Village Bank & Trust Financial Corp.
Form 10-Q
November 13, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

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

OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2017

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

OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from ______ to ______

Commission file number: 0-50765

VILLAGE BANK AND TRUST FINANCIAL CORP.

(Exact name of registrant as specified in its charter)

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

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

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

Indicate by check whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes **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, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth 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**
Emerging growth company ¨

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ¨

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

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

1,430,854 shares of common stock, $4.00 par value, outstanding as of October 31, 2017

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
September 30, 2017 (Unaudited) and December 31, 2016
(in thousands, except share data)

	September 30, 2017	December 31, 2016
Assets		
Cash and due from banks	$ 15,684	$ 10,848
Federal funds sold	15,026	948
Total cash and cash equivalents	30,710	11,796
Investment securities available for sale	44,834	43,894
Loans held for sale	5,641	14,784
Loans		
Outstandings	347,002	337,100
Allowance for loan losses	(3,243)	(3,373)
Deferred fees and costs, net	676	660
Total loans, net	344,435	334,387
Other real estate owned, net of valuation allowance	1,788	2,926
Assets held for sale	841	841
Premises and equipment, net	13,077	12,758
Bank owned life insurance	7,222	7,093
Accrued interest receivable	2,516	2,274
Other assets	13,642	14,049
	$ 464,706	$ 444,802
Liabilities and Shareholders' Equity		
Liabilities		
Deposits		
Noninterest bearing demand	$ 103,396	$ 92,574
Interest bearing	304,008	290,703
Total deposits	407,404	383,277
Federal Home Loan Bank advances	1,600	2,400
Long-term debt - trust preferred securities	8,764	8,764
Other borrowings	-	81
Accrued interest payable	142	70
Other liabilities	3,162	6,596

Total liabilities	421,072	401,188
Shareholders' equity		
Preferred stock, $4 par value, $1,000 liquidation preference, 1,000,000 shares authorized; 5,027 shares issued and outstanding at September 30, 2017 and 5,715 shares issued and outstanding at December 31, 2016	20	23
Common stock, $4 par value - 10,000,000 shares authorized; 1,430,854 shares issued and outstanding at September 30, 2017 and 1,428,261 shares issued and outstanding at December 31, 2016	5,661	5,629
Additional paid-in capital	58,028	58,643
Accumulated deficit	(20,631)	(21,172)
Common stock warrant	732	732
Stock in directors rabbi trust	(1,010)	(1,034)
Directors deferred fees obligation	1,010	1,034
Accumulated other comprehensive loss	(176)	(241)
Total shareholders' equity	43,634	43,614
	$ 464,706	$ 444,802

See accompanying notes to consolidated financial statements.

Village Bank and Trust Financial Corp. and Subsidiary
Consolidated Statements of Operations
Three and Nine Months Ended September 30, 2017 and 2016
(Unaudited)
(in thousands, except per share data)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
Interest income				
Loans	$ 4,135	$ 4,013	$ 12,086	$ 11,583
Investment securities	178	72	506	261
Federal funds sold	67	19	111	46
Total interest income	4,380	4,104	12,703	11,890
Interest expense				
Deposits	615	590	1,770	1,784
Borrowed funds	73	70	227	174
Total interest expense	688	660	1,997	1,958
Net interest income	3,692	3,444	10,706	9,932
Provision for loan losses	-	-	-	-
Net interest income after provision for loan losses	3,692	3,444	10,706	9,932
Noninterest income				
Service charges and fees	591	673	1,785	1,858
Gain on sale of loans	1,395	2,043	4,195	4,630
Gain on sale of asset held for sale	-	-	-	504
Gain (loss) on sale of investment securities	-	15	(9)	162
Rental income	-	-	-	582
Other	92	114	270	292
Total noninterest income	2,078	2,845	6,241	8,028
Noninterest expense				
Salaries and benefits	2,985	3,045	9,042	8,463
Commissions	431	533	1,180	1,163
Occupancy	269	324	821	1,188
Equipment	193	197	553	573
Write down of assets held for sale	-	-	-	220
Cease use lease obligation	-	-	(125)	-
Supplies	55	81	173	232
Professional and outside services	742	743	2,254	2,220
Advertising and marketing	134	76	274	239
Foreclosed assets, net	11	79	(151)	250
FDIC insurance premium	69	90	207	287
Other operating expense	502	541	1,460	1,484

Total noninterest expense	5,391	5,709	15,688	16,319
			-	
Income before income tax expense	379	580	1,259	1,641
Income tax expense (benefit)	106	(11,352)	333	(11,352)
Net income	273	11,932	926	12,993
Preferred stock dividends and amortization of discount	(113)	(186)	(385)	(547)
Net income available to common shareholders	$ 160	$ 11,746	$ 541	$ 12,446
Earnings per share, basic	$ 0.11	$ 8.21	$ 0.38	$ 8.74
Earnings per share, diluted	$ 0.11	$ 8.21	$ 0.38	$ 8.74

See accompanying notes to consolidated financial statements.

Village Bank and Trust Financial Corp. and Subsidiary
Consolidated Statements of Comprehensive Income
Three and Nine Months Ended September 30, 2017 and 2016
(Unaudited)
(in thousands)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
Net income	$ 273	$ 11,932	$ 926	$ 12,993
Other comprehensive income				
Unrealized holding gains arising during the period	33	22	80	902
Tax effect	11	8	27	307
Net change in unrealized holding gains on securities available for sale, net of tax	22	14	53	595
Reclassification adjustment				
Reclassification adjustment for (gains) losses realized in income	-	(15)	9	(162)
Tax effect	-	(5)	3	(55)
Reclassification for (gains) losses included in net income, net of tax	-	(10)	6	(107)
Minimum pension adjustment	3	3	9	9
Tax effect	1	1	3	3
Minimum pension adjustment, net of tax	2	2	6	6
Total other comprehensive income	24	6	65	494
Total comprehensive income	$ 297	$ 11,938	$ 991	$ 13,487

See accompanying notes to consolidated financial statements.

Village Bank and Trust Financial Corp. and Subsidiary
Consolidated Statements of Shareholders' Equity
Nine Months Ended September 30, 2017 and 2016
(Unaudited)
(in thousands)

	Preferred Stock	Common Stock	Additional Paid-in Capital	Retained Earnings (Deficit)	Warrant	Stock in Directors Rabbi Trust	Directors Deferred Fees Obligation	Accumulated Other Comprehensive Income (Loss)	Total
Balance, December 31, 2016	$ 23	$ 5,629	$ 58,643	$ (21,172)	$ 732	$ (1,034)	$ 1,034	$ (241)	$ 43,614
Preferred stock redemption	(3)	-	(685)	-	-	-	-	-	(688)
Preferred stock dividend	-	-	-	(385)	-	-	-	-	(385)
Restricted stock redemption						24	(24)		-
Issuance of common stock	-	32	(32)	-	-	-	-	-	-
Stock based compensation	-	-	102	-	-	-	-	-	102
Minimum pension adjustment (net of income taxes of $3)	-	-	-	-	-	-	-	6	6
Net income	-	-	-	926	-	-	-	-	926
Change in unrealized gain on investment securities available-for-sale, net of reclassification and tax effect	-	-	-	-	-	-	-	59	59
Balance, September 30, 2017	$ 20	$ 5,661	$ 58,028	$ (20,631)	$ 732	$ (1,010)	$ 1,010	$ (176)	$ 43,634
Balance, December 31, 2015	$ 23	$ 5,562	$ 58,497	$ (33,948)	$ 732	$ (1,034)	$ 1,034	$ (507)	$ 30,359
Preferred stock dividend	-	-	-	(547)	-	-	-	-	(547)
Issuance of common stock	-	56	(56)	-	-	-	-	-	-
Stock based compensation	-	-	156	-	-	-	-	-	156
Minimum pension adjustment (net of income taxes of $3)	-	-	-	-	-	-	-	6	6

Net income	-	-	-	12,993	-	-	-	-	12,993
Change in unrealized gain on investment securities available-for-sale, net of reclassification and tax effect	-	-	-	-	-	-	-	488	488
Balance, September 30, 2016	$ 23	$ 5,618	$ 58,597	$ (21,502)	$ 732	$ (1,034)	$ 1,034	$ (13)	$ 43,455

See accompanying notes to consolidated financial statements.

Village Bank and Trust Financial Corp. and Subsidiary
Consolidated Statements of Cash Flows
Nine Months Ended September 30, 2017 and 2016
(Unaudited)
(in thousands)

	2017	2016
Cash Flows from Operating Activities		
Net income	$926	$12,993
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Depreciation and amortization	552	606
Deferred income taxes	332	645
Valuation allowance (recovery) on net deferred tax asset	-	(11,997)
Write-down of other real estate owned	351	466
Valuation allowance other real estate owned	(331)	(335)
Write-down of assets held for sale	-	220
(Gain) loss on securities sold	9	(162)
Gain on loans sold	(4,195)	(4,630)
Gain on sale of assets held for sale	-	(504)
Loss on sale and disposal of premises and equipment	-	2
Gain on sale of other real estate owned	(218)	(59)
Stock compensation expense	102	156
Proceeds from sale of mortgage loans	132,070	157,290
Origination of mortgage loans for sale	(118,732)	(154,380)
Amortization of premiums and accretion of discounts on securities, net	66	116
Increase in interest receivable	(242)	(294)
Increase in bank owned life insurance	(129)	(139)
Decrease in other assets	50	2,611
Increase (decrease) in interest payable	72	(1,282)
Decrease in other liabilities	(903)	(2,290)
Net cash provided by (used in) operating activities	9,780	(967)
Cash Flows from Investing Activities		
Purchases of available for sale securities	(4,379)	(10,000)
Proceeds from the sale or calls of available for sale securities	3,454	21,933
Proceeds from the sale of assets held for sale	-	7,338
Net increase in loans	(10,333)	(22,488)
Proceeds from sale of other real estate owned	1,621	3,101
Purchases of premises and equipment	(871)	(700)
Net cash used in investing activities	(10,508)	(816)
Cash Flows from Financing Activities		
Redeemption of preferred stock	(688)	-
Payment of preferred dividends	(2,916)	-
Net increase in deposits	24,127	14,372

Net increase (decrease) in Federal Home Loan Bank advances	(800)	2,200
Net decrease in other borrowings	(81)	(293)
Net cash provided by financing activities	19,642	16,279
Net increase in cash and cash equivalents	18,914	14,496
Cash and cash equivalents, beginning of period	11,796	17,262
Cash and cash equivalents, end of period	$30,710	$31,758
Supplemental Disclosure of Cash Flow Information		
Cash payments for interest	$1,925	$3,239
Supplemental Schedule of Non Cash Activities		
Real estate owned assets acquired in settlement of loans	$285	$268
Bank financed sale of asset held for sale	$-	$4,912
Dividends on preferred stock accrued	$385	$547

See accompanying notes to consolidated financial statements.

Village Bank and Trust Financial Corp. and Subsidiary

Notes to Consolidated Financial Statements

Three and Nine Months Ended September 30, 2017 and 2016

(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 nine month period ended September 30, 2017 is not necessarily indicative of the results to be expected for the full year ending December 31, 2017. 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, 2016 as filed with the Securities and Exchange Commission (“SEC”).

The Company has evaluated events and transactions occurring subsequent to the consolidated balance sheet date of September 30, 2017 for items that should potentially be recognized or disclosed in these consolidated financial statements. The evaluation was conducted through the date these consolidated financial statements were issued.

Note 2 – Use of estimates

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

provision, the valuation allowance on the deferred tax asset, and the estimate of the fair value of assets held for sale.

Note 3 – Earnings per common share

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

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
Numerator				
Net income - basic and diluted	$ 273	$ 11,932	$ 926	$ 12,993
Preferred stock dividend	(113)	(186)	(385)	(547)
Net income available to common shareholders	$ 160	$ 11,746	$ 541	$ 12,446
Denominator				
Weighted average shares outstanding - basic	1,431	1,430	1,430	1,423
Dilutive effect of common stock options and restricted stock awards	-	-	-	-
Weighted average shares outstanding - diluted	1,431	1,430	1,430	1,423
Earnings per share - basic	$ 0.11	$ 8.21	$ 0.38	$ 8.74
Earnings per share - diluted	$ 0.11	$ 8.21	$ 0.38	$ 8.74

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 2,337 shares were not included in computing diluted earnings per share for the three and nine months ended September 30, 2017, and stock options for 2,587 and 1,742 were not included in computed diluted earnings per share for the three and nine months ended September 30, 2016, because their effects were anti-dilutive.

Note 4 – Investment securities available for sale

At September 30, 2017 and December 31, 2016, all of our securities were classified as available for sale. The following table presents the composition of our investment portfolio at the dates indicated (dollars in thousands):

	Par Value	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value	Average Yield
September 30, 2017						
US Government Agencies						
One to five years	$27,400	$ 27,558	$ -	$ (150)	$ 27,408	1.29 %
Five to ten years	2,000	2,049	-	(4)	2,045	2.00 %
More than ten years	2,548	2,553	-	(15)	2,538	1.78 %
	31,948	32,160	-	(169)	31,991	1.37 %
Mortgage-backed securities						
One to five years	3,595	3,673	-	(12)	3,661	1.44 %
More than ten years	6,967	6,864	1	(8)	6,857	2.41 %
	10,562	10,537	1	(20)	10,518	2.08 %
Corporate debt						
Five to ten years	2,300	2,323	2	-	2,325	5.42 %
Total investment securities	$44,810	$ 45,020	$ 3	$ (189)	$ 44,834	1.75 %
December 31, 2016						
US Government Agencies						
One to five years	$29,400	$ 29,607	$ -	$ (213)	$ 29,394	1.25 %
More than ten years	2,862	2,868	-	(16)	2,852	1.08 %
	32,262	32,475	-	(229)	32,246	1.24 %
Mortgage-backed securities						
One to five years	3,457	3,524	-	(33)	3,491	1.78 %
More than ten years	8,253	8,170	1	(14)	8,157	2.16 %
	11,710	11,694	1	(47)	11,648	2.05 %
Total investment securities	$43,972	$ 44,169	$ 1	$ (276)	$ 43,894	1.45 %

There were no investment securities pledged to secure deposit repurchase agreements at September 30, 2017 and approximately $1,050,000 at December 31, 2016.

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

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
Gross realized gains	$ -	$ 15	$ -	$ 162
Gross realized losses	-	-	(9)	-
	$ -	$ 15	$ (9)	$ 162

The Company sold approximately $2 million of investment securities available for sale at a loss of $9,000 for the nine months ended September 30, 2017. The Company sold approximately $4 million and $22 million of investment securities for the three and nine months ended September 30, 2016 resulting in a net gain of $15,000 and $162,000, respectively. The sale of these securities, which had fixed interest rates, allowed the Company to decrease its exposure to the anticipated upward movement in interest rates that would result in unrealized losses being recognized in shareholders' equity.

