COMMUNITY FIRST BANCORP
Form 10-Q
November 14, 2011
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

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

THE SECURITIES EXCHANGE ACT OF 1934

For Quarterly Period Ended September 30, 2011

Commission File No. 000-29640

COMMUNITY FIRST BANCORPORATION

(Exact name of registrant as specified in its charter)

South Carolina	**58-2322486**
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)

449 HIGHWAY 123 BYPASS

SENECA, SOUTH CAROLINA 29678

(Address of principal executive offices, zip code)

(864) 886-0206

(Registrant s telephone number, including area code)

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 o

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 during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No o

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 o	Accelerated filer o
Non-accelerated filer o (Do not check if a smaller reporting company)	Smaller reporting company x

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

Indicate the number of shares outstanding of each of the issuer s classes of common stock, as of the latest practicable date: Common Stock, no par or stated value, 3,972,976 Shares Outstanding on November 1, 2011

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PART I FINANCIAL INFORMATION

Item 1. Financial Statements

COMMUNITY FIRST BANCORPORATION

Consolidated Balance Sheets

	(Unaudited) September 30, 2011	December 31, 2010
	(Dollars in thousands)	
Assets		
Cash and due from banks	$ 1,260	$ 1,711
Interest bearing balances due from banks	78,767	39,171
Cash and cash equivalents	80,027	40,882
Securities available-for-sale	129,206	169,369
Securities held-to-maturity (fair value $5,256 for 2011 and $6,817 for 2010)	4,865	6,389
Other investments	1,201	1,363
Loans	226,530	256,834
Allowance for loan losses	(5,713)	(5,756)
Loans - net	220,817	251,078
Premises and equipment - net	7,917	8,170
Accrued interest receivable	1,912	2,491
Bank-owned life insurance	9,928	9,666
Foreclosed assets	17,426	11,395
Net deferred tax assets	1,674	2,233
Other assets	1,763	2,723
Total assets	$ 476,736	$ 505,759
Liabilities		
Deposits		
Noninterest bearing	$ 54,870	$ 46,844
Interest bearing	364,404	398,466
Total deposits	419,274	445,310
Accrued interest payable	1,165	1,698
Short-term borrowings		5,000
Long-term debt	6,500	6,500
Other liabilities	2,471	1,939
Total liabilities	429,410	460,447
Shareholders equity		
Preferred stock - Series A - non-voting 5% cumulative - $1,000 per share liquidation preference; 5,000 shares authorized; issued and outstanding - 3,150 shares	3,126	3,126
Preferred stock - no par value; 9,995,000 shares authorized; None issued and outstanding		
Common stock - no par value; 10,000,000 shares authorized; issued and outstanding - 3,972,976 for 2011 and 2010	39,931	39,931
Additional paid-in capital	748	748
Retained earnings	1,919	1,396

Accumulated other comprehensive income		1,602		111
Total shareholders equity		47,326		45,312
Total liabilities and shareholders equity	$	476,736	$	505,759

See accompanying notes to unaudited consolidated financial statements.

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COMMUNITY FIRST BANCORPORATION

Consolidated Statements of Income

	(Unaudited) Period Ended September 30,			
	Three Months		Nine Months	
	2011	2010	2011	2010
	(Dollars in thousands, except per share)			
Interest income				
Loans, including fees	$ 3,498	$ 4,068	$ 10,776	$ 12,125
Interest bearing balances due from banks	35	28	78	98
Securities				
Taxable	945	1,258	3,177	3,875
Tax-exempt	165	188	517	584
Other investments	2	1	7	3
Total interest income	4,645	5,543	14,555	16,685
Interest expense				
Time deposits $100M and over	450	806	1,481	2,285
Other deposits	683	1,303	2,296	4,158
Long-term debt	65	70	192	219
Total interest expense	1,198	2,179	3,969	6,662
Net interest income	3,447	3,364	10,586	10,023
Provision for loan losses	1,400	1,025	4,100	3,275
Net interest income after provision	2,047	2,339	6,486	6,748
Other income				
Service charges on deposit accounts	289	319	817	929
Debit card transaciton fees	195	183	576	533
Net losses on sales of securities available-for-sale			(6)	
Increase in value of bank-owned life insurance	87	90	262	272
Other income	69	76	169	162
Total other income	640	668	1,818	1,896
Other expenses				
Salaries and employee benefits	1,184	1,205	3,602	3,528
Net occupancy expense	137	133	410	416
Furniture and equipment expense	93	95	266	281
Amortization of computer software	109	97	305	306
Debit card transaction expenses	90	120	331	343
FDIC insurance assessment	231	233	695	866
Other expense	613	607	2,011	1,698
Total other expenses	2,457	2,490	7,620	7,438
Income before income taxes	230	517	684	1,206
Income tax expense	35	131	43	214
Net income	195	386	641	992
Deductions for amounts not available to common shareholders:				
Dividends declared or accumulated on preferred stock	(39)	(39)	(138)	(138)
Net income available to common shareholders	$ 156	$ 347	$ 503	$ 854

See accompanying notes to unaudited consolidated financial statements.

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COMMUNITY FIRST BANCORPORATION

Consolidated Statements of Income - continued

	(Unaudited) Period Ended September 30,			
	Three Months		Nine Months	
	2011	2010	2011	2010
	(Dollars in thousands, except per share)			
Per common share*				
Net income	$ 0.04	$ 0.09	$ 0.13	$ 0.21
Net income, assuming dilution	0.04	0.09	0.13	0.21

* Per common share information has been retroactively adjusted to reflect a 5% stock dividend effective December 16, 2010.

See accompanying notes to unaudited consolidated financial statements.

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COMMUNITY FIRST BANCORPORATION

Consolidated Statements of Changes in Shareholders Equity

(Unaudited)

	Shares of Common Stock	Preferred Stock	Common Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total
				(Dollars in thousands)			
Balance, January 1, 2010	3,782,415	$ 3,126	$ 38,923	$ 748	$ 1,434	$ 587	$ 44,818
Comprehensive income:							
Net income					992		992
Unrealized holding gains and losses on available-for-sale securities arising during the period, net of income taxes of $914						1,633	1,633
Total other comprehensive income							1,633
Total comprehensive income							2,625
Dividends paid on preferred stock					(118)		(118)
Exercise of employee stock options	1,744		17				17
Balance, September 30, 2010	3,784,159	$ 3,126	$ 38,940	$ 748	$ 2,308	$ 2,220	$ 47,342
Balance, January 1, 2011	3,972,976	$ 3,126	$ 39,931	$ 748	$ 1,396	$ 111	$ 45,312
Comprehensive income:							
Net income					641		641
Unrealized holding gains and losses on available-for-sale securities arising during the period, net of income taxes of $834						1,487	1,487
Reclassification adjustment, net of income tax effects of $2						4	4
Total other comprehensive income							1,491
Total comprehensive income							2,132
Dividends paid on preferred stock					(118)		(118)
Balance, September 30, 2011	3,972,976	$ 3,126	$ 39,931	$ 748	$ 1,919	$ 1,602	$ 47,326

See accompanying notes to unaudited consolidated financial statements.

