

PEOPLES BANCORP OF NORTH CAROLINA INC

Form 10-Q

November 04, 2016

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 the quarterly

period ended:

September 30, 2016

OR

TRANSITION

REPORT

PURSUANT TO

SECTION 13 OR

15(d)

OF THE

SECURITIES

EXCHANGE ACT

OF 1934

For the transition

period from

_____ to

PEOPLES BANCORP

OF NORTH

CAROLINA, INC.

(Exact name of

registrant as specified

in its charter)

North Carolina

(State or other jurisdiction of incorporation or organization)

000-272056-2132396

(Commission File No.) (IRS Employer Identification No.)

518

West C

Street, 28658

Newton,

North

Carolina

(Address of principal executive offices)(Zip Code)

(828) 464-5620

(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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

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Yes No

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

Large Accelerate Filer Accelerated Filer Non-Accelerated Filer

Smaller Reporting Company

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

Yes No

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

5,417,800 shares of common stock, outstanding at October 31, 2016.

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Statements made in this Form 10-Q, other than those concerning historical information, should be considered forward-looking statements pursuant to the safe harbor provisions of the Securities Exchange Act of 1934 and the Private Securities Litigation Act of 1995. These forward-looking statements involve risks and uncertainties and are based on the beliefs and assumptions of management and on the information available to management at the time that this Form 10-Q was prepared. These statements can be identified by the use of words like "expect," "anticipate," "estimate," and "believe," variations of these words and other similar expressions. Readers should not place undue reliance on forward-looking statements as a number of important factors could cause actual results to differ materially from those in the forward-looking statements. Factors that could cause actual results to differ include, but are not

limited to, (1) competition in the markets served by Peoples Bank, (2) changes in the interest rate environment, (3) general national, regional or local economic conditions may be less favorable than expected, resulting in, among other things, a deterioration in credit quality and the possible impairment of collectibility of loans, (4) legislative or regulatory changes, including changes in accounting standards, (5) significant changes in the federal and state legal and regulatory environments and tax laws, (6) the impact of changes in monetary and fiscal policies, laws, rules and regulations and (7) other risks and factors identified in other filings with the Securities and Exchange Commission, including but not limited to, those described in Peoples Bancorp of North Carolina, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2015.

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

PEOPLES BANCORP OF NORTH CAROLINA, INC. AND SUBSIDIARIES

Consolidated Balance Sheets

September 30, 2016 and December 31, 2015

(Dollars in thousands)

<u>Assets</u>	September 30, <u>2016</u> (Unaudited)	December 31, <u>2015</u> (Audited)
Cash and due from banks, including reserve requirements of \$15,715 at 9/30/16 and \$14,587 at 12/31/15	\$ 47,653	29,194
Interest-bearing deposits	35,191	10,569
Cash and cash equivalents	82,844	39,763
Investment securities available for sale	262,423	268,530
Other investments	3,634	3,636
Total securities	266,057	272,166
Mortgage loans held for sale	2,776	4,149
Loans	713,019	689,091
Less allowance for loan losses	(8,045)	(9,589)
Net loans	704,974	679,502
Premises and equipment, net	16,553	16,976
Cash surrender value of life insurance	14,853	14,546
Other real estate	26	739
Accrued interest receivable and other assets	9,525	10,640
Total assets	\$ 1,097,608	1,038,481
<u>Liabilities and Shareholders' Equity</u>		
Deposits:		
Noninterest-bearing demand	\$ 253,134	244,231
NOW, MMDA & savings	460,767	431,052
Time, \$250,000 or more	26,627	26,891
Other time	121,419	130,001
Total deposits	861,947	832,175
Securities sold under agreements to repurchase	50,920	27,874
FHLB borrowings	43,500	43,500
Junior subordinated debentures	20,619	20,619
Accrued interest payable and other liabilities	9,974	9,449

Total liabilities	986,960	933,617
Commitments		
Shareholders' equity:		
Series A preferred stock, \$1,000 stated value; authorized 5,000,000 shares; no shares issued and outstanding	-	-
Common stock, no par value; authorized 20,000,000 shares; issued and outstanding 5,417,800 shares at September 30, 2016 and 5,510,538 shares at December 31, 2015	44,188	46,171
Retained earnings	59,502	53,183
Accumulated other comprehensive income	6,958	5,510
Total shareholders' equity	110,648	104,864
Total liabilities and shareholders' equity	\$ 1,097,608	1,038,481

See accompanying Notes to Consolidated Financial Statements.

PEOPLES BANCORP OF NORTH CAROLINA, INC. AND SUBSIDIARIES

Consolidated Statements of Earnings

Three and Nine Months Ended September 30, 2016 and 2015

(Dollars in thousands, except per share amounts)

	Three months ended September 30, <u>2016</u> <u>2015</u> (Unaudited)		Nine months ended September 30, <u>2016</u> <u>2015</u> (Unaudited)	
Interest income:				
Interest and fees on loans	\$8,188	8,089	24,185	23,015
Interest on due from banks	32	4	67	21
Interest on investment securities:				
U.S. Government sponsored enterprises	603	633	1,910	1,959
State and political subdivisions	1,105	1,145	3,350	3,465
Other	54	76	191	245
Total interest income	9,982	9,947	29,703	28,705
Interest expense:				
NOW, MMDA & savings deposits	126	106	367	324
Time deposits	142	211	452	685
FHLB borrowings	426	443	1,248	1,294
Junior subordinated debentures	122	101	353	297
Other	12	13	30	34
Total interest expense	828	874	2,450	2,634
Net interest income	9,154	9,073	27,253	26,071
Provision for (reduction of provision for) loan losses	(360)	235	(1,108)	193
Net interest income after provision for loan losses	9,514	8,838	28,361	25,878
Non-interest income:				
Service charges	1,163	1,193	3,291	3,498
Other service charges and fees	210	173	746	718
Gain on sale of securities	-	-	324	-
Mortgage banking income	426	300	1,088	810
Insurance and brokerage commissions	163	179	476	544
Gain/(loss) on sale and write-down of other real estate	(16)	80	64	246
Miscellaneous	1,468	1,341	4,320	3,992
Total non-interest income	3,414	3,266	10,309	9,808
Non-interest expense:				
Salaries and employee benefits	4,829	4,596	14,114	13,683
Occupancy	1,755	1,611	5,243	4,577

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Professional fees	429	163	1,603	590
Advertising	313	172	623	576
Debit card expense	271	256	870	737
FDIC Insurance	71	162	406	510
Other	1,930	1,709	5,339	5,081
Total non-interest expense	9,598	8,669	28,198	25,754
Earnings before income taxes	3,330	3,435	10,472	9,932
Income tax expense	872	942	2,597	2,487
Net earnings	\$2,458	2,493	7,875	7,445
Basic net earnings per share	\$0.45	0.45	1.43	1.34
Diluted net earnings per share	\$0.44	0.45	1.42	1.32
Cash dividends declared per share	\$0.10	0.08	0.28	0.20

See accompanying Notes to Consolidated Financial Statements.

PEOPLES BANCORP OF NORTH CAROLINA, INC. AND SUBSIDIARIES

Consolidated Statements of Comprehensive Income

Three and Nine Months Ended September 30, 2016 and 2015

(Dollars in thousands)

	Three months ended September 30, <u>2016</u> <u>2015</u> (Unaudited)		Nine months ended September 30, <u>2016</u> <u>2015</u> (Unaudited)	
Net earnings	\$2,458	2,493	7,875	7,445
Other comprehensive income (loss):				
Unrealized holding (losses) gains on securities available for sale	(1,676)	1,167	2,597	(819)
Reclassification adjustment for gains on securities available for sale included in net earnings	-	-	(324)	-
Total other comprehensive (loss) income, before income taxes	(1,676)	1,167	2,273	(819)
Income tax (benefit) expense related to other comprehensive (loss) income:				
Unrealized holding (losses) gains on securities available for sale	(614)	455	951	(319)
Reclassification adjustment for gains on securities available for sale included in net earnings	-	-	(126)	-
Total income tax expense (benefit) related to other comprehensive income (loss)	(614)	455	825	(319)
Total other comprehensive (loss) income, net of tax	(1,062)	712	1,448	(500)
Total comprehensive income	\$1,396	3,205	9,323	6,945

See accompanying Notes to Consolidated Financial Statements.

PEOPLES BANCORP OF NORTH CAROLINA, INC. AND SUBSIDIARIES

Consolidated Statements of Changes in Shareholders' Equity

Nine Months Ended September 30, 2016 and 2015

(Dollars in thousands)

	Common Stock		Retained	Accumulated Other Comprehensive	Total
	Shares	Amount	Earnings	Income	
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Balance, December 31, 2015	5,510,538	\$ 46,171	53,183	5,510	104,864
Common stock repurchase	(92,738)	(1,983)	-	-	(1,983)
Cash dividends declared on common stock	-	-	(1,556)	-	(1,556)
Net earnings	-	-	7,875	-	7,875
Change in accumulated other comprehensive income, net of tax	-	-	-	1,448	1,448
Balance, September 30, 2016	5,417,800	\$ 44,188	59,502	6,958	110,648
Balance, December 31, 2014	5,612,588	\$ 48,088	45,124	5,453	98,665
Common stock repurchase	(84,050)	(1,576)	-	-	(1,576)
Cash dividends declared on common stock	-	-	(1,127)	-	(1,127)
Net earnings	-	-	7,445	-	7,445
Change in accumulated other comprehensive loss, net of tax	-	-	-	(500)	(500)
Balance, September 30, 2015	5,528,538	\$ 46,512	51,442	4,953	102,907

See accompanying Notes to Consolidated Financial Statements.

