	45	6	3,025	3,025
	1	45	45	6	3,025	3,025
Commercial real estate						
Owner occupied	1	344	344	4	274	274
Non-owner occupied	1	412	412	-	-	-
	2	756	756	4	274	274
Consumer real estate						
Home equity lines	-	-	-	-	-	-

Secured by 1-4 family residential						
First deed of trust	2	182	182	4	435	435
Second deed of trust	-	-	-	-	-	-
	2	182	182	4	435	435
Consumer and other	-	-	-	1	383	383
	5	$ 983	$ 983	15	$ 4,117	$ 4,117

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	Three Months Ended June 30, 2014			Three Months Ended June 30, 2013		
	Number of Loans	Pre-Modification Recorded Balance	Post-Modification Recorded Balance	Number of Loans	Pre-Modification Recorded Balance	Post-Modification Recorded Balance
Construction and land development						
Commercial	-	$ -	$ -	5	$ 2,821	$ 2,821
	-	-	-	5	2,821	2,821
Commercial real estate						
Owner occupied	1	344	344	-	-	-
	1	344	344	-	-	-
Consumer real estate						
Secured by 1-4 family residential						
First deed of trust	2	182	182	-	-	-
	2	182	182	-	-	-
Commercial and industrial						
(except those secured by real estate)	-	-	-	1	383	383
	3	$ 526	$ 526	6	$ 3,204	$ 3,204

The following table summarizes defaults on TDRs identified for the three and six months ended June 30, 2014 (dollars in thousands):

	Three Months Ended June 30, 2014		Six Months Ended June 30, 2014	
	Number of Loans	Recorded Balance	Number of Loans	Recorded Balance
Cosntruction and land development				
Residential	2	$ 145	2	$ 145
Commercial	4	140	4	140
	6	285	6	285
Commercial real estate				
Owner occupied			1	344
	-	-	1	344
Consumer real estate:				
Home equity lines			1	160
Secured by 1-4 family residential				
First deed of trust	3	368	10	1,058
Second deed of trust	1	318	1	318
	4	686	12	1,536
Commercial and industrial loans				
(except those secured by real estate)	-	-	2	251

Total	10	$ 971	21	$ 2,416

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

	Beginning Balance	Provision for Loan Losses	Charge-offs	Recoveries	Ending Balance
Three Months Ended June 30, 2014					
Construction and land development					
Residential	$ 140	$ -	$ -	$ 1	$ 141
Commercial	849	-	(79)	-	770
	989	-	(79)	1	911
Commercial real estate					
Owner occupied	1,852	-	(607)	-	1,245
Non-owner occupied	-	-	(38)	23	(15)
Multifamily	17	-	-	-	17
Farmland	409	-	-	-	409
	2,278	-	(645)	23	1,656
Consumer real estate					
Home equity lines	466	-	(243)	2	225
Secured by 1-4 family residential					
First deed of trust	1,755	-	(53)	42	1,744
Second deed of trust	329	-	1	110	440
	2,550	-	(295)	154	2,409
Commercial and industrial loans (except those secured by real estate)	761	-	(136)	53	678
Consumer and other	22	-	(2)	7	27
	$ 6,600	$ -	$ (1,157)	$ 238	$ 5,681

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	Beginning Balance	Provision for Loan Losses	Charge-offs	Recoveries	Ending Balance
Three Months Ended June 30, 2013					
Construction and land development					
Residential	$ 495	$ -	$ -	$ 101	$ 596
Commercial	4,542	-	(11)	246	4,777
	5,037	-	(11)	347	5,373
Commercial real estate					
Owner occupied	1,222	-	(138)	43	1,127
Non-owner occupied	561	-	(254)	-	307
Multifamily	23	-	-	-	23
Farmland	808	-	-	-	808
	2,614	-	(392)	43	2,265
Consumer real estate					
Home equity lines	604	-	(190)	-	414
Secured by 1-4 family residential					
First deed of trust	1,023	-	(532)	13	504
Second deed of trust	12	-	-	2	14
	1,639	-	(722)	15	932
Commercial and industrial loans					
(except those secured by real estate)	929	-	(62)	80	947
Consumer and other	101	-	(10)	2	93
	$ 10,320	$ -	$ (1,197)	$ 487	$ 9,610

	Beginning Balance	Provision for Loan Losses	Charge-offs	Recoveries	Ending Balance
Six Months Ended June 30, 2014					
Construction and land development					
Residential	$ 135	$ 5	$ -	$ 1	$ 141
Commercial	1,274	(421)	(100)	17	770
	1,409	(416)	(100)	18	911
Commercial real estate					
Owner occupied	1,200	653	(608)	-	1,245
Non-owner occupied	670	(470)	(238)	23	(15)
Multifamily	19	(2)	-	-	17
Farmland	337	168	(96)	-	409
	2,226	349	(942)	23	1,656
Consumer real estate					
Home equity lines	424	223	(424)	2	225
Secured by 1-4 family residential					
First deed of trust	1,992	(65)	(238)	55	1,744
Second deed of trust	394	12	(76)	110	440
	2,810	170	(738)	167	2,409
Commercial and industrial loans					

(except those secured by real estate)	724	45	(168)	77	678
Consumer and other	70	(48)	(5)	10	27
	$ 7,239	$ 100	$ (1,953)	$ 295	$ 5,681

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	Beginning Balance	Provision for Loan Losses	Charge-offs	Recoveries	Ending Balance
Six Months Ended June 30, 2013					
Construction and land development					
Residential	$ 495	$ -	$ -	$ 101	$ 596
Commercial	4,611	15	(95)	246	4,777
	5,106	15	(95)	347	5,373
Commercial real estate					
Owner occupied	1,359	-	(275)	43	1,127
Non-owner occupied	817	-	(510)	-	307
Multifamily	23	-	-	-	23
Farmland	-	808	-	-	808
	2,199	808	(785)	43	2,265
Consumer real estate					
Home equity lines	658	-	(244)	-	414
Secured by 1-4 family residential					
First deed of trust	1,358	-	(875)	21	504
Second deed of trust	224	-	(215)	5	14
	2,240	-	(1,334)	26	932
Commercial and industrial loans (except those secured by real estate)	1,162	-	(351)	136	947
Consumer and other	101	-	(14)	6	93
	$ 10,808	$ 823	$ (2,579)	$ 558	$ 9,610

	Beginning Balance	Provision for Loan Losses	Charge-offs	Recoveries	Ending Balance
Year Ended December 31, 2013					
Construction and land development					
Residential	$ 495	$ (462)	$ -	$ 102	$ 135
Commercial	4,611	(3,482)	(279)	424	1,274
	5,106	(3,944)	(279)	526	1,409
Commercial real estate					
Owner occupied	1,359	252	(454)	43	1,200
Non-owner occupied	817	452	(619)	20	670
Multifamily	23	(4)	-	-	19
Farmland	-	1,233	(896)	-	337
	2,199	1,933	(1,969)	63	2,226
Consumer real estate					
Home equity lines	658	23	(266)	9	424
Secured by 1-4 family residential					
First deed of trust	1,358	2,493	(1,953)	94	1,992
Second deed of trust	224	498	(367)	39	394
	2,240	3,014	(2,586)	142	2,810
Commercial and industrial loans (except those secured by real estate)	1,162	145	(760)	177	724