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COMMUNITY FIRST BANCORPORATION

Consolidated Statements of Cash Flows

	(Unaudited) Nine Months Ended September 30, 2011	2010
	(Dollars in thousands)	
Operating activities		
Net income	$ 641	$ 992
Adjustments to reconcile net income to net cash provided by operating activities		
Provision for loan losses	4,100	3,275
Depreciation	275	287
Amortization of net loan (fees) and costs	44	(59)
Securities accretion and premium amortization	597	1,079
Net losses on sales of securities available-for-sale	6	
Increase in value of bank-owned life insurance	(262)	(272)
Writedowns of foreclosed assets	188	
Net losses (gains) on sales of foreclosed assets	67	(7)
Decrease (increase) in interest receivable	579	(771)
(Decrease) increase in interest payable	(533)	393
Decrease in prepaid expenses and other assets	960	1,168
Increase in other accrued expenses	532	577
Deferred income taxes	(277)	
Net cash provided by operating activities	6,917	6,662
Investing activities		
Purchases of available-for-sale securities	(60,466)	(144,027)
Maturities, calls and paydowns of securities available-for-sale	97,911	99,895
Maturities, calls and paydowns of securities held-to-maturity	1,523	1,895
Proceeds from sales of securities available-for-sale	4,443	
Proceeds from redemptions of other investments	162	94
Net decrease (increase) in loans made to customers	19,003	(618)
Purchases of premises and equipment	(22)	(81)
Additional investments in foreclosed assets		(29)
Proceeds of sale of foreclosed assets	828	591
Net cash provided (used) by investing activities	63,382	(42,280)
Financing activities		
Net increase (decrease) in demand deposits, interest bearing transaction accounts and savings accounts	6,895	(4,542)
Net (decrease) increase in certificates of deposit and other time deposits	(32,931)	26,272
Repayments of short-term borrowings	(5,000)	
Repayments of long-term debt		(1,500)
Cash dividends paid on preferred stock	(118)	(118)
Exercise of employee stock options		17
Net cash (used) provided by financing activities	(31,154)	20,129
Increase (decrease) in cash and cash equivalents	39,145	(15,489)
Cash and cash equivalents, beginning	40,882	47,483
Cash and cash equivalents, ending	$ 80,027	$ 31,994

See accompanying notes to unaudited consolidated financial statements.

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COMMUNITY FIRST BANCORPORATION

Consolidated Statements of Cash Flows - continued

	(Unaudited) Nine Months Ended September 30, 2011		2010
	(Dollars in thousands)		
Supplemental Disclosure of Cash Flow Information			
Cash paid during the year for:			
Interest	$ 4,501		$ 6,269
Income taxes	145		68
Net transfers from loans to foreclosed assets	7,114		3,030
Noncash investing and financing activities:			
Other comprehensive income	1,491		1,633

See accompanying notes to unaudited consolidated financial statements.

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COMMUNITY FIRST BANCORPORATION

Notes to Unaudited Consolidated Financial Statements

(Dollar amounts in thousands, except per share)

Accounting Policies A summary of significant accounting policies is included in Community First Bancorporation s (the Company, our we, and similar references) Annual Report on Form 10-K for the year ended December 31, 2010 filed with the Securities and Exchange Commission. Certain amounts in the 2010 financial statements have been reclassified to conform to the current presentation. Such reclassifications had no effect on net income or retained earnings for any period.

Management Opinion In the opinion of management, the accompanying unaudited consolidated financial statements of Community First Bancorporation reflect all adjustments necessary for a fair presentation of the results of the periods presented. Such adjustments were of a normal, recurring nature.

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Investment Securities The following table presents information about amortized cost, unrealized gains, unrealized losses and estimated fair values of securities:

	September 30, 2011			
	Amortized Cost	Gross Unrealized Holding Gains	Gross Unrealized Holding Losses	Estimated Fair Value
	(Dollars in thousands)			
Available-for-sale				
Mortgage-backed securities issued by US Government agencies	$ 954	$ 62	$	$ 1,016
Government sponsored enterprises (GSEs)	84,734	679	64	85,349
Mortgage-backed securities issued by GSEs	24,773	1,200		25,973
State, county and municipal	16,245	645	22	16,868
Total	$ 126,706	$ 2,586	$ 86	$ 129,206
Held-to-maturity				
Mortgage-backed securities issued by US Government agencies	$	$	$	$
Government sponsored enterprises (GSEs)				
Mortgage-backed securities issued by GSEs	4,865	391		5,256
State, county and municipal				
Total	$ 4,865	$ 391	$	$ 5,256

	December 31, 2010			
	Amortized Cost	Gross Unrealized Holding Gains	Gross Unrealized Holding Losses	Estimated Fair Value
	(Dollars in thousands)			
Available-for-sale				
Mortgage-backed securities issued by US Government agencies	$ 1,128	$ 52	$	$ 1,180
Government sponsored enterprises (GSEs)	130,492	863	1,495	129,860
Mortgage-backed securities issued by GSEs	20,145	983		21,128
State, county and municipal	17,432	130	361	17,201
Total	$ 169,197	$ 2,028	$ 1,856	$ 169,369
Held-to-maturity				
Mortgage-backed securities issued by US Government agencies	$	$	$	$
Government sponsored enterprises (GSEs)				
Mortgage-backed securities issued by GSEs	6,389	428		6,817
State, county and municipal				
Total	$ 6,389	$ 428	$	$ 6,817

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The amortized cost and estimated fair value of securities by contractual maturity are shown below:

	September 30, 2011				
	Due within one year	Due after one through five years	Due after five through ten years	Due after ten years	Total
	(Dollars in thousands)				
Available-for-sale at fair value					
Non-mortgage-backed securities issued by GSEs	$	$ 8,078	$ 47,264	$ 30,007	$ 85,349
State, county and municipal issuers		532	4,648	11,688	16,868
		8,610	51,912	41,695	102,217
Mortgage-backed securities issued by:					
US Government agencies					1,016
GSEs					25,973
Total available-for-sale					$ 129,206
Held-to-maturity at amortized cost					
Mortgage-backed securities issued by:					
GSEs					$ 4,865
Total held-to-maturity					$ 4,865

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The estimated fair values and gross unrealized losses of all of the Company s investment securities whose estimated fair values were less than amortized cost as of September 30, 2011 and December 31, 2010 which had not been determined to be other-than-temporarily impaired are presented below. The Company evaluates all available-for-sale securities and all held-to-maturity securities for impairment as of each balance sheet date. The securities have been segregated in the table by investment category and the length of time that individual securities have been in a continuous unrealized loss position.