PEOPLES BANCORP OF NORTH CAROLINA, INC. AND SUBSIDIARIES

Consolidated Statements of Cash Flows

Nine Months Ended September 30, 2016 and 2015

(Dollars in thousands)

	<u>2016</u>	<u>2015</u>
	(Unaudited)	(Unaudited)
Cash flows from operating activities:		
Net earnings	\$ 7,875	7,445
Adjustments to reconcile net earnings to net cash provided by operating activities:		
Depreciation, amortization and accretion	4,181	4,523
(Reduction)/Provision for loan losses	(1,108)	193
Deferred income taxes	(607)	100
Gain on sale of investment securities	(324)	-
Gain on sale of other real estate	(81)	(275)
Write-down of other real estate	17	29
Restricted stock expense	476	282
Origination of mortgage loans held for sale	(50,813)	(38,139)
Proceeds from sales of mortgage loans held for sale	52,186	37,835
Change in:		
Cash surrender value of life insurance	(307)	(315)
Other assets	897	792
Other liabilities	49	1,788
Net cash provided by operating activities	12,441	14,258
Cash flows from investing activities:		
Purchases of investment securities available for sale	(12,642)	(13,579)
Proceeds from sales, calls and maturities of investment securities available for sale	2,899	17,984
Proceeds from paydowns of investment securities available for sale	15,946	4,250
Purchases of FHLB stock	-	(5)
FHLB stock redemption	2	125
Net change in loans	(24,639)	(38,098)
Purchases of premises and equipment	(1,257)	(1,549)
Proceeds from sale of other real estate and repossessions	1,052	4,173
Net cash used by investing activities	(18,639)	(26,699)
Cash flows from financing activities:		
Net change in deposits	29,772	(8,139)
Net change in securities sold under agreement to repurchase	23,046	(1,190)
Proceeds from FHLB borrowings	-	20,000
Repayments of FHLB borrowings	-	(20,000)
Common stock repurchased	(1,983)	(1,576)

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Cash dividends paid on common stock	(1,556)	(1,127)
Net cash provided (used) by financing activities	49,279	(12,032)
Net change in cash and cash equivalents	43,081	(24,473)
Cash and cash equivalents at beginning of period	39,763	69,098
Cash and cash equivalents at end of period	\$ 82,844	44,625

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PEOPLES BANCORP OF NORTH CAROLINA, INC. AND SUBSIDIARIES

Consolidated Statements of Cash Flows, continued

Nine Months Ended September 30, 2016 and 2015

(Dollars in thousands)

	<u>2016</u>	<u>2015</u>
	(Unaudited)	(Unaudited)
Supplemental disclosures of cash flow information:		
Cash paid during the period for:		
Interest	\$ 2,425	2,624
Income taxes	\$ 3,180	1,514
Noncash investing and financing activities:		
Change in unrealized gain (loss) on investment securities available for sale, net	\$ 1,448	(500)
Transfers of loans to other real estate and repossessions	\$ 275	4,274
Financed portion of sales of other real estate	\$ -	60

See accompanying Notes to Consolidated Financial Statements.

PEOPLES BANCORP OF NORTH CAROLINA, INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements (Unaudited)

(1) Summary of Significant Accounting Policies

The consolidated financial statements include the financial statements of Peoples Bancorp of North Carolina, Inc. and its wholly owned subsidiary, Peoples Bank (the "Bank"), along with the Bank's wholly owned subsidiaries, Peoples Investment Services, Inc., Real Estate Advisory Services, Inc. ("REAS") Community Bank Real Estate Solutions, LLC ("CBRES") and PB Real Estate Holdings, LLC (collectively called the "Company"). All significant intercompany balances and transactions have been eliminated in consolidation. CBRES was moved from a wholly owned subsidiary of Peoples Bancorp of North Carolina, Inc. to a wholly owned subsidiary of the Bank effective August 31, 2016.

The Bank operates four banking offices focused on the Latino population under the name Banco de la Gente ("Banco"). These offices are operated as a division of the Bank. Banco offers normal and customary banking services as are offered in the Bank's other branches such as the taking of deposits and the making of loans and therefore is not considered a reportable segment of the Company. The Bank operates one Banco loan production office in Durham County and one Banco loan production office in Forsyth County specifically designed to serve the growing Latino market.

The consolidated financial statements in this report (other than the Consolidated Balance Sheet at December 31, 2015) are unaudited. In the opinion of management, all adjustments (none of which were other than normal accruals) necessary for a fair presentation of the financial position and results of operations for the periods presented have been included. Management of the Company has made a number of estimates and assumptions relating to the reporting of assets and liabilities and the disclosure of contingent assets and liabilities to prepare these consolidated financial statements in conformity with generally accepted accounting principles in the United States ("GAAP"). Actual results could differ from those estimates.

The Company's accounting policies are fundamental to understanding management's discussion and analysis of results of operations and financial condition. Many of the Company's accounting policies require significant judgment regarding valuation of assets and liabilities and/or significant interpretation of the specific accounting guidance. A description of the Company's significant accounting policies can be found in Note 1 of the Notes to Consolidated Financial Statements in the Company's 2015 Annual Report to Shareholders which is Appendix A to the Proxy Statement for the May 5, 2016 Annual Meeting of Shareholders.

Recently Issued Accounting Pronouncements

In January 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2016-01, (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities. ASU No. 2016-01 addresses certain aspects of recognition, measurement, presentation, and disclosure of financial instruments. ASU No. 2016-01 is effective for annual periods, and interim periods within those annual periods, beginning after December 15, 2017. The adoption of this guidance is not expected to have a material impact on the Company's results of operations, financial position or disclosures.

In February 2016, FASB issued ASU No. 2016-02, (Topic 842): Leases. ASU No. 2016-02 increases transparency and comparability among organizations by recognizing lease assets and lease liabilities on the balance sheet and disclosing key information about leasing arrangements. ASU No. 2016-02 is effective for annual periods, and interim periods within those annual periods, beginning after December 15, 2018. The adoption of this guidance is not expected to have a material impact on the Company's results of operations, financial position or disclosures.

In March 2016, FASB issued ASU No. 2016-07, (Topic 323): Simplifying the Transition to the Equity Method of Accounting. ASU No. 2016-07 eliminates the requirement to retrospectively apply the equity method to an investment that subsequently qualifies for such accounting as a result of an increase in the level of ownership interest or degree of influence. ASU No. 2016-07 is effective for annual periods, and interim periods within those annual periods, beginning after December 15, 2016. The adoption of this guidance is not expected to have a material impact on the Company's results of operations, financial position or disclosures.

In March 2016, FASB issued ASU No. 2016-08, (Topic 606): Principal Versus Agent Considerations (Reporting Revenue Gross Versus Net). ASU No. 2016-08 addresses how an entity should assess whether it is the principal or the agent in contracts that include three or more parties. ASU No. 2016-08 is effective for annual periods, and interim periods within those annual periods, beginning after December 15, 2017. The adoption of this guidance is not expected to have a material impact on the Company's results of operations, financial position or disclosures.

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In March 2016, FASB issued ASU No. 2016-09, (Topic 718): Improvements to Employee Share-Based Payment Accounting. ASU No. 2016-09 was issued in an effort to improve the accounting for employee share-based payments. ASU No. 2016-09 is effective for annual periods beginning after December 15, 2016. The adoption of this guidance is not expected to have a material impact on the Company's results of operations, financial position or disclosures.

In April 2016, FASB issued ASU No. 2016-10, (Topic 606): Identifying Performance Obligations and Licensing. ASU No. 2016-10 clarifies guidance on the recognition of revenue from contracts with customers. ASU No. 2016-10 is effective for annual periods, and interim periods within those annual periods, beginning after December 15, 2017. The adoption of this guidance is not expected to have a material impact on the Company's results of operations, financial position or disclosures.

In May 2016, FASB issued ASU No. 2016-12, (Topic 606): Narrow-Scope Improvements and Practical Expedients. ASU No. 2016-12 amended the Revenue from Contracts with Customers topic of the Accounting Standards Codification ("ASC") to clarify guidance related to collectability, noncash consideration, presentation of sales tax, and transition. ASU No. 2016-12 is effective for annual periods, and interim periods within those annual periods, beginning after December 15, 2017. The adoption of this guidance is not expected to have a material impact on the Company's results of operations, financial position or disclosures.

In June 2016, FASB issued ASU No. 2016-13, (Topic 326): Measurement of Credit Losses on Financial Instruments. ASU No. 2016-13 provides guidance to change the accounting for credit losses and modify the impairment model for certain debt securities. ASU No. 2016-13 is effective for annual periods, and interim periods within those annual periods, beginning after December 15, 2019. The Company is currently evaluating the effect that implementation of the new standard will have on its results of operations, financial position and disclosures.

In August 2016, FASB issued ASU No. 2016-15, (Topic 230): Classification of Certain Cash Receipts and Cash Payments. ASU No. 2016-15 clarifies how certain cash receipts and cash payments are presented and classified in the statement of cash flows under ASC 230, Statement of Cash Flows. ASU No. 2016-15 is effective for annual periods, and interim periods within those annual periods, beginning after December 15, 2017. The adoption of this guidance is not expected to have a material impact on the Company's results of operations, financial position or disclosures.

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

(2) Investment Securities

Investment securities available for sale at September 30, 2016 and December 31, 2015 are as follows:

(Dollars in thousands)

	September 30, 2016			
	Gross Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Mortgage-backed securities	\$71,359	2,083	49	73,393
U.S. Government sponsored enterprises	38,575	743	240	39,078
State and political subdivisions	138,672	8,481	11	147,142
Corporate bonds	1,505	20	-	1,525
Trust preferred securities	750	-	-	750
Equity securities	264	271	-	535

Total	\$251,125	11,598	300	262,423
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(Dollars in thousands)

December 31, 2015

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Mortgage-backed securities	\$76,406	1,526	45	77,887
U.S. Government sponsored enterprises	38,173	399	155	38,417
State and political subdivisions	141,500	6,817	72	148,245
Corporate bonds	1,928	-	22	1,906
Trust preferred securities	750	-	-	750
Equity securities	748	577	-	1,325
Total	\$259,505	9,319	294	268,530

The current fair value and associated unrealized losses on investments in securities with unrealized losses at September 30, 2016 and December 31, 2015 are summarized in the tables below, with the length of time the individual securities have been in a continuous loss position.

