Village Bank & Trust Financial Corp.
Form 10-Q
May 15, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

____

FORM 10-Q
x QUARTERLY REPORT UNDER SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2012

¨ TRANSITION REPORT UNDER SECTION 13 OR 15(d)
OF THE EXCHANGE ACT

For the transition period from ______ to ______

____

Commission file number: 0-50765

VILLAGE BANK AND TRUST FINANCIAL CORP.
(Exact name of registrant as specified in its charter)

Virginia (State or other jurisdiction of incorporation or organization)	16-1694602 (I.R.S. Employer Identification No.)
15521 Midlothian Turnpike, Midlothian, Virginia (Address of principal executive offices)	23113 (Zip code)

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

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

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer,

or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

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

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

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

4,251,795 shares of common stock, $4.00 par value, outstanding as of May 8, 2012

Village Bank and Trust Financial Corp.
Form 10-Q

TABLE OF CONTENTS

Part I – Financial Information

Item 1. Financial Statements	
Consolidated Balance Sheets March 31, 2012 (unaudited) and December 31, 2011	3
Consolidated Statements of Income For the Three Months Ended March 31, 2012 and 2011 (unaudited)	4
Consolidated Statements of Changes in Comprehensive Income For the Three Months Ended March 31, 2012 and 2011 (unaudited)	5
Consolidated Statements of Stockholders' Equity For the Three Months Ended March 31, 2012 and 2011 (unaudited)	6
Consolidated Statements of Cash Flows For the Three Months Ended March 31, 2012 and 2011 (unaudited)	7
Notes to Condensed Consolidated Financial Statements (unaudited)	8
Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations	28
Item 3. Quantitative and Qualitative Disclosures About Market Risk	47
Item 4. Controls and Procedures	47

Part II – Other Information

Item 1. Legal Proceedings	49
Item 1A. Risk Factors	49
Item 2. Unregistered Sales of Equity Securities and Use of Proceeds	49

Item 3. Defaults Upon Senior Securities	49
Item 4. Mine Safety Disclosures	49
Item 5. Other Information	49
Item 6. Exhibits	49
Signatures	50

Table of Contents

PART I – FINANCIAL INFORMATION

ITEM 1 – FINANCIAL STATEMENTS

Village Bank and Trust Financial Corp. and Subsidiary
Consolidated Balance Sheet
March 31, 2012 (Unaudited) and December 31, 2011

	March 31, 2012	December 31, 2011
Assets		
Cash and due from banks	$ 41,056,595	$ 55,557,541
Federal funds sold	1,540,477	7,228,475
Total cash and cash equivalents	42,597,072	62,786,016
Investment securities available for sale	35,359,604	30,163,292
Loans held for sale	17,191,828	16,168,405
Loans		
Outstandings	411,927,432	427,870,716
Allowance for loan losses	(14,361,953)	(16,071,424)
Deferred fees	805,495	767,775
	398,370,974	412,567,067
Premises and equipment, net	26,527,119	26,826,524
Accrued interest receivable	1,899,781	2,046,524
Bank owned life insurance	6,115,697	6,065,305
Other real estate owned	14,590,465	9,177,167
Restricted equity securities	2,986,643	2,989,286
Other assets	9,727,383	12,914,733
	$ 555,366,566	$ 581,704,319
Liabilities and Stockholders' Equity		
Liabilities		
Deposits		
Noninterest bearing demand	$ 66,383,144	$ 66,534,956
Interest bearing	399,009,915	418,986,096
Total deposits	465,393,059	485,521,052
Long-term debt - trust preferred securities	8,764,000	8,764,000
Federal Home Loan Bank advances	36,750,000	37,750,000
Other borrowings	5,207,569	5,778,661
Accrued interest payable	666,771	592,283
Other liabilities	4,275,321	7,050,681
Total liabilities	521,056,720	545,456,677
Stockholders' equity		
Preferred stock, $4 par value, $1,000 liquidation preference 1,000,000 shares authorized, 14,738 shares issued and outstanding	58,952	58,952

Common stock, $4 par value - 10,000,000 shares authorized; 4,238,416 shares issued and outstanding at March 31, 2012 4,243,378 shares issued and outstanding at December 31, 2011		17,007,180		16,973,512
Additional paid-in capital		40,700,099		40,732,178
Retained earnings		(23,516,385)		(21,895,557)
Common stock warrant		732,479		732,479
Discount on preferred stock		(309,744)		(346,473)
Accumulated other comprehensive loss		(362,735)		(7,449)
Total stockholders' equity		34,309,846		36,247,642
	$	555,366,566	$	581,704,319

See accompanying notes to consolidated financial statements

Table of Contents

Village Bank and Trust Financial Corp. and Subsidiary
Consolidated Statements of Operations
Three Months Ended March 31, 2012 and 2011
(Unaudited)

	Three Months Ended March 31,	
	2012	2011
Interest income		
Loans	$ 5,899,208	$ 7,040,768
Investment securities	150,349	300,326
Federal funds sold	20,932	18,323
Total interest income	6,070,489	7,359,417
Interest expense		
Deposits	1,358,238	2,038,876
Borrowed funds	290,986	282,691
Total interest expense	1,649,224	2,321,567
Net interest income	4,421,265	5,037,850
Provision for loan losses	1,735,000	1,003,000
Net interest income after provision for loan losses	2,686,265	4,034,850
Noninterest income		
Service charges and fees	507,643	372,950
Gain on sale of loans	1,750,663	1,372,678
Gain on sale of securities	164,207	63,125
Rental income	176,496	151,937
Other	89,644	94,518
Total noninterest income	2,688,653	2,055,208
Noninterest expense		
Salaries and benefits	3,098,224	3,050,116
Occupancy	546,367	493,224
Equipment	205,364	220,070
Supplies	91,902	116,159
Professional and outside services	635,382	566,354
Advertising and marketing	76,063	122,839
Expenses related to foreclosed real estate	1,118,775	462,316
Other operating expenses	1,003,221	866,860
Total noninterest expense	6,775,298	5,897,938
Net income (loss) before income taxes	(1,400,380)	192,120
Income tax expense	-	109,400
Net income (loss)	(1,400,380)	82,720
	220,449	218,058

Preferred stock dividends and amortization of discount				
Net income (loss) available to common shareholders	$	(1,620,829)	$	(135,338)
Earnings (loss) per share, basic	$	(0.38)	$	(0.03)
Earnings (loss) per share, diluted	$	(0.38)	$	(0.03)

See accompanying notes to consolidated financial statements.

Table of Contents

Village Bank and Trust Financial Corp. and Subsidiary
Consolidated Statements of Comprehensive Income (Loss)
(unaudited)

	For the three months ended March 31,					
	2012			2011		
	Amount	Tax Expense (Benefit)	Total	Amount	Tax Expense (Benefit)	Total
Net Income	(1,400,380)	-	(1,400,380)	192,120	109,400	82,720
Other comprehensive income:						
Unrealized holding gains arising during the period	(377,355)	(128,301)	(249,054)	(78,192)	(26,585)	(51,607)
Reclassification adjustment for gains realized in income	(164,207)	(55,830)	(108,377)	(63,532)	(21,601)	(41,931)
Minimum pension adjustment	3,250	1,105	2,145	3,250	1,105	2,145
Total other comprehensive income	(538,312)	(183,026)	(355,286)	(138,474)	(47,081)	(91,393)
Total comprehensive income	(1,938,692)	(183,026)	(1,755,666)	53,646	62,319	(8,673)

Table of Contents

Village Bank and Trust Financial Corp. and Subsidiary
Consolidated Statements of Stockholders' Equity
Three Months Ended March 31, 2012 and 2011
(Unaudited)

	Preferred Stock	Common Stock	Additional Paid-in Capital	Retained Earnings (Deficit)	Warrant	Discount on Preferred Stock	Accumulated Other Comprehensive Income (loss)	Total
Balance, December 31, 2011	$58,952	$16,973,512	$40,732,178	$(21,895,557)	$732,479	$(346,473)	$(7,449)	$36,247,642
Amortization of preferred stock discount	-			(36,729)	-	36,729	-	- -
Preferred stock dividend	-	-		(183,719)	-	-	-	(183,719)
Issuance of common stock	-	33,668	(33,668)	-	-	-	-	-
Stock based compensation			1,589					1,589
Minimum pension adjustment (net of income taxes of $2,917)	-	-	-	-	-	-	2,145	2,145
Net income	-	-	-	(1,400,380)	-	-	-	(1,400,380)
Change in unrealized gain on investment securities available-for-sale, net of reclassification and tax effect	-	-	-	-	-	-	(357,431)	(357,431)
Balance, March 31, 2012	$58,952	$17,007,180	$40,700,099	$(23,516,385)	$732,479	$(309,744)	$(362,735)	$34,309,846
Balance, December 31, 2010	$58,952	$16,953,664	$40,633,581	$(9,192,552)	$732,479	$(492,456)	$(373,474)	$48,320,194

Amortization of preferred stock discount	-	-		(36,357)	-	36,357	-	- -
Preferred stock dividend	-	-		(181,701)	-	-	-	(181,701)
Issuance of common stock	-	19,848	(19,848)	-	-	-	-	-
Stock based compensation			29,612					29,612
Minimum pension adjustment (net of income taxes of $2,917)	-	-	-	-	-	-	2,145	- 2,145
Net income	-	-	-	82,720	-	-	-	82,720
Change in unrealized gain on investment securities available-for-sale, net of reclassification and tax effect	-	-	-	-	-	-	(93,538)	(93,538)
Balance, March 31, 2011	$58,952	$16,973,512	$40,643,345	$(9,327,890)	$732,479	$(456,099)	$(464,867)	$48,159,432

See accompanying notes to consolidated financial statements.