Investment securities available for sale that have an unrealized loss position at September 30, 2017 and December 31, 2016 are detailed below (dollars in thousands):

	Securities in a loss position for less than 12 Months		Securities in a loss position for more than 12 Months		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
September 30, 2017						
US Government Agencies	$ 19,511	$ (95)	$ 12,480	$ (74)	$31,991	$ (169)
Mortgage-backed securities	7,800	(15)	587	(5)	8,387	(20)
	$ 27,311	$ (110)	$ 13,067	$ (79)	$40,378	$ (189)
December 31, 2016						
US Government Agencies	$ 27,291	$ (213)	$ 2,852	$ (16)	$33,143	$ (229)
Mortgage-backed securities	9,450	(47)	-	-	9,450	(47)
	$ 36,741	$ (260)	$ 2,852	$ (16)	$42,593	$ (276)

All of the unrealized losses are attributable to increases in interest rates and not to credit deterioration. Currently, the Company believes that it is probable that the Company will be able to collect all amounts due according to the contractual terms of the investments. Because the decline in market value is attributable to changes in interest rates and not to credit quality, and because it is not more likely than not that the Company will be required to sell the investments before recovery of their amortized cost bases, which may be maturity, the Company does not consider these investments to be other than temporarily impaired at September 30, 2017.

Note 5 – Loans and allowance for loan losses

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

	September 30, 2017		December 31, 2016	
	Amount	%	Amount	%
Construction and land development				
Residential	$ 6,327	1.82 %	$ 6,770	2.01 %
Commercial	28,721	8.28 %	27,092	8.04 %
	35,048	10.10 %	33,862	10.05 %
Commercial real estate				
Owner occupied	71,834	20.70 %	66,021	19.59 %
Non-owner occupied	61,831	17.82 %	57,944	17.19 %
Multifamily	6,114	1.76 %	8,824	2.62 %
Farmland	278	0.08 %	310	0.09 %
	140,057	40.36 %	133,099	39.49 %
Consumer real estate				
Home equity lines	20,595	5.94 %	20,691	6.14 %
Secured by 1-4 family residential,				
First deed of trust	54,820	15.80 %	54,791	16.25 %
Second deed of trust	6,293	1.81 %	5,768	1.71 %
	81,708	23.55 %	81,250	24.10 %
Commercial and industrial loans (except those secured by real estate)	40,647	11.71 %	39,390	11.68 %
Guaranteed student loans	47,643	13.73 %	47,398	14.06 %
Consumer and other	1,899	0.55 %	2,101	0.62 %
Total loans	347,002	100.0 %	337,100	100.0 %
Deferred loan cost, net	676		660	
Less: allowance for loan losses	(3,243)		(3,373)	
	$ 344,435		$ 334,387	

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

Loans pledged as collateral with the Federal Home Loan Bank of Atlanta (“FHLB”) as part of their lending arrangement with the Company totaled $25,111,000 and $27,073,000 at September 30, 2017 and December 31, 2016, respectively.

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

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

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

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

	Risk Rated 1-4	Risk Rated 5	Risk Rated 6	Risk Rated 7	Total Loans
September 30, 2017					
Construction and land development					
Residential	$ 6,327	$ -	$ -	$ -	$ 6,327
Commercial	27,495	1,129	97	-	28,721
	33,822	1,129	97	-	35,048
Commercial real estate					
Owner occupied	70,657	798	379	-	71,834
Non-owner occupied	57,095	1,568	3,168	-	61,831
Multifamily	6,114	-	-	-	6,114
Farmland	278	-	-	-	278
	134,144	2,366	3,547	-	140,057
Consumer real estate					
Home equity lines	19,495	378	722	-	20,595
Secured by 1-4 family residential					
First deed of trust	50,626	2,016	2,178	-	54,820
Second deed of trust	5,944	206	143	-	6,293
	76,065	2,600	3,043	-	81,708
Commercial and industrial loans (except those secured by real estate)	35,440	3,916	1,291	-	40,647
Guaranteed student loans	47,643	-	-	-	47,643
Consumer and other	1,659	222	18	-	1,899
Total loans	$ 328,773	$ 10,233	$ 7,996	$ -	$ 347,002
December 31, 2016					
Construction and land development					
Residential	$ 6,770	$ -	$ -	$ -	$ 6,770
Commercial	25,342	1,648	102	-	27,092
	32,112	1,648	102	-	33,862
Commercial real estate					
Owner occupied	58,788	3,565	3,668	-	66,021
Non-owner occupied	57,944	-	-	-	57,944
Multifamily	8,634	190	-	-	8,824
Farmland	310	-	-	-	310
	125,676	3,755	3,668	-	133,099
Consumer real estate					
Home equity lines	19,501	487	703	-	20,691

Secured by 1-4 family residential					
First deed of trust	49,648	2,847	2,296	-	54,791
Second deed of trust	5,399	125	244	-	5,768
	74,548	3,459	3,243	-	81,250
Commercial and industrial loans (except those secured by real estate)	39,390	-	-	-	39,390
Guaranteed student loans	46,009	739	650	-	47,398
Consumer and other	2,043	52	6	-	2,101
Total loans	$ 319,778	$ 9,653	$ 7,669	$ -	$ 337,100

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

	30-59 Days Past Due	60-89 Days Past Due	Greater Than 90 Days	Total Past Due	Current	Total Loans	Recorded Investment > 90 Days and Accruing
September 30, 2017							
Construction and land development							
Residential	$ -	$ -	$ -	$ -	$ 6,327	$ 6,327	$ -
Commercial	26	-	-	26	28,695	28,721	-
	26	-	-	26	35,022	35,048	-
Commercial real estate							
Owner occupied	-	-	-	-	71,834	71,834	-
Non-owner occupied	-	-	-	-	61,831	61,831	-
Multifamily	-	-	-	-	6,114	6,114	-
Farmland	-	-	-	-	278	278	-
	-	-	-	-	140,057	140,057	-
Consumer real estate							
Home equity lines	-	-	-	-	20,595	20,595	-
Secured by 1-4 family residential							
First deed of trust	271	150	-	421	54,399	54,820	-
Second deed of trust	95	-	-	95	6,198	6,293	-
	366	150	-	516	81,192	81,708	-
Commercial and industrial loans (except those secured by real estate)	-	536	-	536	40,111	40,647	-
Guaranteed student loans	2,077	1,597	8,113	11,787	35,856	47,643	8,113
Consumer and other	-	4	-	4	1,895	1,899	-
Total loans	$ 2,469	$ 2,287	$ 8,113	$ 12,869	$ 334,133	$ 347,002	$ 8,113

	30-59 Days Past Due	60-89 Days Past Due	Greater Than 90 Days	Total Past Due	Current	Total Loans	Recorded Investment > 90 Days and Accruing
December 31, 2016							
Construction and land development							
Residential	$ -	$ -	$ -	$ -	$ 6,770	$ 6,770	$ -

Commercial	-	-	-	-	27,092	27,092	-
	-	-	-	-	33,862	33,862	-
Commercial real estate							
Owner occupied	-	-	-	-	66,021	66,021	-
Non-owner occupied	-	-	-	-	57,944	57,944	-
Multifamily	190	-	-	190	8,634	8,824	-
Farmland	-	-	-	-	310	310	-
	190	-	-	190	132,909	133,099	-
Consumer real estate							
Home equity lines	-	-	-	-	20,691	20,691	-
Secured by 1-4 family residential							
First deed of trust	414	63	-	477	54,314	54,791	-
Second deed of trust	128	-	-	128	5,640	5,768	-
	542	63	-	605	80,645	81,250	-
Commercial and industrial loans (except those secured by real estate)	15	62	-	77	39,313	39,390	-
Guaranteed student loans	2,743	1,923	8,174	12,840	34,558	47,398	8,174
Consumer and other	11	-	-	11	2,090	2,101	-
Total loans	$ 3,501	$ 2,048	$ 8,174	$ 13,723	$ 323,377	$ 337,100	$ 8,174

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

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

	September 30, 2017		
	Recorded Investment	Unpaid Principal Balance	Related Allowance
With no related allowance recorded			
Construction and land development			
Commercial	$97	$164	$ -
Commercial real estate			
Owner occupied	3,512	3,512	
Non-owner occupied	2,176	2,176	-
	5,688	5,688	-
Consumer real estate			
Home equity lines	601	601	-
Secured by 1-4 family residential			
First deed of trust	3,968	3,968	-
Second deed of trust	594	802	-
	5,163	5,371	-
Commercial and industrial loans (except those secured by real estate)	463	693	-
Consumer and other	3	3	
	11,414	11,919	-
With an allowance recorded			
Construction and land development			
Commercial	464	464	2
Commercial real estate			
Owner occupied	1,922	1,937	21
	1,922	1,937	21
Consumer real estate			
Home equity lines	138	138	4
Secured by 1-4 family residential			
First deed of trust	765	765	62
Second deed of trust	86	86	5
	989	989	71
Commercial and industrial loans (except those secured by real estate)	785	901	233
	4,160	4,291	327
Total			
Construction and land development			
Commercial	561	628	2
	561	628	2
Commercial real estate			
Owner occupied	5,434	5,449	21
Non-owner occupied	2,176	2,176	-
	7,610	7,625	21
Consumer real estate			
Home equity lines	739	739	4
Secured by 1-4 family residential,			

First deed of trust	4,733	4,733	62
Second deed of trust	680	888	5
	6,152	6,360	71
Commercial and industrial loans (except those secured by real estate)	1,248	1,594	233
Consumer and other	3	3	-
	$ 15,574	$ 16,210	$ 327

	December 31, 2016		
	Recorded Investment	Unpaid Principal Balance	Related Allowance
With no related allowance recorded			
Construction and land development			
Commercial	$ 102	$ 169	$ -
Commercial real estate			
Owner occupied	1,487	1,487	-
Non-owner occupied	2,236	2,236	-
	3,723	3,723	-
Consumer real estate			
Home equity lines	703	703	-
Secured by 1-4 family residential			
First deed of trust	3,514	3,518	-
Second deed of trust	619	865	-
	4,836	5,086	-
Commercial and industrial loans (except those secured by real estate)	538	768	-
	9,199	9,746	-
With an allowance recorded			
Construction and land development			
Commercial	479	479	9
Commercial real estate			
Owner occupied	4,117	4,132	86
Non-Owner occupied	-	-	-
	4,117	4,132	86
Consumer real estate			
Secured by 1-4 family residential			
First deed of trust	1,550	1,550	144
Second deed of trust	90	90	90
	1,640	1,640	234
Commercial and industrial loans (except those secured by real estate)	6	122	6
	6,242	6,373	335
Total			
Construction and land development			
Commercial	581	648	9
	581	648	9
Commercial real estate			
Owner occupied	5,604	5,619	86
Non-owner occupied	2,236	2,236	-
	7,840	7,855	86
Consumer real estate			
Home equity lines	703	703	-
Secured by 1-4 family residential,			
First deed of trust	5,064	5,068	144

Second deed of trust	709	955	90
	6,476	6,726	234
Commercial and industrial loans (except those secured by real estate)	544	890	6
	$ 15,441	$ 16,119	$ 335

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

	For the Three Months Ended September 30, 2017		For the Nine Months Ended September 30, 2017	
	Average Recorded Investment	Interest Income Recognized	Average Recorded Investment	Interest Income Recognized
With no related allowance recorded				
Construction and land development				
Commercial	$ 99	$ 1	$ 100	$ 3
	99	1	100	3
Commercial real estate				
Owner occupied	3,531	32	2,539	90
Non-owner occupied	2,187	23	2,206	82
	5,718	55	4,745	172
Consumer real estate				
Home equity lines	751	16	761	17
Secured by 1-4 family residential				
First deed of trust	3,737	24	3,615	86
Second deed of trust	555	9	563	27
	5,043	49	4,939	130
Commercial and industrial loans (except those secured by real estate)	470	35	493	49
Consumer and other	4	-	2	-
	11,334	140	10,279	354
With an allowance recorded				
Construction and land development				
Commercial	467	5	472	17
Commercial real estate				
Owner occupied	1,929	17	2,978	58
	1,929	17	2,978	58
Consumer real estate				
Home equity line	139	-	69	6
Secured by 1-4 family residential				
First deed of trust	815	8	1,120	26
Second deed of trust	129	1	131	3
	1,083	9	1,320	35
Commercial and industrial loans (except those secured by real estate)	444	-	245	4
Consumer and other	-	-	1	-
	3,923	31	5,016	114
Total				

Construction and land development				
Commercial	566	6	572	20
	566	6	572	20
Commercial real estate				
Owner occupied	5,460	49	5,517	148
Non-owner occupied	2,187	23	2,206	82
	7,647	72	7,723	230
Consumer real estate				
Home equity lines	890	16	830	23
Secured by 1-4 family residential,				
First deed of trust	4,552	32	4,735	112
Second deed of trust	684	10	694	30
	6,126	58	6,259	165
Commercial and industrial loans (except those secured by real estate)	915	35	738	53
Consumer and other	4	-	3	-
	$ 15,257	$ 171	$ 15,295	$ 468

	For the Three Months Ended September 30, 2016		For the Nine Months Ended September 30, 2016	
	Average Recorded Investment	Interest Income Recognized	Average Recorded Investment	Interest Income Recognized
With no related allowance recorded				
Construction and land development				
Commercial	$ 92	$ -	$ 211	$ 40
	92	-	211	40
Commercial real estate				
Owner occupied	935	-	933	29
Non-owner occupied	2,546	28	2,537	92
	3,481	28	3,470	121
Consumer real estate				
Home equity lines	1,164	-	1,246	1
Secured by 1-4 family residential				
First deed of trust	4,137	42	4,188	134
Second deed of trust	839	9	950	32
	6,140	51	6,384	167
Commercial and industrial loans (except those secured by real estate)	455	-	568	14
Consumer and other	-	-	5	-
	10,168	79	10,638	342
With an allowance recorded				
Construction and land development				
Commercial	1,423	7	1,531	19
Commercial real estate				
Owner occupied	4,911	47	5,272	157
Non-Owner occupied	158	-	174	9
	5,069	47	5,446	166
Consumer real estate				
Secured by 1-4 family residential				
First deed of trust	1,680	-	1,800	9
Second deed of trust	171	-	185	4
	1,851	-	1,985	13
Commercial and industrial loans (except those secured by real estate)	99	-	122	-
	8,442	54	9,084	198
Total				
Construction and land development				
Commercial	1,515	7	1,742	59
	1,515	7	1,742	59
Commercial real estate				
Owner occupied	5,846	47	6,205	186
Non-owner occupied	2,704	28	2,711	101