(Dollars in thousands)

September 30, 2016

Less than 12 Months 12 Months or More Total

	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Mortgage-backed securities	\$5,795	49	-	-	5,795	49
U.S. Government sponsored enterprises	7,517	66	9,685	174	17,202	240
State and political subdivisions	426	1	582	10	1,008	11
Total	\$13,738	116	10,267	184	24,005	300

(Dollars in thousands)

December 31, 2015

Less than 12 Months 12 Months or More Total

	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Mortgage-backed securities	\$7,891	45	-	-	7,891	45
U.S. Government sponsored enterprises	3,074	13	10,828	142	13,902	155
State and political subdivisions	2,198	4	3,930	68	6,128	72
Corporate bonds	1,500	22	-	-	1,500	22
Total	\$14,663	84	14,758	210	29,421	294

At September 30, 2016, unrealized losses in the investment securities portfolio relating to debt securities totaled \$300,000. The unrealized losses on these debt securities arose due to changing interest rates and are considered to be temporary. From the September 30, 2016 tables above, two out of 170 securities issued by state and political subdivisions contained unrealized losses, 10 out of 82 securities issued by U.S. Government sponsored enterprises contained unrealized losses, and no securities issued by corporations contained unrealized losses. These unrealized losses are considered temporary because of acceptable financial condition and results of operations of entities that issued each security and the repayment sources of principal and interest on U.S. Government sponsored enterprises,

including mortgage-backed securities, are government backed.

The amortized cost and estimated fair value of investment securities available for sale at September 30, 2016, by contractual maturity, are shown below. Expected maturities of mortgage-backed securities will differ from contractual maturities because borrowers have the right to call or prepay obligations with or without call or prepayment penalties.

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September 30, 2016
(Dollars in thousands)

	Amortized Cost	Estimated Fair Value
Due within one year	\$ 8,444	8,500
Due from one to five years	76,972	81,294
Due from five to ten years	83,725	87,937
Due after ten years	10,361	10,764
Mortgage-backed securities	71,359	73,393
Equity securities	264	535
Total	\$ 251,125	262,423

Proceeds from sales of securities available for sale during the nine months ended September 30, 2016 were \$804,000 and resulted in gross gains of \$324,000. No securities available for sale were sold during the three months ended September 30, 2016, or the three and nine months ended September 30, 2015.

Securities with a fair value of approximately \$85.2 million and \$91.0 million at September 30, 2016 and December 31, 2015, respectively, were pledged to secure public deposits and for other purposes as required by law.

(3) Loans

Major classifications of loans at September 30, 2016 and December 31, 2015 are summarized as follows:

(Dollars in thousands)

	September 30, 2016	December 31, 2015
Real estate loans:		
Construction and land development	\$ 59,456	65,791
Single-family residential	231,958	220,690
Single-family residential - Banco de la Gente stated income	40,934	43,733
Commercial	240,150	228,526
Multifamily and farmland	18,727	18,080
Total real estate loans	591,225	576,820
Loans not secured by real estate:		
Commercial loans	94,790	91,010
Farm loans	-	3
Consumer loans	10,036	10,027
All other loans	16,968	11,231
Total loans	713,019	689,091
Less allowance for loan losses	8,045	9,589
Total net loans	\$ 704,974	679,502

The Bank grants loans and extensions of credit primarily within the Catawba Valley region of North Carolina, which encompasses Catawba, Alexander, Iredell and Lincoln counties, and also in Mecklenburg, Union, Wake, Durham and

Forsyth counties of North Carolina. Although the Bank has a diversified loan portfolio, a substantial portion of the loan portfolio is collateralized by improved and unimproved real estate, the value of which is dependent upon the real estate market. Risk characteristics of the major components of the Bank's loan portfolio are discussed below:

Construction and land development loans – The risk of loss is largely dependent on the initial estimate of whether the property's value at completion equals or exceeds the cost of property construction and the availability of take-out financing. During the construction phase, a number of factors can result in delays or cost overruns. If the estimate is inaccurate or if actual construction costs exceed estimates, the value of the property securing the loan may be insufficient to ensure full repayment when completed through a permanent loan, sale of the property, or by seizure of collateral. As of September 30, 2016, construction and land development loans comprised approximately 8% of the Bank's total loan portfolio.

Single-family residential loans – Declining home sales volumes, decreased real estate values and higher than normal levels of unemployment could contribute to losses on these loans. As of September 30, 2016, single-family residential loans comprised approximately 38% of the Bank's total loan portfolio, and include Banco's single-family residential stated income loans, which were approximately 6% of the Bank's total loan portfolio.

Commercial real estate loans – Repayment is dependent on income being generated in amounts sufficient to cover operating expenses and debt service. These loans also involve greater risk because they are generally not fully amortizing over a loan period, but rather have a balloon payment due at maturity. A borrower's ability to make a balloon payment typically will depend on being able to either refinance the loan or timely sell the underlying property. As of September 30, 2016, commercial real estate loans comprised approximately 34% of the Bank's total loan portfolio.

Commercial loans – Repayment is generally dependent upon the successful operation of the borrower's business. In addition, the collateral securing the loans may depreciate over time, be difficult to appraise, be illiquid or fluctuate in value based on the success of the business. As of September 30, 2016, commercial loans comprised approximately 13% of the Bank's total loan portfolio.

Loans are considered past due if the required principal and interest payments have not been received as of the date such payments were due. Loans are placed on non-accrual status when, in management's opinion, the borrower may be unable to meet payment obligations as they become due, as well as when required by regulatory provisions. Loans may be placed on non-accrual status regardless of whether or not such loans are considered past due. When interest accrual is discontinued, all unpaid accrued interest is reversed. Interest income is subsequently recognized only to the extent cash payments are received in excess of principal due. Loans are returned to accrual status when all the principal and interest amounts contractually due are brought current and future payments are reasonably assured.

The following tables present an age analysis of past due loans, by loan type, as of September 30, 2016 and December 31, 2015:

September 30, 2016
(Dollars in thousands)

	Loans 30-89 Days Past Due	Loans 90 or More Days Past Due	Total Past Due Loans	Total Current Loans	Total Loans	Accruing Loans 90 or More Days Past Due
Real estate loans:						
Construction and land development	\$18	13	31	59,425	59,456	-
Single-family residential	1,344	310	1,654	230,304	231,958	-
Single-family residential - Banco de la Gente stated income	1,588	257	1,845	39,089	40,934	-
Commercial	58	-	58	240,092	240,150	-
Multifamily and farmland	-	-	-	18,727	18,727	-
Total real estate loans	3,008	580	3,588	587,637	591,225	-
Loans not secured by real estate:						
Commercial loans	85	-	85	94,705	94,790	-
Farm loans	-	-	-	-	-	-
Consumer loans	95	7	102	9,934	10,036	-

All other loans	-	-	-	16,968	16,968	-
Total loans	\$3,188	587	3,775	709,244	713,019	-

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December 31, 2015
(Dollars in thousands)

	Loans 30-89 Days Past Due	Loans 90 or More Days Past Due	Total Past Due Loans	Total Current Loans	Total Loans	Accruing Loans 90 or More Days Past Due
Real estate loans:						
Construction and land development	\$ 330	17	347	65,444	65,791	-
Single-family residential	2,822	1,385	4,207	216,483	220,690	-
Single-family residential - Banco de la Gente stated income	7,021	114	7,135	36,598	43,733	-
Commercial	2,619	157	2,776	225,750	228,526	-
Multifamily and farmland	-	-	-	18,080	18,080	-
Total real estate loans	12,792	1,673	14,465	562,355	576,820	-
Loans not secured by real estate:						
Commercial loans	185	40	225	90,785	91,010	17
Farm loans	-	-	-	3	3	-
Consumer loans	136	8	144	9,883	10,027	-
All other loans	-	-	-	11,231	11,231	-
Total loans	\$ 13,113	1,721	14,834	674,257	689,091	17

The following table presents non-accrual loans as of September 30, 2016 and December 31, 2015:

(Dollars in thousands)

	September 30, 2016	December 31, 2015
Real estate loans:		
Construction and land development	\$ 31	146
Single-family residential	1,797	4,023
Single-family residential - Banco de la Gente stated income	1,251	1,106
Commercial	1,571	2,992
Multifamily and farmland	-	-
Total real estate loans	4,650	8,267
Loans not secured by real estate:		
Commercial loans	66	113
Consumer loans	41	52
Total	\$ 4,757	8,432

At each reporting period, the Bank determines which loans are impaired. Accordingly, the Bank's impaired loans are reported at their estimated fair value on a non-recurring basis. An allowance for each impaired loan that is collateral-dependent is calculated based on the fair value of its collateral. The fair value of the collateral is based on appraisals performed by REAS, a subsidiary of the Bank. REAS is staffed by certified appraisers that also perform appraisals for other companies. Factors, including the assumptions and techniques utilized by the appraiser, are considered by management. If the recorded investment in the impaired loan exceeds the measure of fair value of the

collateral, a valuation allowance is recorded as a component of the allowance for loan losses. An allowance for each impaired loan that is not collateral dependent is calculated based on the present value of projected cash flows. If the recorded investment in the impaired loan exceeds the present value of projected cash flows, a valuation allowance is recorded as a component of the allowance for loan losses. Impaired loans under \$250,000 are not individually evaluated for impairment with the exception of the Bank's troubled debt restructured ("TDR") loans in the residential mortgage loan portfolio, which are individually evaluated for impairment. Accruing impaired loans were \$22.9 million, \$25.0 million and \$25.5 million at September 30, 2016, December 31, 2015 and September 30, 2015, respectively. Interest income recognized on accruing impaired loans was \$871,000, \$968,000 and \$1.3 million for the nine months ended September 30, 2016, the nine months ended September 30, 2015 and the year ended December 31, 2015, respectively. No interest income is recognized on non-accrual impaired loans subsequent to their classification as non-accrual.