Consumer and other	101	25	(65)	9	70
	$ 10,808	$ 1,173	$ (5,659)	$ 917	$ 7,239

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

	Loans Evaluated for Impairment		
	Individually	Collectively	Total
Six Months Ended June 30, 2014			
Construction and land development			
Residential	$1,254	$ 4,415	$5,669
Commercial	14,604	10,748	25,352
Commercial real estate			
Owner occupied	40,210	19,764	59,974
Non-owner occupied	30,952	10,626	41,578
Multifamily	8,382	1,758	10,140
Farmland	771	582	1,353
Consumer real estate			
Home equity lines	2,063	18,769	20,832
Secured by 1-4 family residential			
First deed of trust	8,335	57,042	65,377
Second deed of trust	520	7,417	7,937
Commercial and industrial loans			
(except those secured by real estate)	8,133	15,171	23,304
Consumer and other	-	1,655	1,655
	$115,224	$ 147,947	$263,171
Year Ended December 31, 2013			
Construction and land development			
Residential	$576	$ 2,355	$2,931
Commercial	15,592	12,587	28,179
Commercial real estate			
Owner occupied	53,126	20,458	73,584
Non-owner occupied	34,367	9,501	43,868
Multifamily	9,363	2,197	11,560
Farmland	778	685	1,463
Consumer real estate			
Home equity lines	1,382	19,864	21,246
Secured by 1-4 family residential			
First deed of trust	8,969	57,904	66,873
Second deed of trust	533	8,142	8,675
Commercial and industrial loans			

(except those secured by real estate)	10,845	15,409	26,254
Consumer and other	-	1,930	1,930
	$135,531	$ 151,032	$286,563

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Note 6 – Deposits

Deposits as of June 30, 2014 and December 31, 2013 were as follows (dollars in thousands):

	June 30, 2014		December 31, 2013	
	Amount	%	Amount	%
Demand accounts	$63,695	16.4 %	$57,244	14.7 %
Interest checking accounts	44,011	11.3 %	43,691	11.2 %
Money market accounts	66,464	17.1 %	63,357	16.2 %
Savings accounts	19,973	5.1 %	20,229	5.2 %
Time deposits of $100,000 and over	89,217	22.9 %	94,245	24.1 %
Other time deposits	105,917	27.2 %	111,862	28.6 %
Total	$389,277	100.0%	$390,628	100.0%

Note 7 – Trust preferred securities

During the first quarter of 2005, Southern Community Financial Capital Trust I, a wholly-owned subsidiary of the Company, was formed for the purpose of issuing redeemable securities. On February 24, 2005, $5.2 million of Trust Preferred Capital Notes were issued through a pooled underwriting. The securities have a LIBOR-indexed floating rate of interest (three-month LIBOR plus 2.15%) which adjusts, and is payable, quarterly. The interest rate at June 30, 2014 was 2.38%. The securities were redeemable at par beginning on March 15, 2010 and each quarter after such date until the securities mature on March 15, 2035. No amounts have been redeemed at June 30, 2014 and there are no plans to do so. The principal asset of the Trust is $5.2 million of the Company's junior subordinated debt securities with like maturities and like interest rates to the Trust Preferred Capital Notes.

During the third quarter of 2007, Village Financial Statutory Trust II, a wholly-owned subsidiary of the Company, was formed for the purpose of issuing redeemable securities. On September 20, 2007, $3.6 million of Trust Preferred Capital Notes were issued through a pooled underwriting. The securities have LIBOR-indexed floating rate of interest (three-month LIBOR plus 1.4%) which adjusts, and is also payable, quarterly. The interest rate at June 30, 2014 was 1.63%. The securities may be redeemed at par at any time commencing in December 2012 until the securities mature in 2037. The principal asset of the Trust is $3.6 million of the Company's junior subordinated debt securities with like maturities and like interest rates to the Trust Preferred Capital Notes.

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

The obligations of the Company with respect to the issuance of the Trust Preferred Capital Notes constitute a full and unconditional guarantee by the Company of the Trust's obligations with respect to the Trust Preferred Capital Notes. Subject to certain exceptions and limitations, the Company may elect from time to time to defer interest payments on the junior subordinated debt securities, which would result in a deferral of distribution payments on the related Trust Preferred Capital Notes and require a deferral of common dividends. In consideration of our agreements with our regulators, which require regulatory approval to make interest payments on these securities, the Company has deferred an aggregate of $958,661 in interest payments on the junior subordinated debt securities as of June 30, 2014. The Company has been deferring interest payments since June 2011. Although we elected to defer payment of the interest due, the amount has been accrued and is included in interest expense in the consolidated statement of operations.

Note 8 – Stock incentive plan

The Company has a stock incentive plan which authorizes the issuance of up to 780,000 shares of common stock to assist the Company in recruiting and retaining key personnel.

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

	Six Months Ended June 30, 2014				2013			
	Options	Weighted Average Exercise Price	Fair Value Per Share	Intrinsic Value	Options	Weighted Average Exercise Price	Fair Value Per Share	Intrinsic Value
Options outstanding, beginning of period	98,907	$ 6.19	$ 3.70		255,630	$ 9.48	$ 4.70	
Granted	14,145	1.58	0.97		-	-	-	
Forfeited	(3,750)	12.12	5.02		(3,000)	7.70	4.99	
Exercised	-	-	-		-	-	-	
Options outstanding, end of period	109,302	$ 5.39	$ 3.30	$ -	252,630	$ 9.57	$ 4.70	$ -
Options exercisable, end of period	74,347				247,630			

The fair value of the stock is calculated under the same methodology as stock options and the expense is recognized over the vesting period. Unamortized stock-based compensation related to nonvested share based compensation arrangements granted under the Incentive Plan as of June 30, 2014 and 2013 was $162,661 and $2,007, respectively. The time based unamortized compensation of $162,661 is expected to be recognized over a weighted average period of 2.43 years.

Stock-based compensation expense was $24,058 and $483 for the six months ended June 30, 2014 and 2013, respectively.

Note 9 — Fair value

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

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

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

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

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

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

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

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

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

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

	Fair Value Measurement at June 30, 2014 Using (In thousands)			
	Carrying Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Financial Assets - Recurring				
US Treasuries	$7,578	$ -	7,578	$ -
US Government Agencies	36,060	-	36,060	-
Mortgage-backed securities	655	-	655	-
Municipals	13,193	-	13,193	-
Residential loans held for sale	12,189	-	12,189	-
			-	
Financial Assets - Non-Recurring				
Impaired loans	35,836	-	32,729	3,107
Real estate owned	15,670	-	14,978	692

	Fair Value Measurement at December 31, 2013 Using (In thousands)			
	Carrying Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Financial Assets - Recurring				
US Treasuries	$7,210	$ -	7,210	$ -
US Government Agencies	34,351	-	34,351	-
Mortgage-backed securities	2,752	-	2,752	-
Municipals	13,435	-	13,435	-
Residential loans held for sale	8,371	-	8,371	-
			-	
Financial Assets - Non-Recurring				
Impaired loans	46,932	-	42,679	4,253
Real estate owned	16,742	-	15,405	1,337

The following table presents qualitative information about level 3 fair value measurements for financial instruments measured at fair value at June 30, 2014:

	Fair Value Estimate	Valuation Techniques	Unobservable Input	Range (Weighted Average)
	(dollars in thousands)			
Impaired loans - real estate secured	$2,146	Appraisal (1) or Internal Valuation (2)	Selling costs	6%-10% (7%)
			Discount for lack of marketability and age of appraisal	6%-30% (10%)
Impaired loans - non-real estate secured	$960	Appraisal (1) or Discounted Cash Flow	Selling costs	10%
			Discount for lack of marketability or practical life	0%-50% (20%)
Real estate owned	$692	Appraisal (1) or Internal Valuation (2)	Selling costs	6%-10% (7%)
			Discount for lack of marketability and age of appraisal	6%-30% (15%)

(1) Fair Value is generally determined through independent appraisals of the underlying collateral, which generally included various level 3 inputs which are not identifiable
(2) Internal valuations may be conducted to determine Fair Value for assets with nominal carrying balances

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

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

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

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

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

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

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

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Village Bank
Fair Value - Financial Instruments Summary
June 30, 2014

		June 30, 2014		December 31, 2013	
	Level in Fair Value Hierarchy	Carrying Value	Estimated Fair Value	Carrying Value	Estimated Fair Value
	(In thousands)				
Financial assets					
Cash	Level 1	$ 11,094	$ 11,094	$ 15,221	$ 15,221
Cash equivalents	Level 2	46,244	46,244	24,988	24,988
Investment securities available for sale	Level 1	-	-	-	-
Investment securities available for sale	Level 2	57,486	57,486	57,748	57,748
Federal Home Loan Bank stock	Level 2	1,073	1,073	1,417	1,417
Loans held for sale	Level 2	12,968	12,968	8,371	8,371
Loans	Level 2	227,335	228,640	233,075	236,582
Impaired loans	Level 2	32,729	32,729	42,679	42,679
Impaired loans	Level 3	3,107	3,107	4,253	4,253
Other real estate owned	Level 2	14,978	14,978	15,405	15,405
Other real estate owned	Level 3	692	692	1,337	1,337
Bank owned life insurance	Level 3	6,856	6,856	6,764	6,765
Accrued interest receivable	Level 2	1,340	1,340	1,486	1,486
Financial liabilities					
Deposits	Level 2	389,277	390,975	390,628	391,814
FHLB borrowings	Level 2	15,000	15,123	18,000	18,212
Trust preferred securities	Level 2	8,764	7,274	8,764	7,274
Other borrowings	Level 2	1,987	1,988	2,713	3,289
Accrued interest payable	Level 2	1,337	1,337	1,093	1,093

Note 10 – Capital Resources

On May 1, 2009, as part of the Capital Purchase Program established by the U.S. Department of the Treasury (the "Treasury") under the Emergency Economic Stabilization Act of 2008, the Company entered into a Letter Agreement and Securities Purchase Agreement—Standard Terms (collectively, the "Purchase Agreement") with the Treasury, pursuant to which the Company sold (i) 14,738 shares of the Company's Fixed Rate Cumulative Perpetual Preferred Stock, Series A, par value $4.00 per share, having a liquidation preference of $1,000 per share (the "preferred stock") and (ii) a warrant (the "Warrant") to purchase 499,029 shares of the Company's common stock at an initial exercise price of $4.43 per share, subject to certain anti-dilution and other adjustments, for an aggregate purchase price of $14,738,000 in cash. The fair value of the preferred stock was estimated using discounted cash flow methodology at an assumed market equivalent rate of 13%, with 20 quarterly payments over a five year period, and was determined to be $10,208,000. The fair value of the warrant was estimated using the Black-Scholes option pricing model, with assumptions of 25% volatility, a risk-free rate of 2.03%, a yield of 6.162% and an estimated life of 5 years, and was determined to be $534,000. The aggregate fair value for both the preferred stock and common stock warrants was determined to be $10,742,000 with 95% of the aggregate attributable to the preferred stock and 5% attributable to the common stock warrant. Therefore, the $14,738,000 issuance was allocated with $14,006,000 being assigned to the preferred stock and $732,000 being allocated to the common stock warrant. The difference between the $14,738,000 face value of the preferred stock and the amount allocated of $14,006,000 to the preferred stock is being accreted as a discount on the preferred stock using the effective interest rate method over five years.

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

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

As required by the Federal Reserve Bank of Richmond (the "Reserve Bank"), the Company notified the U.S. Treasury in May 2011 that the Company was going to defer the payment of the quarterly cash dividend of $184,225 due on May 16, 2011, and subsequent quarterly payments, on the Fixed Rate Cumulative Perpetual Preferred Stock, Series A. The total arrearage on such preferred stock as of June 30, 2014 was $2,585,291. This amount has been accrued for and is included in other liabilities in the consolidated balance sheet.

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

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

The Bank is subject to various regulatory capital requirements administered by the federal and state banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory and possible additional discretionary, actions by regulators that, if undertaken, could have a direct material effect on the Bank's financial statements. Under the capital adequacy guidelines and the regulatory framework for prompt corrective action, the Bank must meet specific capital guidelines that involve quantitative measures of the Bank's assets, liabilities, and certain off-balance-sheet items as calculated under regulatory accounting practices. The Bank's capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings, and other factors.

Note 11 – Commitments and contingencies

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

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

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

	June 30, 2014	December 31, 2013
Undisbursed credit lines	$32,407	$ 37,474
Commitments to extend or originate credit	18,494	10,581

Standby letters of credit	2,073	2,192
Total commitments to extend credit	$52,974	$50,247

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

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

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

Management. The Order requires that the Bank have and retain qualified management, including at a minimum a chief executive officer, senior lending officer and chief operating officer, with qualifications and experience commensurate with their assigned duties and responsibilities within 90 days from the effective date of the order. Within 30 days of the effective date of the Order, the Bank must retain a bank consultant to develop a written analysis and assessment of the Bank’s management and staffing needs for the purpose of providing qualified management for the Bank. Within 30 days from receipt of the consultant’s management report, the Bank must formulate a written management plan that incorporates the findings of the management report, a plan of action in response to each recommendation contained in the management report, and a timeframe for completing each action.

Capital Requirements. Within 90 days from the effective date of the Order and during the life of the Order, the Bank must have Tier 1 capital equal to or greater than 8 percent of its total assets, and total risk-based capital equal to or greater than 11 percent of the Bank’s total risk-weighted assets. Within 90 days from the effective date of the Order, the Bank must submit a written capital plan to the Supervisory Authorities. The capital plan must include a contingency plan in the event that the Bank fails to maintain the minimum capital ratios required in the Order, submit a capital plan that is acceptable to the Supervisory Authorities, or implement or adhere to the capital plan.

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

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

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

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

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

- Plan to improve liquidity, contingency funding, interest rate risk, and asset liability management;
- Plan to reduce assets of $250,000 or greater classified "doubtful" and "substandard";
- Revised lending and collection policy to provide effective guidance and control over the Bank's lending and credit administration functions;
- Effective internal loan review and grading system;
- Policy for managing the Bank's other real estate;
- Business/strategic plan covering the overall operation of the Bank;
- Plan and comprehensive budget for all categories of income and expense for the year 2011;
- Policy and procedures for managing interest rate risk; and
- Assessment of the Bank's information technology function.