	8,550	75	8,916	287
Consumer real estate				
Home equity lines	1,164	-	1,246	1
Secured by 1-4 family residential,				
First deed of trust	5,817	42	5,987	143
Second deed of trust	1,010	9	1,135	36
	7,991	51	8,368	180
Commercial and industrial loans (except those secured by real estate)	554	-	690	14
Consumer and other	-	-	5	-
	$ 18,610	$ 133	$ 19,722	$ 540

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

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

	Total	**Performing**	**Nonaccrual**	**Specific Valuation Allowance**
September 30, 2017				
Construction and land development Commercial	$464	$ 464	$ -	$ 2
	464	464	-	2
Commercial real estate				
Owner occupied	4,232	4,037	195	21
Non-owner occupied	2,176	2,176	-	-
	6,408	6,213	195	21
Consumer real estate				
Secured by 1-4 family residential				
First deeds of trust	3,432	2,733	699	60
Second deeds of trust	597	530	67	5
	4,029	3,263	766	65
Commercial and industrial loans (except those secured by real estate)	351	230	121	-
	$11,252	$ 10,170	$ 1,082	$ 88

	Total	Performing	Nonaccrual	Specific Valuation Allowance
December 31, 2016				
Construction and land development Commercial	$479	$ 479	$ -	$ 9
	479	479	-	9
Commercial real estate				
Owner occupied	4,342	4,117	225	86
Non-owner occupied	2,236	2,236	-	-
	6,578	6,353	225	86
Consumer real estate				
Secured by 1-4 family residential				
First deeds of trust	3,853	3,012	841	139
Second deeds of trust	547	547	-	-
	4,400	3,559	841	139
Commercial and industrial loans (except those secured by real estate)	397	-	397	-
	$11,854	$ 10,391	$ 1,463	$ 234

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

	Nine Months Ended September 30, 2017		
	Number of Loans	Pre-Modification Recorded Balance	Post-Modification Recorded Balance
Secured by 1-4 family residential			
First deed of trust	1	$ 190	$ 190
Second deed of trust	1	68	68
	2	258	258
	2	$ 258	$ 258

There were no TDRs identified during the nine months ended September 30, 2016.

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

	Nine Months Ended September 30, 2017		**Nine Months Ended September 30, 2016**	
	Number of Loans	**Recorded Balance**	**Number of Loans**	**Recorded Balance**
Commercial real estate				
Owner occupied	3	$ 2,309	2	$ 390
Non-owner occupied	-	-	-	-
	3	2,309	2	390
Consumer real estate				
Secured by 1-4 family residential				
First deed of trust	10	1,049	7	692
Second deed of trust	2	75	2	86
	12	1,124	9	778
Commercial and industrial (except those secured by real estate)	2	44	1	103
	17	$ 3,477	12	$ 1,271

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

	Beginning Balance	**Provision for (Recovery of) Loan Losses**	**Charge-offs**	**Recoveries**	**Ending Balance**
Three Months Ended September 30, 2017					
Construction and land development					
Residential	$ 38	$ -	$ -	$ -	$ 38
Commercial	213	(40)	-	2	175
	251	(40)	-	2	213
Commercial real estate					
Owner occupied	515	9	-	-	524
Non-owner occupied	416	18	-	-	434
Multifamily	40	(1)	-	-	39
Farmland	3	-	-	-	3
	974	26	-	-	1,000
Consumer real estate					

Home equity lines	250	(3)	-	-	247
Secured by 1-4 family residential					
First deed of trust	462	(10)	-	7	459
Second deed of trust	127	(89)	-	7	45
	839	(102)	-	14	751
Commercial and industrial loans (except those secured by real estate)	302	140	-	3	445
Student loans	99	45	(45)	-	99
Consumer and other	9	(4)	-	2	7
Unallocated	793	(65)	-	-	728
	$ 3,267	$ -	$ (45)	$ 21	$ 3,243

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	Beginning Balance	Provision for (Recovery of) Loan Losses	Charge-offs	Recoveries	Ending Balance
Three Months Ended September 30, 2016					
Construction and land development					
Residential	$ 31	$ 12	$ -	$ -	$ 43
Commercial	259	22	(10)	5	276
	290	34	(10)	5	319
Commercial real estate					
Owner occupied	711	(17)	(57)		637
Non-owner occupied	437	53	(1)	51	540
Multifamily	54	2	-	-	56
Farmland	2	1	-	-	3
	1,204	39	(58)	51	1,236
Consumer real estate					
Home equity lines	259	4	-	1	264
Secured by 1-4 family residential					
First deed of trust	490	79	(113)	6	462
Second deed of trust	133	(11)		6	128
	882	72	(113)	13	854
Commercial and industrial loans (except those secured by real estate)	226	(46)	(15)	46	211
Guaranteed student loans	191	13	(16)		188
Consumer and other	8	7	(12)	5	8
Unallocated	722	(119)	-	-	603
	$ 3,523	$ -	$ (224)	$ 120	$ 3,419

	Beginning Balance	Provision for (Recovery of) Loan Losses	Charge-offs	Recoveries	Ending Balance
Nine Months Ended September 30, 2017					
Construction and land development					
Residential	$ 41	$ (4)	$ -	$ 1	$ 38
Commercial	300	(127)	-	2	175
	341	(131)	-	3	213
Commercial real estate					
Owner occupied	611	(100)	-	13	524

Non-owner occupied	406	28	-	-	434
Multifamily	56	(17)	-	-	39
Farmland	3	-	-	-	3
	1,076	(89)	-	13	1,000
Consumer real estate					
Home equity lines	271	(25)	-	1	247
Secured by 1-4 family residential					
First deed of trust	447	90	(107)	29	459
Second deed of trust	136	(120)	-	29	45
	854	(55)	(107)	59	751
Commercial and industrial loans (except those secured by real estate)	223	209	-	13	445
Student loans	158	56	(115)	-	99
Consumer and other	8	(5)	(2)	6	7
Unallocated	713	15	-	-	728
	$ 3,373	$ -	$ (224)	$ 94	$ 3,243

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	Beginning Balance	Provision for (Recovery of) Loan Losses	Charge-offs	Recoveries	Ending Balance
Nine Months Ended September 30, 2016					
Construction and land development					
Residential	$ 30	$ 12	$ -	$ 1	$ 43
Commercial	291	(10)	(10)	5	276
	321	2	(10)	6	319
Commercial real estate					
Owner occupied	1,167	(464)	(66)	-	637
Non-owner occupied	460	27	-	53	540
Multifamily	51	5	-	-	56
Farmland	17	(139)	-	125	3
	1,695	(571)	(66)	178	1,236
Consumer real estate					
Home equity lines	448	(134)	(53)	3	264
Secured by 1-4 family residential					
First deed of trust	602	(20)	(140)	20	462
Second deed of trust	111	23	(25)	19	128
	1,161	(131)	(218)	42	854
Commercial and industrial loans (except those secured by real estate)	94	42	(15)	90	211
Guaranteed student loans	230	101	(143)	-	188
Consumer and other	2	13	(14)	7	8
Unallocated	59	544	-	-	603
	$ 3,562	$ -	$ (466)	$ 323	$ 3,419

	Beginning Balance	Provision for (Recovery of) Loan Losses	Charge-offs	Recoveries	Ending Balance
Year Ended December 31, 2016					
Construction and land development					
Residential	$ 30	$ 10	$ -	$ 1	$ 41
Commercial	291	9	(10)	10	300
	321	19	(10)	11	341
Commercial real estate					
Owner occupied	1,167	(490)	(66)	-	611

Non-owner occupied	460	(106)	(1)	53	406
Multifamily	51	5	-	-	56
Farmland	17	(139)	-	125	3
	1,695	(730)	(67)	178	1,076
Consumer real estate					
Home equity lines	448	(127)	(53)	3	271
Secured by 1-4 family residential					
First deed of trust	602	(40)	(140)	25	447
Second deed of trust	111	21	(25)	29	136
	1,161	(146)	(218)	57	854
Commercial and industrial loans (except those secured by real estate)	94	44	(15)	100	223
Student loans	230	149	(221)	-	158
Consumer and other	2	10	(13)	9	8
Unallocated	59	654	-	-	713
	$ 3,562	$ -	$ (544)	$ 355	$ 3,373

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The allowance for loan losses at each of the periods presented includes an amount that could not be identified to individual types of loans referred to as the unallocated portion of the allowance. We recognize the inherent imprecision in estimates of losses due to various uncertainties and variability related to the factors used, and therefore a reasonable range around the estimate of losses is derived and used to ascertain whether the allowance is too high. We concluded that the unallocated portion of the allowance was acceptable given the continued higher level of classified assets and was within a reasonable range around the estimate of losses. The allowance for loan losses included an unallocated portion of approximately $728,000, $713,000, and $603,000 at September 30, 2017, December 31, 2016, and September 30, 2016, respectively.

Discussion of the provision for (recovery of) loan losses related to specific loan types are provided following:

- The recovery of loan losses totaling $102,000 for the consumer real estate portfolio for the three months ended September 30, 2017 was attributed to a decline in the general component of the allowance for loan losses as a result of a decrease in the historical loss experience from 0.16% as of June 30, 2017 to 0.13% as of September 30, 2017.

- The provision for loan losses totaling $140,000 for the commercial and industrial loans (except those secured by real estate) for the three months ended September 30, 2017 was attributed to an increase of $172,000 in the specific reserve associated with loans evaluated individually for impairment.

- The recovery of loan losses totaling $131,000 for the construction and land development portfolio for the nine months ended September 30, 2017 was attributed to a decline in the general component of the allowance for loan losses as a result of a decrease in the historical loss experience from 0.38% as of December 31, 2016 to 0.01% as of September 30, 2017.

- The recovery of loan losses totaling $89,000, $730,000 and $571,000 for the commercial real estate portfolio for the nine months ended September 30, 2017, year ended December 31, 2016, and nine months ended September 30, 2016, respectively, was attributable to a decline in the general component of the allowance for loan losses as a result of decreases in the historical loss experience from 0.20% as of September 30, 2016 to a net recovery of 0.04% as of September 30, 2017. In addition, the portfolio was in a net-recovery position of $13,000 and $111,000 for the nine months ended September 30, 2017 and year ended December 31, 2016, respectively.

- The recovery of loan losses totaling $55,000 for the consumer real estate portfolio for the nine months ended September 30, 2017 was attributed to a decrease of $104,000 in the specific reserve associated with loans evaluated individually for impairment. This decrease was offset by an increase in the general component allocated to this portfolio as a result of increases in the historical loss experience from 0.0022% as of year end December 31, 2016 to 0.13% for the nine months ended September 30, 2017. In addition, the portfolio was in a net charge-off position of $48,000 for the nine months ended September 30, 2017.

- The recovery of loan losses totaling $146,000 and $131,000 for the consumer real estate portfolio for the year ended December 31, 2016 and nine months ended September 30, 2016, respectively, was attributable to a decline in the general component of the allowance for loan losses as a result of decreases in the historical loss experience from 0.07% as of September 30, 2016 to 0.0022% as of December 31, 2016. In addition, the portfolio was in a net-charge off position of $161,000 and $176,000 for the year ended December 31, 2016 and the nine months ended September 30, 2016.

- The provision for loan losses totaling $209,000 for the commercial and industrial loans (except those secured by real estate) for the nine months ended September 30, 2017 was attributed to an increase of $227,000 in the specific reserve associated with loans evaluated individually for impairment.

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

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	Recorded Investment in Loans Allowance			Loans		
	Ending Balance	Individually	Collectively	Ending Balance	Individually	Collectively
As of September 30, 2017						
Construction and land development						
Residential	$38	$ -	$ 38	$6,327	$ -	$ 6,327
Commercial	175	2	173	28,721	561	28,160
	213	2	211	35,048	561	34,487
Commercial real estate						
Owner occupied	524	21	503	71,834	5,434	66,400
Non-owner occupied	434	-	434	61,831	2,176	59,655
Multifamily	39	-	39	6,114	-	6,114
Farmland	3	-	3	278	-	278
	1,000	21	979	140,057	7,610	132,447
Consumer real estate						
Home equity lines	247	4	243	20,595	739	19,856
Secured by 1-4 family residential						
First deed of trust	459	62	397	54,820	4,733	50,087
Second deed of trust	45	5	40	6,293	680	5,613
	751	71	680	81,708	6,152	75,556
Commercial and industrial loans (except those secured by real estate)	445	233	212	40,647	1,248	39,399
Student loans	99	-	99	47,643	-	47,643
Consumer and other	735	-	735	1,899	3	1,896
	$3,243	$ 327	$ 2,916	$347,002	$ 15,574	$ 331,428
As of December 31, 2016						
Construction and land development						
Residential	$41	$ -	$ 41	$6,770	$ -	$ 6,770
Commercial	300	9	291	27,092	581	26,511
	341	9	332	33,862	581	33,281
Commercial real estate						
Owner occupied	611	86	525	66,021	5,604	60,417
Non-owner occupied	406	-	406	57,944	2,236	55,708
Multifamily	56	-	56	8,824	-	8,824
Farmland	3	-	3	310	-	310
	1,076	86	990	133,099	7,840	125,259
Consumer real estate						
Home equity lines	271	-	271	20,691	703	19,988
Secured by 1-4 family residential						
First deed of trust	447	144	303	54,791	5,064	49,727
Second deed of trust	136	90	46	5,768	709	5,059
	854	234	620	81,250	6,476	74,774

Commercial and industrial loans (except those secured by real estate)	223	6	217	39,390	544	38,846
Student loans	158	-	158	47,398	-	47,398
Consumer and other	721	-	721	2,101	-	2,101
	$3,373	$ 335	$ 3,038	$337,100	$ 15,441	$ 321,659

Note 6 – Deposits

Deposits as of September 30, 2017 and December 31, 2016 were as follows (dollars in thousands):

	September 30, 2017	**December 31, 2016**
Demand accounts	$ 103,396	$ 92,574
Interest checking accounts	48,673	44,390
Money market accounts	81,423	71,290
Savings accounts	27,601	26,598
Time deposits of $250,000 and over	15,348	13,372
Other time deposits	130,963	135,053
	$ 407,404	$ 383,277

Note 7 – Trust preferred securities

During the first quarter of 2005, Southern Community Financial Capital Trust I, a wholly-owned subsidiary of the Company, was formed for the purpose of issuing redeemable securities. On February 24, 2005, $5.2 million of Trust Preferred Capital Notes were issued through a pooled underwriting. The securities have a LIBOR-indexed floating rate of interest (three-month LIBOR plus 2.15%) which adjusts, and is payable, quarterly. The interest rate at September 30, 2017 was 3.47%. The securities were redeemable at par beginning on March 15, 2010 and each quarter after such date until the securities mature on March 15, 2035. No amounts have been redeemed at September 30, 2017 and there are no plans to do so. The principal asset of the Trust is $5.2 million of the Company's junior subordinated debt securities with like maturities and like interest rates to the Trust Preferred Capital Notes.

