NEW PEOPLES BANKSHARES INC
Form 10-Q
May 08, 2012
Table of Contents

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

x **Quarterly Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**
For the quarterly period ended March 31, 2012

¨ **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: 000-33411

NEW PEOPLES BANKSHARES, INC.

(Exact name of registrant as specified in its charter)

Virginia	**31-1804543**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**
67 Commerce Drive	
Honaker, Virginia	**24260**
(Address of principal executive offices)	**(Zip Code)**

(276) 873-7000

(Registrant s telephone number, including area code)

n/a

(Former name, former address and former fiscal year, if changed since last report)

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

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

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

Large accelerated filer	¨	Accelerated filer	¨
Non-accelerated filer	¨	Smaller reporting company	x

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

Indicate the number of shares outstanding of each of the issuer s classes of common stock, as of the latest practicable date:

10,010,178 shares of common stock, par value $2.00 per share, outstanding as of May 8, 2012.

Table of Contents

NEW PEOPLES BANKSHARES, INC.

INDEX

		Page
PART I	FINANCIAL INFORMATION	2
Item 1.	Financial Statements	2
	Consolidated Statements of Income (Loss) - Three Months Ended March 31, 2012 and 2011 (Unaudited)	2
	Consolidated Statements of Comprehensive Income (Loss) - Three Months Ended March 31, 2012 and 2011 (Unaudited)	3
	Consolidated Balance Sheets March 31, 2012 (Unaudited) and December 31, 2011	4
	Consolidated Statements of Changes in Stockholders Equity Three Months Ended March 31, 2012 and 2011 (Unaudited)	5
	Consolidated Statements Of Cash Flows Three Months Ended March 31, 2012 and 2011 (Unaudited)	6
	Notes to Consolidated Financial Statements	7
Item 2.	Management s Discussion and Analysis of Financial Condition and Results of Operations	23
Item 3.	Quantitative and Qualitative Disclosures about Market Risk	32
Item 4.	Controls and Procedures	32
PART II	OTHER INFORMATION	32
Item 1.	Legal Proceedings	32
Item 1A.	Risk Factors	32
Item 2.	Unregistered Sales of Equity Securities and Use of Proceeds	32
Item 3.	Defaults upon Senior Securities	32
Item 4.	Mine Safety Disclosures	32
Item 5.	Other Information	33
Item 6.	Exhibits	33
SIGNATURES		34

Table of Contents

Part I Financial Information
Item 1 Financial Statements

NEW PEOPLES BANKSHARES, INC.

CONSOLIDATED STATEMENTS OF INCOME (LOSS)

FOR THE THREE MONTHS ENDED MARCH 31, 2012 AND 2011

(IN THOUSANDS EXCEPT SHARE AND PER SHARE DATA)

(UNAUDITED)

	2012	2011
INTEREST AND DIVIDEND INCOME		
Loans including fees	$ 8,748	$ 10,888
Federal funds sold		9
Interest-earning deposits with banks	47	26
Investments	201	39
Dividends on equity securities (restricted)	26	22
Total Interest and Dividend Income	9,022	10,984
INTEREST EXPENSE		
Deposits		
Demand	26	45
Savings	62	186
Time deposits below $100,000	875	1,388
Time deposits above $100,000	587	805
FHLB Advances	181	221
Other borrowings	44	61
Trust Preferred Securities	122	108
Total Interest Expense	1,897	2,814
NET INTEREST INCOME	7,125	8,170
PROVISION FOR LOAN LOSSES	1,950	1,145
NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES	5,175	7,025
NONINTEREST INCOME		
Service charges	557	552
Fees, commissions and other income	615	574
Insurance and investment fees	109	98
Net realized gains on sale of investment securities	72	
Life insurance investment income	114	87
Total Noninterest Income	1,467	1,311
NONINTEREST EXPENSES		

Salaries and employee benefits		3,598		3,913
Occupancy and equipment expense		1,099		1,025
Advertising and public relations		90		85
Data processing and telecommunications		439		406
FDIC insurance premiums		431		675
Other real estate owned and repossessed vehicles, net		1,974		244
Other operating expenses		1,356		1,265
Total Noninterest Expenses		8,987		7,613
INCOME (LOSS) BEFORE INCOME TAXES		(2,345)		723
INCOME TAX EXPENSE		190		174
NET INCOME (LOSS)	$	(2,535)	$	549
Earnings (Loss) Per Share				
Basic	$	(0.25)	$	0.05
Fully Diluted	$	(0.25)	$	0.05
Average Weighted Shares of Common Stock				
Basic		10,010,178		10,010,178
Fully Diluted		10,010,178		10,010,178

The accompanying notes are an integral part of this statement.

Table of Contents

NEW PEOPLES BANKSHARES, INC.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

FOR THE THREE MONTHS ENDED MARCH 31, 2012 AND 2011

(IN THOUSANDS)

(UNAUDITED)

	2012	2011
Net Income (Loss)	$ (2,535)	$ 549
Other comprehensive income (loss):		
Investment Securities Activity		
Unrealized gains (losses) arising during the period	(182)	21
Tax related to unrealized gains (losses)	62	(7)
Reclassification of realized (gains) during the period	(72)	
Tax related to realized gains	24	
Total other comprehensive income (loss)	(168)	14
Total comprehensive income (loss)	$ (2,703)	$ 563

The accompanying notes are an integral part of this statement.

Table of Contents

NEW PEOPLES BANKSHARES, INC.

CONSOLIDATED BALANCE SHEETS

(IN THOUSANDS EXCEPT PER SHARE AND SHARE DATA)

	March 31, 2012 (Unaudited)	December 31, 2011 (Audited)
ASSETS		
Cash and due from banks	$ 19,086	$ 18,306
Interest-bearing deposits with banks	71,683	72,170
Federal funds sold	58	77
Total Cash and Cash Equivalents	90,827	90,553
Investment securities		
Available-for-sale	43,497	32,434
Loans receivable	573,752	597,816
Allowance for loan losses	(18,031)	(18,380)
Net Loans	555,721	579,436
Bank premises and equipment, net	32,897	33,141
Equity securities (restricted)	3,573	3,573
Other real estate owned	15,009	15,092
Accrued interest receivable	2,705	3,067
Life insurance investments	11,465	11,351
Goodwill and other intangibles	102	123
Deferred taxes	7,086	7,220
Other assets	5,565	4,394
Total Assets	$ 768,447	$ 780,384
LIABILITIES		
Deposits:		
Demand deposits:		
Noninterest bearing	$ 112,812	$ 109,629
Interest-bearing	61,994	58,459
Savings deposits	98,861	94,569
Time deposits	425,418	445,658
Total Deposits	699,085	708,315
Federal Home Loan Bank advances	17,683	17,983
Accrued interest payable	1,873	1,796
Accrued expenses and other liabilities	1,690	1,471
Other borrowings	5,450	5,450
Trust preferred securities	16,496	16,496
Total Liabilities	742,277	751,511

Commitments and contingencies		
STOCKHOLDERS EQUITY		
Common stock - $2.00 par value; 50,000,000 shares authorized; 10,010,178 shares issued and outstanding	20,020	20,020
Additional paid-in-capital	21,689	21,689
Retained earnings (deficit)	(15,620)	(13,085)
Accumulated other comprehensive income	81	249
Total Stockholders Equity	26,170	28,873
Total Liabilities and Stockholders Equity	$ 768,447	$ 780,384

The accompanying notes are an integral part of this statement.

Table of Contents

NEW PEOPLES BANKSHARES, INC.

CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS EQUITY

FOR THE THREE MONTHS ENDED MARCH 31, 2012 AND 2011

(IN THOUSANDS INCLUDING SHARE DATA)

(UNAUDITED)

	Shares of Common Stock	Common Stock	Additional Paid in Capital	Retained Earnings (Deficit)	Accum-ulated Other Compre-hensive Income (Loss)	Total Shareholders Equity	Compre-hensive Income (Loss)
Balance, December 31, 2010	10,010	$ 20,020	$ 21,689	$ (4,175)	$ (11)	$ 37,523	
Net Income				549		549	$ 549
Unrealized loss on available-for-sale securities, net of $7 tax					14	14	14
Balance, March 31, 2011	10,010	$ 20,020	$ 21,689	$ (3,626)	$ 3	$ 38,086	$ 563
Balance, December 31, 2011	10,010	$ 20,020	$ 21,689	$ (13,085)	$ 249	$ 28,873	
Net loss				(2,535)		(2,535)	$ (2,535)
Realized gains on available- for-sale securities, net of $24 tax					(48)	(48)	(48)
Unrealized loss on available-for-sale securities, net of $62 tax					(120)	(120)	(120)
Balance, March 31, 2012	10,010	$ 20,020	$ 21,689	$ (15,620)	$ 81	$ 26,170	$ (2,703)

The accompanying notes are an integral part of this statement.

Table of Contents

NEW PEOPLES BANKSHARES, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS

FOR THE THREE MONTHS ENDED MARCH 31, 2012 AND 2011

(IN THOUSANDS)

(UNAUDITED)

	2012	2011
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income (loss)	$ (2,535)	$ 549
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation	642	580
Provision for loan losses	1,950	1,145
Income (less expenses) on life insurance	(114)	(87)
Gain on sale of securities available-for-sale	(72)	
(Gain) loss on sale of fixed assets	(3)	4
(Gain) loss on sale of foreclosed real estate	63	(1)
Adjustment of carrying value of foreclosed real estate	1,410	
Accretion of bond premiums/discounts	104	3
Deferred tax expense	220	1,564
Amortization of core deposit intangible	21	29
Net change in:		
Interest receivable	362	234
Other assets	(1,171)	(1,903)
Accrued interest payable	77	40
Accrued expenses and other liabilities	219	104
Net Cash Provided by Operating Activities	1,173	2,261
CASH FLOWS FROM INVESTING ACTIVITIES		
Net decrease in loans	18,418	16,916
Purchase of securities available-for-sale	(14,554)	(2,455)
Proceeds from sale and maturities of securities available-for-sale	3,205	1,061
Payments for the purchase of property and equipment	(414)	(781)
Proceeds from sales of property and equipment	19	5
Proceeds from sales of other real estate owned	1,957	148
Net Cash Provided by Investing Activities	8,631	14,894
CASH FLOWS FROM FINANCING ACTIVITIES		
Repayment of line of credit borrowings		(4,900)
Net increase in other borrowings		5,200
Repayments to Federal Home Loan Bank	(300)	(5,300)
Net change in:		
Demand deposits	6,718	11,066
Savings deposits	4,292	7,199
Time deposits	(20,240)	(1,934)
Net Cash Provided by (Used in) Financing Activities	(9,530)	11,331

Net increase in cash and cash equivalents	274	28,486
Cash and Cash Equivalents, Beginning of Period	90,553	82,529
Cash and Cash Equivalents, End of Period	$ 90,827	$ 111,015
Supplemental Disclosure of Cash Paid During the Period for:		
Interest	$ 1,974	$ 2,854
Taxes	$	$
Supplemental Disclosure of Non Cash Transactions:		
Other real estate acquired in settlement of foreclosed loans	$ 3,347	$ 1,354

The accompanying notes are an integral part of this statement.