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

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

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

Written Agreement – In June 2012, the Company entered into a written agreement ("Written Agreement") with the Federal Reserve Bank of Richmond. Under the terms of the Written Agreement, the Company has agreed to develop and submit to the Reserve Bank for approval within the time periods specified therein written plans to maintain sufficient capital and correct any violations of section 23A of the Federal Reserve Act and Regulation W. In addition, the Company will submit a written statement of its planned sources and uses of cash for debt service, operation expenses, and other purposes.

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

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

Since entering into the Order and the Written Agreement, the Company has taken numerous steps to comply with their terms. As of June 30, 2014, we believe we have complied with all requirements of the Order and the Written Agreement with the exception of the capital requirements in the Order and correction of the Section 23A of the Federal Reserve Act and Regulation W to the Reserve Bank in the Written Agreement.

Note 12 – Income Taxes

The net deferred tax asset is included in other assets on the balance sheet. Accounting Standards Codification Topic 740, *Income Taxes*, requires that companies assess whether a valuation allowance should be established against their deferred tax assets based on the consideration of all available evidence using a "more likely than not" standard. Management considers both positive and negative evidence and analyzes changes in near-term market conditions as well as other factors which may impact future operating results. In making such judgments, significant weight is given to evidence that can be objectively verified. The deferred tax assets are analyzed quarterly for changes affecting realization. Management determined that as of June 30, 2014, the objective negative evidence represented by the Company's recent losses outweighed the more subjective positive evidence and, as a result, recognized a valuation allowance for the entire net deferred tax asset that is dependent on future earnings of the Company of approximately $12,248,000.

Note 13 – Recent accounting pronouncements

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

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

Note 14 – Subsequent Events

In May 2014, Village Bank was licensed by the U. S. Department of Education ("DOE") as a student lender. On July 29, 2014, the Bank purchased a portfolio of rehabilitated student loans guaranteed by the DOE totaling $19 million. The guarantee covers approximately 98% of principal and accrued interest. The unguaranteed principal balance of these loans was approximately $427,000. The purchased loans were part of the Federal Rehabilitated Loan Program, under which borrowers who have defaulted on their student loans have a one-time opportunity to bring their loans current. Once the loans are brought current and maintained current for a period of time, the agency guarantor that owns the loans then sells the rehabilitated loans to DOE licensed lenders such as the Bank. The loans are serviced by a third-party servicer that specializes in handling the special needs of the DOE student loan programs. The Bank used excess liquidity to purchase the loans.

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

Caution about forward-looking statements

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

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

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

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- demand, development and acceptance of new products and services;
- problems with technology utilized by us;
- changing trends in customer profiles and behavior; and
- other factors described from time to time in our reports filed with the Securities and Exchange Commission ("SEC").

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

General

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

Although we endeavor to minimize the credit risk inherent in the Company's loan portfolio, we must necessarily make various assumptions and judgments about the collectability of the loan portfolio based on our experience and evaluation of economic conditions. If such assumptions or judgments prove to be incorrect, the current allowance for loan losses may not be sufficient to cover loan losses and additions to the allowance may be necessary, which would have a negative impact on net income. In 2013 and continuing through the second quarter of 2014, the provision for loan losses declined substantially from previous years as we resolved nonperforming loans and real estate values have recovered somewhat.

Results of operations

The following presents management's discussion and analysis of the financial condition of the Company at June 30, 2014 and December 31, 2013 and the results of operations for the Company for the three and six months ended June 30, 2014 and 2013. This discussion should be read in conjunction with the Company's condensed consolidated financial statements and the notes thereto appearing elsewhere in this Quarterly report.

Income statement analysis

Summary

For the three months ended June 30, 2014, the Company had a net loss of $85,000 and net loss available to common shareholders of $380,000 or $(0.07) per fully diluted share, compared to net income of $590,000 and net income available to common shareholders of $369,000, or $0.09 per fully diluted share, for the same period in 2013. For the six months ended June 30, 2014, the Company had a net loss totaling $834,000 and a net loss available to common shareholders of $1,351,000, or $(0.25) per fully diluted share, compared to net income totaling $78,000 and a net loss available to common shareholders of $365,000, or $(0.09) per share on a fully diluted share, for the same period in 2013. As indicated in the following table, there were significant decreases in income and expense items when comparing the 2014 results to the 2013 results (in thousands):

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	Affect on Income	
	Three Months Ended June 30, 2014	Six Months Ended June 30, 2014
Decreases in		
Net interest income	$(535)	$ (1,342)
Provision for loan losses	-	723
Gains on loan sales	(1,020)	(2,165)
Gains on asset sales	-	(598)
Salaries and benefits	493	941
Expenses related to foreclosed real estate	348	1,587
	$(714)	$ (854)

The decline in net interest income reflects the decline in our net loan portfolio of approximately $38,588,000. In 2013, the loan portfolio declined primarily due to charge-offs of nonperforming loans as well as an unfavorable lending market; however, the decline in our loan portfolio for the second quarter of 2014 was primarily due to scheduled payments as well as some large payoffs during the first and second quarters. The decreases in the provision for loan losses and the expenses related to foreclosed property are attributable to stabilization of the loan portfolio and an improving real estate market. The gains on loan sales as well as the decline in salaries and benefits (commissions paid to loan officers) are a result of a decline in mortgage production by our mortgage company. Our mortgage company's profit decreased by $762,000 in the second quarter of 2014 compared to 2013 due to the mortgage company closing $50,229,000 in mortgage loans in the second quarter of 2014 compared to $84,252,000 in the second quarter of 2013.

Our cost of deposits declined from 1.06% for the second quarter of 2013 to 0.93% for the second quarter of 2014. This decline in cost of deposits is a result of the repricing of higher cost certificates of deposit during the low interest rate environment that has existed for the last three years as well as an effort to change our deposit mix so that we are not so dependent on higher cost deposits.

Net interest income

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

Net interest income of $3,185,000 for the second quarter of 2014 represents a decrease of $535,000, or 14%, compared to the second quarter of 2013, and a decrease of $98,000, or 3%, compared to the first quarter of 2014.

Compared to the second quarter of 2013, average interest-earning assets for the second quarter of 2014 decreased by $45,618,000, or 11%. The decrease in interest-earning assets was due primarily to decreases in portfolio loans of $46,757,000, loans held for sale of $7,957,000 and federal funds sold of $5,427,000, offset by increases in investment securities of $14,525,000.

Net interest income of $6,467,000 for the first six months of 2014 represents a decrease of $1,342,000, or 17%, compared to the same period in 2013.

Compared to the first six months of 2013, average interest-earning assets for the same period of 2014 decreased by $51,555,000, or 12%. The decrease in interest-earning assets was due primarily to decreases in portfolio loans of $54,817,000, loans held for sale of $9,153,000 and federal funds sold of $9,112,000, offset by an increase in investment securities of $21,527,000.

Average interest-bearing liabilities for the second quarter of 2014 decreased by $42,454,000, or 11%, compared to the second quarter of 2013. The decrease in interest-bearing liabilities was due to declines in average deposits of $29,434,000. The average cost of interest-bearing liabilities decreased to 1.12% for the six months ended June 30, 2014 from 1.21% for the six months ended June 30, 2013. The principal reason for the decrease in liability costs was the maintenance of short-term interest rates at a low level by the Board of Governors of the Federal Reserve System. The continuing low interest rates have allowed us to reduce our costs of funds as certificates of deposit and borrowings mature. See our discussion of interest rate sensitivity below for more information.