During the third quarter of 2007, Village Financial Statutory Trust II, a wholly-owned subsidiary of the Company, was formed for the purpose of issuing redeemable securities. On September 20, 2007, $3.6 million of Trust Preferred Capital Notes were issued through a pooled underwriting. The securities have LIBOR-indexed floating rate of interest (three-month LIBOR plus 1.4%) which adjusts, and is also payable, quarterly. The interest rate at September 30, 2017 was 2.72%. The securities may be redeemed at par at any time commencing in December 2012 until the securities mature in 2037. No amounts have been redeemed at September 30, 2017 and there are no plans to do so. The principal asset of the Trust is $3.6 million of the Company's junior subordinated debt securities with like maturities and like interest rates to the Trust Preferred Capital Notes.

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

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

Note 8 – Stock incentive plan

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

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

	Nine Months Ended September 30,							
	2017				**2016**			
	Options	**Weighted Average Exercise Price**	**Fair Value Per Share**	**Intrinsic Value**	**Options**	**Weighted Average Exercise Price**	**Fair Value Per Share**	**Intrinsic Value**
Options outstanding, beginning of period	2,337	$ 24.21	$ 12.76		2,929	$ 24.47	$ 12.74	
Granted	-	-	-		-	-	-	
Forfeited	-	-	-		-	-	-	
Exercised	-	-	-		-	-	-	
Options outstanding, end of period	2,337	$ 24.21	$ 12.76	$ -	2,929	$ 24.47	$ 12.74	$ -
Options exercisable, end of period	2,337				1,730			

During the second quarter of 2017, we granted certain officers 600 restricted shares of common stock with a weighted average fair market value of $28.83 at the date of grant. The restricted stock awards vest over two years. During the third quarter of 2017, we granted certain officers 5,450 restricted shares of common stock with a weighted average fair market value of $31.00 at the date of grant. These restricted stock awards vest over three years. During the second quarter of 2016, we granted certain officers 4,000 restricted shares of common stock with a weighted average fair market value of $20.00 at the date of grant. These restricted stock awards vest over two years. Prior to vesting, these shares are subject to forfeiture to us without consideration upon termination of employment under certain circumstances. The total number of shares underlying non-vested restricted stock was 28,437 and 51,665 at September 30, 2017 and 2016, respectively.

The fair value of the stock is based on the grant date of the award and the expense is recognized over the vesting period. Unamortized stock-based compensation related to nonvested share based compensation arrangements granted under the stock incentive plan as of September 30, 2017 and 2016, was $487,374 and $775,575, respectively. The time based unamortized compensation of $301,676 is expected to be recognized over a weighted average period of 1.99 years.

Stock-based compensation expense was approximately $102,000 and $156,000 for the nine months ended September 30, 2017 and 2016, respectively.

Note 9 – Fair value

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

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

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

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

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

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

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

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

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

Assets held for sale: Assets held for sale were transferred from premises and equipment at cost less accumulated depreciation at the date of transfer. The Company periodically evaluates the value of assets held for sale and records an impairment charge for any subsequent declines in fair value less selling costs. Fair value is based upon independent market prices, appraised values of the collateral or management's estimation of the value of the collateral. When the fair value of the collateral is based on an observable market price or a current appraised value, the Company records the assets held for sale as nonrecurring Level 2. When an appraised value is not available or management determines the fair value of the collateral is further impaired below the appraised value and there is no observable market price, the Company records the asset held for sale as nonrecurring Level 3.

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

	Fair Value Measurement at September 30, 2017 Using			
	Carrying Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Financial Assets - Recurring				
US Government Agencies	$31,991	$ -	$ 31,991	$ -
Mortgage-backed securities	10,518	-	10,518	-
Other investments	2,325	1,000	1,325	-
Financial Assets - Non-Recurring				
Impaired loans	15,574	-	14,039	1,535
Assets held for sale	841	-	-	841
Real estate owned	1,788	-	1,788	-

	Fair Value Measurement at December 31, 2016 Using			
	Carrying Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Financial Assets - Recurring				
US Government Agencies	$32,246	$ 2,103	$ 30,143	$ -
Mortgage-backed securities	11,648	9,450	2,198	-
Financial Assets - Non-Recurring				
Impaired loans	15,441	-	14,467	974
Assets held for sale	841	-	-	841
Real estate owned	2,926	-	2,926	-

The following tables present qualitative information about Level 3 fair value measurements for financial instruments measured at fair value at September 30, 2017 and December 31, 2016 (dollars in thousands):

	September 30, 2017			
	Fair Value Estimate	**Valuation Techniques**	**Unobservable Input**	**Range (Weighted Average)**
Impaired loans - real estate secured	$287	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	$1,248	Appraisal (1) or Discounted Cash Flow	Selling costs	10%
			Discount for lack of marketability or practical life	0%-50% (20%)
Assets held for sale	$841	Appraisal (1) or Internal Valuation (2)	Selling costs	6%-10% (7%)
			Discount for lack of marketability and age of appraisal	6%-30% (15%)

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

	December 31, 2016			
	Fair Value Estimate	**Valuation Techniques**	**Unobservable Input**	**Range (Weighted Average)**
Impaired loans - real estate secured	$517	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	$457	Appraisal (1) or Discounted Cash Flow	Selling costs	10%
			Discount for lack of marketability or practical life	0%-50% (20%)
Assets held for sale	$841	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

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

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

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

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

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

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

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

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

	Level in Fair Value Hierarchy	September 30, 2017		December 31, 2016	
	(In thousands)	Carrying Value	Estimated Fair Value	Carrying Value	Estimated Fair Value
Financial assets					
Cash	Level 1	$15,684	$ 15,684	$10,848	$ 10,848
Cash equivalents	Level 2	15,026	15,026	948	948
Investment securities available for sale	Level 1	1,000	1,000	11,553	11,553
Investment securities available for sale	Level 2	43,834	43,834	32,341	32,341
Federal Home Loan Bank stock	Level 2	466	466	512	512
Loans held for sale	Level 2	5,641	5,641	14,784	14,784
Loans	Level 2	331,428	330,874	321,659	322,386
Impaired loans	Level 2	14,039	14,039	14,467	14,467
Impaired loans	Level 3	1,535	1,535	974	974
Assets held for sale	Level 3	841	841	841	841
Other real estate owned	Level 2	1,788	1,788	2,926	2,926
Bank owned life insurance	Level 3	7,222	7,222	7,093	7,093
Accrued interest receivable	Level 2	2,516	2,516	2,274	2,274
Financial liabilities					
Deposits	Level 2	407,404	407,503	383,277	383,985
FHLB borrowings	Level 2	1,600	1,600	2,400	2,402
Trust preferred securities	Level 2	8,764	9,380	8,764	8,565
Other borrowings	Level 2	-	-	81	81
Accrued interest payable	Level 2	142	142	70	70

Note 10 – Segment Reporting

The Company has two reportable segments: traditional commercial banking and mortgage banking. Revenues from commercial banking operations consist primarily of interest earned on loans and securities and fees from deposit services. Mortgage banking operating revenues consist principally of interest earned on mortgage loans held for sale, gains on sales of loans in the secondary mortgage market, and loan origination fee income.

The commercial banking segment provides the mortgage banking segment with the short-term funds needed to originate mortgage loans through a warehouse line of credit and charges the mortgage banking segment interest based on the commercial banking segment's cost of funds. Additionally, the mortgage banking segment leases premises from the commercial banking segment. These transactions are eliminated in the consolidation process.

The following table presents segment information as of and for the three and nine months ended September 30, 2017 and 2016 (in thousands):

Three Months Ended September 30, 2017	Commercial Banking	Mortgage Banking	Eliminations	Consolidated Totals
Revenues				
Interest income	$ 4,313	$ 72	$ (5)	$ 4,380
Gain on sale of loans	-	1,395	-	1,395
Other revenues	566	158	(41)	683
Total revenues	4,879	1,625	(46)	6,458
Expenses				
Interest expense	688	5	(5)	688
Salaries and benefits	2,010	975	-	2,985
Commissions	-	431	-	431
Other expenses	1,775	241	(41)	1,975
Total operating expenses	4,473	1,652	(46)	6,079
Income (loss) before income taxes	$ 406	$ (27)	$ -	$ 379
Total assets	$ 467,558	$ 10,123	$ (12,975)	$ 464,706

Three Months Ended September 30, 2016	Commercial Banking	Mortgage Banking	Eliminations	Consolidated Totals
Revenues				
Interest income	$ 3,995	$ 165	$ (56)	$ 4,104
Gain on sale of loans	-	2,043	-	2,043
Other revenues	1,109	229	(32)	1,306
Total revenues	5,104	2,437	(88)	7,453
Expenses				
Interest expense	660	56	(56)	660
Salaries and benefits	2,066	979	-	3,045
Commissions	-	533	-	533
Other expenses	2,370	297	(32)	2,635
Total operating expenses	5,096	1,865	(88)	6,873
Income before income taxes	$ 8	$ 572	$ -	$ 580
Total assets	$ 450,043	$ 10,562	$ (14,314)	$ 446,291

	Commercial Banking	Mortgage Banking	Eliminations	Consolidated Totals
Nine Months Ended September 30, 2017				
Revenues				
Interest income	$ 12,513	$ 205	$ (15)	$ 12,703
Gain on sale of loans	-	4,195	-	4,195
Other revenues	1,680	503	(137)	2,046
Total revenues	14,193	4,903	(152)	18,944
Expenses				
Interest expense	1,997	15	(15)	1,997
Salaries and benefits	6,090	2,952	-	9,042
Commissions	-	1,180	-	1,180
Other expenses	4,914	689	(137)	5,466
Total operating expenses	13,001	4,836	(152)	17,685
Income before income taxes	$ 1,192	$ 67	$ -	$ 1,259
Total assets	$ 467,558	$ 10,123	$ (12,975)	$ 464,706

	Commercial Banking	Mortgage Banking	Eliminations	Consolidated Totals
Nine Months Ended September 30, 2016				
Revenues				
Interest income	$ 11,625	$ 363	$ (98)	$ 11,890
Gain on sale of loans	-	4,630	-	4,630
Other revenues	2,994	533	(129)	3,398
Total revenues	14,619	5,526	(227)	19,918
Expenses				
Interest expense	1,958	98	(98)	1,958
Salaries and benefits	5,828	2,635	-	8,463
Commissions	-	1,163	-	1,163
Other expenses	6,014	808	(129)	6,693
Total operating expenses	13,800	4,704	(227)	18,277
Income before income taxes	$ 819	$ 822	$ -	$ 1,641
Total assets	$ 450,043	$ 10,562	$ (14,314)	$ 446,291

Note 11 – Shareholders’ equity and regulatory matters

Preferred Stock

On May 1, 2009, as part of the Capital Purchase Program (the “TARP 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. As a result of the Company’s 1 for 16 reverse stock split completed in August 2014, the number of shares underlying the Warrant and the exercise price per share were adjusted to 31,190 and $70.88, respectively. The fair value of the preferred stock was estimated using discounted cash flow methodology at an assumed market equivalent rate of 13%, with 20 quarterly payments over a five year period, and was determined to be $10,208,000. The fair value of the Warrant was estimated using the Black-Scholes option pricing model, with assumptions of 25% volatility, a risk-free rate of 2.03%, a yield of 6.162% and an estimated life of 5 years, and was determined to be $534,000. The aggregate fair value for both the preferred stock and Warrant was determined to be $10,742,000 with 95% of the aggregate attributable to the preferred stock and 5% attributable to the Warrant. Therefore, the $14,738,000 issuance was allocated with $14,006,000 being assigned to the preferred stock and $732,000 being allocated to the Warrant. The difference between the $14,738,000 face value of the preferred stock and the amount allocated of $14,006,000 to the preferred stock was accreted as a discount on the preferred stock using the effective interest rate method over five years.

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

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

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

In accordance with the Company's prior Written Agreement with the Federal Reserve Bank of Richmond (the "Reserve Bank"), the Company had been deferring quarterly cash dividends on the preferred stock since May 2011. The Written Agreement was terminated by the Reserve Bank as of July 28, 2016. With the termination of the Written Agreement, the Company is not required to defer the quarterly cash dividends on the preferred stock.

During the first quarter of 2017, the Company received approval from state and federal regulators allowing the Bank to pay a special dividend to the Company for the sole purpose of paying all accrued and unpaid dividends on the preferred stock through February 15, 2017, as well as to redeem 688 shares of the total 5,715 shares outstanding. The accrued and unpaid dividends paid on February 15, 2017 amounted to $2,911,000. The 688 shares were redeemed on February 24, 2017 at a redemption price of $1,000 per share plus accrued dividends from February 15, 2017 to the redemption date.

During the second quarter of 2017, the Company received approval from the state regulators allowing the Bank to pay a dividend to the Company.

At September 30, 2017, the aggregate amount of the Company's total accrued dividend payments on the preferred stock was $56,000 and reflected as a reduction of retained earnings.

Common Stock

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

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

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

Regulatory Matters

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.

Quantitative measures are established by regulation to ensure capital adequacy require the Bank to maintain minimum amounts and ratios (set forth in the table below) of total and Tier 1 Capital (as defined in the regulations) to risk-weighted assets, and of Tier 1 Capital to average assets (the Leverage ratio).