	September 30, 2011 Continuously in Unrealized Loss Position for a Period of					
	Less than 12 Months		12 Months or more		Total	
	Estimated Fair Value	Unrealized Loss	Estimated Fair Value	Unrealized Loss	Estimated Fair Value	Unrealized Loss
	(Dollars in thousands)					
Available-for-sale						
US Government agencies	$	$	$	$	$	$
Government-sponsored enterprises (GSEs)	11,156	64			11,156	64
Mortgage-backed securities issued by GSEs						
State, county and municipal securities			488	22	488	22
Total	$ 11,156	$ 64	$ 488	$ 22	$ 11,644	$ 86
Held-to-maturity						
GSEs	$	$	$	$	$	$
Total	$	$	$	$	$	$

	December 31, 2010 Continuously in Unrealized Loss Position for a Period of					
	Less than 12 Months		12 Months or more		Total	
	Estimated Fair Value	Unrealized Loss	Estimated Fair Value	Unrealized Loss	Estimated Fair Value	Unrealized Loss
	(Dollars in thousands)					
Available-for-sale						
GSEs	$ 60,543	$ 1,495	$	$	$ 60,543	$ 1,495
Mortgage-backed securities issued by GSEs						
State, county and municipal securities	9,648	306	455	55	10,103	361
Total	$ 70,191	$ 1,801	$ 455	$ 55	$ 70,646	$ 1,856
Held-to-maturity						
GSEs	$	$	$	$	$	$
	$	$	$	$	$	$

As of September 30, 2011, eight securities had been continuously in an unrealized loss position for less than 12 months and one security had been continuously in an unrealized loss position for 12 months or more. We do not consider these investments to be other-than-temporarily impaired because the unrealized losses are believed to have resulted from current credit market disruptions. The securities issuers have remitted periodic interest payments as required and there are no indications that the issuers will be unable to make any such future payment according to the terms of the bond indentures. Although we classify a majority of our investment securities as available-for-sale, management has not determined that any specific securities will be disposed of prior to maturity and believes that we have both the ability and the intent to hold the investments until a recovery of fair value, including until maturity. Furthermore, we do not believe that we will be required to sell any of these securities prior to recovery of the unrealized loss. Substantially all of our holdings of state, county and municipal securities were rated at least investment grade by either S&P or Moody s, or both, as of September 30, 2011.

Our subsidiary bank is a member of the Federal Home Loan Bank of Atlanta (FHLB) and, accordingly, is required to own restricted stock in that institution in amounts that may vary from time to time. Because of the restrictions imposed, the

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stock may not be sold to other parties, but is redeemable by the FHLB at the same price as that at which it was acquired by the subsidiary. We evaluate this security for impairment based on the probability of ultimate recoverability of the par value of the investment. Based on our evaluation, no impairment has been recognized.

During the first nine months of 2011, we sold two available-for-sale securities for gross proceeds of $4,443 and net losses of $6. During the first nine months of 2010, we had no sales of available-for-sale securities. There were no transfers of available-for-sale securities to other categories in the 2011 and 2010 nine-month periods.

Loans Loans consisted of the following:

	September 30, 2011	December 31, 2010
	(Dollars in thousands)	
Commercial, financial and industrial	$ 17,946	$ 20,474
Real estate - construction	15,809	23,730
Real estate - mortgage	173,699	187,940
Consumer installment	19,076	24,690
Total	226,530	256,834
Allowance for loan losses	(5,713)	(5,756)
Loans - net	$ 220,817	$ 251,078

The following table provides information about the payment status of loans:

	30-59 Days Past Due	60-89 Days Past Due	90 Days or More Past Due	Total Past Due	Current	Total Loans
			(Dollars in thousands)			
As of September 30, 2011						
Commercial, financial and industrial	$ 219	$ 64	$ 313	$ 596	$ 17,350	$ 17,946
Real estate - construction	88	325	$ 4,583	4,996	10,813	15,809
Real estate - mortgage	1,599	105	8,415	10,119	163,580	173,699
Consumer installment	152	134	206	492	18,584	19,076
Total	$ 2,058	$ 628	$ 13,517	$ 16,203	$ 210,327	$ 226,530

	30-59 Days Past Due	60-89 Days Past Due	90 Days or More Past Due	Total Past Due	Current	Total Loans
			(Dollars in thousands)			
As of December 31, 2010						
Commercial, financial and industrial	$ 254	$ 214	$ 855	$ 1,323	$ 19,151	$ 20,474
Real estate - construction	485	662	6,082	7,229	16,501	23,730
Real estate - mortgage	1,834	2,093	8,974	12,901	175,039	187,940
Consumer installment	294	256	433	983	23,707	24,690
Total	$ 2,867	$ 3,225	$ 16,344	$ 22,436	$ 234,398	$ 256,834

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Nonaccrual loans totaled $13,517 and $16,344 as of September 30, 2011 and December 31, 2010, respectively. As of September 30, 2011 and December 31, 2010, we had no loans past due 90 days or more and still accruing interest.

Troubled debt restructurings (TDRs), including $381 of such loans that are included in nonaccrual loans, totaled $5,765 as of September 30, 2011 and $5,457 as of December 31, 2010. The following table provides information about loans modified in troubled debt restructurings during the nine months ended September 30, 2011:

	Modifications As of and for the Nine Months Ended September 30, 2011			
	Number of Contracts	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment	Losses Recognized Upon Modification
	(Dollars in thousands)			
Commercial, financial and industrial	12	$ 361	$ 361	$
Real estate - construction	8	2,922	2,922	
Real estate - mortgage	12	2,271	2,271	
Consumer installment	12	211	211	

Troubled debt restructurings occur when, for reasons related to a borrower s financial difficulties, we agree to modify the terms of a loan and, in the process, grant a concession. Modifications of loan terms and concessions granted may take many forms. Sometimes, both we and the borrower may grant concessions. In such cases, we are considered to have granted a concession if the value of the concession(s) we made in the borrower s favor exceeds the value of the concession(s) made by the borrower in our favor.

Due to the concessions granted in loan modifications that result in TDRs, we generally recognize loan losses when such modifications are made. For loans in the real estate segment, TDR recognition generally indicates that the loans are collateral dependent. Consequently, we write-down such restructured loans to the extent that the pre-modification outstanding recorded investment exceeds the fair value of the collateral, less estimated selling costs. For loans in the other segment, collateral may or may not be held. If we hold collateral and the loan is collateral dependent, we would write down to the fair value of the collateral. If we hold no collateral, the expected cash flows under the modified terms are discounted at the effective interest rate of the original loan and, if there is a shortfall, we would write down to that amount. In both cases, if we had previously allowed for the losses sufficiently in the allowance for loan losses, no further provision would have resulted in the current period. If we had not previously allowed sufficiently, additional current provisions for loan losses may have been necessary to cover the shortfall.

During the third quarter of 2011, we applied new guidance about loan modifications contained in Accounting Standards Update 2011-02 A Creditor s Determination of Whether a Restructuring is a Troubled Debt Restructuring retrospectively to the beginning of 2011, as required. As a result of applying that guidance, no loan modifications performed during the first six months of 2011 are now recognized as TDRs that were not considered to be TDRs under the previous guidance.

We have had no payment defaults on loans modified in TDRs within the preceding 12 months.

Residential 1-4 family			
	35	2,052	2,038
Multifamily			
Farmland			
Total real estate loans			
	42	3,043	3,026

Commercial

1 51 32

Agriculture

Consumer installment loans

1 14 14 3 25 21

All other loans

Total

2	$65	$46	45	$3,068	$3,047

For the three months ended
June 30, 2013 For the three months ended
June 30, 2012

Troubled Debt Restructurings

(Dollars are in thousands)

# of Loans	Pre-Mod. Recorded Investment	Post-Mod. Recorded Investment	# of Loans	Pre-Mod. Recorded Investment	Post-Mod. Recorded Investment

Real estate secured:

Commercial

$ $ $ $

Construction and land Development

Residential 1-4 family

34 2,002 1,989

Multifamily

Farmland

Total real estate loans			
	34	2,002	1,989
Commercial			
Agriculture			
Consumer installment loans			
All other loans			

Total	$	$	34	$2,002	$1,989

During the six months ended June 30, 2013, the Company modified 2 loans that were considered to be troubled debt restructurings. We modified the terms for 1 loan and on 1 loan we modified the terms and lowered the interest rate. During the six months ended June 30, 2012, the Company modified 45 loans that were considered to be troubled debt restructurings. We modified the terms for 10 of these loans and the interest rate was lowered for 33 loans. On 2 loans we modified the terms and lowered the interest rate.