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The following tables present impaired loans as of September 30, 2016 and December 31, 2015:

September
30, 2016
(Dollars in
thousands)

	Unpaid Contractual Principal Balance		Recorded Investment With Allowance	Recorded Investment With Allowance	Recorded Investment in Impaired Loans	Related Allowance	Nine months ended Average Outstanding Impaired Loans	Interest Income Recognized	Three months ended Average Outstanding Impaired Loans	Interest Income Recognized
Real estate loans:										
Construction and land development	\$292	-	288	288	288	13	375	10	369	3
Single-family residential	5,731	878	4,473	5,351	5,351	46	8,921	122	6,556	40
Single-family residential - Banco de la Gente stated income	18,603	-	18,094	18,094	18,094	1,188	17,673	657	17,395	207
Commercial Multifamily and farmland	3,775	1,221	2,222	3,443	3,443	174	5,376	73	4,013	24
	78	-	78	78	78	-	79	3	78	-
Total impaired real estate loans	28,479	2,099	25,155	27,254	27,254	1,421	32,424	865	28,411	274
Loans not secured by real estate:										
Commercial loans	74	-	73	73	73	1	123	-	116	-
Consumer loans	226	-	219	219	219	4	235	6	225	2
Total impaired loans	\$28,779	2,099	25,447	27,546	27,546	1,426	32,782	871	28,752	276

December 31, 2015
(Dollars in thousands)

	Unpaid Contractual Principal Balance	Recorded Investment With Allowance	Recorded Investment With Allowance	Recorded Investment in Impaired Loans	Related Allowance	Average Outstanding Impaired Loans	YTD Interest Income Recognized
Real estate loans:	\$ 643	216	226	442	12	705	18

Construction and land development							
Single-family residential	8,828	1,489	6,805	8,294	189	10,852	224
Single-family residential - Banco de la Gente							
stated income	20,375	-	19,215	19,215	1,143	18,414	921
Commercial	4,556	-	4,893	4,893	179	5,497	89
Multifamily and farmland	96	-	83	83	-	93	6
Total impaired real estate loans	34,498	1,705	31,222	32,927	1,523	35,561	1,258
Loans not secured by real estate:							
Commercial loans	180	-	161	161	3	132	5
Consumer loans	286	-	260	260	4	283	11
Total impaired loans	\$ 34,964	1,705	31,643	33,348	1,530	35,976	1,274

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Changes in the allowance for loan losses for the three and nine months ended September 30, 2016 and 2015 were as follows:

(Dollars in thousands)

	Real Estate Loans		Single-Family Residential - Banco de la Gente Stated Income	Commercial	Multifamily and Farmland	Commercial	Farm	Consumer and All Other	Unallocated	Total
	Construction and Land Development	Single-Family Residential								
Nine months ended September 30, 2016:										
Allowance for loan losses:										
Beginning										
balance	\$2,185	2,534	1,460	1,917	-	842	-	172	479	9,589
Charge-offs	-	(158)	)-	(106)	)-	(129)	)-	(361)	)-	(754)
Recoveries	8	18	-	15	-	165	-	112	-	318
Provision	(808)	(388)	(60)	(250)	)47	(118)	)-	291	178	(1,108)
Ending balance	\$1,385	2,006	1,400	1,576	47	760	-	214	657	8,045
Three months ended September 30, 2016:										
Allowance for loan losses:										
Beginning										
balance	\$1,582	2,233	1,354	1,650	46	803	-	234	638	8,540
Charge-offs	-	(35)	)-	-	-	(89)	)-	(122)	)-	(246)
Recoveries	2	6	-	5	-	60	-	38	-	111
Provision	(199)	(198)	)46	(79)	)1	(14)	)-	64	19	(360)
Ending balance	\$1,385	2,006	1,400	1,576	47	760	-	214	657	8,045
Allowance for loan losses at September 30, 2016:										
Ending balance:										
individually evaluated for impairment										
\$-	-	-	1,164	167	-	-	-	-	-	1,331
Ending balance:										
collectively evaluated for impairment										
1,385	2,006	236	1,409	47	760	-	214	657	6,714	6,714
Ending balance	\$1,385	2,006	1,400	1,576	47	760	-	214	657	8,045

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Loans at September
30, 2016:

Ending balance	\$59,456	231,958	40,934	240,150	18,727	94,790	-	27,004	-	713,019
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Ending balance:
individually
evaluated

for impairment \$-		1,019	16,890	3,586	-	-	-	-	-	21,495
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Ending balance:
collectively
evaluated

for impairment \$	59,456	230,939	24,044	236,564	18,727	94,790	-	27,004	-	691,524
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(Dollars in
thousands)

Real Estate Loans

	Construction and Land Development	Single- Family Residential	Single- Family Residential - Banco de la Gente Stated Income	Commercial	Multifamily and Farmland	Commercial	Farm	Consumer and All Other	Unallocated	Total
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Nine months ended
September 30, 2015:

Allowance
for loan
losses:

Beginning

balance	\$2,785	2,566	1,610	1,902	7	1,098	-	233	881	11,082
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Charge-offs	(198)	(447)	(59)	(62)	-	(16)	-	(394)	-	(1,176)
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Recoveries	43	30	22	15	-	96	-	115	-	321
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Provision	119	676	(113)	(75)	(2)	(297)	-	258	(523)	(193)
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Ending

balance	\$2,749	2,825	1,460	1,930	5	881	-	212	358	10,420
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Three months ended
September 30, 2015:

Allowance
for loan
losses:

Beginning

balance	\$2,924	2,456	1,528	1,749	2	902	-	231	586	10,378
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Charge-offs	(110)	(48)	-	-	-	(1)	-	(156)	-	(315)
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Recoveries	20	21	-	5	-	43	-	33	-	122
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Provision	(85)	(396)	(68)	(176)	3	(63)	-	104	(228)	(235)
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	\$2,749	2,825	1,460	1,930	5	881	-	212	358	10,420
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Ending
balance

Allowance for loan losses
September 30, 2015:

Ending
balance:
individually
evaluated

for impairment	\$-	96	1,128	227	-	-	-	-	-	1,451
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Ending
balance:

collectively
evaluated

for impairment	2,749	2,729	332	1,703	5	881	-	212	358	8,969
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Ending

balance	\$2,749	2,825	1,460	1,930	5	881	-	212	358	10,420
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Loans

September
30, 2015:

Ending balance	\$61,748	218,365	44,433	234,003	14,003	88,931	3	23,314	-	684,800
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Ending
balance:

individually
evaluated

for impairment	\$241	2,944	18,193	3,525	-	-	-	-	-	24,903
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Ending

balance:

collectively
evaluated

for impairment	\$61,507	215,421	26,240	230,478	14,003	88,931	3	23,314	-	659,800
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The provision for loan losses for the three months ended September 30, 2016 was a credit of \$360,000, as compared to an expense of \$235,000 for the three months ended September 30, 2015. The decrease in the provision for loan losses is primarily attributable to a reduction in the required level of the allowance for loan losses resulting from lower historical loss rates used to calculate the ASC 450-20 reserve as the elevated level of loan losses incurred in 2010 and 2011 are no longer included in the historical loss calculations.

The provision for loan losses for the nine months ended September 30, 2016 was a credit of \$1.1 million, as compared to an expense of \$193,000 for the nine months ended September 30, 2015. The decrease in the provision for loan losses is primarily attributable to a reduction in the required level of the allowance for loan losses resulting from lower historical loss rates used to calculate the ASC 450-20 reserve as the elevated level of loan losses incurred in 2010 and 2011 are no longer included in the historical loss calculations.

The Company utilizes an internal risk grading matrix to assign a risk grade to each of its loans. Loans are graded on a scale of 1 to 8. These risk grades are evaluated on an ongoing basis. A description of the general characteristics of the eight risk grades is as follows:

Risk Grade 1 – Excellent Quality: Loans are well above average quality and a minimal amount of credit risk exists. CD or cash secured loans or properly margined actively traded stock or bond secured loans would fall in this grade.

Risk Grade 2 – High Quality: Loans are of good quality with risk levels well within the Company's range of acceptability. The organization or individual is established with a history of successful performance though somewhat susceptible to economic changes.

Risk Grade 3 – Good Quality: Loans of average quality with risk levels within the Company's range of acceptability but higher than normal. This may be a new organization or an existing organization in a transitional phase (e.g. expansion, acquisition, market change).

Risk Grade 4 – Management Attention: These loans have higher risk and servicing needs but still are acceptable. Evidence of marginal performance or deteriorating trends is observed. These are not problem credits presently, but may be in the future if the borrower is unable to change its present course.

Risk Grade 5 – Watch: These loans are currently performing satisfactorily, but there has been some recent past due history on repayment and there are potential weaknesses that may, if not corrected, weaken the asset or inadequately protect the Company's position at some future date.

Risk Grade 6 – Substandard: A Substandard loan is inadequately protected by the current sound net worth and paying capacity of the obligor or the collateral pledged (if there is any). There is a well-defined weakness or weaknesses that jeopardize the liquidation of the debt. There is a distinct possibility that the Company will sustain some loss if the deficiencies are not corrected.

Risk Grade 7 – Doubtful: Loans classified as Doubtful have all the weaknesses inherent in loans classified as Substandard, plus the added characteristic that the weaknesses make collection or liquidation in full on the basis of currently existing facts, conditions, and values highly questionable and improbable. Doubtful is a temporary grade where a loss is expected but is presently not quantified with any degree of accuracy. Once the loss position is determined, the amount is charged off.

Risk Grade 8 – Loss: Loans classified as Loss are considered uncollectable and of such little value that their continuance as bankable assets is not warranted. This classification does not mean that the asset has absolutely no recovery or salvage value, but rather that it is not practical or desirable to defer writing off this worthless loan even though partial recovery may be realized in the future. Loss is a temporary grade until the appropriate authority is obtained to charge the loan off.