NEW PEOPLES BANKSHARES, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 NATURE OF OPERATIONS:

New Peoples Bankshares, Inc. (The Company) is a bank holding company whose principal activity is the ownership and management of a community bank. New Peoples Bank, Inc. (Bank) was organized and incorporated under the laws of the Commonwealth of Virginia on December 9, 1997. The Bank commenced operations on October 28, 1998, after receiving regulatory approval. As a state chartered member bank, the Bank is subject to regulation by the Virginia Bureau of Financial Institutions, the Federal Deposit Insurance Corporation and the Federal Reserve Bank. The Bank provides general banking services to individuals, small and medium size businesses and the professional community of southwestern Virginia, southern West Virginia, and eastern Tennessee. On June 9, 2003, the Company formed two wholly owned subsidiaries, NPB Financial Services, Inc. and NPB Web Services, Inc. On July 7, 2004 the Company established NPB Capital Trust I for the purpose of issuing trust preferred securities. On September 27, 2006, the Company established NPB Capital Trust 2 for the purpose of issuing additional trust preferred securities. NPB Financial Services, Inc. was a subsidiary of the Company until January 1, 2009 when it became a subsidiary of the Bank.

NOTE 2 ACCOUNTING PRINCIPLES:

The financial statements conform to U. S. generally accepted accounting principles and to general industry practices. In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of only normal recurring accruals) necessary to present fairly the financial position at March 31, 2012, and the results of operations for the three month periods ended March 31, 2012 and 2011. The notes included herein should be read in conjunction with the notes to financial statements included in the Company s Annual Report on Form 10-K for the year ended December 31, 2011. The results of operations for the three month periods ended March 31, 2012 and 2011 are not necessarily indicative of the results to be expected for the full year.

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. The determination of the adequacy of the allowance for loan losses is based on estimates that are particularly susceptible to significant changes in the economic environment and market conditions.

NOTE 3 FORMAL WRITTEN AGREEMENT:

Effective July 29, 2010, the Company and the Bank entered into a written agreement with the Federal Reserve Bank of Richmond (Reserve Bank) and the Virginia State Corporation Commission Bureau of Financial Institutions (the Bureau) called (the Written Agreement). At March 31, 2012, we believe we have not yet achieved full compliance with the Written Agreement but we have made progress in our compliance efforts under the Written Agreement and all of the written plans required to date, as discussed in the following paragraphs, have been submitted on a timely basis.

Under the terms of the Written Agreement, the Bank has agreed to develop and submit for approval within specified time periods written plans to: (a) strengthen board oversight of management and the Bank s operation; (b) if appropriate after review, to strengthen the Bank s management and board governance; (c) strengthen credit risk management policies; (d) enhance lending and credit administration; (e) enhance the Bank s management of commercial real estate concentrations; (f) conduct ongoing review and grading of the Bank s loan portfolio; (g) improve the Bank s position with respect to loans, relationships, or other assets in excess of $1 million which are now or in the future become past due more than 90 days, which are on the Bank s problem loan list, or which are adversely classified in any report of examination of the Bank; (h) review and revise, as appropriate, current policy and maintain sound processes for maintaining an adequate allowance for loan and lease losses; (i) enhance management of the Bank s liquidity position and funds management practices; (j) revise its contingency funding plan; (k) revise its strategic plan; and (l) enhance the Bank s anti-money laundering and related activities.

In addition, the Bank has agreed that it will: (a) not extend, renew, or restructure any credit that has been criticized by the Reserve Bank or the Bureau absent prior board of directors approval in accordance with the restrictions in the Written Agreement; (b) eliminate all assets or portions of assets classified as loss and thereafter charge off all assets classified as loss in a federal or state report of examination, unless otherwise

approved by the Reserve Bank.

Under the terms of the Written Agreement, both the Company and the Bank have agreed to submit capital plans to maintain sufficient capital at the Company, on a consolidated basis, and the Bank, on a stand-alone basis, and to refrain

from declaring or paying dividends without prior regulatory approval. The Company has agreed that it will not take any other form of payment representing a reduction in the Bank s capital or make any distributions of interest, principal, or other sums on subordinated debentures or trust preferred securities without prior regulatory approval. The Company may not incur, increase or guarantee any debt without prior regulatory approval and has agreed not to purchase or redeem any shares of its stock without prior regulatory approval.

Under the terms of the Written Agreement, the Company and the Bank have appointed a committee to monitor compliance with the Written Agreement. The directors of the Company and the Bank have recognized and unanimously agree with the common goal of financial soundness represented by the Written Agreement and have confirmed the intent of the directors and executive management to diligently seek to comply with all requirements of the Written Agreement.

NOTE 4 CAPITAL REQUIREMENTS:

The Company and the Bank are subject to various capital requirements administered by federal banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory and, possibly, additional discretionary actions by regulators that, if undertaken, could have a direct material effect on the Company s and the Bank s financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Company and the Bank must meet specific capital guidelines that involve quantitative measures of assets, liabilities, and certain off-balance sheet items as calculated under regulatory accounting practices. The capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings, and other factors. Prompt corrective action provisions are not applicable to bank holding companies.

Quantitative measures established by regulation to ensure capital adequacy require the Company and the Bank to maintain minimum amounts and ratios (set forth in the following table) of total and Tier 1 capital (as defined) to risk-weighted assets (as defined) and of Tier 1 capital (as defined) to average assets (as defined).

As of March 31, 2012, the Company fell below the minimum capital requirements as a result of the Tier 1 leverage ratio decreasing to 3.92%, which was below the minimum requirement of 4.00%. As of March 31, 2012 the Bank was well capitalized under the regulatory framework for prompt corrective action. To be categorized as well capitalized, an institution must maintain minimum total risk-based, Tier 1 risk-based and Tier 1 leverage ratios as set forth in the following tables. There are no conditions or events since the notification that management believes have changed the Company s and Bank s category.

The Company s and the Bank s actual capital amounts and ratios are presented in the table as of March 31, 2012 and December 31, 2011, respectively.

	Actual		Minimum Capital Requirement		Minimum to Be Well Capitalized Under Prompt Corrective Action Provisions	
(Dollars are in thousands)	Amount	Ratio	Amount	Ratio	Amount	Ratio
March 31, 2012:						
Total Capital to Risk Weighted Assets						
The Company	$ 43,609	9.08%	38,420	8%	$ N/A	N/A
The Bank	51,056	10.61%	38,507	8%	48,134	10%
Tier 1 Capital Risk Weighted Assets:						
The Company	30,119	6.27%	19,210	4%	N/A	N/A
The Bank	44,891	9.33%	19,254	4%	28,880	6%
Tier 1 Capital to Average Assets:						
The Company	30,119	3.92%	30,749	4%	N/A	N/A
The Bank	44,891	5.83%	30,790	4%	38,488	5%
December 31, 2011:						
Total Capital to Risk Weighted Assets						
The Company	$ 45,856	9.15%	40,104	8%	$ N/A	N/A
The Bank	53,070	10.56%	40,189	8%	50,236	10%
Tier 1 Capital Risk Weighted Assets:						

The Company	32,941	6.57%	20,052	4%	N/A	N/A
The Bank	46,641	9.28%	20,095	4%	30,142	6%
Tier 1 Capital to Average Assets:						
The Company	33,461	4.23%	31,658	4%	N/A	N/A
The Bank	46,641	5.99%	31,160	4%	38,950	5%

Table of Contents

NOTE 5 INVESTMENT SECURITIES:

The amortized cost and estimated fair value of securities (all available-for-sale) are as follows:

(Dollars are in thousands)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Approximate Fair Value
March 31, 2012				
U.S. Government Agencies	$ 25,763	$ 108	$ 37	$ 25,834
Taxable municipals	1,749	77	48	1,778
Tax-exempt municipals	0	0	0	0
Mortgage backed securities	15,862	72	49	15,885
Total Securities AFS	$ 43,374	$ 257	$ 134	$ 43,497
December 31, 2011				
U.S. Government Agencies	$ 21,405	$ 238	$ 10	$ 21,633
Taxable municipals	1,465	89	2	1,552
Tax-exempt municipals	1,043	11		1,054
Mortgage backed securities	8,144	67	16	8,195
Total Securities AFS	$ 32,057	$ 405	$ 28	$ 32,434

The following table details unrealized losses and related fair values in the available-for-sale portfolio. This information is aggregated by the length of time that individual securities have been in a continuous unrealized loss position as of March 31, 2012 and December 31, 2011.

	Less than 12 Months		12 Months or More		Total	
(Dollars are in thousands)	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
March 31, 2012						
U.S. Government Agencies	$ 8,161	$ 37	$	$	$ 8,161	$ 37
Taxable municipals	810	48			810	48
Mtg. backed securities	8,637	49			8,637	49
Total Securities AFS	$ 17,608	$ 134	$	$	$ 17,608	$ 134
December 31, 2011						
U.S. Government Agencies	$ 5,592	$ 10	$	$	$ 5,592	$ 10
Taxable municipals	572	2			572	2
Mtg. backed securities	4,055	16			4,055	16
Total Securities AFS	$ 10,219	$ 28	$	$	$ 10,219	$ 28

At March 31, 2012, the available-for-sale portfolio included twenty investments for which the fair market value was less than amortized cost. At December 31, 2011, the available-for-sale portfolio included eleven investments for which the fair market value was less than amortized cost. Management evaluates securities for other than temporary impairment at least on a quarterly basis, and more frequently when economic or market concerns warrant such evaluation. Consideration is given to (1) the length of time and the extent to which the fair value has been less than cost, (2) the financial conditions and near-term prospects of the issuer, and (3) the intent and ability of the Company to retain its investment in the issuer for a period of time sufficient to allow for any anticipated recovery in fair value. No securities had an other than temporary impairment.

The amortized cost and fair value of investment securities at March 31, 2012, by contractual maturity, are shown in the following schedule. Expected maturities will differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

(Dollars are in thousands) Securities Available for Sale	Amortized Cost	Fair Value	Weighted Average Yield
Due in one year or less	$	$	%
Due after one year through five years	139	142	2.62%
Due after five years through fifteen years	10,198	10,312	2.68%
Due after fifteen years	33,037	33,043	2.46%
Total	$ 43,374	$ 43,497	2.52%

Investment securities with a carrying value of $14.7 million and $15.7 million at March 31, 2012 and December 31, 2011, were pledged to secure public deposits, overnight payment processing and for other purposes required by law.

The Bank, as a member of the Federal Reserve Bank and the Federal Home Loan Bank, is required to hold stock in each. These equity securities are restricted from trading and are recorded at a cost of $3.6 million and $3.6 million as of March 31, 2012 and December 31, 2011, respectively.

Table of Contents

NOTE 6 LOANS:

Loans receivable outstanding are summarized as follows:

(Dollars are in thousands)	March 31, 2012	December 31, 2011
Real estate secured:		
Commercial	$ 164,304	$ 170,789
Construction and land development	27,224	32,389
Residential 1-4 family	252,625	255,998
Multifamily	13,160	14,320
Farmland	38,480	40,106
Total real estate loans	495,793	513,602
Commercial	37,165	39,327
Agriculture	5,365	6,147
Consumer installment loans	35,221	38,522
All other loans	208	218
Total loans	$ 573,752	$ 597,816

Loans receivable on nonaccrual status are summarized as follows:

(Dollars are in thousands)	March 31, 2012	December 31, 2011
Real estate secured:		
Commercial	$ 21,458	$ 19,169
Construction and land development	2,902	5,583
Residential 1-4 family	4,274	4,829
Multifamily	1,846	2,101
Farmland	8,238	5,257
Total real estate loans	38,718	36,939
Commercial	4,120	4,522
Agriculture	793	854
Consumer installment loans	48	1
All other loans		
Total loans receivable on nonaccrual status	$ 43,679	$ 42,316

Total interest income not recognized on nonaccrual loans for three months ended March 31, 2012 and 2011 was $439 thousand and $455 thousand, respectively.