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

The capital amounts and ratios at September 30, 2017 and December 31, 2016 for the Bank are presented in the table below (dollars in thousands):

	Actual		For Capital Adequacy Purposes		To be Well Capitalized	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
September 30, 2017						
Total capital (to risk- weighted assets) Village Bank	$46,308	14.23%	$ 26,040	8.00 %	$ 32,550	10.00 %
Tier 1 capital (to risk- weighted assets) Village Bank	43,065	13.23%	19,530	6.00 %	26,040	8.00 %
Leverage ratio (Tier 1 capital to average assets) Village Bank	43,065	9.51 %	18,299	4.00 %	22,873	5.00 %
Common equity tier 1 (to risk-weighted assets) Village Bank	43,065	13.23%	14,648	4.50 %	21,158	6.50 %
December 31, 2016						
Total capital (to risk- weighted assets) Village Bank	$49,225	15.33%	$ 25,693	8.00 %	$ 32,117	10.00 %
Tier 1 capital (to risk- weighted assets) Village Bank	45,852	14.28%	12,847	4.00 %	19,270	6.00 %
Leverage ratio (Tier 1 capital to average assets) Village Bank	45,852	10.47%	17,523	4.00 %	21,903	5.00 %
Common equity tier 1 (to risk-weighted assets) Village Bank	45,852	14.28%	14,452	4.50 %	20,876	6.50 %

Note 12 – 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):

	September 30, 2017	**December 31, 2016**
Undisbursed credit lines	$ 55,999	$ 55,315
Commitments to extend or originate credit	17,481	16,467
Standby letters of credit	4,213	4,397
Total commitments to extend credit	$ 77,693	$ 76,179

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

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

extending loans to customers.

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

Approximately 14% of the Company's loan portfolio consists of student loans that are guaranteed by the DOE and covers approximately 98% of the principal and interest in the event of default. The Company utilizes a third party vendor with significant experience and expertise to service these loans. In the unlikely event that the third party servicer does not service the loans in accordance with the DOE requirements and could not reimburse the Company for losses sustained as a result of servicing errors, the Company could sustain additional losses beyond what has been factored in the allowance for loan losses.

Prior Agreements with Regulators – In February 2012, the Bank entered into a Stipulation and Consent to the Issuance of a Consent Order with the FDIC and the Virginia Bureau of Financial Institutions (the “Supervisory Authorities”), and the Supervisory Authorities issued the related Consent Order effective February 3, 2012 (the “Consent Order”). In June 2012, the Company entered into a similar written agreement (the “Written Agreement”) with the Reserve Bank. As a result of the steps the Company and the Bank took to, among other things, improve asset quality, increase capital, augment management and board oversight, and increase earnings, the Consent Order was terminated effective December 14, 2015. In place of the Consent Order, the Bank’s Board of Directors made certain written assurances to the Supervisory Authorities in the form of a Memorandum of Understanding (“MOU”) that became effective November 17, 2015. Due to further improvements by the Company and the Bank in asset quality and earnings, and the correction of a prior Regulation W violation, the MOU was terminated effective May 12, 2016, and the Written Agreement was terminated effective July 28, 2016. With the terminations of the MOU and the Written Agreement, neither the Company nor the Bank is under any formal or informal agreements with its regulators.

Note 13 – 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.

In assessing the Company’s ability to realize its net deferred tax asset, management considers whether it is more likely than not that some portion or all of the net deferred tax asset will or will not be realized. The Company’s ultimate realization of the net deferred tax asset is dependent upon the generation of future taxable income during the periods in which temporary differences become deductible. Management considers the nature and amount of historical and projected future taxable income, the scheduled reversal of deferred tax assets and liabilities, and available tax planning strategies in making this assessment. The amount of net deferred taxes recognized could be impacted by changes to any of these variables.

Each quarter, the Company weighs both the positive and negative information with respect to realization of the net deferred tax asset and analyzes its position as to whether or not a valuation allowance is required. Over the past several quarters, the positive information has been increasing while the negative information has been decreasing. Over the last eight quarters, the Company has demonstrated consistent earnings while its level of non-performing assets, which was the primary cause of the Company’s losses, has steadily decreased. Additionally, the Reserve Bank, the FDIC and the Virginia Bureau of Financial Institutions have terminated their formal agreements with the Company and the Bank, reducing regulatory risk.

Given the consistent earnings and improving asset quality, the Company's analysis concluded that, it is more likely than not that the Company will generate sufficient taxable income within the applicable carry-forward periods to realize its net deferred tax asset.

There was a $106,000 and $333,000 income tax expense recorded for the three and nine month periods ended September 30, 2017, respectively, compared to an $11,352,000 income tax benefit recorded for each of the three and nine month periods ended September 30, 2016. The Company recognized an income tax benefit of $11,172,000 for the year ended December 31, 2016. The income tax benefit in 2016 was due to the reversal of the valuation allowance previously recorded against the net deferred tax asset as of September 30, 2016, offset by tax on pretax earnings for 2016 of $825,000.

The net operating losses available to offset future taxable income amounted to $23,028,000 at September 30, 2017 and begin expiring in 2028; $1,257,000 of such amount is subject to a limitation by Section 382 of the Internal Revenue Code of 1986, as amended, to $908,000 per year.

Commercial banking organizations conducting business in Virginia are not subject to Virginia income taxes. Instead, they are subject to a franchise tax based on bank capital. The Company recorded franchise tax expense of approximately $85,000 and $256,000 for the three and nine months ended September 30, 2017, respectively, compared to $19,000 and $56,000 for the three and nine months ended September 30, 2016, respectively.

Note 14 – Recent accounting pronouncements

In May 2014, the FASB issued ASU No. 2014-09, “Revenue from Contracts with Customers: Topic 606.” This ASU revised guidance for the recognition, measurement, and disclosure of revenue from contracts with customers. The original guidance has been amended through subsequent accounting standard updates that resulted in technical corrections, improvements, and a one-year deferral of the effective date to January 1, 2018. The guidance, as amended, is applicable to all entities and, once effective, will replace significant portions of existing industry and transaction-specific revenue recognition rules with a more principles-based recognition model. Most revenue associated with financial instruments, including interest income, loan origination fees, and credit card fees, is outside the scope of the guidance. Gains and losses on investment securities, derivatives, and sales of financial instruments are similarly excluded from the scope. Entities can elect to adopt the guidance either on a full or modified retrospective basis. Full retrospective adoption will require a cumulative effect adjustment to retained earnings as of the beginning of the earliest comparative period presented. Modified retrospective adoption will require a cumulative effect adjustment to retained earnings as of the beginning of the reporting period in which the entity first applies the new guidance. The Company plans to adopt this guidance on the effective date, January 1, 2018 via the modified retrospective approach. The Company performed its assessment of the adoption of this ASU and the related subsequent technical corrections issued. Based on the completed contracts reviewed thus far, the adoption of this accounting guidance is not expected to have a material impact on the Company's consolidated financial statements.

In January 2016, the FASB issued ASU No. 2016-01, “Recognition and Measurement of Financial Assets and Financial Liabilities.” This ASU requires an entity to: (i) measure equity investments at fair value through net income,

with certain exceptions; (ii) present in Other Comprehensive Income the changes in instrument-specific credit risk for financial liabilities measured using the fair value option; (iii) present financial assets and financial liabilities by measurement category and form of financial asset; (iv) calculate the fair value of financial instruments for disclosure purposes based on an exit price and; (v) assess a valuation allowance on deferred tax assets related to unrealized losses of AFS debt securities in combination with other deferred tax assets. The ASU provides an election to subsequently measure certain nonmarketable equity investments at cost less any impairment and adjusted for certain observable price changes. The ASU also requires a qualitative impairment assessment of such equity investments and amends certain fair value disclosure requirements. This ASU is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2017. Early adoption is only permitted for the provision related to instrument-specific credit risk. The Company does not expect ASU 2016-01 to have a material impact on the Company's financial position, results of operations, or cash flows.

In February 2016, the FASB issued ASU No. 2016-02, “Leases (Topic 842)”. This ASU requires lessees to recognize assets and liabilities arising from most operating leases on the statement of financial position. ASU 2016-02 will be effective for the Company for the fiscal years beginning after December 15, 2018 with early adoption permitted. The Company has determined that the provisions of ASU-2016-02 may result in an increase in assets to recognize the present value of the lease obligations with a corresponding increase in liabilities, however, the Company does not expect this to have a material impact on the Company’s financial position, results of operations or cash flows.

In March 2016, the FASB issued ASU No. 2016-09, “Compensation – Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting.” This ASU simplifies several aspects of the accounting for employee share-based payment transactions, including the accounting for income taxes, forfeitures, and statutory tax withholding requirements, as well as classification in the statement of cash flows. This ASU is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2016. Early adoption is permitted; however if the Company elects to early adopt, then all amendments must be adopted in the same period. The Company has concluded the adoption of ASU No. 2016-09 has not had a material impact on its consolidated financial statements.

In June 2016, the FASB issued ASU No. 2016-13, “Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments.” This ASU amends guidance on reporting credit losses for assets held at amortized cost basis and available-for-sale debt securities by eliminating the probable initial recognition threshold (incurred loss methodology) and requiring entities to reflect its current estimate of all expected credit losses. The amendments in the ASU are effective beginning after December 15, 2019 and for interim periods within that year. Early adoption is permitted beginning after December 15, 2018. Entities will apply the amendments in this ASU through a cumulative-effect adjustment to retained earnings in the first period effective. While the Company is currently evaluating the provisions of ASU No. 2016-13 to determine the potential impact the new standard will have on the Company’s Consolidated Financial Statements, it has taken steps to prepare for the implementation when it becomes effective, such as forming an internal task force, gathering pertinent data, consulting with outside professionals, and evaluating its current IT systems.

In August 2016, the FASB issued ASU No. 2016-15, “Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Payments (a consensus of Merging Issues Task Force).” This ASU attempts to clarify how certain cash receipts and cash payments are presented and classified in the statement of cash flows. The purpose of this update is to reduce existing diversity in practice in eight areas addressed by the update. The amendment will be effective for the Company for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. Early adoption is permitted. The Company has concluded the adoption of ASU No. 2016-15 will not have a material impact on its consolidated financial statements.

In March 2017, the FASB issued ASU No. 2017-08, “Receivables – Nonrefundable Fees and Other Cost (Subtopic 310-20), Premium Amortization on Purchased Callable Debt Securities.” These amendments shorten the amortization period for certain callable debt securities held at a premium. Specifically, the amendments require the premium to be amortized to the earliest call date. The amendments do not require an accounting change for securities held at a discount; the discount continues to be amortized to maturity. The guidance is effective for public business entities for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018. Early adoption is permitted including adoption in an interim period. If an entity early adopts in an interim period, any adjustments should be reflected as of the beginning of the fiscal year that includes the interim period. The amendments should be applied on a modified retrospective basis, with a cumulative-effect adjustment directly to retained earnings as of the beginning of the period of adoption. The Company does have exposure and is assessing the impact of ASU 2017-08 and may choose early adoption. Overall, the Company does not expect it to have a material impact on its accounting.

In May 2017, the FASB issued ASU No. 2017-09, “Scope of Modification Accounting.” The amendment clarifies Topic 718, *Compensation – Stock Compensation*, such that an entity must apply modification accounting to changes in the terms or conditions of a share-based payment award unless all of the following criteria are met: (1) the fair value of the modified award is the same as the fair value of the original award immediately before the modification, provided that the ASU indicates that if the modification does not affect any of the inputs to the valuation technique used to value the award, the entity is not required to estimate the value immediately before and after the modification; (2) the vesting conditions of the modified award are the same as the vesting conditions of the original award immediately before the modification; and (3) the classification of the modified award as an equity instrument or a liability instrument is the same as the classification of the original award immediately before the modification. The ASU is effective for all entities for fiscal years beginning after December 15, 2017, including interim periods within those years. Early adoption is permitted, including adoption in an interim period. The Company has concluded the adoption of ASU No. 2017-09 will not have a material impact on its consolidated financial statements.

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

Caution about forward-looking statements

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

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

- changes in assumptions underlying the establishment of allowances for loan losses, and other estimates;
- the risks of changes in interest rates on levels, composition and costs of deposits, loan demand, and the values and liquidity of loan collateral, securities, and interest sensitive assets and liabilities;
- the effects of future economic, business and market conditions;
- legislative and regulatory changes, including the Dodd-Frank Wall Street Reform and Consumer Protection Act and other changes in banking, securities, and tax laws and regulations and their application by our regulators, and changes in scope and cost of FDIC insurance and other coverages;
- our inability to maintain our regulatory capital position;
- the Company’s computer systems and infrastructure may be vulnerable to attacks by hackers or breached due to employee error, malfeasance, or other disruptions despite security measures implemented by the Company;
- changes in market conditions, specifically declines in the residential and commercial real estate market, volatility and disruption of the capital and credit markets, soundness of other financial institutions we do business with;
- risks inherent in making loans such as repayment risks and fluctuating collateral values;
- changes in operations of Village Bank Mortgage Corporation as a result of the activity in the residential real estate market;
- exposure to repurchase loans sold to investors for which borrowers failed to provide full and accurate information on or related to their loan application or for which appraisals have not been acceptable or when the loan was not underwritten in accordance with the loan program specified by the loan investor;
- governmental monetary and fiscal policies;
- changes in accounting policies, rules and practices;
- reliance on our management team, including our ability to attract and retain key personnel;
- competition with other banks and financial institutions, and companies outside of the banking industry, including those companies that have substantially greater access to capital and other resources;

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

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

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

General

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

Although we endeavor to minimize the credit risk inherent in the Company's loan portfolio, we must necessarily make various assumptions and judgments about the collectability of the loan portfolio based on our experience and evaluation of economic conditions. If such assumptions or judgments prove to be incorrect, the current allowance for loan losses may not be sufficient to cover loan losses and additions to the allowance may be necessary, which would have a negative impact on net income.

Results of operations

The following presents management's discussion and analysis of the financial condition of the Company at September 30, 2017 and December 31, 2016 and the results of operations for the Company for the three and nine months ended September 30, 2017 and 2016. This discussion should be read in conjunction with the Company's consolidated financial statements and the notes thereto appearing elsewhere in this Quarterly Report.

Summary

For the three months ended September 30, 2017, the Company had net income of $273,000 and net income available to common shareholders of $160,000, or $0.11 per fully diluted share, compared to net income of $11,932,000 and net income available to common shareholders of $11,932,000, or $8.21 per fully diluted share, for the same period in 2016. For the nine months ended September 30, 2017, the Company had net income of $926,000 and net income available to common shareholders of $541,000, or $0.38 per fully diluted share, compared to net income of $12,993,000 and net income available to common shareholders of $12,446,000, or $8.74 per fully diluted share, for the same period in 2016. The decrease in net income for both the three and nine months ended September 30, 2017 is due to recording an income tax benefit of $11,352,000 due to the reversal in the third quarter of 2016 of the $11,997,000 valuation allowance previously recorded against the net deferred tax asset.