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The following tables present the credit risk profile of each loan type based on internally assigned risk grades as of September 30, 2016 and December 31, 2015:

September
30, 2016
(Dollars in
thousands)

	Real Estate Loans									
	Construction and Land Development	Single- Family Residential	Single- Family Residential - Banco de la Gente Stated Income	Commercial	Multifamily and Farmland	Commercial	Farm	Consumer	All Other	Total
1- Excellent Quality	\$-	12,340	-	-	-	546	-	1,069	50	14,005
2- High Quality	8,012	103,847	-	39,701	2,915	28,510	-	3,399	2,580	188,964
3- Good Quality	32,958	81,307	17,136	166,724	12,150	59,125	-	4,838	12,565	386,803
4- Management Attention	11,406	25,846	15,811	27,507	1,187	6,248	-	632	1,773	90,410
5- Watch	6,858	3,854	2,807	3,321	2,475	250	-	43	-	19,608
6- Substandard	222	4,764	5,180	2,897	-	111	-	54	-	13,228
7- Doubtful	-	-	-	-	-	-	-	-	-	-
8- Loss	-	-	-	-	-	-	-	1	-	1
Total	\$59,456	231,958	40,934	240,150	18,727	94,790	-	10,036	16,968	713,019

December
31, 2015
(Dollars in
thousands)

	Real Estate Loans									
	Construction and Land Development	Single- Family Residential	Single- Family Residential - Banco de la Gente Stated Income	Commercial	Multifamily and Farmland	Commercial	Farm	Consumer	All Other	Total
1- Excellent Quality	\$-	15,189	-	-	-	700	-	1,091	-	16,980
2- High Quality	10,144	86,061	-	38,647	2,998	24,955	-	3,647	1,665	168,117

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3- Good Quality	35,535	78,843	19,223	148,805	12,058	58,936	3	4,571	7,828	365,802
4- Management Attention	12,544	30,259	15,029	31,824	335	5,905	-	620	1,738	98,254
5- Watch	7,265	4,322	3,308	4,561	2,689	332	-	43	-	22,520
6- Substandard	303	6,016	6,173	4,689	-	182	-	55	-	17,418
7- Doubtful	-	-	-	-	-	-	-	-	-	-
8- Loss	-	-	-	-	-	-	-	-	-	-
Total	\$65,791	220,690	43,733	228,526	18,080	91,010	3	10,027	11,231	689,091

Current year TDR modifications, past due TDR loans and non-accrual TDR loans totaled \$4.3 million and \$8.8 million at September 30, 2016 and December 31, 2015, respectively. The terms of these loans have been renegotiated to provide a concession to original terms, including a reduction in principal or interest as a result of the deteriorating financial position of the borrower. There were \$41,000 and \$354,000 in performing loans classified as TDR loans at September 30, 2016 and December 31, 2015, respectively.

The following table presents an analysis of TDR loan modifications during the three and nine months ended September 30, 2016.

Three and nine months ended September 30, 2016
(Dollars in thousands)

	Number of Contracts	Pre-Modification Outstanding Recorded Investment	Post-Modification Recorded Investment	Outstanding
Real estate loans				
Single-family residential	1	\$ 41	41	
Total real estate TDR loans	1	41	41	
Total TDR loans	1	\$ 41	41	

During the three and nine months ended September 30, 2016, one loan was modified that was considered to be a new TDR loan. The interest rate was modified on this TDR loan.

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There were no TDR modifications during the three months ended September 30, 2015. The following table presents an analysis of TDR loan modifications during the nine months ended September 30, 2015.

Nine months ended September 30, 2015
(Dollars in thousands)

	Number of Contracts	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment
Real estate loans			
Single-family residential	1	\$ 146	142
Total real estate TDR loans	1	146	142
Total TDR loans	1	\$ 146	142

During the nine months ended September 30, 2015, one loan was modified that was considered to be a new TDR loan. The interest rate was modified on this TDR loan.

There were no loans modified as TDR that defaulted during the three and nine months ended September 30, 2016 and 2015, which were within 12 months of their modification date. Generally, a TDR loan is considered to be in default once it becomes 90 days or more past due following a modification.

(4) Net Earnings Per Share

Net earnings per share is based on the weighted average number of shares outstanding during the period while the effects of potential shares outstanding during the period are included in diluted earnings per share. The average market price during the year is used to compute equivalent shares.

The reconciliation of the amounts used in the computation of both "basic earnings per share" and "diluted earnings per share" for the three and nine months ended September 30, 2016 and 2015 is as follows:

For the three months ended September 30, 2016

	Net Earnings (Dollars in thousands)	Weighted Average Number of Shares	Per Share Amount
Basic earnings per share	\$ 2,458	5,470,826	\$ 0.45
Effect of dilutive securities:			
Restricted stock units	-	74,042	
Diluted earnings per share	\$ 2,458	5,544,868	\$ 0.44

For the nine months ended September 30, 2016

	Net Earnings (Dollars in thousands)	Weighted Average Number of Shares	Per Share Amount
Basic earnings per share	\$ 7,875	5,497,204	\$ 1.43
Effect of dilutive securities:			
Restricted stock units	-	68,122	

Diluted earnings per share	\$ 7,875	5,565,326	\$ 1.42
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For the three months ended September 30, 2015

	Net Earnings (Dollars in thousands)	Weighted Average Number of Shares	Per Share Amount
Basic earnings per share	\$ 2,493	5,534,581	\$ 0.45
Effect of dilutive securities:			
Restricted stock units	-	52,861	
Diluted earnings per share	\$ 2,493	5,587,442	\$ 0.45

For the nine months ended September 30, 2015

	Net Earnings (Dollars in thousands)	Weighted Average Number of Shares	Per Share Amount
Basic earnings per share	\$ 7,445	5,573,743	\$ 1.34
Effect of dilutive securities:			
Restricted stock units	-	45,466	
Diluted earnings per share	\$ 7,445	5,619,209	\$ 1.32

(5) Stock-Based Compensation

The Company has an Omnibus Stock Ownership and Long Term Incentive Plan that was approved by shareholders on May 7, 2009 (the "Plan") whereby certain stock-based rights, such as stock options, restricted stock, restricted stock units, performance units, stock appreciation rights or book value shares, may be granted to eligible directors and employees. A total of 262,520 shares are currently reserved for possible issuance under the Plan. All stock-based rights under the Plan must be granted or awarded by May 7, 2019 (or ten years from the Plan effective date).

The Company granted 29,514 restricted stock units under the Plan at a grant date fair value of \$7.90 per share during the first quarter of 2012, of which 5,355 restricted stock units were forfeited by the executive officers of the Company as required by the agreement with the U.S. Department of the Treasury ("UST") in conjunction with the Company's participation in the Capital Purchase Program ("CPP") under the Troubled Asset Relief Program ("TARP"). In July 2012, the Company granted 5,355 restricted stock units at a grant date fair value of \$8.25 per share. The Company granted 26,795 restricted stock units under the Plan at a grant date fair value of \$11.90 per share during the second quarter of 2013. The Company granted 21,056 restricted stock units under the Plan at a grant date fair value of \$15.70 per share during the first quarter of 2014. The Company granted 15,075 restricted stock units under the Plan at a grant date fair value of \$17.97 per share during the first quarter of 2015. The Company granted 5,040 restricted stock units under the Plan at a grant date fair value of \$18.60 per share during the first quarter of 2016. The Company recognizes compensation expense on the restricted stock units over the period of time the restrictions are in place (five years from the grant date for the 2012 grants, four years from the grant date for the 2013, 2015 and 2016 grants and three years from the grant date for the 2014 grants). The amount of expense recorded each period reflects the changes in the Company's stock price during such period. As of September 30, 2016, the total unrecognized compensation expense related to the restricted stock unit grants under the Plan was \$460,000.

The Company recognized compensation expense for restricted stock unit awards granted under the Plan of \$476,000 and \$282,000 for the nine months ended September 30, 2016 and 2015, respectively.

(6) Fair Value

The Company is required to disclose fair value information about financial instruments, whether or not recognized on the face of the balance sheet, for which it is practicable to estimate that value. The assumptions used in the estimation

of the fair value of the Company's financial instruments are detailed below. Where quoted prices are not available, fair values are based on estimates using discounted cash flows and other valuation techniques. The use of discounted cash flows can be significantly affected by the assumptions used, including the discount rate and estimates of future cash flows. The following disclosures should not be considered a surrogate of the liquidation value of the Company, but rather a good faith estimate of the increase or decrease in the value of financial instruments held by the Company since purchase, origination or issuance.

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The Company groups assets and liabilities at fair value in three levels, based on the markets in which the assets and liabilities are traded and the reliability of the assumptions used to determine fair value. These levels are:

- Level 1 – Valuation is based upon quoted prices for identical instruments traded in active markets.
- Level 2 – Valuation is based upon quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model-based valuation techniques for which all significant assumptions are observable in the market.
- Level 3 – Valuation is generated from model-based techniques that use at least one significant assumption not observable in the market. These unobservable assumptions reflect estimates of assumptions that market participants would use in pricing the asset or liability. Valuation techniques include use of option pricing models, discounted cash flow models and similar techniques.

Cash and Cash Equivalents

For cash, due from banks and interest-bearing deposits, the carrying amount is a reasonable estimate of fair value. Cash and cash equivalents are reported in the Level 1 fair value category.

Investment Securities Available for Sale

Fair values of investment securities available for sale are determined by obtaining quoted prices on nationally recognized securities exchanges when available. If quoted prices are not available, fair value is determined using matrix pricing, which is a mathematical technique used widely in the industry to value debt securities without relying exclusively on quoted prices for the specific securities but rather by relying on the securities' relationship to other benchmark quoted securities. Fair values for investment securities with quoted market prices are reported in the Level 1 fair value category. Fair value measurements obtained from independent pricing services are reported in the Level 2 fair value category. All other fair value measurements are reported in the Level 3 fair value category.