Table of Contents

The following table presents information concerning the Company s investment in loans considered impaired as of March 31, 2012 and December 31, 2011:

As of March 31, 2012 (Dollars are in thousands)	Average Recorded Investment	Interest Income Recognized	Recorded Investment	Unpaid Principal Balance	Related Allowance
With no related allowance recorded:					
Real estate secured:					
Commercial	$ 32,061	$ 350	$ 32,488	$ 35,642	$
Construction and land development	5,983	47	5,012	9,992	
Residential 1-4 family	8,467	111	8,713	8,792	
Multifamily	889	20	1,164	1,164	
Farmland	8,236	117	6,107	6,484	
Commercial	3,279	16	3,029	3,693	
Agriculture	560	4	599	895	
Consumer installment loans	32	1	55	55	
All other loans					
With an allowance recorded:					
Real estate secured:					
Commercial	13,770	132	13,057	13,541	2,750
Construction and land development	2,326	26	2,363	2,384	468
Residential 1-4 family	7,200	95	7,927	8,218	1,096
Multifamily	907	7	1,814	1,814	516
Farmland	6,311	(185)	8,430	8,430	693
Commercial	1,863	3	1,868	1,868	480
Agriculture	625	9	609	609	411
Consumer installment loans	110	4	177	177	69
All other loans					
Total	$ 92,619	$ 757	$ 93,412	$ 103,758	$ 6,483

As of December 31, 2011 (Dollars are in thousands)	Average Recorded Investment	Interest Income Recognized	Recorded Investment	Unpaid Principal Balance	Related Allowance
With no related allowance recorded:					
Real estate secured:					
Commercial	$ 32,370	$ 1,356	$ 31,633	$ 33,175	$
Construction and land development	14,288	125	6,954	12,838	
Residential 1-4 family	6,406	315	8,221	8,296	
Multifamily	619	31	613	613	
Farmland	13,005	435	10,364	10,554	
Commercial	2,958	60	3,529	4,070	
Agriculture	396	1	521	817	
Consumer installment loans	4	1	9	9	
All other loans					
With an allowance recorded:					
Real estate secured:					
Commercial	9,887	691	14,482	14,973	2,794
Construction and land development	2,917	87	2,289	2,310	474
Residential 1-4 family	5,111	277	6,473	6,764	1,052
Multifamily					
Farmland	2,354	119	4,192	4,192	605
Commercial	1,982	75	1,857	1,857	649

Agriculture	758	28	641	641	448
Consumer installment loans	41	3	43	43	24
All other loans					
Total	$ 93,096	$ 3,604	$ 91,821	$ 101,152	$ 6,046

Table of Contents

An age analysis of past due loans receivable was as follows:

As of March 31, 2012 (Dollars are in thousands)	Loans 30-59 Days Past Due	Loans 60-89 Days Past Due	Loans 90 or More Days Past Due	Total Past Due Loans	Current Loans	Total Loans	Accruing Loans 90 or More Days Past Due
Real estate secured:							
Commercial	$ 2,276	$ 2,396	$ 11,911	$ 16,583	$ 147,721	$ 164,304	$
Construction and land development	698	64	2,879	3,641	23,583	27,224	7
Residential 1-4 family	7,492	1,117	5,819	14,428	238,197	252,625	2,478
Multifamily	151		1,688	1,839	11,321	13,160	
Farmland	1,262	29	7,273	8,564	29,916	38,480	
Total real estate loans	11,879	3,606	29,570	45,055	450,738	495,793	2,485
Commercial	392	3	2,817	3,212	33,953	37,165	12
Agriculture	105	9	396	510	4,855	5,365	
Consumer installment Loans	363	140	207	710	34,511	35,221	160
All other loans	16	2	10	28	180	208	10
Total loans	$ 12,755	$ 3,760	$ 33,000	$ 49,515	$ 524,237	$ 573,752	$ 2,667

As of December 31, 2011 (Dollars are in thousands)	Loans 30-59 Days Past Due	Loans 60-89 Days Past Due	Loans 90 or More Days Past Due	Total Past Due Loans	Current Loans	Total Loans	Accruing Loans 90 or More Days Past Due
Real estate secured:							
Commercial	$ 9,754	$ 2,294	$ 7,771	$ 19,819	$ 150,970	$ 170,789	$
Construction and land development	595	238	5,280	6,113	26,276	32,389	
Residential 1-4 family	9,471	1,412	4,101	14,984	241,014	255,998	1,129
Multifamily		1,777	218	1,995	12,325	14,320	
Farmland	2,841	624	3,800	7,265	32,841	40,106	
Total real estate loans	22,661	6,345	21,170	50,176	463,426	513,602	1,129
Commercial	551	34	2,938	3,523	35,804	39,327	117
Agriculture	268	88	458	814	5,333	6,147	3
Consumer installment Loans	822	133	221	1,176	37,346	38,522	222
All other loans	26	9	33	68	150	218	33
Total loans	$ 24,328	$ 6,609	$ 24,820	$ 55,757	$ 542,059	$ 597,816	$ 1,504

The Company categorizes loans receivable into risk categories based on relevant information about the ability of borrowers to service their debt such as: current financial information, historical payment experience, credit documentation, public information, and current economic trends, among other factors. The Company analyzes loans and leases individually by classifying the loans receivable as to credit risk. The Company uses the following definitions for risk ratings:

Pass - Loans in this category are considered to have a low likelihood of loss based on relevant information analyzed about the ability of the borrowers to service their debt and other factors.

Special Mention - Loans in this category are currently protected but are potentially weak, including adverse trends in borrower s operations, credit quality or financial strength. Those loans constitute an undue and unwarranted credit risk but not to the point of justifying a substandard classification. The credit risk may be relatively minor yet constitute an unwarranted risk in light of the circumstances. Special mention loans have potential weaknesses which may, if not checked or corrected, weaken the loan or inadequately protect the Company s credit position at some future date.

Substandard - A substandard loan is inadequately protected by the current sound net worth and paying capacity of the obligor or of the collateral pledged, if any. Loans classified as substandard must have a well-defined weakness or weaknesses that jeopardize the liquidation of the debt; they are characterized by the distinct possibility that the institution will sustain some loss if the deficiencies are not corrected.

Table of Contents

Doubtful - Loans classified Doubtful have all the weaknesses inherent in loans classified Substandard, plus the added characteristic that the weaknesses make collection or liquidation in full on the basis of currently existing facts, conditions, and values highly questionable and improbable.

Based on the most recent analysis performed, the risk category of loans receivable was as follows:

As of March 31, 2012

(Dollars are in thousands)	Pass	Special Mention	Substandard	Doubtful	Total
Real estate secured:					
Commercial	$ 106,056	$ 20,396	$ 37,707	$ 145	$ 164,304
Construction and land development	19,099	1,945	6,180		27,224
Residential 1-4 family	206,411	14,732	30,260	1,222	252,625
Multifamily	9,589	865	2,706		13,160
Farmland	19,050	5,542	13,663	225	38,480
Total real estate loans	360,205	43,480	90,516	1,592	495,793
Commercial	28,241	4,236	3,698	990	37,165
Agriculture	3,787	631	947		5,365
Consumer installment loans	33,061	821	1,307	32	35,221
All other loans	208				208
Total	$ 425,502	$ 49,168	$ 96,468	$ 2,614	$ 573,752

As of December 31, 2011

(Dollars are in thousands)	Pass	Special Mention	Substandard	Doubtful	Total
Real estate secured:					
Commercial	$ 112,694	$ 18,377	$ 39,573	$ 145	$ 170,789
Construction and land development	23,203	1,224	7,962		32,389
Residential 1-4 family	209,863	17,137	27,730	1,268	255,998
Multifamily	11,727	1,909	684		14,320
Farmland	21,715	4,957	13,022	412	40,106
Total real estate loans	379,202	43,604	88,971	1,825	513,602
Commercial	32,018	2,045	4,227	1,037	39,327
Agriculture	4,743	678	726		6,147
Consumer installment loans	36,107	900	1,484	31	38,522
All other loans	218				218
Total	$ 452,288	$ 47,227	$ 95,408	$ 2,893	$ 597,816

Table of Contents

NOTE 7 ALLOWANCE FOR LOAN LOSSES:

The following table details activity in the allowance for loan losses by portfolio segment for the period ended March 31, 2012. Allocation of a portion of the allowance to one category of loans does not preclude its availability to absorb losses in other categories.

As of March 31, 2012

(Dollars are in thousands)	Beginning Balance	Charge Offs	Recoveries	Advances	Provisions	Ending Balance
Real estate secured:						
Commercial	$ 5,671	$ (1,631)	$	$	$ 2,040	$ 6,080
Construction and land development	3,848	(252)	69		(705)	2,960
Residential 1-4 family	3,759	(162)	2		5	3,604
Multifamily	148				459	607
Farmland	951	(187)			297	1,061
Total real estate loans	14,377	(2,232)	71		2,096	14,312
Commercial	1,883	(122)	3		64	1,828
Agriculture	486	(2)	10		234	728
Consumer installment loans	781	(43)	16		(169)	585
All other loans	2					2
Unallocated	851				(275)	576
Total	$ 18,380	$ (2,399)	$ 100	$	$ 1,950	$ 18,031

As of March 31, 2012	Allowance for Loan Losses			Recorded Investment in Loans		
(Dollars are in thousands)	Individually Evaluated for Impairment	Collectively Evaluated for Impairment	Total	Individually Evaluated for Impairment	Collectively Evaluated for Impairment	Total
Real estate secured:						
Commercial	$ 2,750	$ 3,330	$ 6,080	$ 45,545	$ 118,759	$ 164,304
Construction and land development	468	2,492	2,960	7,375	19,849	27,224
Residential 1-4 family	1,096	2,508	3,604	16,640	235,985	252,625
Multifamily	516	91	607	2,978	10,182	13,160
Farmland	693	368	1,061	14,537	23,943	38,480
Total real estate loans	5,523	8,789	14,312	87,075	408,718	495,793
Commercial	480	1,348	1,828	4,897	32,268	37,165
Agriculture	411	317	728	1,208	4,157	5,365
Consumer installment loans	69	516	585	232	34,989	35,221
All other loans		2	2		208	208
Unallocated		576	576			
Total	$ 6,483	$ 11,548	$ 18,031	$ 93,412	$ 480,340	$ 573,752

14

Table of Contents

The following table details activity in the allowance for loan losses by portfolio segment for the period ended December 31, 2011. Allocation of a portion of the allowance to one category of loans does not preclude its availability to absorb losses in other categories.