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

Quarter Ended	Net Interest Margin	
June 30, 2013	3.50	%
September 30, 2013	3.69	%
December 31, 2013	3.66	%
March 31, 2014	3.50	%
June 30, 2014	3.35	%

Although loans have declined significantly over the last twelve months, our net interest margin has only declined slightly over that same time period. This indicates that the decline in our net interest income is primarily a result of declining outstanding loan balances rather than margin compression.

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

Average Balance Sheet

(in thousands)

	Three Months Ended June 30, 2014			Three Months Ended June 30, 2013		
	Average Balance	Interest Income/ Expense	Annualized Yield Rate	Average Balance	Interest Income/ Expense	Annualized Yield Rate
Loans net of deferred fees	$ 269,377	$ 3,694	5.50 %	$ 316,134	$ 4,476	5.68 %
Loans held for sale	8,946	101	4.53 %	16,904	146	3.46 %
Investment securities	58,764	322	2.20 %	44,239	239	2.17 %
Federal funds and other	43,920	25	0.23 %	49,347	28	0.23 %
Total interest earning assets	381,007	4,142	4.36 %	426,624	4,889	4.60 %
Allowance for loan losses and deferred fees	(6,423)			(9,797)		
Cash and due from banks	12,485			12,180		
Premises and equipment, net	12,942			23,857		
Other assets	45,871			36,768		
Total assets	$ 445,882			$ 489,632		
Interest bearing deposits						
Interest checking	$ 43,220	$ 20	0.19 %	$ 42,383	$ 27	0.26 %
Money market	67,442	63	0.37 %	65,307	49	0.30 %
Savings	20,562	9	0.18 %	20,299	17	0.34 %
Certificates	198,153	675	1.37 %	230,822	857	1.49 %
Total	329,377	767	0.93 %	358,811	950	1.06 %
Borrowings	26,240	190	2.90 %	39,260	219	2.24 %
Total interest bearing liabilities	355,617	957	1.08 %	398,071	1,169	1.18 %
Noninterest bearing deposits	61,099			58,585		
Other liabilities	10,170			8,043		
Total liabilities	426,886			464,699		
Equity capital	18,996			24,933		
Total liabilities and capital	$ 445,882			$ 489,632		
Net interest income before provision for loan losses		$ 3,185			$ 3,720	
Interest spread - average yield on interest earning assets, less average rate on interest bearing liabilities			3.28 %			3.42 %
			3.35 %			3.50 %

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

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Average Balance Sheet

(in thousands)

	Six Months Ended June 30, 2014			Six Months Ended June 30, 2013		
	Average Balance	Interest Income/ Expense	Annualized Yield Rate	Average Balance	Interest Income/ Expense	Annualized Yield Rate
Loans net of deferred fees	$ 275,980	$ 7,607	5.56 %	$ 330,797	$ 9,453	5.76 %
Loans held for sale	7,401	159	4.33 %	16,554	312	3.80 %
Investment securities	58,690	654	2.25 %	37,163	427	2.32 %
Federal funds and other	38,460	44	0.23 %	47,572	53	0.22 %
Total interest earning assets	380,531	8,464	4.49 %	432,086	10,245	4.78 %
Allowance for loan losses and deferred fees	(6,771)			(10,202)		
Cash and due from banks	12,700			12,667		
Premises and equipment, net	12,815			24,689		
Other assets	46,110			37,371		
Total assets	$ 445,385			$ 496,611		
Interest bearing deposits						
Interest checking	$ 42,473	$ 38	0.18 %	$ 42,854	$ 62	0.29 %
Money market	66,293	124	0.38 %	65,797	110	0.34 %
Savings	20,833	19	0.18 %	20,601	40	0.39 %
Certificates	201,199	1,372	1.38 %	238,323	1,781	1.51 %
Total	330,798	1,553	0.95 %	367,575	1,993	1.09 %
Borrowings	27,783	444	3.22 %	39,457	443	2.26 %
Total interest bearing liabilities	358,581	1,997	1.12 %	407,032	2,436	1.21 %
Noninterest bearing deposits	58,951			56,910		
Other liabilities	8,967			7,577		
Total liabilities	426,499			471,519		
Equity capital	18,886			25,092		
Total liabilities and capital	$ 445,385			$ 496,611		
Net interest income before provision for loan losses		$ 6,467			$ 7,809	
Interest spread - average yield on interest earning assets, less average rate on interest bearing liabilities			3.37 %			3.57 %
Annualized net interest margin (net interest income expressed as percentage of average earning assets)			3.43 %			3.64 %

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Provision for loan losses

The Company did not record a provision for loan losses for the three months ended June 30, 2014 and 2013. The provision for loan losses for the six months ended June 30, 2014 was $100,000 compared to $823,000 for the six months ended June 30, 2013. The decline in the provision for loan losses for the six month period of 2014 was primarily driven by a $38,558,000 decline in net loans outstanding from June 30, 2013 to June 30, 2014 as well as a decline in the impairment on specific nonperforming loans. While we are encouraged by this decline in the provision for loan losses, overall asset quality continues to be a concern as there continues to be uncertainty in the economy and the level of nonperforming assets remains significant.

Noninterest income

Noninterest income decreased from $3,458,000 for the three months ended June 30, 2013 to $2,319,000 for the three months ended June 30, 2014, a decrease of $1,139,000, or 33%. This decrease in noninterest income was primarily the result of lower gains on sales from decreased loan production by our mortgage banking subsidiary of $1,020,000. Noninterest income also decreased from $7,012,000 for the first six months of 2013 to $3,993,000 for the first six months of 2014, a decrease of $3,019,000, or 43%. The decrease in noninterest income is primarily a result of lower gains on sale of loans of $2,165,000, the gain on the sale of investments of $216,000 and the gain on the sale of the Robious branch of $598,000 in the first quarter of 2013.

Noninterest expense

Noninterest expense for the three months ended June 30, 2014 was $5,589,000 compared to $6,588,000 for the three months ended June 30, 2013, a decrease of $999,000 or 15%. The more significant decreases occurred in salaries and benefits of $493,000 and expenses related to foreclosed real estate of $348,000. Noninterest expense for the six months ended June 30, 2014 was $11,194,000 compared to $13,920,000 for the six months ended June 30, 2013, a decrease of $2,726,000 or 20%. The decrease in salaries and benefits for the three and six month periods is primarily attributable to the decrease in commissions paid to mortgage loan officers from the decreased loan production by our mortgage banking subsidiary. The decrease in expenses related to foreclosed real estate for the three and six month period is a result of our higher write downs and the disposition of significant collateral in 2013 as well as an improving real estate market.