Other Investments

For other investments, the carrying value is a reasonable estimate of fair value. Other investments are reported in the Level 3 fair value category.

Mortgage Loans Held for Sale

Mortgage loans held for sale are carried at the lower of aggregate cost or market value. The cost of mortgage loans held for sale approximates the market value. Mortgage loans held for sale are reported in the Level 3 fair value category.

Loans

The fair value of fixed rate loans is estimated by discounting the future cash flows using the current rates at which similar loans would be made to borrowers with similar credit ratings. For variable rate loans, the carrying amount is a reasonable estimate of fair value. Loans are reported in the Level 3 fair value category, as the pricing of loans is more subjective than the pricing of other financial instruments.

Cash Surrender Value of Life Insurance

For cash surrender value of life insurance, the carrying value is a reasonable estimate of fair value. Cash surrender value of life insurance is reported in the Level 2 fair value category.

Other Real Estate

The fair value of other real estate is based upon independent market prices, appraised values of the collateral or management's estimation of the value of the collateral. Other real estate is reported in the Level 3 fair value category.

Deposits

The fair value of demand deposits, interest-bearing demand deposits and savings is the amount payable on demand at the reporting date. The fair value of certificates of deposit is estimated by discounting the future cash flows using the

rates currently offered for deposits of similar remaining maturities. Deposits are reported in the Level 2 fair value category.

Securities Sold Under Agreements to Repurchase

For securities sold under agreements to repurchase, the carrying value is a reasonable estimate of fair value. Securities sold under agreements to repurchase are reported in the Level 2 fair value category.

Federal Home Loan Bank ("FHLB") Borrowings

The fair value of FHLB borrowings is estimated based upon discounted future cash flows using a discount rate comparable to the current market rate for such borrowings. FHLB borrowings are reported in the Level 2 fair value category.

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Junior Subordinated Debentures

Because the Company's junior subordinated debentures were issued at a floating rate, the carrying amount is a reasonable estimate of fair value. Junior subordinated debentures are reported in the Level 2 fair value category.

Commitments to Extend Credit and Standby Letters of Credit

Commitments to extend credit and standby letters of credit are generally short-term and at variable interest rates. Therefore, both the carrying value and estimated fair value associated with these instruments are immaterial.

Limitations

Fair value estimates are made at a specific point in time, based on relevant market information and information about the financial instrument. These estimates do not reflect any premium or discount that could result from offering for sale at one time the Company's entire holdings of a particular financial instrument. Because no market exists for a significant portion of the Company's financial instruments, fair value estimates are based on many judgments. These estimates are subjective in nature and involve uncertainties and matters of significant judgment and therefore cannot be determined with precision. Changes in assumptions could significantly affect the estimates.

Fair value estimates are based on existing on and off-balance sheet financial instruments without attempting to estimate the value of anticipated future business and the value of assets and liabilities that are not considered financial instruments. Significant assets and liabilities that are not considered financial instruments include deferred income taxes and premises and equipment. In addition, the tax ramifications related to the realization of unrealized gains and losses can have a significant effect on fair value estimates and have not been considered in the estimates.

The table below presents the balance of securities available for sale, which are measured at fair value on a recurring basis by level within the fair value hierarchy, as of September 30, 2016 and December 31, 2015.

(Dollars in thousands)

	September 30, 2016			
	Fair Value Measurement	Level 1 Valuation	Level 2 Valuation	Level 3 Valuation
Mortgage-backed securities	\$73,393	-	73,393	-
U.S. Government sponsored enterprises	39,078	-	39,078	-
State and political subdivisions	147,142	-	147,142	-
Corporate bonds	1,525	-	1,525	-
Trust preferred securities	750	-	-	750
Equity securities	535	535	-	-
Total	\$ 262,423	535	261,138	750

(Dollars in thousands)

	December 31, 2015			
	Fair Value Measurement	Level 1 Valuation	Level 2 Valuation	Level 3 Valuation
Mortgage-backed securities	\$77,887	-	77,887	-
U.S. Government sponsored enterprises	38,417	-	38,417	-
State and political subdivisions	148,245	-	148,245	-
Corporate bonds	1,906	-	1,906	-
Trust preferred securities	750	-	-	750
Equity securities	1,325	1,325	-	-

Total	\$268,530	1,325	266,455	750
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The following is an analysis of fair value measurements of investment securities available for sale using Level 3, significant unobservable inputs, for the nine months ended September 30, 2016.

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(Dollars in thousands)

	Investment Securities Available for Sale Level 3 Valuation
Balance, beginning of period	\$ 750
Change in book value	-
Change in gain/(loss) realized and unrealized	-
Purchases/(sales and calls)	-
Transfers in and/or (out) of Level 3	-
Balance, end of period	\$ 750

Change in unrealized gain/(loss) for assets still held in Level 3 \$ -

The fair value measurements for mortgage loans held for sale, impaired loans and other real estate on a non-recurring basis at September 30, 2016 and December 31, 2015 are presented below. The fair value measurement process uses certified appraisals and other market-based information; however, in many cases, it also requires significant input based on management's knowledge of, and judgment about, current market conditions, specific issues relating to the collateral and other matters. As a result, all fair value measurements for impaired loans and other real estate are considered Level 3.

(Dollars in thousands)

	Fair Value Measurements September 30, 2016	Level 1 Valuation	Level 2 Valuation	Level 3 Valuation
Mortgage loans held for sale	\$ 2,776	-	-	2,776
Impaired loans	\$ 26,120	-	-	26,120
Other real estate	\$ 26	-	-	26

(Dollars in thousands)

	Fair Value Measurements December 31, 2015	Level 1 Valuation	Level 2 Valuation	Level 3 Valuation
Mortgage loans held for sale	\$ 4,149	-	-	4,149
Impaired loans	\$ 31,818	-	-	31,818
Other real estate	\$ 739	-	-	739

(Dollars in thousands)

	Fair Value September 30, 2016	Fair Value December 31, 2015	Valuation Technique	Significant Unobservable Inputs	General Range of Significant Unobservable Input Values
Mortgage loans held for sale	\$ 2,776	4,149	Rate lock commitment	N/A	N/A
Impaired loans	\$ 26,120	31,818	Appraised value and discounted cash flows	Discounts to reflect current market conditions	0 - 25%

Other real estate			Appraised value	and ultimate collectability Discounts to reflect current market conditions and estimated costs to sell	0 - 25%
	\$ 26	739			

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The carrying amount and estimated fair value of financial instruments at September 30, 2016 and December 31, 2015 are as follows:

(Dollars in thousands)

	Carrying Amount	Fair Value Measurements at September 30, 2016			
		Level 1	Level 2	Level 3	Total
Assets:					
Cash and cash equivalents	\$82,844	82,844	-	-	82,844
Investment securities available for sale	\$262,423	535	261,138	750	262,423
Other investments	\$3,634	-	-	3,634	3,634
Mortgage loans held for sale	\$2,776	-	-	2,776	2,776
Loans, net	\$704,974	-	-	698,402	698,402
Cash surrender value of life insurance	\$14,853	-	14,853	-	14,853
Liabilities:					
Deposits	\$861,947	-	-	855,156	855,156
Securities sold under agreements to repurchase	\$50,920	-	50,920	-	50,920
FHLB borrowings	\$43,500	-	40,560	-	40,560
Junior subordinated debentures	\$20,619	-	20,619	-	20,619

(Dollars in thousands)

	Carrying Amount	Fair Value Measurements at December 31, 2015			
		Level 1	Level 2	Level 3	Total
Assets:					
Cash and cash equivalents	\$39,763	39,763	-	-	39,763
Investment securities available for sale	\$268,530	1,325	266,455	750	268,530
Other investments	\$3,636	-	-	3,636	3,636
Mortgage loans held for sale	\$4,149	-	-	4,149	4,149
Loans, net	\$679,502	-	-	683,540	683,540
Cash surrender value of life insurance	\$14,546	-	14,546	-	14,546
Liabilities:					
Deposits	\$832,175	-	-	827,874	827,874
Securities sold under agreements to repurchase	\$27,874	-	27,874	-	27,874
FHLB borrowings	\$43,500	-	43,144	-	43,144
Junior subordinated debentures	\$20,619	-	20,619	-	20,619

(7) Regulatory Matters

On August 31, 2015, the Federal Deposit Insurance Corporation ("FDIC") and the North Carolina Office of the Commissioner of Banks ("Commissioner") issued a Consent Order (the "Order") in connection with compliance by the Bank with the Bank Secrecy Act and its implementing regulations (collectively, the "BSA"). The Order was issued pursuant to the consent of the Bank. In consenting to the issuance of the Order, the Bank did not admit or deny any unsafe or unsound banking practices or violations of law or regulation.

The Order requires the Bank to take certain affirmative actions to comply with its obligations under the BSA, including, without limitation, strengthening its Board of Directors' oversight of BSA activities; reviewing, enhancing, adopting and implementing a revised BSA compliance program; completing a BSA risk assessment; developing a revised system of internal controls designed to ensure full compliance with the BSA; reviewing and revising customer due diligence and risk assessment processes, policies and procedures; developing, adopting and implementing effective BSA training programs; assessing BSA staffing needs and resources and appointing a qualified BSA officer; establishing an independent BSA testing program; ensuring that all reports required by the BSA are accurately and properly filed and engaging an independent firm to review past account activity to determine whether suspicious activity was properly identified and reported.

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Prior to implementation, certain of the actions described above are subject to review by, and approval or non-objection from, the FDIC and the Commissioner. The Order will remain in effect and be enforceable until it is modified, terminated, suspended or set aside by the FDIC and the Commissioner.