As of December 31, 2011

(Dollars are in thousands)	Beginning Balance	Charge Offs	Recoveries	Advances	Provisions	Ending Balance
Real estate secured:						
Commercial	$ 5,141	$ (4,147)	$ 877	$	$ 3,800	$ 5,671
Construction and land development	4,913	(7,245)	1,296	153	4,731	3,848
Residential 1-4 family	1,699	(1,299)	141		3,218	3,759
Multifamily	42				106	148
Farmland	922	(511)	66		474	951
Total real estate loans	12,717	(13,202)	2,380	153	12,329	14,377
Commercial	3,281	(2,480)	140		942	1,883
Agriculture	1,120	(1,031)	18		379	486
Consumer installment loans	1,733	(694)	123		(381)	781
All other loans					2	2
Unallocated	6,163				(5,312)	851
Total	$ 25,014	$ (17,407)	$ 2,661	$ 153	$ 7,959	$ 18,380

As of December 31, 2011	Allowance for Loan Losses			Recorded Investment in Loans		
(Dollars are in thousands)	Individually Evaluated for Impairment	Collectively Evaluated for Impairment	Total	Individually Evaluated for Impairment	Collectively Evaluated for Impairment	Total
Real estate secured:						
Commercial	$ 2,794	$ 2,877	$ 5,671	$ 46,115	$ 124,674	$ 170,789
Construction and land development	474	3,374	3,848	9,243	23,146	32,389
Residential 1-4 family	1,052	2,707	3,759	14,694	241,304	255,998
Multifamily		148	148	613	13,707	14,320
Farmland	605	346	951	14,556	25,550	40,106
Total real estate loans	4,925	9,452	14,377	85,221	428,381	513,602
Commercial	649	1,234	1,883	5,386	33,941	39,327
Agriculture	448	38	486	1,162	4,985	6,147
Consumer installment loans	24	757	781	52	38,470	38,522
All other loans		2	2		218	218
Unallocated		851	851			
Total	$ 6,046	$ 12,334	$ 18,380	$ 91,821	$ 505,995	$ 597,816

In determining the amount of our allowance, we rely on an analysis of our loan portfolio, our experience and our evaluation of general economic conditions, as well as the requirements of the written agreement and other regulatory input. If our assumptions prove to be incorrect, our current allowance may not be sufficient to cover future loan losses and we may experience significant increases to our provision.

Table of Contents

NOTE 8 TROUBLED DEBT RESTRUCTURINGS:

The following table presents information related to loans modified as troubled debt restructurings during the three months ended March 31, 2012 and 2011.

Troubled Debt Restructurings (Dollars are in thousands)	For the three months ended March 31, 2012			For the three months ended March 31, 2011		
	# of Loans	Pre-Mod. Recorded Investment	Post-Mod. Recorded Investment	# of Loans	Pre-Mod. Recorded Investment	Post-Mod. Recorded Investment
Real estate secured:						
Commercial	7	$ 991	$ 989	2	$ 2,976	$ 2,972
Construction and land Development						
Residential 1-4 family	2	109	109	1	124	124
Multifamily						
Farmland						
Total real estate loans	9	1,100	1,098	3	3,100	3,096
Commercial				1	37	37
Agriculture				1	300	300
Consumer installment loans	3	25	24	4	67	67
All other loans						
Total	12	$ 1,125	$ 1,122	9	$ 3,504	$ 3,500

During the three months ended March 31, 2012, the Company modified 12 loans that were considered to be troubled debt restructurings. We extended the terms for 6 of these loans and the interest rate was lowered for 3 of these loans. During the three months ended March 31, 2011, the Company modified 9 loans that were considered to be troubled debt restructurings. We extended the terms for 7 of these loans and the interest rate was lowered for 5 of these loans.

The following table presents information related to loans to modified as a troubled debt restructurings that defaulted during the three months ended March 31, 2012 and 2011, and within twelve months of their modification date. A troubled debt restructuring is considered to be in default once it becomes 90 days or more past due following a modification.

Troubled Debt Restructurings That Subsequently Defaulted During the Period (Dollars are in thousands)	For the three months ended March 31, 2012		For the three months ended March 31, 2011	
	# of Loans	Recorded Investment	# of Loans	Recorded Investment
Real estate secured:				
Commercial	5	$ 2,151		$
Construction and land development				
Residential 1-4 family	1	113		
Multifamily				
Farmland				
Total real estate loans	6	2,264		
Commercial	1	327		
Agriculture	1	300		
Consumer installment loans				
All other loans				
Total	8	$ 2,891		$

In determination of the allowance for loan losses, management considers troubled debt restructurings and subsequent defaults in these restructurings in its estimate. The Company evaluates all troubled debt restructurings for possible further impairment. As a result, the allowance may be increased, adjustments may be made in the allocation of the allowance, or charge-offs may be taken to further writedown the carrying value of the loan. At March 31, 2012 there were $26.5 million in loans that are classified as troubled debt restructurings compared to $29.1 million at December 31, 2011.

Table of Contents

NOTE 9 EARNINGS PER SHARE:

Basic earnings per share computations are based on the weighted average number of shares outstanding during each year. Dilutive earnings per share reflect the additional common shares that would have been outstanding if dilutive potential common shares had been issued. Potential common shares that may be issued relate to outstanding options and are determined by the Treasury method. For the three months ended March 31, 2012 and 2011, potential common shares were anti-dilutive and were not included in the calculation. Basic and diluted net income per common share calculations follows:

(Amounts in Thousands, Except Share and Per Share Data)	For the three months ended March 31, 2012	2011
Net income (loss)	$ (2,535)	$ 549
Weighted average shares outstanding	10,010,178	10,010,178
Dilutive shares for stock options		
Weighted average dilutive shares outstanding	10,010,178	10,010,178
Basic earnings (loss) per share	$ (0.25)	$ 0.05
Diluted earnings (loss) per share	$ (0.25)	$ 0.05

NOTE 10 FAIR VALUES:

Accounting Standards Codification (ASC) 820, Fair Value Measurements and Disclosures provides a framework for measuring fair value under generally accepted accounting principles and requires disclosures about the fair value of assets and liabilities recognized in the balance sheet in periods subsequent to initial recognition, whether the measurements are made on a recurring basis (for example, available for sale investment securities) or on a nonrecurring basis (for example, impaired loans and other real estate acquired through foreclosure).

Fair value is the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Fair Value Measurements and Disclosures also establishes fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value:

Level 1: Quoted prices in active markets for identical assets or liabilities. Level 1 assets and liabilities include debt and equity securities and derivative contracts that are traded in an exchange market, as well as U. S. Treasury, other U. S. Government and agency mortgage-backed debt securities that are highly liquid and are actively traded in over-the-counter markets.

Level 2: 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 for substantially the full term of the assets or liabilities. Level 2 assets and liabilities include debt securities with quoted prices that are traded less frequently than exchange-traded instruments and derivative contracts whose value is determined using a pricing model with inputs that are observable in the market or can be derived principally from or corroborated by observable market data. This category generally includes certain derivative contracts and impaired loans.

Level 3: Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets and liabilities. Level 3 assets and liabilities include financial instruments whose value is determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires significant management judgment or estimation. For example, this category generally includes certain private equity investments, retained residual interests in securitizations, residential mortgage servicing rights, and highly structured or long-term derivative contracts.

Investment Securities Available for Sale Investment securities available for sale are recorded at fair value on a recurring basis. Fair value measurement is based upon quoted prices. The Company s available for sale securities, totaling $43.5 million and $32.4 million at March 31, 2012 and December 31, 2011, respectively, are the only assets whose fair values are measured on a recurring basis using Level 2 inputs from an independent pricing service.

Loans The Company does not record loans at fair value on a recurring basis. The Company is predominantly an asset based lender with real estate serving as collateral on a substantial majority of loans. From time to time a loan is considered impaired and an allowance for loan losses is established. Loans which are deemed to be impaired and require a reserve are primarily valued on a non-recurring basis at the fair values of the underlying real estate collateral. Such fair values are obtained using independent appraisals, which management evaluates and determines the fair value of the collateral is further impaired below the appraised value and there is no observable market price, or an appraised value does not include estimated costs of disposition and management must make an estimate, the Company records the impaired loan as nonrecurring Level 3. The aggregate carrying amount of impaired loans carried at fair value were $86.9 million and $85.8 million at March 31, 2012 and December 31, 2011, respectively.

Foreclosed Assets Foreclosed assets are adjusted to fair value upon transfer of the loans to foreclosed assets. Foreclosed assets are carried at the lower of the carrying value or fair value. Fair value is based upon independent observable market prices or appraised values of the collateral with a third party estimate of disposition costs, which the Company considers to be level 2 inputs. When the appraised value is not available, management determines the fair value of the collateral is further impaired below the appraised value and there is no observable market price, or an appraised value does not include estimated costs of disposition and management must make an estimate, the Company records the foreclosed asset as nonrecurring Level 3. The aggregate carrying amount of foreclosed assets were $15.0 million and $15.1 million at March 31, 2012 and December 31, 2011, respectively.

Table of Contents

Assets and liabilities measured at fair value are as follows as of March 31, 2012 (for purpose of this table the impaired loans are shown net of the related allowance):

(Dollars are in thousands)	Quoted market price in active markets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
(On a recurring basis)			
Available for sale investments			
U.S. Government Agencies	$	$ 25,834	$
Taxable municipals		1,778	
Mortgage backed securities		15,885	
(On a non-recurring basis)			
Other real estate owned			15,009
Impaired loans:			
Real estate secured:			
Commercial			42,795
Construction and land development			6,907
Residential 1-4 family			15,544
Multifamily			2,462
Farmland			13,844
Commercial			4,417
Agriculture			797
Consumer installment loans			163
All other loans			
Total	$	$ 43,497	$ 101,938

Assets and liabilities measured at fair value are as follows as of December 31, 2011 (for purpose of this table the impaired loans are shown net of the related allowance):

(Dollars are in thousands)	Quoted market price in active markets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
(On a recurring basis)			
Available for sale investments			
U.S. Government Agencies	$	$ 21,633	$
Taxable municipals		1,552	
Tax-exempt municipals		1,054	
Mortgage backed securities		8,195	
(On a non-recurring basis)			
Other real estate owned			15,092
Impaired loans:			

Real estate secured:			
Commercial			43,321
Construction and land development			8,769
Residential 1-4 family			13,642
Multifamily			613
Farmland			13,951
Commercial			4,737
Agriculture			714
Consumer installment loans			28
All other loans			
Total	$	$ 32,434	$ 100,867

Table of Contents

For the three months ended March 31, 2012 and 2011, the changes in other real estate owned Level 3 assets measured at fair value on a nonrecurring basis are summarized as follows (dollars in thousands):

(Dollars are in thousands)	March 31, 2012 Other Real Estate Owned	March 31, 2011 Other Real Estate Owned
Balance, January 1	$ 15,092	$ 12,346
Acquired in settlement of loans	3,347	1,354
Proceeds from sale of other real estate owned	(1,957)	(148)
Gain (Loss) on sale of other real estate owned	(63)	1
Adjustments to carrying value	(1,410)	
Balance, March 31	$ 15,009	$ 13,553

For the three months ended March 31, 2012 and 2011, the changes in Level 3 assets measured at fair value on a nonrecurring basis are summarized as follows (dollars in thousands):

March 31, 2012

(Dollars are in thousands)	Other Real Estate Owned	Impaired Loans	Total
Balance, January 1	$ 15,092	$ 85,775	$ 100,867
Transfers into Level 3	3,347	1,154	4,501
Included in earnings	(1,473)		(1,473)
Sales and other reductions	(1,957)		(1,957)
Balance, March 31	$ 15,009	$ 86,929	$ 101,938

March 31, 2011

(Dollars are in thousands)	Other Real Estate Owned	Impaired Loans	Total
Balance, January 1	$ 12,346	$ 77,815	$ 90,161
Transfers into Level 3	1,354	4,252	5,606
Included in earnings	1		1
Sales and other reductions	(148)		(148)
Balance, March 31	$ 13,553	$ 82,067	$ 95,620

For Level 3 assets measured at fair value on a recurring or non-recurring basis as of March 31, 2012, the significant unobservable inputs used in the fair value measurements were as follows:

(Dollars in thousands)	Fair Value at March 31, 2012	Valuation Technique	Significant Unobservable Inputs	Significant Unobservable Input Value
Impaired Loans	$ 86,929	Appraised Value/Discounted Cash Flows/Market Value of Note	Appraisals and/or sales of comparable properties/Independent quotes	n/a

Other Real Estate Owned	$ 15,009	Appraised Value/Comparable Sales/Other Estimates from Independent Sources	Appraisal and/or sales of comparable properties/Independent quotes/bids	n/a

20

Fair Value of Financial Instruments

Fair value information about financial instruments, whether or not recognized in the balance sheet, for which it is practical to estimate the value is based upon the characteristics of the instruments and relevant market information. Financial instruments include cash, evidence of ownership in an entity, or contracts that convey or impose on an entity that contractual right or obligation to either receive or deliver cash for another financial instrument.