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The following table presents information related to loans modified as a troubled debt restructurings that defaulted during the six and three months ended June 30, 2013 and 2012, 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	For the six months ended June 30, 2013		For the six months ended June 30, 2012	
(Dollars are in thousands)	# of Loans	Recorded Investment	# of Loans	Recorded Investment
Real estate secured:				
Commercial		$	4	$ 2,029
Construction and land development				
Residential 1-4 family			1	113
Multifamily				
Farmland				
Total real estate loans			5	2,142
Commercial				
Agriculture			1	300
Consumer installment loans				
All other loans				
Total		$	6	$ 2,442

Troubled Debt Restructurings That Subsequently Defaulted During the Period	For the three months ended June 30, 2013		For the three months ended June 30, 2012	
(Dollars are in thousands)	# of Loans	Recorded Investment	# of Loans	Recorded Investment
Real estate secured:				
Commercial		$	1	$ 274
Construction and land development				
Residential 1-4 family				
Multifamily				
Farmland				
Total real estate loans			1	274
Commercial				
Agriculture				
Consumer installment loans				
All other loans				
Total		$	1	$ 274

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.

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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 common stock warrants are determined by the Treasury method. For the three and six months ended June 30, 2013 and 2012, potential common shares were anti-dilutive and were not included in the calculation. Basic and diluted net loss per common share calculations follows:

(Amounts in Thousands, Except Share and Per Share Data)	For the three months ended June 30, 2013	For the three months ended June 30, 2012	For the six months ended June 30, 2013	For the six months ended June 30, 2012
Net income (loss)	$ 945	$ (2,538)	$ 1,092	$ (5,073)
Weighted average shares outstanding	21,871,063	10,010,178	21,869,768	10,010,178
Dilutive shares for stock options and warrants				
Weighted average dilutive shares outstanding	21,871,063	10,010,178	21,869,768	10,010,178
Basic income (loss) per share	$ 0.04	$ (0.25)	$ 0.05	$ (0.51)
Diluted income (loss) per share	$ 0.04	$ (0.25)	$ 0.05	$ (0.51)

NOTE 10 RELATED PARTY TRANSACTIONS:

During 2010, the branch location in Grundy, Virginia which was part of a condominium in which the Bank and Director Michael McGlothlin owned the only units was condemned by the Virginia Department of Transportation. The value of the Bank s interest in its condemned condominium units was $892 thousand and the value of Director McGlothlin s interest in his condemned condominium unit was $455 thousand as appraised by the Virginia Department of Transportation. Subsequently, a new building was constructed on adjacent property with the condemnation proceeds. The Bank s branch in the new building was opened on January 31, 2011 and a portion of the building comparable to his condemned unit was occupied by Director McGlothlin at this time as well. Throughout 2011 additional work was conducted by the contractor. Minor projects remained at the end of 2011 and were completed during 2012. The new building is subject to a newly formed condominium agreement, the terms of which are substantially similar to the terms of the previous condominium arrangement. Final settlement of the transaction, including the recording of the condominium agreement, occurred in June 2013 on terms the Bank believes are consistent with an arm s length market transaction.

NOTE 11 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 $62.2 million and $49.6 million at June 30, 2013 and December 31, 2012, 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. Real estate serves as collateral on a substantial majority of the Company s 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 $46.4 million and $59.3 million at June 30, 2013 and December 31, 2012, 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 if 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 amounts of foreclosed assets were $14.3 million and $13.9 million at June 30, 2013 and December 31, 2012, respectively.

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Assets and liabilities measured at fair value are as follows as of June 30, 2013 (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	$	$ 28,119	$
Mortgage backed securities		34,096	
(On a non-recurring basis)			
Other real estate owned			14,272
Impaired loans:			
Real estate secured:			
Commercial			27,443
Construction and land development			3,497
Residential 1-4 family			7,094
Multifamily			590
Farmland			6,472
Commercial			1,110
Agriculture			138
Consumer installment loans			36
All other loans			
Total	$	$ 62,215	$ 60,652

Assets and liabilities measured at fair value are as follows as of December 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	$	$ 23,637	$
Mortgage backed securities		25,978	
(On a non-recurring basis)			
Other real estate owned			13,869
Impaired loans:			
Real estate secured:			
Commercial			30,688
Construction and land development			4,375
Residential 1-4 family			9,561
Multifamily			2,500
Farmland			9,442
Commercial			2,501
Agriculture			154
Consumer installment loans			109

All other loans					
Total	$	$	49,615	$	73,199

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For Level 3 assets measured at fair value on a recurring or non-recurring basis as of June 30, 2013, the significant unobservable inputs used in the fair value measurements were as follows:

(Dollars in thousands)	Fair Value at June 30, 2013	Valuation Technique	Significant Unobservable Inputs	Significant Unobservable Input Value
Impaired Loans	$ 46,380	Appraised Value/Discounted Cash Flows/Market Value of Note	Appraisals and/or sales of comparable properties/Independent quotes	n/a
Other Real Estate Owned	$ 14,272	Appraised Value/Comparable Sales/Other Estimates from Independent Sources	Appraisal and/or sales of comparable properties/Independent quotes/bids	n/a

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 June 30, 2013 and December 31, 2012. 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 June 2013 and December 2012.

			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)
June 30, 2013					
Financial Instruments Assets					
Net Loans	$ 495,784	$ 500,845	$	$ 454,465	$ 46,380
Financial Instruments Liabilities					
Time Deposits	359,670	360,572		360,572	
FHLB Advances	5,958	5,958		5,958	
December 31, 2012					

Financial Instruments Assets					
Net Loans	$ 505,553	$ 507,358	$	$ 448,028	$ 59,330
Financial Instruments Liabilities					
Time Deposits	372,473	375,784		375,784	
FHLB Advances	6,558	6,558		6,558	

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NOTE 12 RECENT ACCOUNTING DEVELOPMENTS:

The following is a summary of recent authoritative announcements:

The Comprehensive Income topic of the Accounting Standards Codification (ASC) was amended in June 2011. The amendment eliminated the option to present other comprehensive income as a part of the statement of changes in stockholders equity and required consecutive presentation of the statement of net income and other comprehensive income. The amendments were applicable to the Company 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 while the Financial Accounting Standards Board (FASB) redeliberated the presentation requirements for the reclassification adjustments. In February 2013, the FASB further amended the Comprehensive Income topic clarifying the conclusions from such redeliberations. Specifically, the amendments do not change the current requirements for reporting net income or other comprehensive income in financial statements. However, the amendments do require an entity to provide information about the amounts reclassified out of accumulated other comprehensive income by component. In addition, in certain circumstances an entity is required to present, either on the face of the statement where net income is presented or in the notes, significant amounts reclassified out of accumulated other comprehensive income by the respective line items of net income. The amendments will be effective for the Company on a prospective basis for reporting periods beginning January 1, 2013. These amendments did not have a material effect on the Company s financial statements.