Table of Contents

Village Bank and Trust Financial Corp. and Subsidiary
Consolidated Statements of Cash Flows
Three Months Ended March 31, 2012 and 2011
(Unaudited)

	2012	2011
Cash Flows from Operating Activities		
Net income (loss)	$(1,400,380)	$82,720
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:		
Depreciation and amortization	344,244	350,499
Deferred income taxes	1,104	(3,710,085)
Valuation allowance	476,129	-
Provision for loan losses	1,735,000	1,003,000
Write-down of other real estate owned	670,023	362,237
Gain on securities sold	(164,207)	(63,125)
Gain on loans sold	(1,750,663)	(1,372,678)
(Gain) loss on sale of other real estate owned	4,355	(6,467)
Stock compensation expense	1,589	29,612
Proceeds from sale of mortgage loans	64,848,047	55,513,663
Origination of mortgage loans for sale	(64,120,807)	(42,898,800)
Amortization of premiums and accrection of discounts on securities, net	39,306	26,737
(Increase) decrease in interest receivable	146,743	(189,750)
Increase in bank owned life insurance	(50,392)	(46,187)
(Increase) decrease in other assets	2,899,037	4,840,536
Increase in interest payable	74,487	49,911
Decrease in other liabilities	(2,959,078)	(609,823)
Net cash provided by operating activities	794,537	13,362,000
Cash Flows from Investing Activities		
Purchases of available for sale securities	(20,764,694)	(54,960,337)
Proceeds from the sale or calls of available for sale securities	14,277,005	803,100
Proceeds from maturities and principal payments of available for sale securities	874,715	25,838,844
Net decrease in loans	5,847,047	7,211,973
Proceeds from sale of other real estate owned	526,370	555,152
Purchases of premises and equipment	(44,839)	(329,962)
Net cash provided by (used in) investing activities	715,604	(20,881,230)
Cash Flows from Financing Activities		
Net increase (decrease) in deposits	(20,127,993)	5,947,124
Net increase (decrease) in Federal Home Loan Bank Advances	(1,000,000)	10,000,000
Net increase (decrease) in other borrowings	(571,092)	1,076,069
Net cash provided by (used in) financing activities	(21,699,085)	17,023,193
Net increase (decrease) in cash and cash equivalents	(20,188,944)	9,503,963
Cash and cash equivalents, beginning of period	62,786,016	12,012,311
Cash and cash equivalents, end of period	$42,597,072	$21,516,274

Supplemental Schedule of Non Cash Activities		
Real estate owned assets acquired in settlement of loans	$6,614,046	$7,097,681
Dividends on preferred stock accrued	$183,719	$-

See accompanying notes to consolidated financial statements.

Table of Contents

Village Bank and Trust Financial Corp. and Subsidiary
Notes to Condensed Consolidated Financial Statements
Three Months Ended March 31, 2012 and 2011
(Unaudited)

Note 1 - Principles of presentation

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

In the opinion of management, the accompanying condensed consolidated financial statements of the Company have been prepared on the accrual basis in accordance with generally accepted accounting principles for interim financial information. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. However, all adjustments that are, in the opinion of management, necessary for a fair presentation have been included. The results of operations for the three month period ended March 31, 2012 is not necessarily indicative of the results to be expected for the full year ending December 31, 2012. The unaudited interim financial statements should be read in conjunction with the audited financial statements and notes to financial statements that are presented in the Company's Annual Report on Form 10-K for the year ended December 31, 2011 as filed with the Securities and Exchange Commission.

Note 2 - Use of estimates

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the statements of financial condition and revenues and expenses during the reporting period. Actual results could differ significantly from those estimates. A material estimate that is particularly susceptible to significant change in the near term relates to the determination of the allowance for loan losses and the related provision.

Note 3 – Earnings (loss) per common share

The following table presents the basic and diluted earnings per share computations:

Table of Contents

	Three Months Ended March 31,	
	2012	2011
Numerator		
Net income (loss) - basic and diluted	$ (1,400,380)	$ 82,720
Preferred stock dividend and accretion	220,449	218,058
Net income (loss) available to common shareholders	$ (1,620,829)	$ (135,338)
Denominator		
Weighted average shares outstanding - basic	4,249,336	4,241,945
Dilutive effect of common stock options and restricted stock awards	-	-
Weighted average shares outstanding - diluted	4,249,336	4,241,945
Earnings (loss) per share - basic and diluted		
Earnings (loss) per share - basic	$ (0.38)	$ (0.03)
Effect of dilutive common stock options	-	-
Earnings (loss) per share - diluted	$ (0.38)	$ (0.03)

Outstanding options and warrants to purchase common stock were considered in the computation of diluted earnings per share for the periods presented. Stock options for 264,530 and 310,205 shares of common stock were not included in computing diluted earnings per share for the three months ended March 31, 2012 and 2011, respectively, because their effects were anti-dilutive. Warrants for 499,029 shares of common stock were not included in computing earnings per share in 2012 and 2011 because their effects were also anti-dilutive.

Note 4 – Investment securities

At March 31, 2012 and December 31, 2011, all of our securities were classified as available for sale. The following table presents the composition of our investment portfolio at the dates indicated (dollars in thousands).

Table of Contents

	Par Value	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value	Average Yield
March 31, 2012						
US Government Agencies						
Five to ten years	$4,000	$4,055	$-	$(128)	$3,927	2.22%
More than ten years	7,000	7,483	-	(245)	7,238	2.96%
	11,000	11,538	-	(373)	11,165	2.70%
Mortgage-backed securities						
One to five years	7	7	-	-	7	0.01%
More than ten years	20,029	20,785	31	(42)	20,774	2.09%
Total	20,036	20,792	31	(42)	20,781	2.09%
Other investments						
More than ten years	3,298	3,427	-	(13)	3,414	1.44%
Total investment securities	$34,334	$35,757	$31	$(428)	$35,360	1.62%
December 31, 2011						
US Government Agencies						
More than ten years	$2,000	$2,000	$1	$-	$2,001	3.81%
Mortgage-backed securities						
One to five years	11	11	-	-	11	0.01%
More than ten years	19,870	20,621	220	(49)	20,792	1.83%
Total	19,881	20,632	220	(49)	20,803	1.83%
Other investments						
More than ten years	7,356	7,386	-	(27)	7,359	0.55%
Total investment securities	$29,237	$30,018	$221	$(76)	$30,163	1.65%

Investment securities available for sale that have an unrealized loss position at March 31, 2012 and December 31, 2011 are detailed below.

	Securities in a loss Position for less than 12 Months		Securities in a loss Position for more than 12 Months		Total	
	Fair Value	Unrealized Losses	Fair Value (Loss)	Unrealized Losses	Fair Value	Unrealized Losses
March 31, 2012			(in thousands)			
Investment Securities available for sale						
US Treasuries	$13,473	$(377)	$199	$(1)	$13,672	$(378)
Municipals	1,105	(10)	-	-	1,105	(10)
Mortgage-backed securities	16,286	(40)	-	-	16,286	(40)
Total	$30,864	$(427)	$199	$(1)	$31,063	$(428)

December 31, 2011						
Investment Securities available for sale						
US Treasuries	$7,358	$(27)	$-	$-	$7,358	$(27)
Mortgage-backed securities	10,221	(47)	205	(2)	10,426	(49)
Total	$17,579	$(74)	$205	$(2)	$17,784	$(76)

Table of Contents

Management does not believe that any individual unrealized loss as of March 31, 2012 and December 31, 2011 is other than a temporary impairment. These unrealized losses are primarily attributable to changes in interest rates. As of March 31, 2012, management does not have the intent to sell any of the securities classified as available for sale and management believes that it is more likely than not that the Company will not have to sell any such securities before a recovery of cost.

Note 5 – Loans and allowance for loan losses

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

	March 31, 2012		December 31, 2011	
	Amount	%	Amount	%
Commercial	$37,959	9.2 %	$37,734	8.8 %
Real estate - Construction, land development & other loans	73,238	17.8 %	80,527	18.8 %
Real estate - Commercial	166,832	40.5 %	168,796	39.5 %
Real estate - 1-4 Residential	129,634	31.5 %	135,948	31.8 %
Consumer	4,265	1.0 %	4,865	1.1 %
Total loans	411,928	100.0 %	427,870	100.0 %
Deferred loan cost (unearned income), net	805		768	
Less: Allowance for loan losses	(14,362)		(16,071)	
	$398,371		$412,567	

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

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

The following tables provide information on the risk rating of loans at the dates indicated:

Table of Contents

	March 31, 2012				
	Risk Rated 1-4	Risk Rated 5	Risk Rated 6	Risk Rated 7	Total Loans
Commercial	$ 29,632,099	$ 5,298,691	$ 2,027,778	$ 1,000,192	$ 37,958,760
Real estate - Construction, land development and other loans	51,892,156	-	20,279,724	1,066,215	73,238,095
Real estate - Commercial	80,527,146	28,425,404	57,279,335	600,000	166,831,885
Real estate - 1-4 Residential	107,270,433	10,399,116	11,964,876	-	129,634,425
Consumer	3,126,942	225,449	464,174	447,702	4,264,267
	$ 272,448,776	$ 44,348,660	$ 92,015,887	$ 3,114,109	$ 411,927,432

	December 31, 2011				
	Risk Rated 1-4	Risk Rated 5	Risk Rated 6	Risk Rated 7	Total Loans
Commercial	$31,322,834	$4,289,037	$2,122,645	$-	$37,734,516
Real estate - Construction, land development and other loans	49,258,535	-	31,268,467	-	80,527,002
Real estate - Commercial	92,517,583	19,389,807	56,888,216	-	168,795,606
Real estate - 1-4 Residential	117,035,665	8,131,614	10,780,808	-	135,948,087
Consumer	3,508,768	384,387	972,350	-	4,865,505
	$293,643,385	$32,194,845	$102,032,486	$-	$427,870,716

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

	March 31, 2012						
	30-59 Days Past Due	60-89 Days Past Due	Greater Than 90 Days	Total Past Due	Current	Total Loans	Recorded Investment > 90 Days and Accruing
Commercial	$ 3,048,005	$ 225,528	$ -	$ 3,273,533	$ 34,685,227	$ 37,958,760	$ -
Real estate - Construction, land development and other loans	558,287	113,856	-	672,143	72,565,952	73,238,095	-
	1,116,440	1,190,613	-	2,307,053	164,524,832	166,831,885	-