The following summary presents the methodologies and assumptions used to estimate the fair value of the Company s financial instruments presented below. The information used to determine fair value is highly subjective and judgmental in nature and, therefore, the results may not be precise. Subjective factors include, among other things, estimates of cash flows, risk characteristics, credit quality, and interest rates, all of which are subject to change. Since the fair value is estimated as of the balance sheet date, the amounts that will actually be realized or paid upon settlement or maturity on these various instruments could be significantly different.

The following presents the carrying amount, fair value, and placement in the fair value hierarchy of the Company s financial instruments as of March 31, 2012 and December 31, 2011. This table excludes financial instruments for which the carrying amount approximates fair value. The carrying value of cash and due from banks, federal funds sold, interest-bearing deposits, deposits with no stated maturities, trust preferred securities and accrued interest approximates fair value. The remaining financial instruments were valued based on the present value of estimated future cash flows, discounted at various rates in effect for similar instruments during the months of March 2012 and December 2011.

			Fair Value Measurements		
(Dollars are in thousands)	Carrying Amount	Fair Value	Quoted market price in active markets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
March 31, 2012					
Financial Instruments Assets					
Net Loans	$ 555,721	$ 559,255	$	$ 472,326	$ 86,929
Financial Instruments Liabilities					
Time Deposits	425,418	430,262		430,262	
FHLB Advances	17,683	17,536		17,536	
December 31, 2011					
Financial Instruments Assets					
Net Loans	$ 579,436	$ 588,888	$	$ 493,661	$ 85,775
Financial Instruments Liabilities					
Time Deposits	445,658	451,312		451,312	
FHLB Advances	17,983	17,756		17,756	

Table of Contents

NOTE 11 RECENT ACCOUNTING DEVELOPMENTS:

The following is a summary of recent authoritative announcements:

In April 2011, the criteria used to determine effective control of transferred assets in the Transfers and Servicing topic of the ASC was amended by ASU 2011-03. The requirement for the transferor to have the ability to repurchase or redeem the financial assets on substantially the agreed terms and the collateral maintenance implementation guidance related to that criterion were removed from the assessment of effective control. The other criteria to assess effective control were not changed. The amendments are effective for the Company on January 1, 2012 and had no effect on the financial statements.

ASU 2011-04 was issued in May 2011 to amend the Fair Value Measurement topic of the ASC by clarifying the application of existing fair value measurement and disclosure requirements and by changing particular principles or requirements for measuring fair value or for disclosing information about fair value measurements. The amendments were effective for the Company beginning January 1, 2012 and had no effect on the financial statements.

The Comprehensive Income topic of the ASC was amended in June 2011. The amendment eliminates the option to present other comprehensive income as a part of the statement of changes in stockholders equity and requires consecutive presentation of the statement of net income and other comprehensive income. The amendments were applicable to the Company on January 1, 2012 and have been applied retrospectively. In December 2011, the topic was further amended to defer the effective date of presenting reclassification adjustments from other comprehensive income to net income on the face of the financial statements. Companies should continue to report reclassifications out of accumulated other comprehensive income consistent with the presentation requirements in effect prior to the amendments while FASB redeliberates future requirements.

Other accounting standards that have been issued or proposed by the FASB or other standards-setting bodies are not expected to have a material impact on the Company s financial position, results of operations or cash flows.

Table of Contents

Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operations

Caution About Forward Looking Statements

We make forward looking statements in this quarterly report that are subject to risks and uncertainties. These forward looking statements include statements regarding our profitability, liquidity, allowance for loan losses, interest rate sensitivity, market risk, business strategy, and financial and other goals. The words believes, expects, may, will, should, projects, contemplates, anticipates, forecasts, intends, or othe terms are intended to identify forward looking statements.

Certain information contained in this discussion may include forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended and Section 21E of the Securities Exchange Act of 1934, as amended. These forward-looking statements contain the Company s expectations, plans, future financial performance, and other statements that are not historical facts. These forward-looking statements are generally identified by phrases such as the Company expects, the Company believes or words of similar importance. Such forward-looking statements involve known and unknown risks including, but not limited to, changes in general economic and business conditions, interest rate fluctuations, competition within and from outside the banking industry, new products and services in the banking industry, risk inherent in making loans such as repayment risks and fluctuating collateral values, problems with technology utilized by the Company, changing trends in customer profiles and changes in laws and regulations applicable to the Company. Although the Company believes that its expectations with respect to the forward-looking statements are based upon reasonable assumptions within the bounds of its knowledge of its business and operations, there can be no assurance that actual results, performance or achievements of the Company will not differ materially from any future results, performance or achievements expressed or implied by such forward-looking statements.

Because of these uncertainties, our actual future results may be materially different from the results indicated by these forward looking statements. In addition, our past results of operations do not necessarily indicate our future results.

Written Agreement

The Company and the Bank entered into a written agreement with the Federal Reserve Bank of Richmond and the Virginia Bureau of Financial Institutions. Under this Agreement, the Bank has agreed to develop and submit for approval within specified time periods written plans to: (a) strengthen board oversight of management and the Bank s operation; (b) if appropriate after review, to strengthen the Bank s management and board governance; (c) strengthen credit risk management policies; (d) enhance lending and credit administration; (e) enhance the Bank s management of commercial real estate concentrations; (f) conduct ongoing review and grading of the Bank s loan portfolio; (g) improve the Bank s position with respect to loans, relationships, or other assets in excess of $1 million which are now or in the future become past due more than 90 days, which are on the Bank s problem loan list, or which are adversely classified in any report of examination of the Bank; (h) review and revise, as appropriate, current policy and maintain sound processes for maintaining an adequate allowance for loan and lease losses; (i) enhance management of the Bank s liquidity position and funds management practices; (j) revise its contingency funding plan; (k) revise its strategic plan; and (l) enhance the Bank s anti-money laundering and related activities.

In addition, the Bank has agreed that it will: (a) not extend, renew, or restructure any credit that has been criticized by the Reserve Bank or the Bureau absent prior board of directors approval in accordance with the restrictions in the Agreement; (b) eliminate all assets or portions of assets classified as loss and thereafter charge off all assets classified as loss in a federal or state report of examination, which has been done.

The Company and the Bank have agreed to submit capital plans to maintain sufficient capital at the Company, on a consolidated basis, and the Bank, on a stand-alone basis, and to refrain from declaring or paying dividends without prior regulatory approval. The Company has agreed that it will not take any other form of payment representing a reduction in the Bank s capital or make any distributions of interest, principal, or other sums on subordinated debentures or trust preferred securities without prior regulatory approval. The Company may not incur, increase or guarantee any debt without prior regulatory approval and has agreed not to purchase or redeem any shares of its stock without prior regulatory approval.

Under the terms of the Agreement, the Company and the Bank have appointed a committee to monitor compliance. The directors of the Company and the Bank have recognized and unanimously agree with the common goal of financial soundness represented by the Agreement and have confirmed the intent of the directors and executive management to diligently seek to comply with all requirements of the Written Agreement.

Written Agreement Progress Report

At March 31, 2012, we believe we have not yet achieved full compliance with the Agreement but we have made progress in our compliance efforts under the Agreement. We are aggressively working to comply with the Agreement and have timely submitted each required plan by its respective deadline. We have hired an independent consultant to assist us in these efforts and the following actions have taken place:

1. With regard to corporate governance, we have established a weekly Director s Loan Committee to oversee all loan approvals and all loan renewals, extensions and approvals for loans risk rated Special Mention or worse, as well as, exposures exceeding the Chief Credit Officer s lending authority, This has enabled the Board to increase its oversight of the Bank s largest credit exposures and problem credits, and enhanced the monitoring and compliance with all loan policies and procedures. Secondly, we have enhanced our reporting of credit quality to the board. Furthermore, we have adopted formal charters for our Nominating, Compliance, Compensation, and Loan Committees. A corporate governance policy was adopted by the Board of Directors on April 23, 2012.

2. The requirement to assess the Board and management has been completed by an independent party. A report has been issued to the Board and recommendations are being followed. In September 2010, our President and CEO was added as a member of the Board and in November 2010, Eugene Hearl was added as a member of the Board. Mr. Hearl has over 40 years banking experience as President and CEO for two community banks and Regional President of a large regional financial institution.

In addition, training is a key initiative of both the Board of Directors and employees. Further training of the Board has been implemented and will be ongoing.

A formal management succession plan has been developed and approved by the Board of Directors.

3. In the month of September 2010, a newly revised strategic plan and a capital plan were completed and submitted to our regulators. The 2011 Budget was submitted to our regulators in the fourth quarter of 2010.

A newly revised strategic plan for the years 2012 through 2014 was completed and submitted to the regulators in November 2011. The 2012 Budget was submitted to our regulators also in the fourth quarter of 2011.

In accordance with our capital plan, we expect to begin a common stock offering to existing shareholders and the public in the latter part of the second quarter 2012. A preliminary S-1 filing has been filed with Securities and Exchange Commission and is currently being reviewed for final approval.

4. Loan policies have been revised; an online approval and underwriting system for loans has been implemented; underwriting, monitoring and management of credits and collections have been enhanced; frequency of external loan reviews increased; and the focus on problem loans intensified at all levels in the organization. As a result, we are more timely in identifying problem loans. In the future, continuing these procedures should strengthen asset quality substantially. Further training of lending personnel is ongoing regarding proper risk grading of credits and identification of problem credits.

5. Enhanced loan concentration identification and new procedures for monitoring and managing concentrations have been implemented. Loan concentration targets have been established and efforts continue to reduce higher risk concentrations. In particular construction and development loans and commercial real estate loans have been reduced and continue to decrease toward acceptable levels as determined by the new policies.

6. To strengthen management of credit quality and loan production, we added a new Chief Credit Officer, Stephen Trescot, in the first quarter of 2011 who brings vast credit administration experience to our management team. Sharon Borich, our former Chief Credit Officer, assumed the role of Senior Lending Officer with oversight of loan production and business development which is her area of

expertise. In addition to new lending policies and procedures, the management of all real estate development projects and draws has been centralized. We have segregated the duties of lenders for greater specialization of commercial and retail lending responsibilities. As a result we have formed a Commercial Loan division that is supervised by the Senior Vice President and Senior Lending Officer. The retail loans are primarily the responsibility of branch personnel who report to branch managers and respective area managers.