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.

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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.

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Written Agreement Progress Report

At June 30, 2013 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, Risk and 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 and employees 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. The 2012 Budget was submitted to our regulators also in the fourth quarter of 2011. The 2013 Budget was submitted to our regulators in January 2013.

A newly revised strategic plan for the years 2013 through 2015 was completed and submitted to the regulators in January 2013.

In September 2012, we converted notes payable to two of our directors totaling $5.5 million plus accrued interest of $272 thousand to common stock. As a result of the conversion, the Company returned to well capitalized status at September 30, 2012.

In accordance with our capital plan, we began a common stock offering in July 2012 to existing shareholders followed by an offering to the public during the third and fourth quarters of 2012. The offering was closed on December 20, 2012 and proceeds of $12,061,257 were received on December 28, 2012. Upon receipt of the proceeds we injected $7.0 million of capital into the Bank. The remaining net proceeds are held at the Company and will be used for payment of operating expenses and, when permitted by regulatory authorities, the payment of deferred trust preferred interest. The remaining additional cash may be used for future capital injections, if needed; thus, providing a source of strength at the holding company level for the Bank. In addition, the conversion of the director notes to common stock and the stock offering included common stock warrants that may be exercised in the next five years and potentially provide additional capital if, and when, they are exercised. A total of 2,365,372 common stock warrants were outstanding as of June 30, 2013 with an exercise price of $1.75. Assuming all of these warrants are exercised before expiration, then an additional $4.1 million in capital would be provided by their exercise.

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.

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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.

In the fourth quarter of 2012, a Senior Vice President and Senior Credit Officer was added to the credit administration function providing additional management experience to the credit function. Karen Wimmer reports directly to Chief Credit Officer Trescot and oversees the credit administration area of the Bank.

The credit analysis function has been restructured and is a part of credit administration. The credit analysis function is led by a Vice President/Senior Analyst, who supervises three analysts, of which, two analysts are CPA s, the third has an MBA. The function reports directly to the Senior Vice President and Senior Credit Officer and is responsible for analyzing new and renewed loan relationships of $250 thousand or more prior to approval and conducting annual financial reviews of loan relationships of $500 thousand or more.

The appraisal review function, consisting of two Vice Presidents, one of which is an experienced licensed appraiser, and one administrative assistant, also reports directly to the Senior Credit Officer. The appraisal review function 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 engaged them to perform this function in June 2012 and December 2012. We have engaged them to perform this function in June 2013 and December 2013 as well. 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 one workout specialist/Vice President, one Vice President managing other real estate owned properties, an analyst, and two support personnel. Substantially all the credits in the Bank which are risk rated Special Mention or worse are assigned to this department once all efforts to return the credit to a satisfactory rating have been exhausted. 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 on all problem credits in excess of $1.0 million. 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, 2012 and 2013 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 $62.2 million at June 30, 2013 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 second quarter of 2013 shows a continued positive trend in earnings, capital, and improved asset quality.

The Company had net income for the quarter ended June 30, 2013 of $945 thousand as compared to a net loss of $2.5 million for the quarter ended June 30, 2012. Year-to-date June 30, 2013, the Company had net income of $1.1 million as compared to a net loss of $5.1 million for the same period in 2012. Basic net income per share was $0.04 for the quarter ended June 30, 2013 as compared to basic net loss per share of $0.25 for the quarter ended June 30, 2012. Basic net income per share was $0.05 for the six months ended June 30, 2013 as compared to a net loss per share of $0.51 for the six months ended June 30, 2012. The net income for the six months ended June 30, 2013 is primarily the result of the decreases in the other real estate owned expenses, a reduction of loan loss provision, cost savings in operational expenses through various initiatives taken in prior periods, and no income tax expense when compared to the six months ended June 30, 2012.

In the second quarter of 2013, our net interest margin was 4.12%, as compared to 4.02% for the same period in 2012; however, net interest income decreased by $198 thousand during the second quarter of 2013 as compared to the same period in 2012 primarily related to a decreased loan portfolio, continued high level of nonperforming assets, and new loans being booked at lower interest rates. In addition, our cost of funds has decreased; however, this decrease has been at a slower pace than the decrease in interest income.

Total deposits decreased $20.3 million from $652.9 million at December 31, 2012 to $632.6 million at June 30, 2013 as we have experienced shrinkage in savings and time deposits due to the interest rate environment which is helping us lower our cost of funds and improve our capital ratios through increased earnings and decreased assets.

Total assets decreased to $699.2 million, or 2.75%, from $719.0 million at December 31, 2012. 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 and Company level. Due to the success of the common stock offering that was completed in the fourth quarter 2012, we may reduce the rate at which we have been intentionally shrinking the Bank s balance sheet.

At June 30, 2013, the Company remains well-capitalized. The Tier 1 leverage ratio was 7.24% at June 30, 2013, compared to 7.05% at December 31, 2012. The Tier 1 risk based ratio was 12.06% at June 30, 2013, compared to 11.56% at December 31, 2012. The Total risked based capital ratio was 13.93% at June 30, 2013, compared to 13.51% at December 31, 2012.

At June 30, 2013, the Bank also remains well capitalized under the regulatory framework for prompt corrective action. The following ratios existed at June 30, 2013 for the Bank: Tier 1 leverage ratio of 7.31%, Tier 1 risk based capital ratio of 12.18%, and Total risk based capital ratio of 13.45%. The ratios were as follows at December 31, 2012: Tier 1 leverage ratio of 7.08%, Tier 1 risk based capital ratio of 11.60%, and Total risk based capital ratio of 12.88%.

Total loans decreased $12.4 million, to $510.0 million at June 30, 2013 from $522.4 million at year end 2012 primarily in adversely classified loans. Loans rated substandard decreased $12.7 million, or 20.58%, to $49.4 million at June 30, 2013 from $62.1 million at December 31, 2012. The remaining loan portfolio remained relatively unchanged. The reduction in the adversely classified loans is the result of charge offs of $3.8 million for the first six months of 2013, foreclosures, and the resolution of problem loans. The remaining portfolio maintained levels as we continue to serve our customers by renewing existing credits and pursuing new loans to qualified borrowers. We anticipate some further decreases in the loan portfolio in the near future as we decrease nonperforming loans. However, lending personnel are focused on developing new and existing lending relationships which should slow the pace of the reduction in total loans subject, of course, to the impact of the underperforming economy and heightened competition in the banking industry.

Although asset quality is improving, nonperforming assets are higher than we desire as a result of the prolonged deterioration of the residential and commercial real estate markets, as well as the recessionary period. The ratio of nonperforming assets to total assets lowered to 6.25% at June 30, 2013 as compared to 6.67% at December 31, 2012. Nonperforming assets, which include nonaccrual loans, other real estate owned and past due loans greater than 90 days still accruing interest, decreased to $43.7 million at June 30, 2013 from $48.0 million at December 31, 2012, a reduction of $4.3 million, or 8.82%. The majority of these assets are commercial real estate and farmland real estate secured loans and other real estate owned properties. We are undertaking extensive efforts to work out these credits and liquidate foreclosed properties. This will take some time, but overall we believe we are making progress. In the first six months of 2013, net charge offs were $3.1 million as compared to $3.4 million in the same period of 2012. Total net charge offs for the second quarter totaled $700 thousand, or 22.46% of year-to-date charge offs with a majority of the charge offs year-to-date occurring in the first quarter of 2013. Net charge offs for the year 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.