There were significant changes in income and expense items when comparing 2017 and 2016 results. The more significant changes are reflected in the following table (in thousands):

	Q3 2017 Compared to Q3 2016	Nine Months 2017 Compared to Nine Months 2016
Increase (decrease) in		
Net interest income	$ 248	$ 774
Gains on loan sales	(648)	(435)
Gain on sale of assets	-	(504)
Gain on sale of investments	(15)	(171)
Rental income	-	(582)
(Increase) decrease in		
Salaries and benefits	60	(579)
Commissions	102	(17)
Occupancy	55	367
Writedown of assets held for sale	-	220
Cease use lease obligation	-	125
Expenses related to foreclosed real estate	68	401
FDIC premium	21	80
Income tax expense	(11,458)	(11,685)
	$ (11,567)	$ (12,006)

Net interest income

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

	For the Three Months Ended September 30,		
	2017	2016	Change
	(dollars in thousands)		
Average interest-earning assets	$ 415,015	$ 391,763	$ 23,252
Interest income	$ 4,380	$ 4,104	$ 276
Yield on interest-earning assets	4.19 %	4.17 %	0.02 %
Average interest-bearing liabilities	$ 315,505	$ 305,641	$ 9,864
Interest expense	$ 688	$ 660	$ 28
Cost of interest-bearing liabilities	0.87 %	0.86 %	0.01 %

Net interest income	$ 3,692	$ 3,444	$ 248
Net interest margin	3.53 %	3.50 %	0.03 %

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The increase in net interest income of $248,000 in the third quarter of 2017 was a result of positive movements in interest income. Interest income increased by $276,000, with interest income on loans increasing by $215,000 and interest income on investment securities increasing by $106,000. The increase in interest income on loans was attributable to an increase in average loans outstanding of $9,430,000. The increase in interest income on investment securities was due to an increase in average investments securities of $18,355,000. The third quarter 2017 net interest margin increased 3 basis points to 3.53% compared to 3.50% in the third quarter of 2016. The increase in net interest margin was driven by an increase in interest-earning asset yields as a result of the purchase of a $7.4 million student loan portfolio in August 2017 with an expected yield of 4.64%.

	For the Nine Months Ended September 30,		
	2017	**2016**	**Change**
	(dollars in thousands)		
Average interest-earning assets	$ 405,320	$ 372,514	$ 32,806
Interest income	$ 12,703	$ 11,890	$ 813
Yield on interest-earning assets	4.19 %	4.26 %	(0.07)%
Average interest-bearing liabilities	$ 310,417	$ 304,086	$ 6,331
Interest expense	$ 1,997	$ 1,958	$ 39
Cost of interest-bearing liabilities	0.86 %	0.86 %	0.00 %
Net interest income	$ 10,706	$ 9,932	$ 774
Net interest margin	3.53 %	3.56 %	(0.03)%

The increase in net interest income of $774,000 for the nine months ended September 30, 2017 was a result of positive movements in interest income. Interest income increased by $813,000, with interest income on loans increasing by $660,000 and interest income on investment securities increasing by $245,000. The increase in interest income on loans was attributable to an increase in average loans outstanding of $21,149,000. The increase in interest income on investment securities was due to an increase in average investment securities of $17,321,000. The nine months ended September 30, 2017 net interest margin decreased 3 basis points to 3.53% compared to 3.56% in the third quarter of 2016. The decrease in net interest margin was driven by lower loan yields, as new and renewed loans were originated and re-priced at lower rates.

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

	Three Months Ended September 30, 2017			Three Months Ended September 30, 2016		
	Average Balance	Interest Income/ Expense	Annualized Yield Rate	Average Balance	Interest Income/ Expense	Annualized Yield Rate
Loans net of deferred fees	$ 343,357	$ 4,063	4.69 %	$ 333,927	$ 3,848	4.58 %
Loans held for sale	7,123	72	4.01 %	18,358	165	3.58 %
Investment securities	44,009	178	1.60 %	25,654	72	1.12 %
Federal funds and other	20,526	67	1.30 %	13,824	19	0.55 %
Total interest earning assets	415,015	4,380	4.19 %	391,763	4,104	4.17 %
Allowance for loan losses and deferred fees	(3,261)			(3,420)		
Cash and due from banks	9,560			10,347		
Premises and equipment, net	13,029			12,641		
Other assets	25,397			18,229		
Total assets	$ 459,740			$ 429,560		
Interest bearing deposits						
Interest checking	$ 49,152	$ 22	0.18 %	$ 41,901	$ 19	0.18 %
Money market	82,411	84	0.40 %	68,781	64	0.37 %
Savings	22,597	10	0.18 %	20,298	9	0.18 %
Certificates	150,981	499	1.31 %	158,494	498	1.25 %
Total	305,141	615	0.80 %	289,474	590	0.81 %
Borrowings	10,364	73	2.79 %	16,167	70	1.72 %
Total interest bearing liabilities	315,505	688	0.87 %	305,641	660	0.86 %
Noninterest bearing deposits	97,464			83,754		
Other liabilities	2,860			7,802		
Total liabilities	415,829			397,197		
Equity capital	43,911			32,363		
Total liabilities and capital	$ 459,740			$ 429,560		
Net interest income before provision for loan losses		$ 3,692			$ 3,444	
Interest spread - average yield on interest earning assets, less average rate on interest bearing liabilities			3.32 %			3.31 %
Annualized net interest margin (net interest income expressed as percentage of average earning assets)			3.53 %			3.50 %

	Nine Months Ended September 30, 2017			Nine Months Ended September 30, 2016		
	Average Balance	Interest Income/ Expense	Annualized Yield Rate	Average Balance	Interest Income/ Expense	Annualized Yield Rate
Loans net of deferred fees	$ 342,157	$ 11,880	4.64 %	$ 321,008	$ 11,220	4.67 %
Loans held for sale	6,704	206	4.11 %	12,985	363	3.73 %
Investment securities	43,717	506	1.55 %	26,396	261	1.32 %
Federal funds and other	12,742	111	1.16 %	12,125	46	0.51 %
Total interest earning assets	405,320	12,703	4.19 %	372,514	11,890	4.26 %
Allowance for loan losses and deferred fees	(3,317)			(3,543)		
Cash and due from banks	10,023			15,198		
Premises and equipment, net	12,858			13,315		
Other assets	25,557			26,372		
Total assets	$ 450,441			$ 423,856		
Interest bearing deposits						
Interest checking	$ 45,677	$ 61	0.18 %	$ 42,910	$ 58	0.18 %
Money market	77,319	225	0.39 %	67,562	187	0.37 %
Savings	22,373	29	0.17 %	19,941	27	0.18 %
Certificates	152,169	1,455	1.28 %	158,933	1,512	1.27 %
Total	297,538	1,770	0.80 %	289,346	1,784	0.82 %
Borrowings	12,879	227	2.36 %	14,740	174	1.58 %
Total interest bearing liabilities	310,417	1,997	0.86 %	304,086	1,958	0.86 %
Noninterest bearing deposits	92,851			80,005		
Other liabilities	3,481			8,081		
Total liabilities	406,749			392,172		
Equity capital	43,692			31,684		
Total liabilities and capital	$ 450,441			$ 423,856		
Net interest income before provision for loan losses		$ 10,706			$ 9,932	
Interest spread - average yield on interest earning assets, less average rate on interest bearing liabilities			3.33 %			3.40 %
Annualized net interest margin (net interest income expressed as percentage of average earning assets)			3.53 %			3.56 %

Provision for (recovery of) loan losses

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

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

The Company did not record a provision for loan losses for the three and nine months ended September 30, 2017 and 2016.

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

	Nine Months Ended September 30,				For Year Ended December 31,	
	2017		2016		2016	
	Provision (Recovery)	Average Loans Outstanding	Provision (Recovery)	Average Loans Outstanding	Provision (Recovery)	Average Loans Outstanding
Construction and land development	$(131)	$ 34,455	$2	$ 31,575	$19	$ 32,506
Commercial real estate	(89)	136,578	(571)	123,065	(730)	124,659
Consumer real estate	(55)	81,479	(131)	81,772	(146)	82,422
Commercial and industrial	209	40,019	42	28,930	44	29,738
Guaranteed student loans	56	47,521	101	52,685	149	50,694
Consumer	(5)	2,000	13	2,127	10	1,918
Unallocated	15	-	544	-	654	-
	$-	$ 342,052	$-	$ 320,154	$-	$ 321,937

The allowance for loan losses at each of the periods presented includes an amount that could not be identified to individual types of loans referred to as the unallocated portion of the allowance. We recognize the inherent imprecision in estimates of losses due to various uncertainties and variability related to the factors used, and therefore a reasonable range around the estimate of losses is derived and used to ascertain whether the allowance is too high. We concluded that the unallocated portion of the allowance was acceptable given the continued higher level of classified assets and was within a reasonable range around the estimate of losses. The allowance for loan losses included an unallocated portion of approximately $728,000, $713,000, and $603,000 at September 30, 2017, December 31, 2016, and September 30, 2016, respectively.

Discussion of the provision for (recovery of) loan losses related to specific loan types are provided following:

- The recovery of loan losses totaling $102,000 for the consumer real estate portfolio for the three months ended September 30, 2017 was attributed to a decline in the general component of the allowance for loan losses as a result of a decrease in the historical loss experience from 0.16% as of June 30, 2017 to 0.13% as of September 30, 2017.

- The provision for loan losses totaling $140,000 for the commercial and industrial loans (except those secured by real estate) for the three months ended September 30, 2017 was attributed to an increase of $172,000 in the specific reserve associated with loans evaluated individually for impairment.

- The recovery of loan losses totaling $131,000 for the construction and land development portfolio for the nine months ended September 30, 2017 was attributed to a decline in the general component of the allowance for loan losses as a result of a decrease in the historical loss experience from 0.38% as of December 31, 2016 to 0.01% as of September 30, 2017.

- The recovery of loan losses totaling $89,000, $730,000 and $571,000 for the commercial real estate portfolio for the nine months ended September 30, 2017, year ended December 31, 2016, and nine months ended September 30, 2016, respectively, was attributable to a decline in the general component of the allowance for loan losses as a result of decreases in the historical loss experience from 0.20% as of September 30, 2016 to a net recovery of 0.04% as of September 30, 2017. In addition, the portfolio was in a net-recovery position of $13,000 and $111,000 for the nine months ended September 30, 2017 and year ended December 31, 2016, respectively.

- The recovery of loan losses totaling $55,000 for the consumer real estate portfolio for the nine months ended September 30, 2017 was attributed to a decrease of $104,000 in the specific reserve associated with loans evaluated individually for impairment. This decrease was offset by an increase in the general component allocated to this portfolio as a result of increases in the historical loss experience from 0.0022% as of year end December 31, 2016 to 0.13% for the nine months ended September 30, 2017. In addition, the portfolio was in a net charge-off position of $48,000 for the nine months ended September 30, 2017.

- The recovery of loan losses totaling $146,000 and $131,000 for the consumer real estate portfolio for the year ended December 31, 2016 and nine months ended September 30, 2016, respectively, was attributable to a decline in the general component of the allowance for loan losses as a result of decreases in the historical loss experience from 0.07% as of September 30, 2016 to 0.0022% as of December 31, 2016. In addition, the portfolio was in a net-charge off position of $161,000 and $176,000 for the year ended December 31, 2016 and the nine months ended September 30, 2016.

- The provision for loan losses totaling $209,000 for the commercial and industrial loans (except those secured by real estate) for the nine months ended September 30, 2017 was attributed to an increase of $227,000 in the specific reserve associated with loans evaluated individually for impairment.

Noninterest income

Noninterest income includes service charges and fees on deposit accounts, fee income related to loan origination, gains and losses on sale of mortgage loans and securities held for sale, and rental income primarily on our previous headquarters building. The most significant noninterest income item has been gain on loans sales generated by the mortgage company, representing 67% and 72% for the three month periods ended September 30, 2017 and 2016, respectively, and 67% and 58% for the nine month periods ended September 30, 2017 and 2016, respectively.

	For the Three Months Ended September 30,		Change	
	2017	2016	$	%
	(dollars in thousands)			

Service charges and fees	$591	$673	$(82)	(12.2)%
Gain on sale of loans	1,395	2,043	(648)	(31.7)%
Gain (loss) on sale of investment securities	-	15	(15)	(100.0)%
Other	92	114	(22)	(19.3)%
Total noninterest income	$2,078	$2,845	$(767)	(27.0)%

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- The decrease in gain on sale of loans is due to decreased activity by our mortgage banking segment as the mortgage market has been less favorable during the three months ended September 30, 2017. The gain on sale is recognized at the date of sale to the investor and mortgage loans sales decreased from $67,334,000 for the three months ended September 30, 2016 to $41,496,000 for the three months ended September 30, 2017. At the end of the first quarter of 2017, we closed our Manassas, VA mortgage production office after the retirement of its long term leader. The mortgage company has hired six new loan officers as well as a production manager who has extensive background in the business and the local market. We expect the costs of hiring, training and other initiatives to have a negative impact on earnings for the remainder of the year.
- The Company sold approximately $4 million in investment securities resulting in a gain of $15,000 during the three months ended September 30, 2016. These sales resulted from managements' efforts to reduce interest rate risk in our investment portfolio.

	For the Nine Months Ended September 30,		Change	
	2017	2016	$	%
	(dollars in thousands)			
Service charges and fees	$1,785	$1,858	$(73)	(3.9)%
Gain on sale of loans	4,195	4,630	(435)	(9.4)%
Gain on sale of assets	-	504	(504)	(100.0)%
Gain (loss) on sale of investment securities	(9)	162	(171)	(105.6)%
Rental income	-	582	(582)	(100.0)%
Other	270	292	(22)	(7.5)%
Total noninterest income	$6,241	$8,028	$(1,787)	(22.3)%

- The decrease in gain on sale of loans is due to decreased activity by our mortgage banking segment in the second and third quarters of 2017. At the end of the first quarter of 2017, we closed our Manassas, VA mortgage production office after the retirement of its long term leader. Additionally, the President of the mortgage banking segment retired in the first quarter of 2017. Both of these events had a negative impact on the mortgage banking segments' loan production. The gain on sale is recognized at the date of sale to the investor and mortgage loans sales decreased from $152,689,000 for the nine months ended September 30, 2016 to $127,636,000 for the nine months ended September 30, 2017.
- The gain on sale of assets in 2016 relates to the sale of our previous headquarters building and was a onetime event.
- The Company sold approximately $2 million and $22 million in investment securities resulting in a loss of $9,000 and a gain of $162,000 during the nine months ended 2017 and 2016, respectively. These sales resulted from management's efforts to reduce interest rate risk in our investment portfolio.
- The decline in rental income is a result of the sale of our previous headquarters building in June 2016 that generated rental income from nonrelated entities.