The credit analysis function has been restructured and is a part of credit administration. The credit analysis function and independent appraisal reviews are now lead by a former seasoned lender who serves as Vice President and Credit Officer. This individual oversees a staff of four credit analysts and a certified licensed appraiser who serves as Appraisal Review Manager. The credit analysts review new and renewed loan

relationships of $250 thousand or more prior to approval and annually reviews relationships of $500 thousand or more. The independent Appraisal Review Manager reviews the quality of appraisals on behalf of the Bank by reviewing the methods, assumptions, and value conclusions of internal and external appraisals. In addition, this data is used to determine whether an external appraiser should be utilized for future work.

7. We have retained an independent third party to perform loan reviews on a quarterly basis in 2010 and 2011 and have engaged them to perform this function in June 2012 and December 2012. The third party loan review company has also conducted two loan portfolio stress tests for the Bank to obtain a better understanding of potential loan losses over a two year period.

8. To support the focus on problem credit management the Bank further developed, in March, 2011, a Special Assets department which reports to the Chief Credit Officer. Presently, the department has four workout specialists/Vice Presidents, one Vice President managing other real estate owned properties, an analyst, and two support personnel. Substantially all the relationships in the Bank with total commitments in excess of $500,000 which are risk rated Special Mention or worse are assigned to this department. This department is organizationally structured to manage workout situations, collections, other real estate owned, nonperforming assets, watch list credits, and the Bank s legal department. New reporting and monitoring is conducted monthly by this division. Material changes to Special Asset credits are reported to the Board at the time of occurrence and, quarterly, the Board receives written action plans and status updates of the Bank s twenty largest problem credits. A quarterly management watch list committee has been established to actively manage and monitor these credits.

9. A new allowance for loan loss model was implemented and reviewed independently during 2010. The Board has approved a new allowance for loan loss policy. We have shifted duties for maintaining the allowance for loan loss model and credit reporting to a more experienced employee. The allowance for loan loss and the methodology supporting the results are approved quarterly by the Audit Committee of the Board of Directors, and ratified by the Board.

10. We have significantly increased our asset based liquidity sources throughout 2010, 2011 and 2012 to meet financial obligations. A new liquidity risk management policy has been adopted and a revised contingency funding plan has been created. We have lost all of our federal funds lines of credit, but we have added an internet certificate of deposit funding source to increase contingent funding sources. We believe that we have adequate liquidity in normal and stressed situations. We are further developing an investment portfolio, as well. The investment portfolio has grown to $43.5 million at March 31, 2012 from $4.7 million at December 31, 2010.

11. In the fourth quarter of 2009, we ceased the declaration of dividends from the Bank to the Company. We also deferred interest payments on our trust preferred securities issuances.

12. Anti-money laundering and bank secrecy act programs and training have been enhanced.

Overview

The Company had net loss for the quarter ended March 31, 2012 of $2.5 million thousand as compared to net income of $549 thousand for the period ended March 31, 2011. Basic net loss per share was $0.25 for the quarter ended March 31, 2012 as compared to basic net income of $0.05 for the quarter ended March 31, 2011. The net loss is primarily the result of other real estate owned expenses of $2.0 million, of which $1.4 million is the result of other real estate owned properties writedowns, $2.0 million in loan loss provision, and a deferred tax valuation allowance of $1.1 million.

Total assets decreased to $768.4 million, or 1.53%, from $780.4 million at December 31, 2011. We intentionally are reducing our asset size in an attempt to improve our capital position and manage our net interest margin by reducing higher cost funding. We foresee total assets to continue shrinking in the near future as we manage to maintain a well-capitalized status under regulatory guidelines at the Bank level and return to well-capitalized on a consolidated basis.

At March 31, 2012, the Company fell below the minimum capital requirement for regulatory well-capitalized status as a result of the Tier 1 leverage ratio decreasing to 3.92%, which was below the minimum requirement of 4.00%. At December 31, 2011, the ratio was 4.23%. The Tier 1 risk based ratio was 6.27% at March 31, 2012, compared to 6.57% at December 31, 2011. The Total risked based capital ratio was 9.08% at March 31, 2012, compared to 9.15% at December 31, 2011.

At March 31, 2012 the Bank was well capitalized under the regulatory framework for prompt corrective action. The following ratios existed at March 31, 2012 for the Bank: Tier 1 leverage ratio of 5.83%, Tier 1 risk based capital ratio of 9.33%, and Total risk based capital ratio of 10.61%. The ratios were as follows at December 31, 2011: Tier 1 leverage ratio of 5.99%, Tier 1 risk based capital ratio of 9.28%, and Total risk based capital ratio of 10.56%.

In the first quarter of 2012, we experienced a decrease in our net interest margin to 4.15%, as compared to 4.21% for the same period in 2011. This is reflected in the $1.1 million decrease in net interest income during the first quarter of 2012 as compared to the same period in 2011 primarily related to increased nonaccrual loans in 2012 and a decreased loan portfolio.

Total loans decreased to $573.8 million at March 31, 2012 from $597.8 million at year end 2011. This is the result of charge offs of $2.4 million for the first quarter of 2012, resolution of problem loans, decreased loan demand, tighter underwriting guidelines, and the intentional shrinking of the loan portfolio to increase regulatory capital ratios. We continue to serve our customers, and although the total loan portfolio has shrunk, we have renewed existing credits and have made new loans to qualified borrowers as well. We plan to decrease the loan portfolio in the near future as we reduce our exposure to certain risks and decrease nonperforming loans. Total deposits decreased $9.2 million from $708.3 million at December 31, 2011 to $699.1 million at March 31, 2012 as we have experienced shrinkage in time deposits due to the interest rate environment. However, we continue to experience core deposit growth through attractive consumer and commercial deposit products.

The deterioration of the residential and commercial real estate markets, as well as the extended recessionary period, have resulted in increases to our nonperforming assets. However, we are identifying potential problems early in an effort to minimize losses. The ratio of nonperforming assets to total assets is 7.98% at March 31, 2012 in comparison to 7.55% at December 31, 2011. Nonperforming assets, which include nonaccrual loans, other real estate owned and past due loans greater than 90 days still accruing interest, increased to $61.4 million at March 31, 2012 from $58.9 million at December 31, 2011. The majority of these assets are real estate development projects and commercial real estate secured loans. We are working aggressively to reduce these totals primarily by working with the customer for additional collateral, or restructuring the debt. However, we also may have to foreclose, repossess collateral or take other prudent measures. We are uncertain how long these processes will take. In the three months of 2012, net charge offs were $2.3 million as compared to $6.7 million in the same period of 2011. The majority of the charge offs in the first three months of 2012 were related to real estate construction loans and commercial loans with collateral values that are dependent upon current market and economic conditions when these are ascertainable.

The provision for loan losses increased $805 thousand, or 70.31%, to $2.0 million for the first quarter of 2012 as compared to $1.1 million in the same period for 2011. At March 31, 2012 our allowance for loan losses totaled $18.0 million, or 3.14% of total loans, as compared to $18.4 million, or 3.07% of total loans as of December 31, 2011. At March 31, 2011 our allowance for loan losses totaled $19.7 million, or 2.88% of total loans. The allowance for loan losses is being maintained at a level that management deems appropriate to absorb any potential future losses and known impairments within the loan portfolio whether or not the losses are actually ever realized. We continue to modify the allowance for loan loss model to best reflect the risks in the portfolio and the improvements made in our internal policies and procedures.

Critical Accounting Policies

For discussion of our significant accounting policies see our Annual Report on Form 10-K for the year ended December 31, 2011. Certain critical accounting policies affect the more significant judgments and estimates used in the preparation of our financial statements. Our most critical accounting policies relate to our provision for loan losses and the calculation of our deferred tax asset and valuation allowance.

The provision for loan losses reflects the estimated losses resulting from the inability of our customers to make required payments. If the financial condition of our borrowers were to further deteriorate, resulting in an impairment of their ability to make payments, our estimates would be updated, and additional provisions could be required. For further discussion of the estimates used in determining the allowance for loan losses, we refer you to the section on Provision for Loan Losses below.

Our deferred income tax assets and liabilities are determined using the liability (or balance sheet) method. Under this method, the net deferred tax asset or liability is determined based on the tax effects of the temporary differences between the book and tax bases of the various balance sheet assets and liabilities and gives current recognition to changes in tax rates and laws. If all or a portion of the net deferred tax asset is determined to be unlikely to be realized, a valuation allowance is established to reduce the net deferred tax asset to the amount that is more likely than not to be realized. For further discussion of the deferred tax asset and valuation allowance, we refer you to the section on Deferred Tax Asset and Income Taxes below.

Balance Sheet Changes

At March 31, 2012, total assets were $768.4 million, a decrease of $12.0 million, or 1.53%, over December 31, 2011. Total deposits decreased $9.2 million, or 1.30%, for the first three months of 2012 to $699.1 million from $708.3 million at December 31, 2011. Total loans decreased $24.0 million, or 4.03%, to $573.8 million at March 31, 2012 from $597.8 million at December 31, 2011.

We continue to experience an increase in core deposits as noninterest bearing deposits increased 2.90%, or $3.2 million, from $109.6 million at December 31, 2011 to $112.8 million at March 31, 2012. Overall, we continue to experience growth in core deposits through attractive consumer and commercial deposit products and strong ties with our customer base and communities. We experienced an increase of $3.5 million in interest bearing deposits and an increase in savings deposits during the first quarter of 2012.

We experienced a decrease in time deposits of $20.3 million. This is the result of decreased interest rates offered in this very low interest rate environment. During 2012, interest rate sensitive deposits have withdrawn to seek other investment opportunities. We expect to continue to lose higher cost and rate sensitive deposits in the near future. However, we monitor deposits to ensure that we maintain adequate liquidity levels. We believe despite the deposit decrease, we have adequate liquidity.

Total loans decreased to $573.8 million at March 31, 2012 from $597.8 million at year end 2011. This is the result of charge offs of $2.4 million for the first three months of 2012, lower loan demand, tighter underwriting criteria, and resolution of problem loans. We plan to decrease the loan portfolio as we manage our capital levels to maintain the Bank s and restore the Company s well-capitalized status, reduce certain risks to various industry sectors that have posed higher risks in recent times, and resolve nonperforming loans. Even as we decrease our loan portfolio, we still are committed to serving our customers. We have hired commercial lending personnel, continue to train our loan officers to meet the needs of our customers, and are developing new business with qualified borrowers that will ensure a stronger loan portfolio in the future.

Net Interest Income and Net Interest Margin

Net interest income decreased $1.1 million, or 12.79%, to $7.1 million in the first quarter of 2012 from $8.2 million for the same period in 2011. Our net interest margin decreased to 4.15% in the first quarter of 2012 as compared to 4.21% for the same period in 2011. This is the result of the level of nonaccrual loans of $42.3 million at March 31, 2012 which negatively affects the net interest margin as these loans are nonearning assets and the decreased volume of loans, which are typically higher earning assets.

With regard to recognition of interest income on impaired loans, interest income and cash receipts on impaired loans are handled differently depending on whether or not the loan is on non-accrual status. If the impaired loan is not on non-accrual status, then the interest income on the loan is computed using the effective interest method. If there is serious doubt about the collectability of an impaired loan, it is the Bank s policy to stop accruing interest on a loan and classify that loan as non-accrual under the following circumstances: (a) whenever we are advised by the borrower that scheduled payment or interest payments cannot be met, (b) when our best judgment indicates that payment in full of principal and interest can no longer be expected, or (c) when any such loan or obligation becomes delinquent for 90 days unless it is both well secured and in the process of collection. All interest accrued but not collected for loans that are placed on nonaccrual or charged off are reversed against interest income. The interest on these loans is accounted for on the cash basis or cost-recovery method, until qualifying for return to accrual. Loans are returned to accrual status when all the principal and interest amounts contractually due are brought current and prospects for future contractual payments are reasonably assured. In addition, funds generated from a shrinking loan portfolio are reinvested at lower interest rates in both overnight deposits for liquidity purposes and in investment securities. If non-accruing loans increase, it may reduce our net interest margin further. We continue to manage our yields on assets and our costs of funds to improve the net interest margin.