Income taxes

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

The net deferred tax asset is included in other assets on the balance sheet. Accounting Standards Codification Topic 740, *Income Taxes*, requires that companies assess whether a valuation allowance should be established against their deferred tax assets based on the consideration of all available evidence using a “more likely than not” standard. Management considers both positive and negative evidence and analyzes changes in near-term market conditions as well as other factors which may impact future operating results. In making such judgments, significant weight is given to evidence that can be objectively verified. The deferred tax assets are analyzed quarterly for changes affecting realization. Management determined that as of December 31, 2013, the objective negative evidence represented by the Company’s recent losses outweighed the more subjective positive evidence and, as a result, recognized a valuation allowance on its net deferred tax asset that is dependent on future earnings of the Company of approximately $11,940,000. At June 30, 2014, management continues to believe that the objective negative evidence represented by the Company’s continued losses in the first quarter outweighed the more subjective positive evidence and, as a result, recognized an addition to the valuation allowance on its net deferred tax asset of approximately $308,000. The net operating losses available to offset future taxable income amounted to $21,942,000 at June 30, 2014 and expire at the end of 2031.

Commercial banking organizations conducting business in Virginia are not subject to Virginia income taxes. Instead, they are subject to a franchise tax based on bank capital. Due to the Company’s adjusted capital level we were not subject to franchise tax expense for the six months ended June 30, 2014 and 2013.

Balance Sheet Analysis

Our total assets decreased to $442,056,000 at June 30, 2014 from $444,173,000 at December 31, 2013, a decrease of $2,117,000, or 0.5%. The decrease in loans was the primary driver of this decline. Net portfolio loans decreased by $21,823,000 during the first six months of 2014 primarily a result of large loan payoffs. This decrease was offset by an increase in liquid assets (cash and due from banks, federal funds sold and investment securities available for sale) of $17,129,000 and loans held for sale of $3,818,000.

Loans

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

The Company's real estate loan portfolios, which represent approximately 89% of all loans, are secured by mortgages on real property located principally in the Commonwealth of Virginia. Sources of repayment are from the borrower's operating profits, cash flows and liquidation of pledged collateral. The Company's commercial loan portfolio represents approximately 10% of all loans. Loans in this category are typically made to individuals, small and medium-sized businesses and range between $250,000 and $2.5 million. Based on underwriting standards, commercial and industrial loans may be secured in whole or in part by collateral such as liquid assets, accounts receivable, equipment, inventory, and real property. The collateral securing any loan may depend on the type of loan and may vary in value based on market conditions. The remainder of our loan portfolio is in consumer loans which represent 1% of the total.

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

	June 30, 2014		December 31, 2013	
	Amount	%	Amount	%
Construction and land development				
Residential	$5,669	2.15 %	$2,931	1.02 %
Commercial	25,352	9.64 %	28,179	9.84 %
	31,021	11.79 %	31,110	10.86 %
Commercial real estate				
Owner occupied	59,974	22.78 %	73,584	25.68 %
Non-owner occupied	41,578	15.80 %	43,868	15.31 %
Multifamily	10,140	3.85 %	11,560	4.03 %
Farmland	1,353	0.51 %	1,463	0.51 %
	113,045	42.94 %	130,475	45.53 %
Consumer real estate				
Home equity lines	20,832	7.92 %	21,246	7.41 %
Secured by 1-4 family residential,				
First deed of trust	65,377	24.84 %	66,873	23.34 %
Second deed of trust	7,937	3.02 %	8,675	3.03 %
	94,146	35.78 %	96,794	33.78 %
Commercial and industrial loans				
(except those secured by real estate)	23,304	8.86 %	26,254	9.16 %
Consumer and other	1,655	0.63 %	1,930	0.67 %
Total loans	263,171	100.0 %	286,563	100.0 %
Deferred loan cost, net	694		683	
Less: allowance for loan losses	(5,681)		(7,239)	
	$258,184		$280,007	

The decline in our total loan portfolio for the first six months of 2014 was primarily due to scheduled payments as well as some large payoffs during such period.

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

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

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

Allowance for loan losses

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

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

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

The amounts of estimated impairment for individually evaluated loans and groups of loans are added together for a total estimate of loan losses. This estimate of losses is compared to our allowance for loan losses as of the evaluation date and, if the estimate of losses is greater than the allowance, an additional provision to the allowance would be

made. If the estimate of losses is less than the allowance, the degree to which the allowance exceeds the estimate is evaluated to determine whether the allowance falls outside a range of estimates. We recognize the inherent imprecision in estimates of losses due to various uncertainties and variability related to the factors used, and therefore a reasonable range around the estimate of losses is derived and used to ascertain whether the allowance is too high. If different assumptions or conditions were to prevail and it is determined that the allowance is not adequate to absorb the new estimate of probable losses, an additional provision for loan losses would be made, which amount may be material to the financial statements.

The allowance for loan losses at June 30, 2014 was $5,681,000, compared to $7,239,000 at December 31, 2013. The ratio of the allowance for loan losses to gross portfolio loans (net of unearned income and excluding mortgage loans held for sale) at June 30, 2014 and December 31, 2013 was 2.15% and 2.52%, respectively. The decrease in the allowance for loan losses for the first six months of 2014 was primarily a result of charge-offs recognized during the quarter for which specific provisions for loan losses had been previously provided. We believe the amount of the allowance for loan losses at June 30, 2014 is adequate to absorb the losses that can reasonably be anticipated from the loan portfolio at that date.

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

	Six Months Ended June 30,	
	2014	2013
Beginning balance	$7,239	$10,808
Provision for loan losses	100	823
Charge-offs		
Construction and land development		
Commercial	(100)	(95)
Commercial real estate		
Owner occupied	(608)	(275)
Non-owner occupied	(238)	(510)
Farmland	(96)	-
Consumer real estate		
Home equity lines	(424)	(244)
Secured by 1-4 family residential		
First deed of trust	(238)	(875)
Second deed of trust	(76)	(215)
Commercial and industrial		
(except those secured by real estate)	(168)	(351)
Consumer and other	(5)	(14)
	(1,953)	(2,579)
Recoveries		
Construction and land development		
Residential	1	101
Commercial	17	246
Commercial real estate		
Owner occupied	-	43
Non-owner occupied	23	-
Consumer real estate		
Secured by 1-4 family residential		
Home equity lines	2	-
First deed of trust	55	21
Second deed of trust	110	5
Commercial and industrial		
(except those secured by real estate)	77	136
Consumer and other	10	6
	295	558
Net charge-offs	(1,658)	(2,021)
Ending balance	$5,681	$9,610
Loans outstanding at end of period[1]	$263,865	$306,352
Ratio of allowance for loan losses as a percent		
Loans outstanding at end of period	2.15 %	3.14 %
Average loans outstanding for the period[1]	$275,980	$330,797
Ratio of net charge-offs to average loans outstanding for the period	0.60 %	0.61 %

(1) Loans are net of unearned income.

The allowance for loan losses as a percentage of net loans decreased from 3.14% at June 30, 2013 to 2.15% at June 30, 2014 primarily as a result of significant charge-offs recognized during the prior year for which specific provisions for loan losses had been previously provided.