Delinquencies also showed improvement in the second quarter of 2013 as total past dues decreased to $28.7 million at June 30, 2013 from $39.5 million at December 31, 2012, an improvement of $10.8 million, or 27.29% decrease.

The continued improvements in asset quality during the second quarter of 2013 warranted no provisions for loan losses as compared to $1.2 million in loan loss provisions in the same period for 2012. At June 30, 2013, our allowance for loan losses totaled $14.2 million, or 2.79% of total loans, as compared to $16.8 million, or 3.22% of total loans as of December 31, 2012. At June 30, 2012 our allowance for loan losses totaled $18.1 million, or 3.26% 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, 2012. 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 in the foreseeable future, 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 June 30, 2013, total assets were $699.2 million, a decrease of $19.8 million, or 2.75%, over December 31, 2012. Total deposits decreased $20.3 million, or 3.10%, for the first six months of 2013 to $632.6 million from $652.9 million at December 31, 2012. Total loans decreased $12.4 million, or 2.36%, to $510.0 million at June 30, 2013 from $522.4 million at December 31, 2012.

Core deposits increased as noninterest bearing deposits increased 2.71%, or $2.7 million, from $98.4 million at December 31, 2012 to $101.1 million at June 30, 2013. Overall, we continue to maintain core deposits through attractive consumer and commercial deposit products and strong ties with our customer base and communities. We experienced an increase of $2.6 million in interest bearing demand deposits during the first six months of 2013.

We experienced a decrease of $12.7 million in savings deposits and a decrease in time deposits of $12.8 million during the first six months of 2013. This is the result of decreased interest rates offered in this very low interest rate environment and some short term funds have withdrawn to seek other investment opportunities. We expect to continue to lose higher cost and rate sensitive deposits in the near future, but at a decreased pace than in the past. 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 $510.0 million at June 30, 2013 from $522.4 million at year end 2012 primarily by reducing adversely classified loans as the result of charge offs of $3.8 million for the first six months of 2013, foreclosures and effectively working with our borrowers. We plan to maintain the level of the loan portfolio as we reduce certain risks to various industry sectors that have posed higher risks in recent times and resolve nonperforming loans, while we increase lower risk loan production that offsets the reductions as mentioned. We remain committed to serving our customers. Our lending personnel continue to receive training to meet the needs of our customers and to develop new business with qualified borrowers that will ensure a stronger loan portfolio in the future.

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Other real estate owned increased $403 thousand to $14.3 million at June 30, 2013 from $13.9 million at December 31, 2012. We anticipate total other real estate owned to increase in the near future as we foreclose on real estate collateralized loans. All properties are being marketed for sale by commercial and residential realtors under the direction of our Special Assets division. During the first six months of 2013, we acquired $3.3 million in other real estate owned as a result of settlement of foreclosed loans, which was offset by sales of $2.8 million of our properties with gains of $27 thousand realized as a result of the sales. We also recorded writedowns on other real estate owned properties in the amount of $157 thousand for the first six months of 2013. This was due to the receipt of updated valuations on the other real estate owned properties, which showed a lower fair value than our carrying amount of the properties, and accordingly we recorded a writedown on the properties. Future sales of these properties are contingent upon an economic recovery; consequently, it is difficult to estimate the duration of our ownership of these assets. We have designated employees to monitor other real estate owned properties to ensure proper fair market values of these assets and to ensure that maintenance and improvements are made to make these properties more marketable.

Net Interest Income and Net Interest Margin

Net interest income decreased $198 thousand, or 2.98%, to $6.5 million for the second quarter of 2013 from $6.7 million for the same period in 2012. This is the result of decreased interest income from new and renewed loans recorded at lower interest rates and a higher level of nonaccrual loans of $29.4 million at June 30, 2013 which negatively affects the net interest margin as these loans are nonearning assets. Our net interest margin, however, improved to 4.12% in the second quarter of 2013 as compared to 4.02% for the same period in 2012 as fewer loans are moving into nonaccrual status which decreases the amount of reversed interest income impacting earnings. We are trying to preserve the net interest margin, but we may experience some decrease in the net interest margin as new and renewed loans are sometimes priced at lower market interest rates and as opportunities decrease to lower our cost of funds since repricing of deposits will be close to existing interest rates in the future. Because of the tightening of our underwriting, loan pricing may be lower than historically; however, typically more conservative underwriting reduces the likelihood of future loan losses. Loan losses negatively impact earnings through various related expenses, for example, loan loss provisions, collection expenses, etc.

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 nonaccrual status. If the impaired loan is not on nonaccrual 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 nonaccrual 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 nonaccruing loans increase, it may reduce our net interest margin further. We continue to manage our yields on assets and our costs of funds to attempt 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 effect 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.

Noninterest Income

Noninterest income decreased $357 thousand, or 21.85%, to $1.3 million in the second quarter of 2013 from $1.6 million for the same period in 2012. This decrease is the result of a $265 thousand realized gain on the sale of investment securities that occurred during the second quarter of 2012. During the second quarter of 2013 we had no realized gains on the sale of investment securities. We expect noninterest income to remain flat throughout 2013 as a result of regulatory changes; however, we continue to seek opportunities to improve noninterest income. As a part of these efforts, NPB Insurance Services, Inc., the Bank s subsidiary, a full-service insurance agency, began operations in the first quarter of 2013, dealing in personal and group life, health, and disability products.

Noninterest Expense

Noninterest expense decreased $1.5 million, or 17.34%, to $6.8 million for the second quarter 2013 as compared to $8.3 million for the second quarter of 2012. The following are explanations of the decrease in non-interest expenses for 2013 as compared to 2012.

Salaries and benefits decreased $298 thousand in the quarter-to-quarter comparison from $3.5 million at June 30, 2012 to $3.2 million for the same period in 2013. Total full time equivalent employees have decreased to 284 at June 30, 2013 from 287 at June 30, 2012, a reduction of 3, or 1.05%. We are continuing to focus on managing salary and benefits expenses.

Other real estate owned and repossessed asset expenses decreased $1.0 million, or 79.97%, to $255 thousand for the second quarter 2013 as compared to $1.3 million for the same period in 2012. Writedowns on other real estate owned decreased $900 thousand from $906 thousand during the second quarter of 2012 to $6 thousand during the second quarter of 2013. In the second quarter of 2013 we had a net gain on the sale of other real estate owned property of $15 thousand compared to a net loss of $138 thousand during the same period in 2012. We believe that other real estate owned write-downs may continue to reduce from the past as these have been primarily related to construction and development type properties that have been significantly impacted due to recent market valuation trends and foreclosed properties are held at current market values in a stabilized market.