Real estate - Commercial							
Real estate - 1-4 Residential	1,465,877	2,243,839	-	3,709,716	125,924,709	129,634,425	-
Consumer	26,411	-	-	26,411	4,237,856	4,264,267	-
	$ 6,215,020	$ 3,773,836	$ -	$ 9,988,856	$ 401,938,576	$ 411,927,432	$ -

December 31, 2011

	30-59 Days Past Due	60-89 Days Past Due	Greater Than 90 Days	Total Past Due	Current	Total Loans	Recorded Investment > 90 Days and Accruing
Commercial	$ 46,392	$ 3,313	$ 57,918	$ 104,623	$ 37,326,893	$ 37,734,516	$ 54,918
Real estate - Construction, land development and other loans	1,942,560	659,799	36,770	2,639,129	77,887,873	80,527,002	36,770
Real estate - Commercial	765,286	965,729	-	1,731,015	167,064,591	168,795,606	-
Real estate - 1-4 Residential	1,321,138	1,805,394	1,080,549	4,207,081	131,741,006	135,948,087	1,080,549
Consumer	59,697	3,176	-	62,873	4,802,632	4,865,505	-
	$ 4,135,073	$ 3,437,411	$ 1,172,237	$ 8,744,721	$ 419,125,995	$ 427,870,716	$ 1,172,237

Loans are considered impaired when, based on current information and events it is probable the Company will be unable to collect all amounts due in accordance with the original contractual terms of the loan agreement, including scheduled principal and interest payments. Loans evaluated individually for impairment include non-performing loans, such as loans on non-accrual, loans past due by 90 days or more, restructured loans and other loans selected by management. The evaluations are based upon discounted expected cash flows or collateral valuations. If the evaluation shows that a loan is individually impaired, then a specific reserve is established for the

Table of Contents

amount of impairment. Impairment is evaluated in total for smaller-balance loans of a similar nature and on an individual loan basis for other loans. If a loan is impaired, a specific valuation allowance is allocated, if necessary, so that the loan is reported net, at the present value of estimated future cash flows using the loan's existing rate or at the fair value of collateral if repayment is expected solely from the collateral. Interest payments on impaired loans are typically applied to principal unless collectability of the principal amount is reasonably assured, in which case interest is recognized on a cash basis. Impaired loans, or portions thereof, are charged off when deemed uncollectible. March 31, 2012 and year-end impaired loans are set forth in the following table.

	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Recorded Investment	Interest Income Recognized
March 31, 2012					
With no related allowance recorded					
Commercial	$931,358	$1,043,858	$-	$1,255,796	$8,612
Real estate - Construction, land development & other loans	15,817,069	16,231,069	-	15,357,338	129,657
Real estate - Commercial	17,912,352	17,941,352	-	18,227,752	282,273
Real estate - 1-4 Residential	13,925,086	14,573,506	-	11,966,681	118,157
Consumer	174,003	174,003	-	361,260	648
	$48,759,868	$49,963,788	$-	$47,168,827	$539,347
With an allowance recorded					
Commercial	$1,595,010	$1,595,010	$925,641	$493,239	$7,516
Real estate - Construction, land development & other loans	10,750,499	10,779,499	3,560,602	10,735,005	37,116
Real estate - Commercial	8,060,118	8,060,118	2,055,556	5,634,960	-
Real estate - 1-4 Residential	2,851,116	2,851,116	435,060	2,566,039	10,533
Consumer	-	-	-	-	-
	$23,256,743	$23,285,743	$6,976,859	$19,429,243	$55,165
Total					
Commercial	$2,526,368	$2,638,868	$925,641	$1,749,035	$16,128
Real estate - Construction, land development & other loans	26,567,568	27,010,568	3,560,602	26,092,343	166,773
Real estate - Commercial	25,972,470	26,001,470	2,055,556	23,862,712	282,273
Real estate - 1-4 Residential	16,776,202	17,424,622	435,060	14,532,721	128,690
Consumer	174,003	174,003	-	361,260	648
	$72,016,611	$73,249,531	$6,976,859	$66,598,071	$594,512

Table of Contents

December 31, 2011	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Recorded Investment	Interest Income Recognized
With no related allowance recorded					
Commercial	$1,194,913	$1,494,913	$-	$1,064,936	$216
Real estate - Construction, land development & other loans	10,346,783	11,806,651	-	13,700,340	214,171
Real estate - Commercial	15,580,568	15,580,568	-	4,885,563	299,798
Real estate - 1-4 Residential	7,358,432	7,831,432	-	10,497,315	38,660
Consumer	143,241	143,241	-	100,456	204
	$34,623,937	$36,856,805	$-	$30,248,610	$553,049
With an allowance recorded					
Commercial	$818,597	$818,597	$452,773	$782,036	$-
Real estate - Construction, land development & other loans	15,472,776	16,372,776	4,234,070	8,093,406	425,892
Real estate - Commercial	11,228,083	11,372,083	2,481,740	2,970,546	253,348
Real estate - 1-4 Residential	5,148,740	5,673,740	1,360,285	2,164,492	-
Consumer	267,166	267,166	266,178	191,974	-
	$32,935,362	$34,504,362	$8,795,046	$14,202,454	$679,240
Total					
Commercial	$2,013,510	$2,313,510	$452,773	$1,846,972	$216
Real estate - Construction, land development & other loans	25,819,559	28,179,427	4,234,070	21,793,746	640,063
Real estate - Commercial	26,808,651	26,952,651	2,481,740	7,856,109	553,146
Real estate - 1-4 Residential	12,507,172	13,505,172	1,360,285	12,661,807	38,660
Consumer	410,407	410,407	266,178	292,430	204
	$67,559,299	$71,361,167	$8,795,046	$44,451,064	$1,232,289

Included in impaired loans are loans classified as troubled debt restructurings (TDRs). A modification of a loan's terms constitutes a TDR if the creditor grants a concession to the borrower for economic or legal reasons related to the borrowers financial difficulties that it would not otherwise consider. For loans classified as impaired TDRs, the Company further evaluates the loans as performing or nonperforming. If, at the time of restructure, the loan is not considered nonaccrual, it will be classified as performing. TDRs originally classified as nonperforming are able to be reclassified as performing if, subsequent to restructure, they experience six months of payment performance according to the restructured terms. The following table provides certain information concerning TDRs as of March 31, 2012.

	Total	Performing	Nonaccrual	Specific Valuation Allowance
Commercial	$158,710	$6,920	$151,790	$151,790

Real estate - Construction, land development & other loans	19,981,818	5,102,530.09	14,879,288	2,998,672
Real estate - Commercial	17,902,592	7,320,846	10,581,746	1,297,700
Real estate - 1-4 Residential	8,667,571	3,685,301	4,982,269	435,060
Consumer	128,419	-	128,419	-
	$46,839,109	$16,115,597	$30,723,512	$4,883,222
Number of loans	113	54	59	20

Table of Contents

The following table provides information about TDRs identified during the current period:

	March 31, 2012			December 31, 2011		
	Number of Loans	Pre-Modification Recorded Balance	Post-Modification Recorded Balance	Number of Loans	Pre-Modification Recorded Balance	Post-Modification Recorded Balance
TDRs						
Commercial	-	$ -	$ -	3	$ 159,073	$ 159,073
Real estate - Construction, land development & other loans	18	4,511,464	4,511,464	11	6,604,400	6,604,400
Real estate - Commercial	2	1,174,926	1,174,926	14	13,779,930	13,779,930
Real estate - 1-4 Residential	46	5,313,304	5,313,304	2	1,422,772	1,422,772
Consumer	-	-	-	1	128,419	128,419
	66	$ 10,999,694	$ 10,999,694	31	$ 22,094,594	$ 22,094,594

Defaults on TDRs	Number of Loans	Recorded Balance	Number of Loans	Recorded Balance
Commercial	2	$ 151,790	2	$ 151,790
Real estate - Construction, land development & other loans	22	9,405,782	8	11,389,320
Real estate - Commercial	4	569,247	2	2,202,688
Real estate - 1-4 Residential	35	5,459,100	2	1,422,772
Consumer	1	128,419	1	128,419
	64	$ 15,714,338	15	$ 15,294,989

Activity in the allowance for loan losses is as follows for the periods indicated:

	Commercial	Real estate construction, land development and other	Real estate commercial	Real estate 1-4 residential	Consumer	Total
Year ended December 31, 2011						
Beginning balance	$ 1,315,582	$ 3,125,960	$ 98,922	$ 2,342,583	$ 428,665	$ 7,311,712
Charge-offs	(2,159,667)	(4,358,762)	(575,914)	(2,724,193)	(249,526)	(10,068,062)
Recoveries	3,070	19,200	-	39,172	2,037	63,479
Provision	2,496,729	8,716,507	3,928,991	3,481,720	140,349	18,764,296

Ending balance	$1,655,714	$7,502,905	$3,451,999	$3,139,282	$321,525	$16,071,425
Loans Individually Evaluated for Impairment	$14,343,224	$32,123,938	$142,163,729	$19,112,379	$3,501,524	$211,244,794
Loans Collectively Evaluated for Impairment	23,391,292	48,403,064	26,631,877	116,835,708	1,363,981	216,625,922
Total loans December 31, 2011	$37,734,516	$80,527,002	$168,795,606	$135,948,087	$4,865,505	$427,870,716
Three months ended March 31, 2012						
Beginning balance	$1,655,714	$7,502,905	$3,451,999	$3,139,282	$321,525	$16,071,425
Charge-offs	(260,402)	(1,606,450)	(119,748)	(1,278,888)	(269,795)	(3,535,283)
Recoveries	27,367	450	205	61,685	1,106	90,813
Provision	759,124	1,012,023	(631,566)	525,372	70,045	1,734,997
Ending balance	$2,181,803	$6,908,928	$2,700,890	$2,447,451	$122,881	$14,361,952
Loans Individually Evaluated for Impairment	$13,678,131	$24,097,604	$142,351,312	$19,055,706	$3,468,917	$202,651,670
Loans Collectively Evaluated for Impairment	24,280,629	49,140,491	24,480,573	110,578,719	795,350	209,275,762
Total loans March 31, 2012	$37,958,760	$73,238,095	$166,831,885	$129,634,425	$4,264,267	$411,927,432