Asset quality

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

	June 30, 2014	December 31, 2013	June 30, 2013
Nonaccrual loans	$10,148	$ 18,647	$21,686
Foreclosed properties	15,670	16,742	22,044
Total nonperforming assets	$25,818	$ 35,389	$43,730
Restructured loans still accruing	$25,687	$ 28,236	$31,271
Loans past due 90 days and still accruing (not included in nonaccrual loans above)	$-	$ 60	$-
Nonperforming assets to loans *(1)*	9.8 %	12.3 %	14.3 %
Nonperforming assets to total assets	5.8 %	8.0 %	9.0 %
Allowance for loan losses to nonaccrual loans	56.0 %	38.8 %	44.3 %

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

The following table presents an analysis of the changes in nonperforming assets for the six months ended June 30, 2014 (dollars in thousands):

	Loans	Properties	Total
Balance December 31, 2013	$18,647	$ 16,742	$35,389
Additions	3,674	660	4,334
Loans placed back on accrual	(4,612)	-	(4,612)
Transfers to OREO	(4,909)	4,909	-
Repayments	(910)	-	(910)
Charge-offs	(1,742)	(369)	(2,111)
Sales	-	(6,272)	(6,272)

Balance June 30, 2014	$10,148	$ 15,670	$25,818

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

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

Of the total nonaccrual loans of $10,148,000 at June 30, 2014 that were considered impaired, 16 loans totaling $2,509,000 had specific allowances for loan losses totaling $581,000. This compares to $18,647,000 in nonaccrual loans at December 31, 2013 of which 18 loans totaling $4,647,000 had specific allowances for loan losses of $1,189,000.

Cumulative interest income that would have been recorded had nonaccrual loans been performing would have been approximately $399,000 and $1,231,000 for the six months ended June 30, 2014 and 2013, respectively.

Deposits

Deposits as of June 30, 2014 and December 31, 2013 were as follows (dollars in thousands):

	June 30, 2014		December 31, 2013	
	Amount	%	Amount	%
Demand accounts	$63,695	16.4 %	$57,244	14.7 %
Interest checking accounts	44,011	11.3 %	43,691	11.2 %
Money market accounts	66,464	17.1 %	63,357	16.2 %
Savings accounts	19,973	5.1 %	20,229	5.2 %
Time deposits of $100,000 and over	89,217	22.9 %	94,245	24.1 %
Other time deposits	105,917	27.2 %	111,862	28.6 %
Total	$389,277	100.0%	$390,628	100.0 %

Total deposits decreased by $1,351,000, or 0.35% from $390,628,000 at December 31, 2013 to $389,277,000 at June 30, 2014, as compared to a decrease of $17,328,000, or 4.0%, during the first six months of 2013. Checking and savings accounts increased by $6,516,000, money market accounts increased by $3,107,000 and time deposits decreased by $10,974,000. The decline in time deposits was a result of repricing maturing time deposits at rates below market for noncore depositors. The cost of our interest-bearing deposits declined to 0.95% for the first six months of 2014 compared to 1.09% for the first six months of 2013.

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

Borrowings

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

As a member of the Federal Home Loan Bank of Atlanta (“FHLB”), the Bank is required to own capital stock in the FHLB and is authorized to apply for borrowings from the FHLB. Each FHLB credit program has its own interest rate, which may be fixed or variable, and range of maturities. The FHLB may prescribe the acceptable uses to which the advances may be put, as well as on the size of the advances and repayment provisions. Borrowings from the FHLB were $15,000,000 and $18,000,000 at June 30, 2014 and December 31, 2013, respectively. The FHLB advances are secured by the pledge of residential mortgage loans, investment securities and our FHLB stock.

Capital resources

Stockholders’ equity at June 30, 2014 was $19,049,000, compared to $18,244,000 at December 31, 2012. The $805,000 increase in equity during the first six months of 2014 was primarily due to the reduction in accumulated other comprehensive loss of $2,082,000, offset by the net loss available to common shareholders of $1,351,000.

On May 1, 2009, the Company received a $14,738,000 investment by the United States Department of the Treasury under its Capital Purchase Program (the “TARP Program”). Under the TARP Program, the Company issued to the Treasury $14,738,000 of preferred stock and warrants to purchase 499,030 shares of the Company’s common stock at a purchase price of $4.43 per share. The preferred stock issued by the Company under the TARP Program carried a 5% dividend until May 1, 2014, and now carries a 9% dividend. In November 2013, the Company participated in a successful auction of the preferred stock by the Treasury that resulted in the purchase of the preferred stock by private and institutional investors. The Treasury continues to own the warrants.

During the first quarter of 2005, the Company issued $5.2 million in Trust Preferred Capital Notes to increase its regulatory capital and to help fund its expected growth in 2005. During the third quarter of 2007, the Company issued $3.6 million in Trust Preferred Capital Notes to partially fund the construction of an 80,000 square foot building completed in 2008. The Trust Preferred Capital Notes may be included in Tier 1 capital for regulatory capital adequacy determination purposes up to 25% of Tier 1 capital after its inclusion.

The Company is currently prohibited by its Written Agreement with the Reserve Bank from making dividend or interest payments on the TARP Program preferred stock or trust preferred capital notes without prior regulatory

approval. In addition, the Consent Order with the Supervisory Authorities provides that the Bank will not pay any dividends, pay bonuses or make any other form of payment outside the ordinary course of business resulting in a reduction in capital, without regulatory approval. At June 30, 2014, the aggregate amount of all of the Company's total accrued but deferred dividend payments on the preferred stock was $2,585,291 and interest payments on trust preferred capital notes was $958,661.

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

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

	June 30, 2014	December 31, 2013
Tier 1 capital		
Total equity capital	$19,049	$ 18,244
Net unrealized loss on available-for-sale securities	1,675	3,752
Defined benefit postretirement plan	81	86
Qualifying trust preferred securities	1,802	2,240
Disallowed intangible assets	(247)	(295)
Total Tier 1 capital	22,360	24,027
Tier 2 capital		
Qualifying trust preferred securities	6,962	6,524
Allowance for loan losses	3,750	4,101
Total Tier 2 capital	10,712	10,625
Total risk-based capital	33,072	34,652
Risk-weighted assets	$298,033	$ 324,965
Average assets	$445,635	$ 451,734
Capital ratios		
Leverage ratio (Tier 1 capital to average assets)	5.02 %	5.32 %
Tier 1 capital to risk-weighted assets	7.50 %	7.39 %
Total capital to risk-weighted assets	11.10 %	10.66 %
Equity to total assets	4.31 %	4.11 %

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

	June 30, 2014	December 31, 2013
Tier 1 capital		
Total bank equity capital	$29,163	$ 27,574
Net unrealized loss on available-for-sale securities	1,675	3,752
Defined benefit postretirement plan	81	86
Disallowed intangible assets	(247)	(295)
Total Tier 1 capital	30,672	31,117
Tier 2 capital		
Allowance for loan losses	3,723	4,075
Total Tier 2 capital	3,723	4,075
Total risk-based capital	34,395	35,192
Risk-weighted assets	$295,917	$ 322,853
Average assets	$440,567	$ 449,606
Capital ratios		
Leverage ratio (Tier 1 capital to average assets)	6.96 %	6.92 %
Tier 1 capital to risk-weighted assets	10.37 %	9.64 %
Total capital to risk-weighted assets	11.62 %	10.90 %
Equity to total assets	6.65 %	6.19 %

Federal regulatory agencies are required by law to adopt regulations defining five capital tiers: well capitalized, adequately capitalized, under capitalized, significantly under capitalized, and critically under capitalized. The Bank met the ratio requirements to be categorized "well capitalized" institution as of June 30, 2014 and December 31, 2013. However, due to the minimum capital ratios required by the Consent Order, the Bank currently is considered adequately capitalized. The Consent Order requires the Bank to maintain a leverage ratio of at least 8% and a total capital to risk-weighted assets ratio of at least 11%. At June 30, 2014, the Bank's leverage ratio was 6.96% and the total capital to risk weighted assets ratio was 11.62% As required by the Consent Order, the Bank has provided a capital plan to the Supervisory Authorities that demonstrates how the Bank will come into compliance with the required minimum capital ratios set forth in the Consent Order. When capital falls below the "well capitalized" requirement, consequences can include: new branch approval could be withheld; more frequent examinations by the FDIC; brokered deposits cannot be renewed without a waiver from the FDIC; and other potential limitations as described in FDIC Rules and Regulations sections 337.6 and 303, and FDIC Act section 29. In addition, the FDIC insurance assessment increases when an institution falls below the "well capitalized" classification.