Our efficiency ratio, which is defined as noninterest expense divided by the sum of net interest income plus noninterest income, was 88.22% for the second quarter of 2013 as compared to 99.58% for the same period in 2012. Included in this calculation are the other real estate owned write-downs which significantly and negatively impact the ratio. We anticipate this ratio to improve in the future as we realize cost savings from staff reductions and the branch mergers that occurred in the second quarter of 2012, and as we continue to improve our processes to become more efficient.

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 $14.2 million at June 30, 2013 as compared to $16.8 million at December 31, 2012. The allowance for loan losses at June 30, 2013 was approximately 2.79% of total loans as compared to 3.22% at December 31, 2012 and 3.26 at June 30, 2012. Net loans charged off for the first six months of 2013 were $3.1 million, or 1.21% of average loans, and $3.4 million, or 1.20% of average loans, for the first six months of 2012. No provision for loan losses was made during the second quarter of 2013 as compared with $1.2 million in the same period for 2012.

We have experienced a decrease in loan delinquencies and nonaccrual loans during the first six months of 2013. Loans delinquent greater than 90 days still accruing interest and loans in non-accrual status present higher risks of default and loan losses. At June 30, 2013, there were 131 loans in non-accrual status totaling $29.4 million, or 5.77% of total loans. At December 31, 2012, there were 112 loans in non-accrual status totaling $33.5 million, or 6.42% of total loans. The amounts of interest that would have been recognized on these loans were $193 thousand and $777 thousand for the six months ended June 30, 2013 and 2012, respectively. There was 1 loan totaling $5 thousand past due 90 days or greater and still accruing interest at June 30, 2013 compared to 15 loans past due 90 days or greater and still accruing interest totaling $511 thousand, or 0.10% of total loans at year end 2012. There were $16.4 million in loans classified as troubled debt restructurings as of June 30, 2013 as compared to $20.0 million in loans classified as troubled debt restructurings as of December 31, 2012. Of the loans classified as troubled debt restructurings at June 30, 2013, $4.1 million were in non-accrual status, compared to $5.4 million at December 31, 2012. We do not have any commitments to lend additional funds to non-performing debtors.

Certain risks exist in the Bank s loan portfolio. 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. 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. 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 as the coal mining and natural gas industry have been negatively affected in the past year due to layoffs and environmental legislation. We do not foresee a major impact upon the Bank unless a severe downturn occurs which we believe is not highly likely. We are monitoring these industries. We consider these factors to be the primary higher risk characteristics of the loan portfolio.

Commercial 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 2012, we engaged a third party loan review firm to conduct semiannual loan reviews and have engaged them to perform this function in 2013 on a semiannual basis. Our most recent loan review was conducted in June 2013. Upon these reviews, 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.

In regards to our consumer loans and consumer real estate loan portfolio, the Company uses a conservative approach for our risk grading and timing of charge offs on these loans. This approach is based on the guidance found in the Uniform Retail Credit Classification and Account Management Policy and as a result affects our estimate of the allowance for loan losses. Under this approach when a consumer loan or consumer real estate loan is originated, it must possess qualities of a credit risk grade of Pass for approval and will remain with the initial risk rating through maturity unless there is a deterioration in the credit quality of the loan. Subsequently, if the loan becomes contractually 90 days past due or the borrower files for bankruptcy protection, it is downgraded to Substandard. At 90 days past due, or earlier if the customer has filed bankruptcy, the collateral value less estimated liquidation costs is compared to the loan balance to calculate any potential deficiency. If there is sufficient collateral, no charge-off is necessary. If there is a deficiency, then within 30 days of the loan becoming 90 days past due, or within 60 days of bankruptcy notice, the deficiency is charged-off against the allowance for loan loss. If the loan is unsecured, upon being deemed Substandard, the entire loan amount is charged off. Collection efforts continue by means of working with our customers, repossessions or foreclosures, and upon bank ownership, liquidation ensues.

All loans classified as 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 the review of the appraisal. If the appraisal is current, less than twelve months old, and has been reviewed, then if no negative information regarding the appraised value is obtained, the value is accepted, and impairment, if required is made. If the appraisal is not current, we perform a useful life review of the appraisal to determine if it is reasonable. If this review determines that the appraisal is not reasonable, then a new appraisal is ordered, in most cases. Impaired loans decreased to $49.4 million with $18.1 million requiring a valuation allowance of $3.0 million at June 30, 2013 as compared to $65.2 million with $28.1 million requiring a valuation allowance of $5.9 million at December 31, 2012. Of the $49.4 million recorded as impaired loans, $25.7 million were nonperforming loans, which includes nonaccrual loans and past due 90 days or more. Management is aggressively working to reduce the impaired credits at minimal loss.

In determining the component of our allowance in accordance with the Contingencies topic of the Accounting Standards Codification (ASC 450), 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 the Receivables topic of the Accounting Standards Codification (ASC 310). 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.

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 $5.0 million existed at June 30, 2013 and at December 31, 2012. During the first six months of 2013 no deferred tax asset valuation allowance was recorded as compared to a $2.9 million valuation allowance which was recognized in the first six months of 2012. The total valuation allowance remained $6.8 million at June 30, 2013. Management reviewed the June 30, 2013 deferred tax calculation to determine the need for a valuation allowance. Based on the trend of reduced levels of earning assets and net interest income, we modified the projections of taxable income over the next three years and determined that no additional deferred tax asset valuation allowance was required. 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 increased investment income, and the effects of off-setting deferred tax liabilities, it is more likely than not that all the deferred tax assets, net of the $6.8 million allowance, would be realizable.

Included in deferred tax assets are the tax benefits derived from net operating loss carryforwards totaling $5.3 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. At June 30, 2013, year-to-date taxable income produced an income tax expense of $280 thousand. This amount was applied against the net operating loss carryforward resulting in no income tax expense year-to-date in 2013. Taxable income in the future and during the net operating loss carryforward period resulting in income tax expenses is expected to be applied to the net operating loss carryforward until the carryforward is depleted. When, and if, taxable income trends continue and asset quality improves, the entire valuation allowance previously recorded and remaining 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.

Capital Resources

Total capital at the end of the second quarter of 2013 was $40.3 million as compared to $39.9 million at the end of December 31, 2012. The Bank and the Company were both well capitalized as of June 30, 2013, as defined by the regulatory capital guidelines. The Company s capital as a percentage of total assets was 5.76% at June 30, 2013 compared to 5.54% at December 31, 2012. Book value per common share was $1.84 at June 30, 2013 compared to $1.82 at December 31, 2012.

Total assets decreased during the first half of 2013 and we anticipate slightly decreasing assets to be the trend in 2013. Our primary source of capital comes from retained earnings. We developed a new strategic plan and capital plan in 2012. Under current economic conditions, we believe it is prudent to continue 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. 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. We are fully implementing this strategy to increase capital. However, these efforts alone may not provide us adequate capital if further loan losses are realized.

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

Liquidity

We closely monitor our liquidity and our liquid assets in the form of cash, due from banks, federal funds sold, and unpledged available for sale investments were $117.0 million at June 30, 2013 down from $125.3 million at December 31, 2012. We plan to maintain surplus short-term assets at levels adequate to meet potential liquidity needs during 2013.