The Bank continues to make progress in addressing the issues identified in the Order and expects that it will be able to undertake and implement all required actions within the time period specified in the Order. The Bank has incurred and will continue to incur additional non-interest expenses associated with the implementation of corrective actions; however, these expenses are not expected to have a significant impact on the results of operations or financial position of the Company. Operating under the Order will limit the Bank's and the Company's ability to participate in acquisitions, to open new branches, and to allocate funds to its stock repurchase plan until such time as the Order has been modified, terminated, suspended or set aside by the FDIC and the Commissioner.

(8) Subsequent Events

The Company has reviewed and evaluated subsequent events and transactions for material subsequent events through the date the financial statements are issued. Management has concluded that there were no material subsequent events.

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

The following is a discussion of our financial position and results of operations and should be read in conjunction with the information set forth under Item 1A Risk Factors and the Company's Consolidated Financial Statements and Notes thereto on pages A-24 through A-64 of the Company's 2015 Annual Report to Shareholders which is Appendix A to the Proxy Statement for the May 5, 2016 Annual Meeting of Shareholders.

Introduction

Management's discussion and analysis of earnings and related data are presented to assist in understanding the consolidated financial condition and results of operations of the Company. The Company is the parent company of the Bank and a registered bank holding company operating under the supervision of the Board of Governors of the Federal Reserve System (the "Federal Reserve"). The Bank is a North Carolina-chartered bank, with offices in Catawba, Lincoln, Alexander, Mecklenburg, Iredell, Union, Wake, Durham and Forsyth counties, operating under the banking laws of North Carolina and the rules and regulations of the FDIC.

Overview

Our business consists principally of attracting deposits from the general public and investing these funds in commercial loans, real estate mortgage loans, real estate construction loans and consumer loans. Our profitability depends primarily on our net interest income, which is the difference between the income we receive on our loan and investment securities portfolios and our cost of funds, which consists of interest paid on deposits and borrowed funds. Net interest income also is affected by the relative amounts of our interest-earning assets and interest-bearing liabilities. When interest-earning assets approximate or exceed interest-bearing liabilities, a positive interest rate spread will generate net interest income. Our profitability is also affected by the level of other income and operating expenses. Other income consists primarily of miscellaneous fees related to our loans and deposits, mortgage banking income and commissions from sales of annuities and mutual funds. Operating expenses consist of compensation and benefits, occupancy related expenses, federal deposit and other insurance premiums, data processing, advertising and other expenses.

Our operations are influenced significantly by local economic conditions and by policies of financial institution regulatory authorities. The earnings on our assets are influenced by the effects of, and changes in, trade, monetary and fiscal policies and laws, including interest rate policies of the Board of Governors of the Federal Reserve System (the "Federal Reserve"), inflation, interest rates, market and monetary fluctuations. Lending activities are affected by the demand for commercial and other types of loans, which in turn is affected by the interest rates at which such financing may be offered. Our cost of funds is influenced by interest rates on competing investments and by rates offered on similar investments by competing financial institutions in our market area, as well as general market interest rates. These factors can cause fluctuations in our net interest income and other income. In addition, local economic conditions can impact the credit risk of our loan portfolio, in that (1) local employers may be required to eliminate employment positions of individual borrowers, and (2) small businesses and commercial borrowers may experience a downturn in their operating performance and become unable to make timely payments on their loans. Management evaluates these factors in estimating the allowance for loan losses and changes in these economic factors could result in increases or decreases to the provision for loan losses.

Current economic conditions, while not as robust as those experienced in the pre-crisis period from 2004 to 2007, have stabilized such that businesses in our market area are growing and investing again. The uncertainty expressed in the local, national and international markets through the primary economic indicators of activity, however, continues to limit the level of activity in our markets.

Although we are unable to control the external factors that influence our business, by maintaining high levels of balance sheet liquidity, managing our interest rate exposures and by actively monitoring asset quality, we seek to minimize the potentially adverse risks of unforeseen and unfavorable economic trends.

Our business emphasis has been and continues to be to operate as a well-capitalized, profitable and independent community-oriented financial institution dedicated to providing quality customer service. We are committed to meeting the financial needs of the communities in which we operate. We expect growth to be achieved in our local markets and through expansion opportunities in contiguous or nearby markets. While we would be willing to consider growth by acquisition in certain circumstances, we do not consider the acquisition of another company to be necessary for our continued ability to provide a reasonable return to our shareholders. We believe that we can be more effective in serving our customers than many of our non-local competitors because of our ability to quickly and effectively provide senior management responses to customer needs and inquiries. Our ability to provide these services is enhanced by the stability and experience of our Bank officers and managers.

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The Federal Reserve maintained the Federal Funds rate at 0.25% from December 2008 to December 2015 before increasing the Fed Funds rate to 0.50% on December 16, 2015. This continued period of very low interest rates has presented a challenge to the Company to maintain its net interest margin as loan rates have continued to fall, primarily because of competition for credit worthy customers. The cost of deposits has also fallen and has gotten to the point that there is little room left to reduce this cost. While the December 2015 0.25% Fed Funds rate increase is helpful, the negative impact of such low interest rates will remain until the Fed Funds rate increases to a level approaching historical norms.

Summary of Significant Accounting Policies

The Company's accounting policies are fundamental to understanding management's discussion and analysis of results of operations and financial condition. Many of the Company's accounting policies require significant judgment regarding valuation of assets and liabilities and/or significant interpretation of specific accounting guidance. A more complete description of the Company's significant accounting policies can be found in Note 1 of the Notes to Consolidated Financial Statements in the Company's 2015 Annual Report to Shareholders which is Appendix A to the Proxy Statement for the May 5, 2016 Annual Meeting of Shareholders.

Many of the Company's assets and liabilities are recorded using various techniques that require significant judgment as to recoverability. The collectibility of loans is reflected through the Company's estimate of the allowance for loan losses. The Company performs periodic and systematic detailed reviews of its lending portfolio to assess overall collectibility. In addition, certain assets and liabilities are reflected at their estimated fair value in the consolidated financial statements. Such amounts are based on either quoted market prices or estimated values derived from dealer quotes used by the Company, market comparisons or internally generated modeling techniques. The Company's internal models generally involve present value of cash flow techniques. The various techniques are discussed in greater detail elsewhere in this management's discussion and analysis and the Notes to the Consolidated Financial Statements. Fair value of the Company's financial instruments is discussed in Note (6) of the Notes to Consolidated Financial Statements (Unaudited) included in this Quarterly Report.

Results of Operations

Summary. Net earnings were \$2.5 million or \$0.45 basic net earnings per share and \$0.44 diluted net earnings per share for the three months ended September 30, 2016, as compared to \$2.5 million or \$0.45 basic and diluted net earnings per share for the same period one year ago. The \$35,000 decrease in third quarter net earnings is primarily attributable to an increase in non-interest expense, which was partially offset by an increase in net interest income, a decrease in the provision for loan losses and an increase in non-interest income, as discussed below.

The annualized return on average assets was 0.90% for the three months ended September 30, 2016, compared to 0.95% for the same period one year ago, and annualized return on average shareholders' equity was 8.68% for the three months ended September 30, 2016, compared to 9.57% for the same period one year ago.

Year-to-date net earnings as of September 30, 2016 were \$7.9 million or \$1.43 basic net earnings per share and \$1.42 diluted net earnings per share, as compared to \$7.4 million or \$1.34 basic net earnings per share and \$1.32 diluted net earnings per share for the same period one year ago. The increase in year-to-date net earnings is primarily attributable to an increase in net interest income, a decrease in the provision for loan losses and an increase in non-interest income, which were partially offset by an increase in non-interest expense, as discussed below.

The annualized return on average assets was 0.99% for the nine months ended September 30, 2016, compared to 0.96% for the same period one year ago, and annualized return on average shareholders' equity was 9.29% for the nine months ended September 30, 2016, compared to 9.48% for the same period one year ago.

Net Interest Income. Net interest income, the major component of the Company's net earnings, was \$9.2 million for the three months ended September 30, 2016, compared to \$9.1 million for the three months ended September 30, 2015. The increase in net interest income was primarily due to a \$35,000 increase in interest income, which was

primarily attributable to an increase in the average outstanding balance of loans and a 0.25% increase in the prime rate in December 2015, combined with a \$46,000 decrease in interest expense, which was primarily attributable to a decrease in the average outstanding balance of time deposits and FHLB borrowings during the three months ended September 30, 2016, as compared to the same period one year ago.

Interest income was \$10.0 million for the three months ended September 30, 2016, compared to \$9.9 million for the three months ended September 30, 2015. The increase in interest income was primarily due to an increase in interest income on loans, which was partially offset by a decrease in interest income on investment securities. During the quarter ended September 30, 2016, average loans increased \$33.7 million to \$709.7 million from \$676.0 million for the quarter ended September 30, 2015. During the quarter ended September 30, 2016, average investment securities available for sale decreased \$12.1 million to \$252.3 million from \$264.4 million for the quarter ended September 30, 2015. The average yield on loans for the quarters ended September 30, 2016 and 2015 was 4.59% and 4.75%, respectively. The average yield on investment securities available for sale was 3.63% for the quarters ended September 30, 2016 and 2015. The average yield on earning assets for the quarters ended September 30, 2016 and 2015 was 4.23% and 4.39%, respectively.

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Interest expense was \$828,000 for the three months ended September 30, 2016, compared to \$874,000 for the three months ended September 30, 2015. The decrease in interest expense was the result of lower cost of funds and reductions in certificates of deposit and FHLB borrowings. The average rate paid on interest-bearing checking and savings accounts was 0.11% for the three months ended September 30, 2016, as compared to 0.10% for the same period one year ago. The average rate paid on certificates of deposit was 0.38% for the quarter ended September 30, 2016, as compared to 0.49% for the same period one year ago. The average rate paid on interest-bearing liabilities was 0.46% for the three months ended September 30, 2016, as compared to 0.49% for the same period one year ago. During the quarter ended September 30, 2016, average certificates of deposit decreased \$20.2 million to \$149.9 million from \$170.1 million for the quarter ended September 30, 2015. Average FHLB borrowings decreased \$6.5 million to \$43.5 million for the three months ended September 30, 2016 from \$50.0 million for the three months ended September 30, 2015.