Table of Contents

Note 6 – Deposits

Deposits as of March 31, 2012 and December 31, 2011 were as follows:

	March 31, 2012		December 31, 2011	
	Amount	%	Amount	%
Noninterest bearing demand	$ 66,383,144	14.26 %	$ 66,534,956	13.70 %
Interest checking accounts	42,949,322	9.23 %	40,237,146	8.29 %
Money market accounts	70,586,216	15.17 %	75,487,907	15.55 %
Savings accounts	17,389,827	3.74 %	15,166,012	3.12 %
Time deposits of $100,000 and over	121,702,746	26.15 %	129,436,270	26.66 %
Other time deposits	146,381,804	31.45 %	158,658,761	32.68 %
Total	$ 465,393,059	100.00 %	$ 485,521,052	100.00 %

Note 7 – Trust preferred securities

During the first quarter of 2005, Southern Community Financial Capital Trust I, a wholly-owned subsidiary of the Company, was formed for the purpose of issuing redeemable securities. On February 24, 2005, $5.2 million of Trust Preferred Capital Notes were issued through a pooled underwriting. The securities have a LIBOR-indexed floating rate of interest (three-month LIBOR plus 2.15%) which adjusts, and is payable, quarterly. The interest rate at March 31, 2012 was 2.62%. The securities were redeemable at par beginning on March 15, 2010 and each quarter after such date until the securities mature on March 15, 2035. No amounts have been redeemed at March 31, 2012 and there are no plans to do so. The principal asset of the Trust is $5.2 million of the Company's junior subordinated debt securities with like maturities and like interest rates to the Trust Preferred Capital Notes.

During the third quarter of 2007, Village Financial Statutory Trust II, a wholly-owned subsidiary of the Company, was formed for the purpose of issuing redeemable securities. On September 20, 2007, $3.6 million of Trust Preferred Capital Notes were issued through a pooled underwriting. The securities have a five year fixed income rate of 6.29% payable quarterly, converting after five years to a LIBOR-indexed floating rate of interest (three-month LIBOR plus 1.40%) which adjusts, and is also payable, quarterly. The securities may be redeemed at par at any time commencing in December 2012 until the securities mature in 2037. The principal asset of the Trust is $3.6 million of the Company's junior subordinated debt securities with like maturities and like interest rates to the Trust Preferred Capital Notes.

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

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

Table of Contents

these securities, the Company has deferred interest payments on the junior subordinated debt securities of $406,266 at March 31, 2012. Although we elected to defer payment of interest due, the amount has been accrued and is included in interest expense.

Note 8 – Stock incentive plan

The Company has a stock incentive plan which authorizes the issuance of up to 455,000 shares of common stock to assist the Company in recruiting and retaining key personnel.

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

	Three Months Ended March 31,							
	2012				2011			
	Options	Weighted Average Exercise Price	Fair Value Per Share	Intrinsic Value	Options	Weighted Average Exercise Price	Fair Value Per Share	Intrinsic Value
Options outstanding, beginning of period	264,980	$ 9.48	$ 4.73		310,205	$ 9.48	$ 4.73	
Granted	-	-	-		-	-	-	
Forfeited	(450)	8.50	4.86		-	-	-	
Exercised	-	-	-		-	-	-	
Options outstanding, end of period	264,530	$ 9.65	$ 4.70	$ -	310,205	$ 9.48	$ 4.73	$ -
Options exercisable, end of period	261,530				291,350			

During the first quarter of 2009, the Company granted to certain officers 26,592 restricted shares of common stock with a weighted average fair market value of $4.60 at the date of grant. These restricted stock awards have three-year graded vesting. Prior to vesting, these shares are subject to forfeiture to us without consideration upon termination of employment under certain circumstances. There were no shares underlying non-vested restricted stock and performance share awards at March 31, 2012 and 8,959 at March 31, 2011.

The fair value of the stock is calculated under the same methodology as stock options and the expense is recognized over the vesting period. Unamortized stock-based compensation related to nonvested share based compensation arrangements granted under the Incentive Plan as of March 31, 2012 and 2011 was $4,755 and $95,176 respectively. The time based unamortized compensation of $4,755 is expected to be recognized over a weighted average period of 0.26 years.

Stock-based compensation expense was $1,589 and $29,612 for the three months ended March 31, 2012 and 2011 respectively.

17

Table of Contents

Note 9 — Fair value

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

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

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

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

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

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

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

Impaired loans: The fair values of impaired loans are measured for impairment using the fair value of the collateral for collateral-dependent loans on a nonrecurring basis. Collateral may be in the form of real estate or business assets including equipment, inventory and accounts receivable. The vast majority of the Company's collateral is real estate. The value of real estate collateral is determined utilizing an income or market valuation approach based on an appraisal conducted by an independent, licensed appraiser using observable market data (Level 2). However, if the collateral is a house or building in the process of construction or if an

Table of Contents

appraisal of the property is more than two years old, then a Level 3 valuation is considered to measure the fair value. The value of business equipment is based upon an outside appraisal if deemed significant using observable market data. Likewise, values for inventory and account receivables collateral are based on financial statement balances or aging reports (Level 3). Any fair value adjustments are recorded in the period incurred as provision for loan losses on the Consolidated Statements of Income.

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

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

		Fair Value Measurement at March 31, 2012 Using (In thousands)		
	Carrying Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Financial Assets - Recurring				
US Government Agencies	$11,165	$-	$11,165	$ -
MBS	20,781	-	20,781	-
Municipals	1,105	-	1,105	-
Small Business Administration	2,309	2,309	-	-
Residential loans held for sale	17,192	-	17,192	-
			-	
Financial Assets - Non-Recurring				
Impaired loans	72,017	-	53,997	18,020
Real estate owned	14,590	-	10,028	4,562

Table of Contents

	Carrying Value	Fair Value Measurement at December 31, 2011 Using (In thousands) Quoted Prices in Active Markets for Identical Assets (Level 1)	Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Financial Assets - Recurring				
US Government Agencies	$2,001	$-	$2,001	$ -
MBS	20,803	2,849	17,954	-
Small Business Administration	7,359	7,359	-	-
Residential loans held for sale	16,168	-	16,168	-
			-	
Financial Assets - Non-Recurring				
Impaired loans	64,655	-	51,868	12,787
Real estate owned	9,177	-	874	8,303

The following table presents qualitative information about level 3 fair value measurements for financial instruments measured at fair value at March 31, 2012:

	Fair Value Estimate	Valuation Techniques	Unobservable Input	Range (Weighted Average)
		(In thousands)		
Impaired Loans -Real Estate Secured	15,714	Appraisal (1) or Internal Valuation (2)	Appraisal Adjustments Liquidation Expenses (3)	10%-30%
Impaired Loans - Non-Real Estate Secured	2,306	Appraisal (1) or Discounted Cash Flow	Appraisal Adjustments Liquidation Expenses (3)	10%-20%
Real Estate Owned	4,562	Appraisal (1) or Internal Valuation (2)	Appraisal Adjustments Liquidation Expenses (3)	7%-30%

(1) Fair Value is generally determined through independent appraisals of the underlying collateral, which generally included various level 3 inputs which are not
identifiable
(2) Internal valuations may be conducted to determine Fair Value for assets with nominal carrying balances
(3) Appraisals may be adjusted by management for qualitative factors such as economic conditions and estimated liquidation expenses

Table of Contents

The following table presents the changes in the Level 3 fair value category for the three months ended March 31, 2012.

	Impaired Loans	Real Estate Owned	Total Assets
		(In thousands)	
Balance at December 31, 2011	$12,787	$8,030	$20,817
Total realized and unrealized gains (losses)			
Included in earnings	-	4	4
Included in other comprehensive income	-	-	-
Net transfers in and/or out of Level 3	5,233	(3,472)	1,761
Balance at March 31, 2012	$18,020	$4,562	$22,582

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

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

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

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

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

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

Table of Contents

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

Village Bank
Fair Value - Financial Instruments Summary
March 31, 2012

		March 31, 2012		December 31, 2011	
	Level in Fair Value Hierarchy	Carrying Value	Estimated Fair Value	Carrying Value	Estimated Fair Value
Financial assets					
Cash	Level 1	$41,056,595	$41,056,595	$55,557,541	$55,557,541
Cash equivalents	Level 2	1,540,477	1,540,477	7,228,475	7,228,475
Investment securities available for sale	Level 1	2,308,555	2,308,555	10,207,805	10,207,805
Investment securities available for sale	Level 2	33,051,049	33,051,049	19,955,487	19,955,487
Federal Home Loan Bank stock	Level 2	2,647,000	2,647,000	2,647,000	2,647,000
Loans held for sale	Level 2	17,191,828	17,191,828	16,168,405	16,168,405
Loans	Level 2	326,354,363	327,981,648	353,186,646	353,349,981
Impaired loans	Level 2	53,997,860	53,997,860	51,867,625	51,867,625
Impaired loans	Level 3	18,018,751	18,018,751	12,787,473	12,787,473
Other real estate owned	Level 2	10,027,858	10,027,858	874,246	874,246
Other real estate owned	Level 3	4,562,607	4,562,607	8,302,921	8,302,921
Bank owned life insurance	Level 3	6,115,697	6,115,697	6,065,305	6,065,305
Accrued interest receivable	Level 2	1,899,781	1,899,781	2,046,524	2,046,524
Financial liabilities					
Deposits	Level 2	465,393,059	467,305,073	485,521,052	487,915,609
FHLB borrowings	Level 2	36,750,000	36,933,085	37,750,000	37,963,672
Trust preferred securities	Level 2	8,764,000	8,764,000	8,764,000	8,764,000
Other borrowings	Level 2	5,207,569	5,207,569	5,778,661	5,778,661
Accrued interest payable	Level 2	666,771	666,771	592,283	592,283

Note 10 – Capital Purchase Program

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

warrant is being accreted as a discount on the preferred stock using the effective interest rate method over five years.

The Preferred Stock qualifies as Tier 1 capital and will pay cumulative dividends at a rate of 5% per annum for the first five years, and thereafter at a rate of 9% per annum. The Preferred Stock is generally non-voting, other than on certain matters that could adversely affect the Preferred Stock.