At June 30, 2013, all of our investments are classified as available-for-sale, providing an additional source of liquidity in the amount of $45.2 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 $49.6 million at December 31, 2012 to $62.2 million at June 30, 2013. Our strategy is to manage the portfolio with future purchases that reduce price risk in a rising interest rate environment and shorten the duration of these securities to be able to invest in higher yielding loans and investments when interest rates do rise again. At June 30, 2013, the investment portfolio decreased in fair market value as a result of a sudden increase in longer term interest rates. This decrease in fair market value resulted in a net unrealized loss of $339 thousand, a $955 thousand decrease from the net unrealized gain at December 31, 2012 which was $616 thousand. We believe this may be a continued trend when interest rates increase; therefore, our strategy is to reduce the overall portfolio interest rate risk as interest rates may rise in the future.

Our loan to deposit ratio increased to 80.62% at June 30, 2013 from 80.01% at year end 2012. We anticipate this ratio to remain below 85% in the future. We can 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 June 30, 2013 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 June 30, 2013, we had borrowings from the Federal Home Loan Bank totaling $6.0 million as compared to $6.6 million at December 31, 2012. None are overnight and subject to daily interest rate changes. The borrowings have a maturity date in the year 2018, but reduce in principal amounts monthly. The decrease of $600 thousand was due to regularly scheduled principal payments. We also used our line of credit with the Federal Home Loan Bank to issue a letter of credit for $3.0 million in 2010 and $7.0 million in 2013 to the Treasury Board of Virginia for collateral on public funds. An additional $69.8 million was available on June 30, 2013 on the $85.8 million line of credit which is secured by a blanket lien on our residential real estate loans. Our line of credit increased during the second quarter of 2013 as a result of an improved rating assessed by the Federal Home Loan Bank due to our improving performance.

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, investment cashflows, 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 have $4.5 million in cash as of June 30, 2013. These funds will be used to pay operating expenses, trust preferred interest payments (upon regulatory approval), and provide additional capital injections to the Bank, if needed. As of now, all interest payments to the trust preferred securities is deferred. In the event, trust preferred interest payments are no longer deferred, then the Company has the cash to meet this obligation without any reliance on the Bank. The current deferred liability totals $1.7 million and is anticipated to be paid in the first quarter of 2015 subject to regulatory approval.

As a result of the conversion of director notes and the common stock offering during 2012, a total of 2,370,900 common stock warrants were issued. The warrants are immediately exercisable over the next five years at a price of $1.75 per share. During the first six months of 2013, 5,528 warrants were exercised, which reduced the number of warrants outstanding at June 30, 2013 to 2,365,372. When and if, these warrants are exercised, additional funds may be received by the Company, which provides potentially up to $4.1 million in additional liquidity and capital at the Company level. Additional contingent funding sources will be explored as available.

Off Balance Sheet Items and Contractual Obligations

There have been no material changes during the quarter ended June 30, 2013 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, 2012.

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.

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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 June 30, 2013 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.

We became aware of a lawsuit against the Bank in April 2010. This case involves a claim against the Bank by a joint venture between Bank customers, some of whom are former members of senior management, and three investors. The allegation is that the joint venture, VFI, should have priority over the Bank s deed of trust in order for VFI s unrecorded and unrecordable ground lease to be enforceable for its full ten year term. There are also additional claims for damages resulting from allegations that the Bank s representatives imputed liability to the Bank based upon breach of fiduciary duty, fraud, and collaboration. The parties agreed to litigate the ground lease issue first and are now in negotiations to resolve all pending issues due to the fact that the business associated with the building has ceased and the building is vacant. Attempts to mediate this matter have been unsuccessful and a pretrial hearing was held in April 2013. We are awaiting the Judge s opinion on this matter. Management and Bank s counsel believe VFI s position is not supported by law or the facts presented.

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

See Index of Exhibits.

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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:	August 9, 2013
By:	/s/ C. TODD ASBURY C. Todd Asbury Executive Vice President and Chief Financial Officer
Date:	August 9, 2013

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Index of Exhibits

No.	Description
2.1	Agreement and Plan of Share Exchange dated August 15, 2011 (incorporated by reference to Exhibit 2 to Form 8-K filed December 17, 2011).
3.1	Amended Articles of Incorporation of New Peoples Bankshares, Inc. (incorporated by reference to Exhibit 3.1 to Form 10-Q for the quarterly period ended June 30, 2008 filed on August 11, 2008).
3.2	Bylaws of New Peoples Bankshares, Inc. (incorporated by reference to Exhibit 3.1 to Form 8-K filed on April 15, 2004).
4.1	Specimen Common Stock Certificate of New Peoples Bankshares, Inc. (incorporated by reference to Exhibit 4.1 to Form 10-Q for the quarterly period ended June 30, 2012 filed on August 14, 2012).
4.2	Form of Warrant to Purchase Shares of Common Stock (incorporated by reference to Exhibit 4.2 to Form 10-Q for the quarterly period ended June 30, 2012 filed on August 14, 2012).
4.3	Form of Rights Certificate (incorporated by reference to Exhibit 4.3 to Form 10-Q for the quarterly period ended June 30, 2012 filed on August 14, 2012).
10.1*	New Peoples Bank, Inc. 2001 Stock Option Plan (incorporated by reference to Exhibit 10.1 to Annual Report on Form 10-KSB for the fiscal year ended December 31, 2001).
10.2*	Form of Non-Employee Director Non-Qualified Stock Option Agreement (incorporated by reference to Exhibit 10.2 to Form 8-K filed November 30, 2004).
10.3*	Form of Incentive Stock Option Agreement (incorporated by reference to Exhibit 10.3 to Form 8-K filed November 30, 2004).
10.4*	Salary Continuation Agreement dated December 18, 2002 between New Peoples Bank, Inc. and Frank Sexton, Jr. (incorporated by reference to Exhibit 10.6 to Annual Report on Form 10-K for the fiscal year ended December 31, 2004).
10.5*	First Amendment dated June 30, 2003 to Salary Continuation Agreement between New Peoples Bank, Inc. and Frank Sexton, Jr. (incorporated by reference to Exhibit 10.7 to Annual Report on Form 10-K for the fiscal year ended December 31, 2004).
10.6*	Letter Agreement, dated as of June 29, 2009, between the Company and Kenneth D. Hart (incorporated by reference to Exhibit 10.1 to Quarterly Report on Form 10-Q for the quarter ended June 30, 2009).
10.7	Written Agreement, effective August 4, 2010, by and among New Peoples Bankshares, Inc., New Peoples Bank, Inc., the Federal Reserve Bank of Richmond and the State Corporation Commission Bureau of Financial Institutions (incorporated by reference to Exhibit 10.1 to Form 8-K filed August 6, 2010).
10.8	Engagement Letters of Scott & Stringfellow, LLC (incorporated by reference to Exhibit 10.8 to Form 10-Q for the quarterly period ended June 30, 2012 filed on August 14, 2012).
10.9	Convertible Note Payable, B. Scott White, dated June 27, 2012 (incorporated by reference to Exhibit 10.1 to Form 8-K filed June 29, 2012).
10.10	Convertible Note Payable, Harold Lynn Keene, dated June 27, 2012 (incorporated by reference to Exhibit 10.2 to Form 8-K filed June 29, 2012).
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 June 30, 2013, 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]

* Denotes management contract.

(1) Furnished, not filed.