As mentioned earlier, our loan portfolio has decreased and as a result the interest income generated by these higher earning assets has been redeployed into investment securities, a lower yielding asset. The overall affect is a decrease in the interest income of the Bank.

Although our cost of funds has decreased due to deposits repricing at lower interest rates, the rate of this decrease in interest costs is not consistent with the rate of decrease in interest income; consequently, this is causing net interest income to decrease overall.

As the total assets decrease, we anticipate, however, that the net interest margin will still remain above 4%; accordingly, we are managing this critical source of earnings.

Noninterest Income

Noninterest income increased $156 thousand, or 11.90%, to $1.5 million in the first quarter of 2012 from $1.3 million in 2011. The increase is the result of a $72 thousand realized gain on the sale of investment securities and a $27 thousand

increase in life insurance investment income from bank owned life insurance policies. We expect noninterest income to remain flat throughout 2012 as a result of regulatory changes; however, we continue to seek opportunities to improve noninterest income.

Noninterest Expense

Noninterest expense totaled $9.0 million for the first quarter of 2012 as compared to $7.6 million for the first quarter of 2011. The primary contributors to the increase in noninterest expenses for the quarter are the increase in other real estate owned expenses of $1.7 million and the increase in other operating expenses of $91 thousand.

Salaries and benefits decreased $315 thousand in the quarter-to-quarter comparison from $3.9 million at March 31, 2011 to $3.6 million for the same period in 2012. We decreased staffing during 2011 and are now starting to realize the reduced expenses. Total full time equivalent employees have decreased to 295 at March 31, 2012 from 333 at March 31, 2011, a reduction of 38, or 11.41%. In addition, we have frozen salaries for the year 2012 in order to control this expense. In the year 2012, we also lowered the 401-k matching contribution from matching dollar for dollar on the 5% employee contribution to 3%. We will be merging eight existing offices together to form four offices on May 31, 2012. We anticipate annual pre-tax savings from these consolidations to be approximately $1.0 million. In the future, we should continue to see improvements in salary and benefits expenses.

Our efficiency ratio, which is defined as noninterest expense divided by the sum of net interest income plus noninterest income, was 104.60% for the first quarter of 2012 as compared to 80.30% for the same period in 2011. We anticipate this ratio to improve in 2012 as we realize cost savings from staff reductions and the announced branch mergers occurring in the second quarter of 2012 and engage fewer consultants.

Provision for Loan Losses

The calculation of the allowance for loan losses is considered a critical accounting policy. The adequacy of the allowance for loan losses is based upon management s judgment and analysis. The following factors are included in our evaluation of determining the adequacy of the allowance: risk characteristics of the loan portfolio, current and historical loss experience, concentrations and internal and external factors such as general economic conditions.

The allowance for loan losses decreased to $18.0 million at March 31, 2012 as compared to $18.4 million at December 31, 2011. The allowance for loan losses at March 31, 2012 was approximately 3.14% of total loans as compared to 3.07% at December 31, 2011 and 2.88% at March 31, 2011. Net loans charged off for the first quarter of 2012 were $2.3 million, or 0.95% of average loans, and $6.7 million, or 0.95% of average loans, for the first quarter of 2011. The provision for loan losses was $2.0 million for the first quarter of 2012 as compared with $1.1 million in the same period for 2011.

Loans delinquent greater than 90 days still accruing interest and loans in non-accrual status present higher risks of default and loan losses. At March 31, 2012, there were 172 loans in non-accrual status totaling $43.7 million, or 7.61% of total loans. At December 31, 2011, there were 170 loans in non-accrual status totaling $42.3 million, or 7.08% of total loans. The amounts of interest that would have been recognized on these loans were $439 thousand and $455 million for the three months ended March 31, 2012 and 2011, respectively. There were 45 loans past due 90 days or greater and still accruing interest totaling $2.7 million, or 0.46% of total loans at March 31, 2012. There were 47 loans past due 90 days or greater and still accruing interest totaling $1.5 million at year end 2011. It is our policy to stop accruing interest on a loan, and to classify that loan as non-accrual, under the following circumstances: (a) whenever we are advised by the borrower that scheduled payment or interest payments cannot be met, (b) when our best judgment indicates that payment in full of principal and interest can no longer be expected, or (c) when any such loan or obligation becomes delinquent for 90 days unless it is both well secured and in the process of collection. There were $26.5 million in loans classified as troubled debt restructurings as of March 31, 2012 as compared to $29.1 million in loans classified as troubled debt restructurings as of December 31, 2011. Of the loans classified as troubled debt restructurings at March 31, 2012, $7.4 million were in non-accrual status, compared to $8.2 million at December 31, 2011. We do not have any commitments to lend additional funds to non-performing debtors.

Certain risks exist in the Bank s loan portfolio. Historically, we have experienced significant annual loan growth until the past couple of years. However, there might be loans that have single pay maturities or demand loans that may be too new to have exhibited signs of weakness. Also, past expansions into new markets increase potential credit risk. A majority of our loans are collateralized by real estate located in our market area. It is our policy to sufficiently collateralize loans to help minimize loss exposures in case of default. The recent negative trends in the national real estate market and economy pose threats to our portfolio. With the exception of real estate development type properties which have experienced more deterioration in market values, the local residential and commercial real estate market values have shown some deterioration but remain relatively stable. National real estate markets have experienced a more significant downturn and this has impacted our portfolio for certain out-of-market loans in the Coastal Carolina, northeastern Tennessee, and eastern

West Virginia markets. Prior to 2008, we had purchased participation construction loans in the Coastal Carolina area. The totals of these credits were $2.6 million at March 31, 2012 and $2.5 million at December 31, 2011. At March 31, 2012 and December 31, 2011 $55 thousand of the allowance for loan losses was allocated to these credits. The $100 thousand increase was the result of an asset exchange that occurred in the first quarter of 2012 in which we exchanged $1.7 million which consisted of $585 thousand in cash, $773 thousand in loans, and $338 thousand in other real estate owned, in exchange for 100% interest and control of the two remaining credit relationships totaling $2.6 million. As a result we were able to recover $69 thousand on the loans we exchanged. This market area poses higher risk to potential future write-downs if the real estate market conditions do not show improvements. It is uncertain as to when or if local real estate values will be more significantly impacted. We do not believe that there will be a severely negative effect in our market area, but because of the uncertainty we deem it prudent to assign more of the allowance to these types of loans. Our market area is somewhat diverse, but certain areas are more reliant upon agriculture, coal mining and natural gas. As a result, increased risk of loan impairments is possible if these industries experience a significant downturn although we do not believe this to be likely at least in the near future. We consider these factors to be the primary higher risk characteristics of the loan portfolio.

Loans are initially risk rated by the originating loan officer. If deteriorations in the financial condition of the borrower and the capacity to repay the debt occur, along with other factors, the loan may be downgraded. This is to be determined by the loan officer. Guidance for the evaluation is established by the regulatory authorities who periodically review the Bank s loan portfolio for compliance. Classifications used by the Bank are exceptional, very good, standard, acceptable, transitory risk, other assets especially mentioned, substandard, doubtful and loss. For the year 2011, we engaged a third party loan review firm to conduct quarterly loan reviews and have engaged them to perform this function in 2012. Upon their review, loans risk ratings may change from the rating assigned by the respective lender. We have experienced fewer rating changes in more recent reviews indicating better risk identification for the loan portfolio in light of the experience from the severe recession. As a result of the trend of having fewer exceptions, we decreased the assigned risk to the allowance for loan loss model related to improper risk grades at March 31, 2012.

All loans classified as special mention, substandard, doubtful and loss are individually reviewed for impairment. In determining impairment, collateral for loans classified as substandard, doubtful and loss is reviewed to determine if the collateral is sufficient for each of these credits, generally through obtaining an appraisal. We generally consider an appraisal to be outdated when the appraisal is greater than 12 months old and the credit exhibits signs of weakness that warrant the possibility of relying on the collateral for repayment. An independent appraisal department reviews each appraisal to ensure compliance with USPAP requirements. The appraisal is further reviewed by the loan officer and Chief Credit Officer for reasonableness. If the appraisal value is questionable, an independent third party review of the appraisal is obtained. On adversely classified loans of all types, we may deem it necessary to obtain appraisals annually. If appraisals are obtained as is, we further discount the appraisals with an estimated selling cost of 10% for commercial and development properties and 6% for residential mortgages. If a current appraisal has not been obtained, we generally discount the most recent appraisal value by age: greater than one year through two years 10%; two years to three years 20%; greater than 3 years 30%. We are further evaluating these loans with standard discounts to determine if updated appraisals are necessary and if the discounts are still relevant related to the current distressed real estate market as compared to the timing of the most recent appraisal. It is possible, in some circumstances, that the discount may be inadequate due to the timing of the last evaluation and current circumstances. In determining the FAS 5 component of our allowance, we do not directly consider the potential for outdated appraisals since that portion of our allowance is based on the analysis of the performance of loans with similar characteristics, external and internal risk factors. We consider the overall quality of our underwriting process in our internal risk factors, but the need to update appraisals is associated with loans identified as impaired under FAS 114. If an appraisal is older than one year, a new external certified appraisal may be obtained and used to determine impairment. If an exposure exists, a specific allowance is directly made for the amount of the potential loss in addition to estimated liquidation and disposal costs. The evaluation is inherently subjective as it requires estimates that are susceptible to significant revision as more information becomes available. Impaired loans increased to $93.4 million with a valuation allowance of $6.5 million at March 31, 2012 as compared to $91.8 million with a valuation allowance of $6.0 million at December 31, 2011. Of the $93.4 million recorded as impaired loans, $41.0 million were nonperforming loans, which includes nonaccrual loans and past due 90 days or more. Impaired loans increased $1.6 million, or 1.73%, from $91.8 million recorded as impaired loans at December 31, 2011. We determined we had $36.2 million in loans that required a valuation allowance of $6.5 million at March 31, 2012. At December 31, 2011 we had $30.0 million in loans that required a valuation allowance of $6.0 million. The $6.2 million increase in loans requiring a valuation allowance was the result of $4.2 million increase in commercial loans and a $1.8 million increase in real estate loans that required a valuation allowance. Management is aggressively working to reduce the impaired credits at minimal loss.

Although risk classifications and the level of downgrades may indicate a worsening of the asset quality of the loan portfolio, we believe that the enhancements we have made in the risk identification process that we have implemented through improved policies, quality external independent loan reviews, new credit administration and experience from the severe recession support a better demonstration of the loan portfolio than in the past. Accordingly, management reviewed the risk factors associated with the internal processes and assigned less risk to the portfolio at March 31, 2012 as the new policies and procedures have been in place for over one year and certain indicators support the decision to make these changes.