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Liquidity

Liquidity represents the ability of a company to convert assets into cash or cash equivalents without significant loss, and the ability to raise additional funds by increasing liabilities. Liquidity management involves monitoring our sources and uses of funds in order to meet our day-to-day cash flow requirements while maximizing profits. Liquidity management is made more complicated because different balance sheet components are subject to varying degrees of management control. For example, the timing of maturities of our investment portfolio is fairly predictable and subject to a high degree of control at the time investment decisions are made. However, net deposit inflows and outflows are far less predictable and are not subject to the same degree of control.

At June 30, 2014, our liquid assets, consisting of cash, cash equivalents and investment securities available for sale totaled $114,824,000, or 26% of total assets. Investment securities traditionally provide a secondary source of liquidity since they can be converted into cash in a timely manner. However, approximately $21,977,000 of these securities are pledged against current and potential fundings.

Our holdings of liquid assets plus the ability to maintain and expand our deposit base and borrowing capabilities serve as our principal sources of liquidity. We plan to meet our future cash needs through the liquidation of temporary investments, the generation of deposits, and from additional borrowings. In addition, we will receive cash upon the maturity and sale of loans and the maturity of investment securities. We maintain two federal funds lines of credit with correspondent banks totaling $17 million for which there were no borrowings against the lines at June 30, 2014.

At June 30, 2014, we had commitments to originate $52,974,000 of loans. Fixed commitments to incur capital expenditures were less than $1,400,000 at June 30, 2014. Certificates of deposit scheduled to mature in the 12-month period ending June 30, 2015 totaled $79,471,000. We believe that a significant portion of such deposits will remain with us. We further believe that deposit growth, loan repayments and other sources of funds will be adequate to meet our foreseeable short-term and long-term liquidity needs.

Interest rate sensitivity

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

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

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

Critical accounting policies

General

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

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

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

Allowance for loan losses

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

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

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

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

Troubled debt restructurings

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

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

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Real estate acquired in settlement of loans

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

Income taxes

The Company uses the asset and liability method of accounting for income taxes. Under this method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. If current available information raises doubt as to the realization of the deferred tax assets, a valuation allowance may be established. Management considers the determination of this valuation allowance to be a critical accounting policy due to the need to exercise significant judgment in evaluating the amount and timing of recognition of deferred tax liabilities and assets, including projections of future taxable income. These judgments and estimates are reviewed on a continual basis as regulatory and business factors change. A valuation allowance for deferred tax assets may be required if the amounts of taxes recoverable through loss carry backs decline, or if management projects lower levels of future taxable income. Management determined that as of December 31, 2013 and June 30, 2014, the objective negative evidence represented by the Company's recent losses outweighed the more subjective positive evidence and, as a result, recognized a valuation allowance of $11,940,000 and $12,248,000 respectively, representing all of the net deferred tax asset that is dependent on future earnings of the Company at the indicated date.

New accounting standards

In January 2014, the FASB issued ASU 2014-01, "Investments – Equity Method and Joint Ventures: Accounting for Investments in Qualified Affordable Housing Projects". This ASU applies to all reporting entities that invest in qualified affordable housing projects through limited liability entities that are flow through entities for tax purposes. The amendments in the ASU eliminate the effective yield election and permit reporting entities to make an accounting policy election to account for their investments in qualified affordable housing projects using the proportional amortization method if certain conditions are met. Those not electing the proportional amortization method would account for the investment using the equity method or cost method. The amendments in this ASU are effective for

public business entities for annual periods beginning after December 15, 2014. The adoption of this guidance should not have a material effect on the Company's financial condition or results of operations.

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

Impact of inflation and changing prices

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

ITEM 3 – QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not Applicable.

ITEM 4 – CONTROLS AND PROCEDURES

The Company's Chief Executive Officer and Chief Financial Officer evaluated the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934 (the "Exchange Act")) as of June 30, 2014. Based on that evaluation, management concluded that the Company's disclosure controls and procedures were effective as of June 30, 2014 in ensuring that all material information required to be disclosed in reports that it files or submits under the Exchange Act is recorded, processed summarized and reported with the time periods specified in SEC rules and regulations and that such information is accumulated and communicated to the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

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

PART II – OTHER INFORMATION

ITEM 1 – LEGAL PROCEEDINGS

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

ITEM 1A. – RISK FACTORS

Not applicable.

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

Not applicable.

ITEM 3 – DEFAULTS UPON SENIOR SECURITIES

The Company is currently prohibited by its Written Agreement with the Reserve Bank from making dividend or interest payments on the TARP Program preferred stock or trust preferred capital notes without prior regulatory approval. In addition, the Consent Order with the Supervisory Authorities provides that the Bank will not pay any dividends, pay bonuses or make any other form of payment outside the ordinary course of business resulting in a reduction in capital, without regulatory approval. At June 30, 2014, the aggregate amount of all of the Company's total accrued but deferred dividend payments on the preferred stock was $2,585,291 and interest payments on trust preferred capital notes was $958,661.

ITEM 4 – MINE SAFETY DISCOLOSURES

None.

ITEM 5 – OTHER INFORMATION

Not applicable.

ITEM 6 – EXHIBITS

3.2	Amended and Restated Bylaws of Village Bank and Trust Financial Corp. as of October 29, 2013.
31.1	Certification of Chief Executive Officer
31.2	Certification of Chief Financial Officer
32.1	Statement of Chief Executive Officer and Chief Financial Officer Pursuant to 18 U.S.C. Section 1350
101	The following materials from the Village Bank and Trust Financial Corp. Quarterly Report on Form 10-Q for the quarter ended June 30, 2014 formatted in eXtensible Business Reporting Language (XBRL): (i) Consolidated Balance Sheets, (ii) Consolidated Statements of Operations, (iii) Consolidated Statements of Changes in Comprehensive Income (Loss), (iv) Consolidated Statements of Stockholders' Equity, (v) Consolidated Statements of Cash Flows, and (vi) Notes to Condensed Consolidated Financial Statements.

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SIGNATURES

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

	VILLAGE BANK AND TRUST FINANCIAL CORP. (Registrant)
Date: August 1, 2014	By: /s/ William G. Foster, Jr. William G. Foster, Jr. President and Chief Executive Officer
Date: August 1, 2014	By: /s/ C. Harril Whitehurst, Jr. C. Harril Whitehurst, Jr. Executive Vice President and Chief Financial Officer

EXHIBIT INDEX

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