Table of Contents

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

In consideration of our agreements with our regulators, which require regulatory approval to make dividend payment son our preferred stock, the Company notified the U.S. Treasury in May 2011 that the Company was going to defer the payment of the quarterly cash dividend of $184,225 due on May 16, 2011, and subsequent quarterly payments, on the Preferred Stock. The total arrearage on such preferred stock as of March 31, 2012 was $833,917.

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

Note 11 – Commitments and contingencies

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

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

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

Table of Contents

	March 31, 2012	December 31, 2011
Undisbursed credit lines	$ 38,990,000	$ 40,661,000
Commitments to extend or originate credit	23,276,000	18,214,000
Standby letters of credit	3,021,000	3,719,000
Total commitments to extend credit	$ 65,287,000	$ 62,594,000

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

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

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

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

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

Table of Contents

ratios required in the Order, submit a capital plan that is acceptable to the Supervisory Authorities, or implement or adhere to the capital plan.

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

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

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

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

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

- Plan to improve liquidity, contingency funding, interest rate risk, and asset liability management

- Plan to reduce assets of $250,000 or greater classified "doubtful" and "substandard"

- Revised lending and collection policy to provide effective guidance and control over the Bank's lending and credit administration functions

Table of Contents

- Effective internal loan review and grading system
- Policy for managing the Bank's other real estate
- Business/strategic plan covering the overall operation of the Bank
- Plan and comprehensive budget for all categories of income and expense for the year 2011
- Policy and procedures for managing interest rate risk
- Assessment of the Bank's information technology function

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

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

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

Memorandum of Understanding - In addition, the Company also entered into a Memorandum of Understanding with the Federal Reserve Bank of Richmond (the "Reserve Bank"). Pursuant to this Memorandum of Understanding, the Company must submit to the Reserve Bank acceptable policies and procedures to ensure that the Company does not violate Sections 23A and 23B of the Federal Reserve Act and Regulation W of the Federal Reserve, which governs transactions between the Company and the Bank. In addition, the Company will not, without prior written approval of the Reserve Bank:

- declare or pay any dividends on its common stock or preferred stock;
- take dividends or any other form of payment representing a reduction in capital from the Bank;
- make any payments on trust preferred securities;
- incur, increase, repay, refinance or guarantee any debt; or
- purchase or redeem any shares of its stock.

Note 12 – Recent accounting pronouncements

In May 2011, the FASB issued ASU No. 2011-04, "Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs." The Corporation will adopt ASU 2011-04, which generally aligns the principles of fair value measurements with International Financial Reporting Standards (IFRSs), in its consolidated financial statements in the first quarter 2012. The provisions of ASU 2011-04 clarify the application of existing fair value measurement requirements, and expand the disclosure requirements for fair value measurements. The increased provisions of ASU 2011-04 did not have a material effect on the Corporation's financial condition and results of operations.

Table of Contents

In June 2011, The FASB issued ASU No. 2011-05, Presentation of Comprehensive Income, Topic 220. This ASU eliminates the option of presenting the components of other comprehensive income (OCI) as part of the statement of changes in stockholders' equity. The ASU instead permits an entity to present the total of comprehensive income, the components of net income, and the components of OCI either in a single continuous statement of comprehensive income or in two separate but consecutive statements. With either format, the entity is required to present each component of net income along with total net income, each component of OCI along with the total for OCI, and a total amount for comprehensive income. Also, the ASU requires entities to present, for either format, reclassification adjustments for items that are reclassified from OCI to net income in the statement(s) where the components of net income and the components of OCI are presented. This ASU is to be applied retrospectively. For public entities, the ASU is effective for interim and annual periods beginning after December 15, 2011. For nonpublic entities, the amendments are effective for fiscal years ending after December 15, 2012, and interim and annual periods thereafter. Early adoption is permitted, since compliance with the amendments is already permitted.

Table of Contents

ITEM 2 – MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

Caution about forward-looking statements

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

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

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

- other factors described from time to time in our reports filed with the SEC.

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

General

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

Although we endeavor to minimize the credit risk inherent in the Company’s loan portfolio, we must necessarily make various assumptions and judgments about the collectability of the loan portfolio based on our experience and evaluation of economic conditions. If such assumptions or judgments prove to be incorrect, the current allowance for loan losses may not be sufficient to cover loan losses and additions to the allowance may be necessary, which would have a negative impact on net income. Over the last three years, the Company has recorded record provisions for loan losses due primarily to loans collateralized by real estate located in its principal market area.

There is intense competition in all areas in which the Company conducts its business. The Company competes with banks and other financial institutions, including savings and loan associations, savings banks, finance companies, and credit unions. Many of these competitors have substantially greater resources and lending limits and provide a wider array of banking services. To a limited extent, the Company also competes with other providers of financial services, such as money market mutual funds, brokerage firms, consumer finance companies and insurance companies. Competition is based on a number of factors, including prices, interest rates, services, availability of products and geographic location.

Given current economic uncertainty as well as stress on our capital ratios resulting from operating losses, the Company has adopted a balance sheet reduction plan that focuses on the reduction of nonperforming assets and higher risk-weighted assets that will help increase capital ratios in three ways. First, the lower overall asset size affords the Company's capital reserves to support a smaller balance sheet. Second, the reduced risk profile of the Company's ensuing loan portfolio requires less capital support during times of economic stress. Third, a reduced infrastructure reduces general and administrative expenses, which in turn reduces the need for additional capital.

Given the asset growth restriction in the Consent Order, as well as the Company's current weakened financial position, the Company does not anticipate undertaking growth via acquisition or de novo branching during the foreseeable future.

The Company's objective is to continue decreasing assets by loan and deposit attrition.

Table of Contents

Results of Operations

The following represents management's discussion and analysis of the financial condition of the Company at March 31, 2012 and December 31, 2011 and the results of operations for the Company for the three months ended March 31, 2012 and 2011. This discussion should be read in conjunction with the Company's condensed consolidated financial statements and the notes thereto appearing elsewhere in this Quarterly Report.

Income Statement Analysis

Summary

For the three months ended March 31, 2012, the Company had a net loss totaling $(1,400,000) and a net loss available to common shareholders of $(1,621,000), or $(0.38) per fully diluted share, compared to net income of $83,000 and a net loss available to common shareholders of $(135,000) or $(0.03) per fully diluted basis, for the same period in 2011. The key factors in the decline in earnings were increases in the provision for loan losses of $732,000, from $1,003,000 for the first quarter of 2011 to $1,735,000 for the first quarter of 2012, and the expenses associated with foreclosed real estate of $657,000, from $462,000 for the first quarter of 2011 to $1,119,000 for the first quarter of 2012. These increases in 2012 reflect the continued stress on our borrowers and declining real estate values from the recessionary economy. Asset quality continues to be a concern as there continues to be uncertainty in the economy. The increase in the provision for loan losses is discussed further under Asset quality and provision for loan losses.

Our cost of deposits declined from 1.81% for the first quarter of 2011 to 1.34% for the first quarter of 2012. This decline in cost of deposits is a result of the repricing of higher cost certificates of deposit during the low interest rate environment that has existed for the last three years as well as an effort to change our deposit mix so that we are not so dependent on higher cost deposits. Our mortgage company's profit increased in the first quarter of 2012 compared to 2011 by $172,000 due to the mortgage company closing $64,121,000 in mortgage loans in the first quarter of 2012 compared to $42,899,000 in the first quarter of 2011.

Net interest income

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

Net interest income for the first quarter of $4,421,000 represents a decrease of $617,000, or 12%, compared to the first quarter of 2011, and a decrease of $275,000, or 6%, compared to the fourth quarter of 2011.

Compared to the first quarter of 2011, average interest-earning assets for the first quarter of 2012 decreased by $35,414,000, or 7%. The decrease in interest-earning assets was due

Table of Contents

primarily to decreases in portfolio loans of $29,308,000 and investment securities of $15,612,000, offset by increases in loans held for sale of $4,305,000 and federal funds sold of $5,201,000. In addition to the decline in interest-earning assets, the average yield on interest-earning assets decreased to 4.85% for the first quarter of 2012 compared to 5.54% for the first quarter of 2011. These declines resulted in a decline in interest income from the first quarter of 2011 to the first quarter of 2012 of $1,289,000, or 18%.

Average interest-bearing liabilities for the first quarter of 2012 decreased by $47,407,000, or 9%, compared to the first quarter of 2011. The decrease in interest-bearing liabilities was due primarily to declines in average deposits of $48,665,000. The average cost of interest-bearing liabilities decreased to 1.45% for the quarter of 2012 from 1.86% for the first quarter of 2011. The principal reason for the decrease in liability costs was the maintenance of short-term interest rates by the Federal Reserve. The continuing low interest rates have allowed us to reduce our cost of funds as certificates of deposit and borrowings mature. See our discussion of interest rate sensitivity below for more information.

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

Quarter Ended	
March 31, 2011	3.79%
June 30, 2011	3.65%
September 30, 2011	3.63%
December 31, 2011	3.38%
March 31, 2012	3.53%

The net interest margin declined during 2011, primarily as a result of increasing nonaccrual loans. Additionally our margin was compressed as our deposits generally do not reprice as quickly as our loans. The improvement in net interest margin for the first quarter of 2012 compared to the fourth quarter of 2011 is a result of utilizing lower interest-earning assets, primarily federal funds sold, to fund a decrease in interest-bearing liabilities of $22,284,000. As a result higher yielding loans represented 86% of total interest-bearing assets as compared to 80% for the fourth quarter of 2011. However, given the continued depressed economy and the potential impact on interest income from new nonaccrual loans, no assurance can be provided that increases in the net interest margin will continue to occur.