The following table sets forth for each category of interest-earning assets and interest-bearing liabilities, the average amounts outstanding, the interest incurred on such amounts and the average rate earned or incurred for the three months ended September 30, 2016 and 2015. The table also sets forth the average rate earned on total interest-earning assets, the average rate paid on total interest-bearing liabilities, and the net yield on total average interest-earning assets for the same periods. Yield information does not give effect to changes in fair value that are reflected as a component of shareholders' equity. Yields and interest income on tax-exempt investments have been adjusted to a tax equivalent basis using an effective tax rate of 36.64% for securities that are both federal and state tax exempt and an effective tax rate of 32.64% for federal tax exempt securities. Non-accrual loans and the interest income that was recorded on non-accrual loans, if any, are included in the yield calculations for loans in all periods reported.

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(Dollars in thousands)	Three months ended September 30, 2016			Three months ended September 30, 2015		
	Average Balance	Interest	Yield / Rate	Average Balance	Interest	Yield / Rate
Interest-earning assets:						
Loans receivable	\$709,742	8,189	4.59 %	\$676,049	8,089	4.75 %
Investments - taxable	78,033	454	2.31 %	86,274	516	2.37 %
Investments - nontaxable*	178,500	1,869	4.17 %	182,628	1,919	4.17 %
Other	26,327	32	0.48 %	6,892	4	0.23 %
Total interest-earning assets	992,602	10,544	4.23 %	951,843	10,528	4.39 %
Non-interest earning assets:						
Cash and due from banks	47,263			40,657		
Allowance for loan losses	(8,603)			(10,381)		
Other assets	55,894			54,439		
Total assets	\$1,087,156			\$1,036,558		
Interest-bearing liabilities:						
NOW, MMDA & savings deposits	\$453,008	126	0.11 %	\$412,976	106	0.10 %
Time deposits	149,914	142	0.38 %	170,148	211	0.49 %
FHLB borrowings	43,500	426	3.90 %	50,000	443	3.52 %
Trust preferred securities	20,619	122	2.35 %	20,619	102	1.96 %
Other	47,217	12	0.10 %	49,425	12	0.10 %
Total interest-bearing liabilities	714,258	828	0.46 %	703,168	874	0.49 %
Non-interest bearing liabilities and shareholders' equity:						
Demand deposits	257,707			227,658		
Other liabilities	2,610			2,332		
Shareholders' equity	112,581			103,400		
Total liabilities and shareholder's equity	\$1,087,156			\$1,036,558		
Net interest spread		\$9,716	3.77 %		9,654	3.90 %
Net yield on interest-earning assets			3.89 %			4.02 %
Taxable equivalent adjustment						
Investment securities		\$562			581	
Net interest income		\$9,154			9,073	

*Includes U.S. Government agency securities that are non-taxable for state income tax purposes of \$39.5 million in 2016 and \$39.3 million in 2015. Tax rates of 4.00% and 5.00% were used to calculate the tax equivalent yield on these securities in 2016 and 2015, respectively.

Year-to-date net interest income as of September 30, 2016 was \$27.3 million compared to \$26.1 million for same period one year ago. The increase in net interest income was primarily due to a \$998,000 increase in interest income, which was primarily attributable to an increase in the average outstanding balance of loans combined with a \$184,000 decrease in interest expense, which was primarily attributable to a decrease in the average outstanding balance of time deposits and FHLB borrowings during the nine months ended September 30, 2016, as compared to the same period one year ago.

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Interest income was \$29.7 million for the nine months ended September 30, 2016 compared to \$28.7 million for the same period one year ago. Interest income on loans increased by \$1.2 million primarily due to a \$34.7 million increase in the average outstanding balance of loans during the nine months ended September 30, 2016, as compared to the same period one year ago. Interest income on investment securities decreased \$218,000 primarily due to a \$14.5 million decrease in the average outstanding balance of available for sale securities during the nine months ended September 30, 2016, as compared to the same period one year ago. During the nine months ended September 30, 2016, the average outstanding balance of loans increased \$34.7 million to \$698.3 million from \$663.6 million for the nine months ended September 30, 2015. During the nine months ended September 30, 2016, average investment securities available for sale decreased \$14.5 million to \$254.1 million from \$268.6 million for the nine months ended September 30, 2015. The average yield on loans for the nine months ended September 30, 2016 and 2015 was 4.63% and 4.64%, respectively. The average yield on earning assets for the nine months ended September 30, 2016 and 2015 was 4.30% and 4.29%, respectively.

Interest expense was \$2.5 million for the nine months ended September 30, 2016, compared to \$2.6 million for the nine months ended September 30, 2015. The decrease in interest expense was the result of lower cost of funds and reductions in certificates of deposit and FHLB borrowings. The average rate paid on interest-bearing checking and savings accounts was 0.11% for the nine months ended September 30, 2016, as compared to 0.10% for the same period one year ago. The average rate paid on certificates of deposits was 0.40% for the nine months ended September 30, 2016 compared to 0.52% for the same period one year ago. Average certificates of deposit decreased \$25.7 million to \$152.0 million for the nine months ended September 30, 2016 from \$177.7 million for the nine months ended September 30, 2015. Average FHLB borrowings decreased \$6.4 million to \$43.6 million for the nine months ended September 30, 2016 from \$50.0 million for the nine months ended September 30, 2015.

The following table sets forth for each category of interest-earning assets and interest-bearing liabilities, the average amounts outstanding, the interest incurred on such amounts and the average rate earned or incurred for the nine months ended September 30, 2016 and 2015. The table also sets forth the average rate earned on total interest-earning assets, the average rate paid on total interest-bearing liabilities, and the net yield on total average interest-earning assets for the same periods. Yield information does not give effect to changes in fair value that are reflected as a component of shareholders' equity. Yields and interest income on tax-exempt investments have been adjusted to a tax equivalent basis using an effective tax rate of 36.64% for securities that are both federal and state tax exempt and an effective tax rate of 32.64% for federal tax exempt securities. Non-accrual loans and the interest income that was recorded on non-accrual loans, if any, are included in the yield calculations for loans in all periods reported.

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(Dollars in thousands)	Nine months ended September 30, 2016			Nine months ended September 30, 2015		
	Average Balance	Interest	Yield / Rate	Average Balance	Interest	Yield / Rate
Interest-earning assets:						
Loans receivable	\$698,313	24,185	4.63 %	\$663,574	23,015	4.64 %
Investments - taxable	79,476	1,485	2.50 %	91,664	1,701	2.48 %
Investments - nontaxable*	178,921	5,671	4.23 %	181,524	5,723	4.22 %
Other	18,816	67	0.48 %	12,020	21	0.23 %
Total interest-earning assets	975,526	31,408	4.30 %	948,782	30,460	4.29 %
Non-interest earning assets:						
Cash and due from banks	43,050			43,793		
Allowance for loan losses	(9,144)			(10,767)		
Other assets	55,223			55,104		
Total assets	\$1,064,655			\$1,036,912		
Interest-bearing liabilities:						
NOW, MMDA & savings deposits	\$441,161	367	0.11 %	\$416,703	324	0.10 %
Time deposits	152,050	452	0.40 %	177,745	685	0.52 %
FHLB borrowings	43,646	1,248	3.82 %	50,000	1,294	3.46 %
Trust preferred securities	20,619	353	2.29 %	20,619	297	1.93 %
Other	39,941	30	0.10 %	45,283	34	0.10 %
Total interest-bearing liabilities	697,417	2,450	0.47 %	710,350	2,634	0.50 %
Non-interest bearing liabilities and shareholders' equity:						
Demand deposits	254,829			221,166		
Other liabilities	(798)			427		
Shareholders' equity	113,207			104,969		
Total liabilities and shareholder's equity	\$1,064,655			\$1,036,912		
Net interest spread		\$28,958	3.83 %		27,826	3.79 %
Net yield on interest-earning assets			3.97 %			3.92 %
Taxable equivalent adjustment						
Investment securities		\$1,705			1,755	
Net interest income		\$27,253			26,071	

*Includes U.S. Government agency securities that are non-taxable for state income tax purposes of \$38.8 million in 2016 and \$36.9 million in 2015. Tax rates of 4.00% and 5.00% were used to calculate the tax equivalent yield on these securities in 2016 and 2015, respectively.

Changes in interest income and interest expense can result from variances in both volume and rates. The following table presents the impact on the Company's tax equivalent net interest income resulting from changes in average balances and average rates for the periods indicated. The changes in interest due to both volume and rate have been allocated to volume and rate changes in proportion to the relationship of the absolute dollar amounts of the changes in each.

(Dollars in thousands)	Three months ended September 30, 2016 compared to three months ended September 30, 2015			Nine months ended September 30, 2016 compared to nine months ended September 30, 2015		
	Changes in average volume	Changes in rates	Total Increase (Decrease)	Changes in average volume	Changes in rates	Total Increase (Decrease)
Interest income:						
Loans: Net of unearned income	\$396	(296)	100	\$1,204	(34)	1,170
Investments - taxable	(49)	(13)	(62)	(227)	11	(216)
Investments - nontaxable	(43)	(7)	(50)	(82)	30	(52)
Other	17	11	28	18	28	46
Total interest income	321	(305)	16	913	35	948
Interest expense:						
NOW, MMDA & savings deposits	11	9	20	20	23	43
Time deposits	(22)	(47)	(69)	(88)	(145)	(233)
FHLB borrowings	(61)	44	(17)	(173)	127	(46)
Trust preferred securities	-	20	20	-	56	56
Other	-	-	-	(4)	-	(4)
Total interest expense	(72)	26	(46)	(245)	61	(184)
Net interest income	\$393	(331)	62	\$1,158	(26)	1,132

Provision for Loan Losses. The provision for loan losses for the three months ended September 30, 2016 was a credit of \$360,000, as compared to an expense of \$235,00