Noninterest expense

	For the Three Months Ended September 30,		Change	
	2017	2016	$	%
	(dollars in thousands)			
Salaries and benefits	$2,985	$3,045	$(60)	(2.0)%
Commissions	431	533	(102)	(19.1)%
Occupancy	269	324	(55)	(17.0)%
Equipment	193	197	(4)	(2.0)%
Supplies	55	81	(26)	(32.1)%
Professional and outside services	742	743	(1)	(0.1)%
Advertising and marketing	134	76	58	76.3 %
Foreclosed assets, net	11	79	(68)	(86.1)%
FDIC insurance premium	69	90	(21)	(23.3)%
Other operating expense	502	541	(39)	(7.2)%
Total noninterest income	$5,391	$5,709	$(318)	(5.6)%

- The decrease in salaries and benefits was due to staffing reductions associated with processing efficiencies gain in the mortgage segment.
- Commissions expense declined due to a decrease in mortgage loan production from $67,233,000 for the three months ended September 30, 2016 to $36,363,000 for the three months ended September 30, 2017.
- Occupancy declined due to the sale of our previous headquarters building in June 2016.
- The increase in advertising and marketing expense is related to the Company expanding its marketing efforts during the three months ended September 30, 2017.
- The decrease in expenses related to foreclosed assets is attributed to a decline in the other real estate owned balance from $3,621,000 at September 30, 2016 to $1,788,000 at September 30, 2017.
- The decrease in the FDIC insurance premium was a result of a decrease in the Bank’s risk rating with the FDIC as of September 30, 2017.

	For the Nine Months Ended September 30,		Change	
	2017	2016	$	%
	(dollars in thousands)			
Salaries and benefits	$9,042	$8,463	$579	6.8 %
Commissions	1,180	1,163	17	1.5 %
Occupancy	821	1,188	(367)	(30.9)%
Equipment	553	573	(20)	(3.5)%
Write down of assets held for sale	-	220	(220)	(100.0)%
Cease use lease obligation	(125)	-	(125)	(100.0)%
Supplies	173	232	(59)	(25.4)%
Professional and outside services	2,254	2,220	34	1.5 %
Advertising and marketing	274	239	35	14.6 %
Foreclosed assets, net	(151)	250	(401)	(160.4)%
FDIC insurance premium	207	287	(80)	(27.9)%
Other operating expense	1,460	1,484	(24)	(1.6)%
Total noninterest income	$15,688	$16,319	$(631)	(3.9)%

- The increase in salaries and benefits was due to staffing changes in key management positions.
- Occupancy declined due to the sale of our previous headquarters building in June 2016.
- Write down of assets held for sale decreased due to previous write downs associated with the closure of a branch during the nine months ended September 30, 2016.
- During the fourth quarter of 2016, the Company recorded a loss from branch consolidation of $252,000 related to a future lease obligation, which was settled for a lower amount late in the first quarter of 2016 resulting in a partial recovery of $125,000.
- The decrease in expense related to foreclosed real estate was due to the recognition of gains on the sale of foreclosed assets of $218,000 during the first quarter of 2017.
- The decrease in the FDIC insurance premium was a result of a decrease in the Bank's risk rating with the FDIC as of September 30, 2017.

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.

In assessing the Company's ability to realize its net deferred tax asset, management considers whether it is more likely than not that some portion or all of the net deferred tax asset will or will not be realized. The Company's ultimate realization of the net deferred tax asset is dependent upon the generation of future taxable income during the periods in which temporary differences become deductible. Management considers the nature and amount of historical and projected future taxable income, the scheduled reversal of deferred tax assets and liabilities, and available tax planning strategies in making this assessment. The amount of net deferred taxes recognized could be impacted by changes to any of these variables.

Each quarter, the Company weighs both the positive and negative information with respect to realization of the net deferred tax asset and analyzes its position as to whether or not a valuation allowance is required. Over the past several quarters, the positive information has been increasing while the negative information has been decreasing. Over the last eight quarters, the Company has demonstrated consistent earnings while its level of non-performing assets, which was the primary cause of the Company's losses, has steadily decreased. Additionally, the Reserve Bank, the FDIC and the Virginia Bureau of Financial Institutions have terminated their formal agreements with the Company and the Bank, reducing regulatory risk.

Given the consistent earnings and improving asset quality, the Company's analysis concluded that, it is more likely than not that the Company will generate sufficient taxable income within the applicable carry-forward periods to realize its net deferred tax asset.

There was a $106,000 and $333,000 income tax expense recorded for the three and nine month periods ended September 30, 2017, respectively, compared to an $11,352,000 income tax benefit recorded for each of the three and nine month periods ended September 30, 2016. The Company recognized an income tax benefit of $11,172,000 for the year ended December 31, 2016. The income tax benefit in 2016 was due to the reversal of the valuation allowance previously recorded against the net deferred tax asset as of September 30, 2016, offset by tax on pretax earnings for 2016 of $825,000.

The net operating losses available to offset future taxable income amounted to $23,028,000 at September 30, 2017 and begin expiring in 2028; $1,257,000 of such amount is subject to a limitation by Section 382 of the Internal Revenue Code of 1986, as amended, to $908,000 per year.

Commercial banking organizations conducting business in Virginia are not subject to Virginia income taxes. Instead, they are subject to a franchise tax based on bank capital. The Company recorded franchise tax expense of approximately $85,000 and $256,000 for the three and nine months ended September 30, 2017, respectively, compared to $19,000 and $56,000 for the three and nine months ended September 30, 2016, respectively.

Balance Sheet Analysis

Investment securities

At September 30, 2017 and December 31, 2016, all of our investment securities were classified as available for sale. Investment securities classified as available for sale may be sold in the future, prior to maturity. These securities are carried at fair value. Net aggregate unrealized gains or losses on these securities are included, net of taxes, as a component of shareholders' equity. Given the generally high credit quality of the portfolio, management expects to realize all of its investment upon market recovery or the maturity of such instruments, and thus believes that any impairment in value is interest rate related and therefore temporary. Available for sale securities included net unrealized losses of $186,000 and $275,000 at September 30, 2017 and December 31, 2016, respectively. As of September 30, 2017, management does not intend to sell any of the securities classified as available for sale and which have unrealized losses, and believes that it is more likely than not that the Company will not have to sell any such securities before a recovery of cost.

The Company sold approximately $2 million and $22 million of investment securities available for sale at a loss of $9,000 and a gain of $162,000 during the nine months ended 2017 and 2016, respectively. The sale of these securities, which had fixed interest rates, allowed the Company to decrease its exposure to the anticipated upward movement in interest rates that would result in unrealized losses being recognized in shareholders' equity. In February 2017, the Company purchased approximately $2 million in investment securities available for sale to invest liquidity in higher yielding assets. The securities purchased have durations of less than five years to minimize exposure to upward movement in interest rates and, in some cases, have returning cash flows that can be reinvested should interest rates rise.

During the third quarter of 2017, the Company began purchasing corporate debt, in its investment portfolio. Generally these investments have a ten year term callable after five years, with an interest rate that is fixed for the first five years and variable tied to an index for the last five years. The Company will only invest in corporate debt if, based on its own in-depth analysis, it determines that the investment is investment grade as defined in regulations.

The following table presents the composition of our investment portfolio at the dates indicated (dollars in thousands).

	Par Value	**Amortized Cost**	**Gross Unrealized Gains**	**Gross Unrealized Losses**	**Estimated Fair Value**	**Average Yield**
September 30, 2017						
US Government Agencies						
One to five years	$27,400	$ 27,558	$ -	$ (150)	$ 27,408	1.29 %
Five to ten years	2,000	2,049	-	(4)	2,045	2.00 %
More than ten years	2,548	2,553	-	(15)	2,538	1.78 %
	31,948	32,160	-	(169)	31,991	1.37 %
Mortgage-backed securities						
One to five years	3,595	3,673	-	(12)	3,661	1.44 %
More than ten years	6,967	6,864	1	(8)	6,857	2.41 %
	10,562	10,537	1	(20)	10,518	2.08 %
Corporate debt						
Five to ten years	2,300	2,323	2	-	2,325	5.42 %
Total investment securities	$44,810	$ 45,020	$ 3	$ (189)	$ 44,834	1.75 %
December 31, 2016						
US Government Agencies						
One to five years	$29,400	$ 29,607	$ -	$ (213)	$ 29,394	1.25 %
More than ten years	2,862	2,868	-	(16)	2,852	1.08 %
	32,262	32,475	-	(229)	32,246	1.24 %

Mortgage-backed securities								
One to five years	3,457	3,524		-	(33	)	3,491	1.78 %
More than ten years	8,253	8,170		1	(14	)	8,157	2.16 %
	11,710	11,694		1	(47	)	11,648	2.05 %
Total investment securities	$43,972	$ 44,169	$	1	$ (276	)	$ 43,894	1.45 %

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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. Additionally, as a significant amount of the loan losses we have experienced in the past is attributable to construction and land development loans, our strategy has shifted from reducing this type of lending to closely managing the quality and concentration in these loan types.

Approximately 74% of all loans are secured by mortgages on real property located principally in the Commonwealth of Virginia. We are much less reliant on real estate secured lending than was the case in 2012 when 90% of our loan portfolio consisted of this type of lending. Approximately 14% of the loan portfolio consists of rehabilitated student loans purchased by the Bank in 2017, 2016, 2015 and 2014 (see discussion following). The Company's commercial and industrial loan portfolio represents approximately 12% of all loans. Loans in this category are typically made to individuals, and 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 less than 1% of the total.

The Bank purchased one portfolio of rehabilitated student loans guaranteed by the DOE totaling approximately $7.4 million on August 10, 2017. The Bank had previously purchased one portfolio totaling $7 million in 2016, two portfolios totaling approximately $23 million in 2015, and two portfolios totaling approximately $33 million in 2014. The guarantee covers approximately 98% of principal and accrued interest. The loans are serviced by a third-party servicer that specializes in handling the special needs of the DOE student loan programs. The Bank used excess liquidity to purchase the loans.

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

	September 30, 2017		December 31, 2016	
	Amount	%	Amount	%
Construction and land development				
Residential	$ 6,327	1.82 %	$ 6,770	2.01 %
Commercial	28,721	8.28 %	27,092	8.04 %
	35,048	10.10 %	33,862	10.05 %
Commercial real estate				
Owner occupied	71,834	20.70 %	66,021	19.59 %
Non-owner occupied	61,831	17.82 %	57,944	17.19 %
Multifamily	6,114	1.76 %	8,824	2.62 %
Farmland	278	0.08 %	310	0.09 %
	140,057	40.36 %	133,099	39.49 %
Consumer real estate				
Home equity lines	20,595	5.94 %	20,691	6.14 %
Secured by 1-4 family residential,				
First deed of trust	54,820	15.80 %	54,791	16.25 %
Second deed of trust	6,293	1.81 %	5,768	1.71 %
	81,708	23.55 %	81,250	24.10 %
Commercial and industrial loans (except those secured by real estate)	40,647	11.71 %	39,390	11.68 %
Guaranteed student loans	47,643	13.73 %	47,398	14.06 %
Consumer and other	1,899	0.55 %	2,101	0.62 %
Total loans	347,002	100.0 %	337,100	100.0 %
Deferred loan cost, net	676		660	
Less: allowance for loan losses	(3,243)		(3,373)	
	$ 344,435		$ 334,387	

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

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

Loans are considered impaired when, based on current information and events it is probable the Company will be unable to collect all amounts due in accordance with the original contractual terms of the loan agreement, including scheduled principal and interest payments. Impairment is evaluated in total for smaller-balance loans of a similar

nature and on an individual loan basis for other loans. If a loan is impaired, a specific valuation allowance is allocated, if necessary, so that the loan is reported net, at the present value of estimated future cash flows using the loan's existing rate or at the fair value of collateral if repayment is expected solely from the collateral. Interest payments on impaired loans are typically applied to principal unless collectability of the principal amount is reasonably assured, in which case interest is recognized on a cash basis. Impaired loans, or portions thereof, are charged off when deemed uncollectible.

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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 September 30, 2017 was $3,243,000, compared to $3,373,000 at December 31, 2016. The ratio of the allowance for loan losses to core portfolio loans (excluding government guaranteed loans, net of unearned income and excluding mortgage loans held for sale) at September 30, 2017 and December 31, 2016 was 1.14% and 1.16%, respectively. We believe the amount of the allowance for loan losses at September 30, 2017 is adequate to absorb the losses that can reasonably be anticipated from the loan portfolio at that date.

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

Analysis of Allowance for Loan Losses

	Nine Months Ended September 30,	
	2017	**2016**
Beginning balance	$3,373	$3,562
Provision for loan losses	-	-
Charge-offs		
Construction and land development Commercial	-	(10)
Commercial real estate		
Owner occupied	-	(66)
Non-owner occupied	-	-
Farmland	-	-
Consumer real estate		
Home equity lines	-	(53)
Secured by 1-4 family residential		
First deed of trust	(107)	(140)
Second deed of trust	-	(25)
Commercial and industrial (except those secured by real estate)		(15)
Guaranteed student loans	(115)	(143)
Consumer and other	(2)	(14)
	(224)	(466)
Recoveries		
Construction and land development		
Residential	1	1
Commercial	2	5
Commercial real estate		
Owner occupied	13	-
Non-owner occupied	-	53
Farmland	-	125
Consumer real estate		
Home equity lines	1	3
Secured by 1-4 family residential		
First deed of trust	29	20
Second deed of trust	29	19
Commercial and industrial (except those secured by real estate)	13	90
Consumer and other	6	7
	94	323
Net charge-offs	(130)	(143)

Ending balance	$3,243	$3,419
Loans outstanding at end of period[(1)]	$347,678	$334,153
Loans outstanding at end of period, excluding guaranteed loans	$284,858	$272,220
Ratio of allowance for loan losses as a percent of loans outstanding at end of period	0.93 %	1.02 %
Ratio of allowance for loan losses as a percent of loans outstanding at end of period, excluding guaranteed loans	1.14 %	1.26 %
Average loans outstanding for the period[(1)]	$342,157	$321,008
Ratio of net charge-offs to average loans outstanding for the period	0.04 %	0.04 %

(1) Loans are net of unearned income.

Asset quality

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

	September 30, 2017	December 31, 2016	September 30, 2016
Nonaccrual loans	$ 2,516	$ 2,402	$ 2,527
Foreclosed properties	1,788	2,926	3,620
Total nonperforming assets	$ 4,304	$ 5,328	$ 6,147
Restructured loans (not included in nonaccrual loans above)	$ 10,170	$ 10,154	$ 11,543
Loans past due 90 days and still accruing [1]	$ 8,113	$ 8,174	$ 9,722
Nonperforming assets to loans [2]	1.24 %	1.58 %	1.84 %
Nonperforming assets to total assets [3]	0.9 %	1.2 %	1.4 %
Allowance for loan losses to nonaccrual loans	128.9 %	140.4 %	135.3 %

(1) All loans 90 days past due and still accruing are rehabilitated student loans which have a 98% guarantee by the DOE.