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

Table of Contents

Average Balance Sheets
(in thousands)

	Three Months Ended March 31, 2012			Three Months Ended March 31, 2011		
	Average Balance	Interest Income/ Expense	Annualized Yield Rate	Average Balance	Interest Income/ Expense	Annualized Yield Rate
Loans	$ 420,220	$ 5,768	5.52 %	$ 449,528	$ 6,919	6.24 %
Investment securities	31,307	150	1.93 %	46,919	300	2.59 %
Loans held for sale	13,111	131	4.02 %	8,806	122	5.62 %
Federal funds and other	38,657	21	0.22 %	33,456	18	0.22 %
Total interest earning assets	503,295	6,070	4.85 %	538,709	7,359	5.54 %
Allowance for loan losses and deferred fees	(11,845)			(7,308)		
Cash and due from banks	15,305			8,500		
Premises and equipment, net	26,710			27,455		
Other assets	33,255			32,483		
Total assets	$ 566,720			$ 599,839		
Interest bearing deposits						
Interest checking	$ 42,168	$ 40	0.38 %	$ 33,402	$ 63	0.76 %
Money market	73,422	76	0.42 %	92,997	203	0.89 %
Savings	16,186	21	0.52 %	11,239	20	0.72 %
Certificates	277,023	1,221	1.77 %	319,826	1,753	2.22 %
Total	408,799	1,358	1.34 %	457,464	2,039	1.81 %
Borrowings	49,805	291	2.35 %	48,547	283	2.36 %
Total interest bearing liabilities	458,604	1,649	1.45 %	506,011	2,322	1.86 %
Noninterest bearing deposits	63,206			44,234		
Other liabilities	3,676			1,730		
Total liabilities	525,486			551,975		
Equity capital	41,234			47,864		
Total liabilities and capital	$ 566,720			$ 599,839		
Net interest income before provision for L/L		$ 4,421			$ 5,037	
Interest spread - average yield on interest earning assets, less average rate on interest bearing liabilities			3.40 %			3.68 %

Annualized net interest margin (net interest income expressed as percentage of average earning assets)	3.53 %	3.79 %

Provision for loan losses

Provisions for loan losses amounted to $1,735,000 for the three months ended March 31, 2012 compared to $1,003,000 for the first quarter of 2011. The increase in the provision for loan losses in 2012 reflects the continued stress on our borrowers from the recessionary economy as well as declining real estate values which collateralize many of our loans. Asset quality continues to be a concern as there continues to be uncertainty in the economy.

Noninterest income

Noninterest income increased from $2,055,000 for the three months ended March 31, 2011 to $2,689,000 for the same period in 2012, an increase of $634,000, or 31%. This increase in noninterest income is primarily a result of increases in service charges and fees of $135,000, gain on the sale of loans of $378,000, and gain on sale of securities of $101,000. The increase in service charges and fees and gains on sale of loans are attributable primarily to increased operations of our mortgage company. The mortgage company originated $64,121,000 in

Table of Contents

mortgage loans for the first quarter of 2012 compared to $42,899,000 for the same period in 2011.

Noninterest expense

Noninterest expense for the three months ended March 31, 2012 was $6,775,000 compared to $5,898,000 for the three months ended March 31, 2011, an increase of $877,000 or 15%. The most significant increases in noninterest expense occurred in expenses related to foreclosed real estate of $656,000 and loan underwriting of $188,000.

Income taxes

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

The net deferred tax asset is included in other assets on the balance sheet. Accounting Standards Codification Topic 740, Income Taxes, requires that companies assess whether a valuation allowance should be established against their deferred tax assets based on the consideration of all available evidence using a "more likely than not" standard. Management considers both positive and negative evidence and analyzes changes in near-term market conditions as well as other factors which may impact future operating results. In making such judgments, significant weight is given to evidence that can be objectively verified. The deferred tax assets are analyzed quarterly for changes affecting realization. Management determined that as of December 31, 2011, the objective negative evidence represented by the Company's recent losses outweighed the more subjective positive evidence and, as a result, recognized a valuation allowance on its net deferred tax asset of approximately $3,900,000. At March 31, 2012, management continues to believe that the objective negative evidence represented by the Company's continued losses in the first quarter outweighed the more subjective positive evidence and, as a result, recognized an addition to the valuation allowance on its net deferred tax asset of approximately $476,000. The net operating losses available to offset future taxable income amounted to $6,800,000 at March 31, 2012 and expire through 2030.

Commercial banking organizations conducting business in Virginia are not subject to Virginia income taxes. Instead, they are subject to a franchise tax based on bank capital. The Company recorded a franchise tax expense of $42,000 and $85,000 for the three months ended March 31, 2012 and 2011, respectively.

Balance Sheet Analysis

Our total assets decreased to $555,367,000 at March 31, 2012 from $581,704,000 at December 31, 2011, a decrease of $26,337,000, or 4.5%. During the first quarter of 2012 liquid assets (cash and due from banks, federal funds sold and investment securities available for sale) decreased by $14,993,000, loans held for sale increased by $1,023,000, net portfolio loans decreased by $14,196,000, and other real estate owned increased by $5,413,000.

Loans

A management objective is to maintain the quality of the loan portfolio. The Company seeks to achieve this objective by maintaining rigorous underwriting standards coupled with regular evaluation of the creditworthiness of and the designation of lending limits for each borrower. The

Table of Contents

portfolio strategies include seeking industry and loan size diversification in order to minimize credit exposure and originating loans in markets with which the Company is familiar.

The Company's real estate loan portfolios, which represent approximately 90% of all loans, are secured by mortgages on real property located principally in the Commonwealth of Virginia. Sources of repayment are from the borrower's operating profits, cash flows and liquidation of pledged collateral. The Company's commercial loan portfolio represents approximately 9% of all loans. Loans in this category are typically made to individuals, small and medium-sized businesses and range between $250,000 and $2.5 million. Based on underwriting standards, commercial and industrial loans may be secured in whole or in part by collateral such as liquid assets, accounts receivable, equipment, inventory, and real property. The collateral securing any loan may depend on the type of loan and may vary in value based on market conditions. The remainder of our loan portfolio is in consumer loans which represent 1% of the total.

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

Loan Portfolio, Net
(In thousands)

	March 31, 2012		December 31, 2011	
	Amount	%	Amount	%
Commercial	$37,959	9.2 %	$37,734	8.8 %
Real estate - Construction, land development & other loans	73,238	17.8 %	80,527	18.8 %
Real estate - Commercial	166,832	40.5 %	168,796	39.5 %
Real estate - 1-4 Residential	129,634	31.5 %	135,948	31.8 %
Consumer	4,265	1.0 %	4,865	1.1 %
Total loans	411,928	100.0 %	427,870	100.0 %
Deferred loan cost (unearned income), net	805		768	
Less: Allowance for loan losses	(14,362)		(16,071)	
	$398,371		$412,567	

The decline in our total loan portfolio is part of management's strategy to decrease our level of assets to improve our regulatory capital ratios as well as reduce our overhead expenses.

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

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

Table of Contents

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

Allowance for loan losses

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

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

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

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

The allowance for loan losses at March 31, 2012 was $14,362,000, compared to $16,071,000 at December 31, 2011. The ratio of the allowance for loan losses to gross portfolio loans (net of unearned income and excluding mortgage loans held for sale) at March 31, 2012 and

Table of Contents

December 31, 2011 was 3.48% and 3.75%, respectively. The decrease in the allowance for loan losses for the first quarter of 2012 was primarily a result of significant charge-offs recognized during the quarter for which specific provisions for loan losses had been previously provided. We believe the amount of the allowance for loan losses at March 31, 2012 is adequate to absorb the losses that can reasonably be anticipated from the loan portfolio at that date.

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

	Three Months Ended March 31, 2012			2011		
Beginning balance	$	16,071		$	7,312	
Provision for loan losses		1,735			1,003	
Charge-offs						
Commercial		(260	)		(327	)
Real estate - Construction, land development & other loans		(1,606	)		-	
Real estate - Commercial		(120	)		(474	)
Real estate - 1-4 Residential		(1,279	)		-	
Consumer		(270	)		(83	)
		(3,535	)		(884	)
Recoveries						
Commercial		27			-	
Real estate - Construction, land development & other loans		1			-	
Real estate - Commercial		-			2	
Real estate - 1-4 Residential		62			1	
Consumer		1			-	
		91			3	
Net charge-offs		(3,444	)		(881	)
Ending balance	$	14,362		$	7,434	
Loans outstanding at end of year(1)	$	412,732		$	443,386	
Ratio of allowance for loan losses as a percent of loans outstanding at end of year		3.48	%		1.68	%
Average loans outstanding for the year(1)	$	420,220		$	449,528	
Ratio of net charge-offs to average loans outstanding for the year		0.82	%		0.20	%

(1) Loans are net of unearned income.

The allowance for loan losses as a percentage of net loans increased from 1.68% at March 31, 2011 to 3.48% at March 31, 2012 primarily as a result of a decline in asset quality caused by the continued recessionary economy.

Asset quality

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

36

Table of Contents

	March 31, 2012	December 31, 2011	March 31, 2011
Nonaccrual loans	$ 54,900	$ 48,097	$ 17,568
Foreclosed properties	14,590	9,177	13,505
Total nonperforming assets	$ 69,490	$ 57,274	$ 31,073
Restructured loans still accruing	$ 15,321	$ 16,411	$ 25,932
Loans past due 90 days and still accruing (not included in nonaccrual loans above)	$ -	$ 1,172	$ 440
Nonperforming assets to loans at end of period(1)	16.8 %	13.4 %	7.0 %
Nonperforming assets to total assets	12.5 %	9.8 %	5.1 %
Allowance for loan losses to nonaccrual loans	26.2 %	33.4 %	42.3 %

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

The following table presents an analysis of the changes in nonperforming assets for the three months ended March 31, 2012 (dollars in thousands).

	Nonaccrual Loans	OREO	Total
Balance December 31, 2011	$ 48,097	$ 9,177	$ 57,274
Additions, net	18,191	-	18,191
Transfers to OREO	(7,491)	7,491	-
Charge-offs	(3,482)	(1,538)	(5,020)
Sales	-	(540)	(540)
Repayments	(415)	-	(415)
Balance March 31, 2012	$ 54,900	$ 14,590	$ 69,490

The significant increase in nonaccrual loans during the first quarter of 2012 was a result of defaults and restructuring of larger real estate loans related to land development and commercial real estate. Until a nonperforming restructured loan has performed in accordance with its restructured terms for a minimum of six months, it will remain on nonaccrual status.