The allowance for loan loss at March 31, 2012 decreased 400 thousand to $18.0 million compared to $18.4 million at December 31, 2011. In addition to reducing the weighted risk factors associated with internal processes, we also reevaluated the impact of the historical loss factors associated with construction and development loans as we have seen this segment of the portfolio decrease significantly and most of the losses have been related to out of market loans which are insignificant now. We believe that the application of the historical loss factor is appropriate to all risk grades for this segment of the portfolio, but no longer is it necessary to increase the weight of this factor based on the risk grade except for nonresidential construction loans at a lower loss factor than before. The overall effect of the changes in the model for the first quarter resulted in not needing to increase the allowance for loan loss by an additional $1.7 million during the first quarter of 2012. Prior to adopting these changes, we obtained regulatory approval. We will further evaluate the model in upcoming quarters to determine if additional appropriate revisions may be made.

Deferred Tax Asset and Income Taxes

Due to timing differences between book and tax treatment of several income and expense items, a deferred tax asset of $7.1 million existed at March 31, 2012 as compared to a deferred tax asset of $7.2 million at December 31, 2011. The $100 thousand difference is primarily related to a $1.1 million valuation allowance recognized in the first quarter of 2012, which increased the total valuation allowance to $3.8 million at March 31, 2012, compared to $2.7 million at December 31, 2011. Management reviewed the March 31, 2012 deferred tax calculation to determine the need for a valuation allowance. A valuation allowance is provided when it is more likely than not that some portion of the deferred tax asset will not be realized. In management s opinion, based on a three year taxable income projection, tax strategies which would result in potential securities gains and the effects of off-setting deferred tax liabilities, it is more likely than not that all the deferred tax assets, net of the $3.8 million allowance, would be realizable. Included in deferred tax assets are the tax benefits derived from net operating loss carryforwards totaling $3.7 million. Management expects to utilize all of these carryforwards prior to expiration. Direct charge-offs contributed to a reduction of the tax asset and are permitted as tax deductions. In addition, writedowns on other real estate owned property are expensed for book purposes but are not deductible for tax purposes until disposition of the property. Goodwill expense also was realized for book purposes in 2011 but continues to only be tax deductible based on the statutory requirements; thus, creating a deferred tax asset. When, and if, taxable income increases in the future and during the net operating loss carryforward period, this valuation allowance may be reversed and used to decrease tax obligations in the future. Our income tax expense was computed at the normal corporate income tax rate of 34% of taxable income included in net income. We do not have significant nontaxable income or nondeductible expenses.

Liquidity

We closely monitor our liquidity and have increased liquid assets in the form of cash, due from banks, federal funds sold, and unpledged available for sale investments to $119.6 million at March 31, 2012 from $107.3 million at December 31, 2011. We plan to maintain surplus short-term assets at levels adequate to meet potential liquidity needs during 2012.

At March 31, 2012, all of our investments are classified as available-for-sale, providing an additional source of liquidity in the amount of $28.8 million, which is net of those securities pledged as collateral. This will primarily serve as a source of liquidity while yielding a higher return than other short term investment options, such as federal funds sold and overnight deposits with the Federal Reserve Bank. We have increased our investment portfolio from $32.4 million at December 31, 2011 to $43.5 million at March 31, 2012. Our strategy is to develop an investment portfolio for the Bank. We foresee purchasing additional securities in the near future as opportunities arise.

Our loan to deposit ratio decreased to 82.07% at March 31, 2012 from 84.40% at year end 2011. We anticipate this ratio to remain below 90% as we continue to decrease our loan portfolio throughout 2012. We can further lower the ratio as management deems appropriate by managing the rate of growth in our loan portfolio and by offering special promotions to entice new deposits. This can be done by changing interest rates charged or limiting the amount of new loans approved.

Available third party sources of liquidity remain intact at March 31, 2012 which includes the following: our line of credit with the Federal Home Loan Bank of Atlanta, the brokered certificates of deposit markets, internet certificates of deposit, and the discount window at the Federal Reserve Bank of Richmond.

At March 31, 2012, we had borrowings from the Federal Home Loan Bank totaling $17.7 million as compared to $18.0 million at December 31, 2011. The decrease was due to regularly scheduled principal payments. Of these borrowings at March 31, 2012, none are overnight and subject to daily interest rate changes. Term notes of $10.2 million mature in the year 2012 and we anticipate paying these off as liquidity is available to do so. Two additional borrowings totaling $7.5 million have a maturity date in the year 2018, but reduce in principal amounts monthly. We also used our line of credit

30

with the Federal Home Loan Bank to issue a letter of credit for $7.0 million in 2008 and $3.0 million in 2010 to the Treasury Board of Virginia for collateral on public funds. An additional $28.4 million was available on March 31, 2012 on the $56.1 million line of credit which is secured by a blanket lien on our residential real estate loans.

We have access to the brokered deposits market. Currently we have $2.7 million in 10 year term time deposits comprised of $3 thousand incremental deposits which yield an interest rate of 4.10%. With the exception of CDARS time deposits, we have no other brokered deposits. Though this has not been a strategy in the past, we may utilize this source in the future as a lower cost source of funds.

We are a member of an internet certificate of deposit network whereby we may obtain funds from other financial institutions at auction. We may invest funds through this network as well. Currently, we only intend to use this source of liquidity in a liquidity crisis event.

The Bank has access to additional liquidity through the Federal Reserve Bank discount window for overnight funding needs. We may collateralize this line with investment securities and loans at our discretion, however, we do not anticipate using this funding source except as a last resort.

Additional liquidity is expected to be provided by loan repayments and core deposit growth that will result from an increase in market share in our targeted trade area.

With the increased asset liquidity and other external sources of funding, we believe at the Bank level we have adequate liquidity and capital resources to meet our requirements and needs for the foreseeable future. However, liquidity can be further affected by a number of factors such as counterparty willingness or ability to extend credit, regulatory actions and customer preferences, some of which are beyond our control.

Concerning the Company s liquidity, we continue to work on enhancing the Company s liquidity. At the end of December 2011, we obtained regulatory approval to extend these director notes until June 30, 2012. We will most likely extend the director notes another six months pending regulatory approval and the directors consent. We do not foresee any problems with this occurring.

Capital Resources

Total capital at the end of the first quarter of 2012 was $26.2 million as compared to $29.0 million at the end of December 31, 2011. The decrease was due to the net loss of $2.5 million for the first quarter of 2012, which was primarily the result of other real estate owned expenses and writedowns, loan loss provisions and the deferred tax valuation allowance expense. The Bank was well capitalized as of March 31, 2012, as defined by the capital guidelines of bank regulations, however, the Company fell below the minimum capital requirements as a result of the Tier 1 leverage ratio decreasing to 3.92%, which was below the minimum requirement of 4.00%. The Company s capital as a percentage of total assets was 3.41% at March 31, 2012 compared to 3.70% at December 31, 2011.

Total assets decreased during the first quarter of 2012 and we anticipate further decreasing assets to be the trend in 2012. Our primary source of capital comes from retained earnings. We developed a new strategic plan and capital plan in 2011. Under current economic conditions, we believe it is prudent to increase capital to absorb potential losses that may occur if asset quality deteriorates further. We are aware that capital needs and requirements are affected by the level of problem assets, growth, earnings and other factors. Retained earnings are not alone sufficient to provide for this economic cycle and we believe we will need access to additional sources of capital. As part of our initiative to improve regulatory capital ratios, we are further reducing our higher risk assets, which results in a shrinking loan portfolio. Deposit growth is primarily focused on growing core deposits, which are mainly transaction accounts, commercial relationships and savings products. We are focused on improving earnings by maintaining a strong net interest margin and decreasing overhead expenses. These options we are fully implementing to increase capital. However, these efforts alone may not provide us adequate capital if further loan losses are realized. We plan on beginning a common stock offering in the latter part of the second quarter of 2012. A preliminary filing with the Securities and Exchange Commission on March 29, 2012 on Form S-1 was made but has not yet been made effective.

We currently have two outstanding borrowings totaling $5.45 million plus accrued interest to two directors. The maturity date of these notes has been extended to June 30, 2012. The Company is obligated to convert the debt into the Company s common stock if, before the stated maturity, and on the same terms, including price, on which it is offered in the common stock offering. If the Company does not conduct an offering prior to the stated maturity, the Company has the option, but not the obligation, to convert the debt into shares of its common stock within 30 days of the stated maturity. We anticipate extending the due date another six months subject to regulatory approval and the agreement of the two directors which we foresee no problem in obtaining. Upon conversion of the notes, additional capital will be realized at the Company level and is expected to return the Company to well capitalized status at that time.

31

Table of Contents

No cash dividends have been paid historically and none are anticipated in the foreseeable future. Earnings will continue to be retained to build capital.

Off Balance Sheet Items and Contractual Obligations

There have been no material changes during the quarter ended March 31, 2012 to the off-balance sheet items and the contractual obligations disclosed in our annual report on Form 10-K for the fiscal year ended December 31, 2011.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Not Applicable.

Item 4. Controls and Procedures

We have carried out an evaluation, under the supervision and with the participation of our management, including our President and Chief Executive Officer (our CEO) and our Executive Vice President and Chief Financial Officer (our CFO), of the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act)) as of the end of the period covered by this report. Based upon that evaluation, our CEO and CFO concluded that our disclosure controls and procedures were operating effectively in providing reasonable assurance that (a) the information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission s rules and forms, and (b) such information is accumulated and communicated to our management, including our CEO and CFO, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Control Over Financial Reporting

There were no changes in the Company s internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) during the quarter ended March 31, 2012 that have materially affected or are reasonably likely to materially affect the Company s internal control over financial reporting.

Part II Other Information

Item 1. Legal Proceedings

There are no pending or threatened legal proceedings to which the Company or any of its subsidiaries is a party or to which the property of the Company or any of its subsidiaries is subject that, in the opinion of management, may materially impact the financial condition of the Company. The Bank is a co-defendant in a case brought by VFI Associates LLC, Burke LPI and Nicewonder, LPI in the Circuit Court of Russell County, Virginia on March 2, 2010. The main claim is that the Bank s former President and a former Senior Vice President imputed liability to the Bank through their conduct in a personal business venture and that an unrecordable ground lease entered into after the Bank s deed of trust was recorded is superior in right. The relief sought is principally equitable in nature and not for money damages. The Bank believes it will prevail in the litigation.

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

Not Applicable

Item 5. Other Information

Not Applicable

Item 6. Exhibits

The following exhibits are filed as part of this Form 10-Q, and this list includes the exhibit index:

No.	Description
31.1	Certification by Chief Executive Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act.
31.2	Certification by Chief Financial Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act.
32	Certification by Chief Executive Officer and Chief Financial Officer, as required by Section 906 of the Sarbanes-Oxley Act of 2002.
101	The following materials for the Company s 10-Q Report for the quarterly period ended March 31, 2012, formatted in XBRL: (i) the Consolidated Balance Sheets, (ii) the Consolidated Statements of Income, (iii) the Consolidated Statements of Comprehensive Income, (iv) the Consolidated Statements of Changes in Stockholders Equity, (v) the Consolidated Statements of Cash Flows, and (vi) the Notes to the Consolidated Financial Statements, tagged as blocks of text. [1]

[1] Furnished, not filed.

Table of Contents

SIGNATURES

Pursuant to 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.

	NEW PEOPLES BANKSHARES, INC. **(Registrant)**
By:	/s/ JONATHAN H. MULLINS Jonathan H. Mullins President and Chief Executive Officer
Date:	May 8, 2012
By:	/s/ C. TODD ASBURY C. Todd Asbury Executive Vice President and Chief Financial Officer
Date:	May 8, 2012

34