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

(3) Nonperforming assets excludes performing troubled debt restructurings.

The following table presents an analysis of the changes in nonperforming assets for the nine months ended September 30, 2017 (dollars in thousands):

	Nonaccrual Loans	Foreclosed Properties	Total
Balance December 31, 2016	$ 2,402	$ 2,926	5,328
Additions	1,228	-	1,228

Loans placed back on accrual	(259)	-	(259)
Transfers to OREO	(285)	285	-
Repayments	(479)	-	(479)
Charge-offs	(91)	(20)	(111)
Sales	-	(1,403)	(1,403)
Balance September 30, 2017	$ 2,516	$ 1,788	4,304

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

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

Of the total nonaccrual loans of $2,516,000 at September 30, 2017 that were considered impaired, ten loans totaling $1,028,000 had specific allowances for loan losses totaling $259,000. This compares to $2,402,000 in nonaccrual loans at December 31, 2016 of which eight loans totaling $660,000 had specific allowances for loan losses of $97,000.

Cumulative interest income that would have been recorded had nonaccrual loans been performing would have been approximately $145,000 and $121,000 for the nine months ended September 30, 2017 and 2016, respectively.

Deposits

Deposits as of September 30, 2017 and December 31, 2016 were as follows (dollars in thousands):

	September 30, 2017			**December 31, 2016**		
	Amount	**%**		**Amount**	**%**	
Demand accounts	103,396	25.4	%	$ 92,574	24.2	%
Interest checking accounts	48,673	11.9	%	44,390	11.6	%
Money market accounts	81,423	20.0	%	71,290	18.6	%
Savings accounts	27,601	6.8	%	26,598	6.9	%
Time deposits of $250,000 and over	15,348	3.8	%	13,372	3.5	%
Other time deposits	130,963	32.1	%	135,053	35.2	%
Total	$ 407,404	100.0	%	$ 383,277	100.0	%

Total deposits increased by $24,127,000, or 6.29%, from $383,277,000 at December 31, 2016 to $407,404,000 at September 30, 2017, as compared to an increase of $14,372,000, or 3.9%, during the first nine months of 2016. Checking and savings accounts increased by $16,108,000, money market accounts increased by $10,133,000 and time deposits decreased by $2,114,000. The cost of our interest-bearing deposits decreased to 0.80% for the first nine months of 2017 compared to 0.82% for the first nine months of 2016.

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

Borrowings

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

As a member of the FHLB, the Bank is required to own capital stock in the FHLB and is authorized to apply for borrowings from the FHLB. Each FHLB credit program has its own interest rate, which may be fixed or variable, and range of maturities. The FHLB may prescribe the acceptable uses to which the advances may be put, as well as on the size of the advances and repayment provisions. Borrowings from the FHLB were $1,600,000 and $2,400,000 at September 30, 2017 and December 31, 2016, respectively. The FHLB advances are secured by the pledge of loans. Available borrowings at September 30, 2017 were approximately $16 million based on currently pledged collateral. However, with additional pledges, the Company could be granted up to 25% of assets in advances.

Capital resources

On May 1, 2009, the Company received a $14,738,000 investment by the United States Department of the Treasury under the TARP Program. The TARP Program was a voluntary program designed to provide capital for healthy banks to improve the flow of funds from banks to their customers. Under the TARP Program, the Company issued to the Treasury $14,738,000 of preferred stock and a 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. As a result of the Company's 1 for 16 reverse stock split completed in August 2014, the number of shares underlying the Warrant and the exercise price per share were adjusted to 31,190 and $70.88, respectively. 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 Company's preferred stock securities by the Treasury that resulted in the purchase of the securities by private and institutional investors. The Treasury continues to own the Warrant. This freed the Company from some constraints and costs that were in place while the Treasury held the securities.

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 headquarters building at the Watkins Centre completed in July 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. See Note 7 of the *Notes to Consolidated Financial Statements* for a more detailed discussion of the Trust Preferred Capital Notes.

The Company was previously prohibited by its Written Agreement with the Reserve Bank from paying dividends on capital stock, including the preferred stock, or interest payments on the trust preferred capital notes without prior regulatory approval. The Written Agreement was terminated by the Reserve Bank as of July 28, 2016. With the termination of the Written Agreement, the Company is not required to defer the quarterly cash dividends on the preferred stock.

on price of $1,000 per share plus accrued dividends from February 15, 2017 to the redemption date.

During the first quarter of 2017, the Company received approval from state and federal regulators allowing the Bank to pay a special dividend to the Company for the sole purpose of paying all accrued and unpaid dividends on the preferred stock through February 15, 2017, as well as to redeem 688 shares of the total 5,715 shares outstanding. The accrued and unpaid dividends paid on February 15, 2017 amounted to $2,911,000. The 688 shares were redeemed on February 24, 2017 at a redemption price of $1,000 per share plus accrued dividends from February 15, 2017 to the redemption date.

During the second quarter of 2017, the Company received approval from the state regulators allowing the Bank to pay a dividend to the Company.

At September 30, 2017, the aggregate amount of the Company's total accrued dividend payments on the preferred stock was $56,000 and reflected as a reduction of retained earnings. This amount was accrued for and included in other liabilities on the Balance Sheet in the *Consolidated Financial Statements.*

The Company received notification on February 26, 2016 from the Reserve Bank approving the payment of all accrued and deferred interest payments on trust preferred securities bringing the Company current as of March 2016.

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

On August 6, 2014, the Company filed Articles of Amendment to its Articles of Incorporation with the Virginia State Corporation Commission to effect a 1-for-16 reverse stock split of its outstanding common stock. The Articles of Amendment became effective on August 8, 2014. As a result of the reverse split, every sixteen shares of the Company's issued and outstanding common stock were consolidated into one issued and outstanding share of common stock.

On March 27, 2015, the Company completed a rights offering to shareholders and concurrent standby offering to Kenneth R. Lehman, in which the Company issued an aggregate of 1,051,866 shares of common stock (the total number of shares offered) at $13.87 per share for aggregate gross proceeds of $14,589,381 (including the value of the

Company's preferred stock exchanged by Mr. Lehman for shares of common stock of $4,618,813). In connection with the Rights Offering, 283,293 shares were issued to shareholders upon exercise of their basic subscription rights and 191,773 shares were issued to shareholders upon exercise of their oversubscription privileges (approximately 36.9% of the total number of shares requested pursuant to oversubscription privileges). In connection with the Standby Offering, Mr. Lehman purchased an aggregate of 576,800 shares of the Company's common stock, 333,007 of which were issued in exchange for 9,023 shares of the Company's preferred stock and 243,793 of which were purchased for cash. Also, as part of the Standby Offering, Mr. Lehman forgave $2,215,009 in accrued and unpaid dividends on the preferred stock.

On December 22, 2015, the Bank received notification from the FDIC and the Virginia Bureau of Financial Institutions that the Consent Order under which the Bank had been operating since February 3, 2012 was terminated effective December 14, 2015. The Consent Order was terminated as a result of the steps the Company and the Bank took to, among other things, improve asset quality, increase capital, augment management and board oversight, and increase earnings. In place of the Consent Order, the Bank's board of directors made certain written assurances to the FDIC and Virginia Bureau of Financial Institutions in the MOU concerning asset quality, earnings, regulatory violations, minimum capital levels, asset growth, restrictions on paying dividends and a requirement to furnish progress reports to the FDIC and Virginia Bureau of Financial Institutions. Due to further improvements by the Company and the Bank in asset quality and earnings, and the correction of a prior Regulation W violation, the MOU was terminated effective May 12, 2016, and the Written Agreement was terminated effective July 28, 2016. With the terminations of the MOU and the Written Agreement, neither the Company nor the Bank is under any formal or informal agreements with its regulators.

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

	September 30, 2017		December 31, 2016	
Tier 1 capital				
Total bank equity capital	$ 47,707		$ 50,231	
Net unrealized loss on available-for-sale securities	122		181	
Defined benefit postretirement plan	54		60	
Dissallowed deferred tax asset	(4,818	)	(4,619	)
Disallowed intangible assets	-		(1	)
Total Tier 1 capital	43,065		45,852	
Tier 2 capital				
Allowance for loan losses	3,243		3,373	
Total Tier 2 capital	3,243		3,373	
Total risk-based capital	46,308		49,225	
Risk-weighted assets	$ 325,503		$ 321,166	
Average assets	$ 452,651		$ 438,069	
Capital ratios				
Leverage ratio (Tier 1 capital to average assets)	9.51	%	10.47	%
Common equity tier 1 capital ratio (CET 1)	13.23	%	14.28	%
Tier 1 capital to risk-weighted assets	13.23	%	14.28	%
Total capital to risk-weighted assets	14.23	%	15.33	%
Equity to total assets	10.34	%	11.37	%

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

Federal regulatory agencies are required by law to adopt regulations defining five capital tiers: well capitalized, adequately capitalized, undercapitalized, significantly undercapitalized, and critically undercapitalized. The Bank is considered well-capitalized at September 30, 2017 and December 31, 2016.

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 FDI Act Section 29. In addition, the FDIC insurance assessment increases when an institution falls below the "well capitalized" classification.

Liquidity

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

At September 30, 2017, our liquid assets, consisting of cash, cash equivalents and investment securities available for sale totaled $75,544,000, or 16% of total assets. Investment securities traditionally provide a secondary source of liquidity since they can be converted into cash in a timely manner. There were no securities pledged as collateral on borrowings as of September 30, 2017.

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 $15 million for which there were no borrowings against the lines at September 30, 2017.

We are also a member of the FHLB, from which applications for borrowings can be made. The FHLB requires that securities, qualifying mortgage loans, and stock of the FHLB owned by the Bank be pledged to secure any advances from the FHLB. The unused borrowing capacity currently available from the FHLB at September 30, 2017 was $16 million, based on the Bank's qualifying collateral available to secure any future borrowings. However, we are able to pledge additional collateral to the FHLB in order to increase our available borrowing capacity up to 25% of assets. Liquidity provides us with the ability to meet normal deposit withdrawals, while also providing for the credit needs of customers. We are committed to maintaining liquidity at a level sufficient to protect depositors, provide for reasonable growth, and fully comply with all regulatory requirements.

At September 30, 2017, we had commitments to originate $77,693,000 of loans. Fixed commitments to incur capital expenditures were approximately $100,000 at September 30, 2017. Certificates of deposit scheduled to mature in the 12-month period ending September 30, 2018 totaled $64,442,000. We believe that a significant portion of such deposits will remain with us. We further believe that deposit growth, loan repayments and other sources of funds will be adequate to meet our foreseeable short-term and long-term liquidity needs.

Interest rate sensitivity

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

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

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

Critical accounting policies

General

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

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

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

Allowance for loan losses

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

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

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

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

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

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

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

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

Troubled debt restructurings

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

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

Real estate acquired in settlement of loans

Real estate acquired in settlement of loans represent properties acquired through foreclosure or physical possession. Write-downs to fair value less cost to sell of foreclosed assets at the time of transfer are charged to allowance for loan losses. Subsequent to foreclosure, the Company periodically evaluates the value of foreclosed assets held for sale and records an impairment charge for any subsequent declines in fair value less selling costs. If fair value declines subsequent to foreclosure, a valuation allowance is recorded through expense. Operating costs after acquisition are expensed as incurred. The valuation allowance was $281,000 and $612,000 at September 30, 2017 and December 31, 2016, respectively. 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

Deferred income taxes are recognized for the tax consequences of “temporary differences” by applying enacted tax rates applicable to future years to differences between the financial statement carrying amounts and the tax bases of existing assets and liabilities. The primary temporary differences are the allowance for loan losses and depreciation and amortization. The effect on recorded deferred income taxes of a change in tax laws or rates is recognized in income in the period that includes the enactment date. To the extent that available evidence about the future raises doubt about the realization of a deferred income tax asset, a valuation allowance is established. A tax position is recognized as a benefit only if it is “more likely than not” that the tax position would be sustained in a tax examination, with a tax examination being presumed to occur. The amount recognized is the largest amount of tax benefit that is greater than 50% likely of being realized on examination. For tax positions not meeting the “more likely than not” test, no tax benefit is recorded. Interest and penalties associated with unrecognized tax benefits are classified as taxes other than income in the statement of income. The Company has no uncertain tax positions.

During 2016, the Internal Revenue Service completed an examination of the Company’s federal income tax return for the year ended December 31, 2013. No changes to the return were proposed.

Impact of inflation and changing prices

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

ITEM 3 – QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not Applicable.

ITEM 4 – CONTROLS AND PROCEDURES

The Company's Chief Executive Officer and Chief Financial Officer evaluated the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934 (the "Exchange Act")) as of September 30, 2017. Based on that evaluation, management concluded that the Company's disclosure controls and procedures were effective as of September 30, 2017 in ensuring that all material information required to be disclosed in reports that it files or submits under the Exchange Act is recorded, processed summarized and reported with the time periods specified in SEC rules and regulations and that such information is accumulated and communicated to the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

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

PART II – OTHER INFORMATION

ITEM 1 – LEGAL PROCEEDINGS

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

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

ITEM 1A – RISK FACTORS

Not applicable.

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

Not applicable.

ITEM 3 – DEFAULTS UPON SENIOR SECURITIES

Not applicable.

ITEM 4 – MINE SAFETY DISCLOSURES

None.

ITEM 5 – OTHER INFORMATION

Not applicable.

ITEM 6 – EXHIBITS

10.1	Employment Agreement, dated October 1, 2017, by and between Village Bank and Trust Financial Corp. and William G. Foster Jr. (incorporate by reference to Exhibit 10.1 of the Current Report on Form 8-K filed with the Securities and Exchange Commission on October 4, 2017).
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 September 30, 2017 formatted in eXtensible Business Reporting Language (XBRL): (i) Consolidated Balance Sheets, (ii) Consolidated Statements of Operations, (iii) Consolidated Statements of Comprehensive Income (Loss), (iv) Consolidated Statements of Shareholders' Equity, (v) Consolidated Statements of Cash Flows, and (vi) Notes to Condensed Consolidated Financial Statements.

SIGNATURES

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

		VILLAGE BANK AND TRUST FINANCIAL CORP.
Date:	November 13, 2017	By: /s/ William G. Foster, Jr. William G. Foster, Jr. President and Chief Executive Officer
Date:	November 13, 2017	By: /s/ C. Harril Whitehurst, Jr. C. Harril Whitehurst, Jr. Executive Vice President and Chief Financial Officer

EXHIBIT INDEX

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