Interest is accrued on outstanding loan principal balances, unless the Company considers collection to be doubtful. Commercial and unsecured consumer loans are designated as non-accrual when the Company considers

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

Table of Contents

Of the total nonaccrual loans of $54,900,000 at March 31, 2012 that were considered impaired, 34 loans totaling $23,257,000 had specific allowances for loan losses totaling $6,977,000. This compares to $48,097,000 in nonaccrual loans at December 31, 2011 of which 47 loans totaling $30,034,000 had specific allowances for loan losses of $5,034,000.

Cumulative interest income that would have been recorded had nonaccrual loans been performing would have been approximately $1,808,000 and $1,704,000 for the three months ended March 31, 2012 and 2011, respectively.

Deposits

Deposits as of March 31, 2012 and December 31, 2011 were as follows:

	March 31, 2012		December 31, 2011	
	Amount	%	Amount	%
Noninterest bearing demand	$ 66,383,144	14.26 %	$ 66,534,956	13.70 %
Interest checking accounts	42,949,322	9.23 %	40,237,146	8.29 %
Money market accounts	70,586,216	15.17 %	75,487,907	15.55 %
Savings accounts	17,389,827	3.74 %	15,166,012	3.12 %
Time deposits of $100,000 and over	121,702,746	26.15 %	129,436,270	26.66 %
Other time deposits	146,381,804	31.45 %	158,658,761	32.68 %
Total	$ 465,393,059	100.00 %	$ 485,521,052	100.00 %

Deposits decreased by $20,128,000, or 4.1%, from $485,521,000 at December 31, 2011 to $465,393,000 at March 31, 2012, as compared to an increase of $5,947,000, or 1.2%, during the first three months of 2011. Checking and savings accounts increased by $4,784,000, money market accounts decreased by $4,902,000 and time deposits decreased by $20,010,000. The decline in time deposits was a direct result of repricing maturing time deposits at rates below market for noncore depositors. The cost of our interest bearing deposits declined to 1.34% for the first quarter of 2011 compared to 1.41% for the fourth quarter of 2011 and 1.81% for the first quarter of 2011.

While the mix of our deposits continues to be weighted toward time deposits, such deposits represent only 58% of total deposits at March 31, 2012 and 59% at December 31, 2011. As our branch network has increased and is more convenient to a larger segment of our targeted customer base, we have experienced a move to a higher percentage of our deposits in checking accounts.

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

Borrowings

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

Table of Contents

As a member of the Federal Home Loan Bank of Atlanta ("FHLB"), the Bank is required to own capital stock in the FHLB and is authorized to apply for borrowings from the FHLB. Each FHLB credit program has its own interest rate, which may be fixed or variable, and range of maturities. The FHLB may prescribe the acceptable uses to which the advances may be put, as well as on the size of the advances and repayment provisions. Borrowings from the FHLB were $36,750,000 and $37,750,000 at March 31, 2012 and December 31, 2011, respectively. The FHLB advances are secured by the pledge of residential mortgage loans, investment securities and our FHLB stock.

Capital resources

Stockholders' equity at March 31, 2012 was $34,310,000, compared to $36,248,000 at December 31, 2011. On May 1, 2009, the Company received a $14,738,000 investment by the United States Department of the Treasury under its Capital Purchase Program (the TARP Program). The TARP Program is a voluntary program designed to provide capital for healthy banks to improve the flow of funds from banks to their customers. Under the TARP Program, the Company issued to the Treasury $14,738,000 of preferred stock and warrants to purchase 499,030 shares of the Company's common stock at a purchase price of $4.43 per share. The preferred stock issued by the Company under the TARP Capital Purchase Program carries a 5% dividend for each of the first 5 years of the investment, and 9% thereafter, unless the shares are redeemed by the Company. The $(1,938,000) decrease in equity during the first three months of 2012 was primarily due to the net loss of $(1,621,000).

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

The Company is currently prohibited by its Memorandum of Understanding with the Reserve Bank from making dividend or interest payments on the TARP program preferred stock or trust preferred capital notes without prior regulatory approval. In addition, the Consent Order with the FDIC and BFI provides that the Bank will not pay any dividends, pay bonuses or make any other form of payment outside the ordinary course of business resulting in a reduction in capital, without regulatory approval. At March 31, 2012, the Company's total accrued but deferred payment on TARP dividend payments was $833,917 and interest payments on trust preferred capital notes was $406,266.

Table of Contents

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

	March 31, 2012	December 31, 2011
Tier 1 capital		
Preferred stock	$ 59	$ 59
Common stock	17,007	16,974
Additional paid-in capital	40,700	40,732
Retained earnings (deficit)	(23,516)	(21,896)
Warrant Surplus	732	732
Discount on preferred stock	(310)	(346)
Qualifying trust preferred securities	8,764	8,764
Less intangible assets	(467)	(491)
Disallowed Deferred tax asset	(3,940)	(2,125)
Total equity	39,029	42,403
Total Tier 1 capital	39,029	42,403
Tier 2 capital		
Allowance for loan losses	5,494	5,629
Total Tier 2 capital	5,494	5,629
Total risk-based capital	44,523	48,032
Risk-weighted assets	$ 430,692	$ 439,873
Average assets	$ 556,378	$ 578,330
Capital ratios		
Leverage ratio (Tier 1 capital to average assets)	7.01 %	7.33 %
Tier 1 capital to risk-weighted assets	9.06 %	9.64 %
Total capital to risk-weighted assets	10.34 %	10.92 %
Equity to total assets	6.18 %	6.23 %

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

Table of Contents

	March 31, 2012	December 31, 2011
Tier 1 capital		
Common stock	6,849	6,849
Additional paid-in capital	53,901	53,899
Retained earnings (deficit)	(21,741)	(20,436)
Less intangible assets	(467)	(491)
Disallowed Deferred tax asset	(1,265)	(846)
Total equity	37,277	38,975
Total Tier 1 capital	37,277	38,975
Tier 2 capital		
Allowance for loan losses	5,434	5,555
Total Tier 2 capital	5,434	5,555
Total risk-based capital	42,711	44,530
Risk-weighted assets	$ 425,782	$ 433,892
Average assets	$ 562,022	$ 603,758
Capital ratios		
Leverage ratio (Tier 1 capital to average assets)	6.63 %	6.46 %
Tier 1 capital to risk-weighted assets	8.75 %	8.98 %
Total capital to risk-weighted assets	10.03 %	10.26 %
Equity to total assets	7.01 %	7.02 %

Federal regulatory agencies are required by law to adopt regulations defining five capital tiers: well capitalized, adequately capitalized, under capitalized, significantly under capitalized, and critically under capitalized. The Bank met the criteria to be categorized as a "well capitalized" institution as of March 31, 2012 and December 31, 2011. However, due to the Consent Order the Bank currently is considered adequately capitalized. In addition, the Consent Order requires the Bank to maintain a leverage ratio of at least 8% and a total capital to risk-weighted assets ratio of at least 11%. At March 31, 2012, the Bank's leverage ratio was 6.63% and the total capital to risk weighted assets ratio was 10.03%. As required by the Consent Order, the Bank has provided a capital plan to the FDIC and BFI that demonstrates how the Bank will come into compliance with the required minimum capital ratios set forth in the Consent Order. When capital falls below the "well capitalized" requirement, consequences can include: new branch approval could be withheld; more frequent examinations by the FDIC; brokered deposits cannot be renewed without a waiver from the FDIC; and other potential limitations as described in FDIC Rules and Regulations sections 337.6 and 303, and FDIC Act section 29. In addition, the FDIC insurance assessment increases when an institution falls below the "well capitalized" classification.

Liquidity

Liquidity represents the ability of a company to convert assets into cash or cash equivalents without significant loss, and the ability to raise additional funds by increasing liabilities. Liquidity management involves monitoring our sources and uses of funds in order to meet our day-to-day

41

Table of Contents

cash flow requirements while maximizing profits. Liquidity management is made more complicated because different balance sheet components are subject to varying degrees of management control. For example, the timing of maturities of our investment portfolio is fairly predictable and subject to a high degree of control at the time investment decisions are made. However, net deposit inflows and outflows are far less predictable and are not subject to the same degree of control.

At March 31, 2012, our liquid assets, consisting of cash, cash equivalents and investment securities available for sale totaled $77,957,000, or 14% of total assets. Investment securities traditionally provide a secondary source of liquidity since they can be converted into cash in a timely manner. However, approximately $9,612,000 of these securities are pledged against borrowings. Therefore, the related borrowings would need to be repaid prior to the securities being sold in order for these securities to be converted to cash.

Our holdings of liquid assets plus the ability to maintain and expand our deposit base and borrowing capabilities serve as our principal sources of liquidity. We plan to meet our future cash needs through the liquidation of temporary investments, the generation of deposits, and from additional borrowings. In addition, we will receive cash upon the maturity and sale of loans and the maturity of investment securities. We maintain two federal funds lines of credit with correspondent banks totaling $22 million for which there were no borrowings against the lines at March 31, 2012.

At March 31, 2012, we had commitments to originate $65,287,000 of loans. Fixed commitments to incur capital expenditures were less than $25,000 at March 31, 2012. Certificates of deposit scheduled to mature in the 12-month period ending March 31, 2013 totaled $110,616,000. We believe that a significant portion of such deposits will remain with us. We further believe that deposit growth, loan repayments and other sources of funds will be adequate to meet our foreseeable short-term and long-term liquidity needs.

Interest rate sensitivity

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

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

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

Table of Contents

The data in the following table reflects repricing or expected maturities of various assets and liabilities at March 31, 2012. The gap analysis represents the difference between interest-sensitive assets and liabilities in a specific time interval. Interest sensitivity gap analysis presents a position that existed at one particular point in time, and assumes that assets and liabilities with similar repricing characteristics will reprice at the same time and to the same degree.

Village Bank and Trust Financial Corp.
Interest Rate Sensitivity GAP Analysis
March 31, 2012
(In thousands)

	Within 3 Months	3 to 6 Months	6 to 12 Months	13 to 36 Months	More than 36 Months	Total
Interest Rate Sensitive Assets						
Loans (1)						
Fixed rate	$28,403	$7,512	$18,943	$27,222	$93,455	$175,535
Variable rate	78,926	7,969	19,064	30,082	100,351	236,392
Investment securities	-	-	8	-	35,352	35,360
Loans held for sale	17,192	-	-	-	-	17,192
Federal funds sold	1,540	-	-	-	-	1,540
Total rate sensitive assets	126,061	15,481	38,015	57,304	229,158	466,019
Cumulative rate sensitive assets	126,061	141,542	179,557	236,861	466,019	
Interest Rate Sensitive Liabilities						
Interest checking (2)	-	-	-	42,949	-	42,949
Money market accounts	70,586	-	-	-	-	70,586
Savings (2)	-	-	-	17,390	-	17,390
Certificates of deposit	31,487	23,448	76,785	73,370	62,995	268,085
FHLB advances	7,750	1,000	1,000	18,000	9,000	36,750
Trust Preferred Securities	-	-	-		8,764	8,764
Other borrowings	5,208	-	-	-	-	5,208
Total rate sensitive liabilities	115,031	24,448	77,785	151,709	80,759	449,732
Cumulative rate sensitive liabilities	115,031	139,479	217,264	368,973	449,732	
Rate sensitivity gap for period	$11,030	$(8,967)	$(39,770)	$(94,405)	$148,399	$16,287
Cumulative rate sensitivity gap	$11,030	$2,063	$(37,707)	$(132,112)	$16,287	
Ratio of cumulative gap to total assets	2.0%	0.4%	(6.8)%	(23.8)%	2.9%	

Ratio of cumulative rate sensitive assets to cumulative rate sensitive liabilities	109.6	%	101.5	%	82.6	%	64.2	%	103.6	%
Ratio of cumulative gap to cumulative rate sensitive assets	8.7	%	1.5	%	(21.0	)%	(55.8	)%	3.5	%

(1) Includes nonaccrual loans of approximately $54,900,000, which are spread throughout the categories.
(2) Management believes that interest checking and savings accounts are generally not sensitive to changes in interest rates and therefore has placed such deposits in the "13 to 36 months" category.

At March 31, 2012, our balance sheet is asset sensitive for the next six months, meaning that our assets reprice more quickly than our liabilities during that period, and liability sensitive for the next six to thirty-six months, meaning that our liabilities will reprice more quickly than our assets during that period, with a ratio of cumulative gap to total assets ranging from a positive gap of 2.0% for the first three months to a negative gap of (23.8)% for the thirteen to thirty-six month period. A negative gap can adversely affect earnings in periods of increasing interest rates. Given the Federal Reserve’s recent announcement that it will maintain short-term interest rates at current levels until the end of 2014, we do not expect interest rates to increase in the foreseeable future. However, we believe our balance sheet should be asset sensitive and,

Table of Contents

accordingly, we have adopted pricing policies to lengthen the maturities/repricing of our liabilities relative to the maturities/pricing or our assets.

Critical accounting policies

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

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

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

Allowance for loan losses

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

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

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

The amounts of estimated impairment for individually evaluated loans and groups of loans are

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

Troubled debt restructurings

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

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

Real estate acquired in settlement of loans

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

Table of Contents

Income taxes

The Company uses the asset and liability method of accounting for income taxes. Under this method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. If current available information raises doubt as to the realization of the deferred tax assets, a valuation allowance may be established. Management considers the determination of this valuation allowance to be a critical accounting policy due to the need to exercise significant judgment in evaluating the amount and timing of recognition of deferred tax liabilities and assets, including projections of future taxable income. These judgments and estimates are reviewed on a continual basis as regulatory and business factors change. A valuation allowance for deferred tax assets may be required if the amounts of taxes recoverable through loss carry backs decline, or if management projects lower levels of future taxable income. Management determined that as of December 31, 2011 and March 31, 2012, the objective negative evidence represented by the Company's recent losses outweighed the more subjective positive evidence and, as a result, recognized a valuation allowance of $3,929,000 and $4,405,000 on its net deferred tax asset respectively.

New accounting standards

In May 2011, the FASB issued ASU No. 2011-04, "Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs." The Corporation will adopt ASU 2011-04, which generally aligns the principles of fair value measurements with International Financial Reporting Standards (IFRSs), in its consolidated financial statements in the first quarter 2012. The provisions of ASU 2011-04 clarify the application of existing fair value measurement requirements, and expand the disclosure requirements for fair value measurements. The increased provisions of ASU 2011-04 did not have a material effect on the Corporation's financial condition and results of operations.

In June 2011, The FASB issued ASU No. 2011-05, Presentation of Comprehensive Income, Topic 220. This ASU eliminates the option of presenting the components of other comprehensive income (OCI) as part of the statement of changes in stockholders' equity. The ASU instead permits an entity to present the total of comprehensive income, the components of net income, and the components of OCI either in a single continuous statement of comprehensive income or in two separate but consecutive statements. With either format, the entity is required to present each component of net income along with total net income, each component of OCI along with the total for OCI, and a total amount for comprehensive income. Also, the ASU requires entities to present, for either format, reclassification adjustments for items that are reclassified from OCI to net income in the statement(s) where the components of net income and the components of OCI are presented. This ASU is to be applied retrospectively. For public entities, the ASU is effective for interim and annual periods beginning after December 15, 2011. For nonpublic entities, the amendments are effective for fiscal years ending after December 15, 2012, and interim and annual periods thereafter. Early adoption is permitted, since compliance with the amendments is already permitted.

Impact of inflation and changing prices

The Company's consolidated financial statements included herein have been prepared in accordance with generally accepted accounting principles in the United States, which require the Company to measure financial position and operating results primarily in terms of historical dollars. Changes in the relative value of money due to inflation or recession are generally not considered. The primary effect of inflation on the operations of the Company is reflected in increased operating costs. In management's opinion, changes in interest rates affect the financial condition of a financial institution to a far greater degree than changes in the inflation rate. While interest rates are greatly influenced by changes in the inflation rate, they do not necessarily change at the same rate or in the same magnitude

as the inflation rate. Interest rates are highly sensitive to many factors that are beyond the control of the Company, including changes in the expected rate of inflation, the influence of general and local economic conditions and the monetary and fiscal policies of the United States government, its agencies and various other governmental regulatory authorities.

Table of Contents

ITEM 3 – QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not Applicable.

ITEM 4 – CONTROLS AND PROCEDURES

The Company's Chief Executive Officer and Chief Financial Officer evaluated the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934 (the "Exchange Act")) as of March 31, 2012. Based on that evaluation, management concluded that the Company's disclosure controls and procedures were not effective as of March 31, 2012 due to insufficient time to test the policies and procedures described below which were implemented during the quarter to remediate the material weakness disclosed in the Company's Annual Report on Form 10-K for the year ended December 31, 2011.

The Company's management is also responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act.

As disclosed in its Annual Report on Form 10-K for the year ended December 31, 2011, the Company's internal control over financial reporting was not effective as of December 31, 2011 as a result of a material weakness related to the Company's allowance for loan and lease losses.

During the first quarter of 2012, the Company implemented certain changes in its internal controls to address the material weakness. Specifically, during the first quarter of 2012, management took the following steps to remediate the material weakness:

1. Replaced the Chief Lending Officer with an individual who has substantial experience with assessing a borrowers' ability to repay their obligations to the Company.

2. Hired a new senior vice president with substantial experience to direct the disposition of problem loans and foreclosed real estate.

3. Established a Special Assets committee including management and outside members of the board of directors to meet two times a month to address the resolution of problem loans and foreclosed real estate.

4. Reorganized the credit department to ensure appropriate separation of duties and developed expanded training for the Bank's lenders.

5. Changed the Bank's credit policy to require identification of concentrations of risk, analysis of our customer's global cash flows, reappraisal and re-evaluation of collateral, more accurate and timely credit-risk rating procedures and improved underwriting processes and standards.

6. Engaged qualified outside consultants to assist in re-evaluating our methodology for assessing the adequacy of the allowance for loan and lease losses.

7. Improved the processes for identifying problem loans and the determination of the amount of impairment.

Table of Contents

The Company’s management believes the control enhancements described above are sufficient to remediate the material weakness identified. However, as noted above, insufficient time to test the remediation has not yet occurred and therefore management is unable to conclude they are effective at March 31, 2012. Other than the remedial measures noted above, there were no changes in internal control over financial reporting during the quarter ended March 31, 2012 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Table of Contents

PART II – OTHER INFORMATION

ITEM 1 – LEGAL PROCEEDINGS

Not applicable.

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

Not applicable.

ITEM 3 – DEFAULTS UPON SENIOR SECURITIES

In consideration of our agreements with our regulators, which require regulatory approval to make dividend payment son our preferred stock, the Company notified the U.S. Treasury in May 2011 that the Company was going to defer the payment of the quarterly cash dividend of $184,225 due on May 16, 2011, and subsequent quarterly payments, on the Preferred Stock. The total arrearage on such preferred stock as of March 31, 2012 was $833,917.

ITEM 4 – Mine Safety Disclosures

ITEM 5 – OTHER INFORMATION

Not applicable.

ITEM 6 – EXHIBITS

31.1 Certification of Chief Executive Officer

31.2 Certification of Chief Financial Officer

32.1 Statement of Chief Executive Officer and Chief Financial Officer Pursuant to 18 U.S.C. Section 1350

101 The following materials from the Village Bank and Trust Financial Corp. Quarterly Report on Form 10-Q for the quarter ended March 31, 2012 formatted in eXtensible Business Reporting Language (XBRL): (i) Consolidated Balance Sheets, (ii) Consolidated Statements of Income, (iii) Consolidated Statements of Stockholders' Equity, (iv) Consolidated Statements of Cash Flows, and (v) Notes to Condensed Consolidated Financial Statements.

Table of Contents

SIGNATURES

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

VILLAGE BANK AND TRUST FINANCIAL CORP.
(Registrant)

Date: May 15, 2012	By:	/s/ Thomas W. Winfree Thomas W. Winfree President and Chief Executive Officer
Date: May 15, 2012	By:	/s/ C. Harril Whitehurst, Jr. C. Harril Whitehurst, Jr. Senior Vice President and Chief Financial Officer

Table of Contents

EXHIBIT INDEX

Exhibit Number	Document
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