

MVB FINANCIAL CORP  
Form 10-Q  
August 14, 2012

**United States  
Securities and Exchange Commission**

**Washington, D.C. 20549**

**FORM 10-Q**

(Mark One)

**S QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934**

For the quarterly period ended June 30, 2012

OR

**TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_.

**Commission File number 333-120931**

**MVB Financial Corp.**

(Exact name of registrant as specified in its charter)

West Virginia 20-0034461  
(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)

**301 Virginia Avenue**

**Fairmont, West Virginia 26554-2777**

(Address of principal executive offices)

**304-363-4800**

(Registrant's telephone number, including area code)

**Not Applicable**

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

Indicate by check mark whether the registrant has (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  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  No

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

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

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

As of August 14, 2012, the number of shares outstanding of the issuer's only class of common stock was 2,246,838.

MVB Financial Corp.

Part I. Financial Information

Item 1. Financial Statements

The unaudited interim consolidated financial statements of MVB Financial Corp. and Subsidiaries (MVB or “the Company”) listed below are included on pages 2-22 of this report.

Consolidated Balance Sheets at June 30, 2012 and December 31, 2011

Consolidated Statements of Income for the Six and Three Months ended June 30, 2012 and 2011

Consolidated Statements of Comprehensive Income for the Six Months and Three ended June 30, 2012 and 2011

Consolidated Statements of Cash Flows for the Six Months ended June 30, 2012 and 2011

Notes to Consolidated Financial Statements

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

Management’s Discussion and Analysis of Financial Condition and Results of Operations are included on pages 23-34 of this report.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

Item 4. Controls and Procedures

Part II. Other Information

Item 1. Legal Proceedings

Item     Risk Factors  
1.a.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

Item 3. Defaults Upon Senior Securities

Item 4. Mine Safety Disclosures

Item 5. Other Information

Item 6. Exhibits

Table of Contents

## Part I. Financial Information

## Item 1. Financial Statements

## MVB Financial Corp. and Subsidiaries

## Consolidated Balance Sheets

(Dollars in thousands, except Share and Per Share Data)

	June 30 2012 (Unaudited)	December 31 2011 (Note 1)
Assets		
Cash and due from banks	\$ 12,017	\$ 9,763
Interest bearing balances	8,797	278
Certificates of deposits in other banks	9,427	9,918
Investment securities:		
Securities held-to-maturity, at amortized cost	16,506	13,568
Securities available-for-sale, at fair value	94,830	99,366
Loans:	424,089	373,822
Less: Allowance for loan losses	(3,480 )	(3,045 )
Net loans	420,609	370,777
Loans held for sale	2,647	7,147
Bank premises, furniture and equipment, net	7,828	7,782
Bank owned life insurance	8,231	8,076
Accrued interest receivable and other assets	7,303	6,806
Total assets	\$ 588,195	\$ 533,481
Liabilities		
Deposits		
Non-interest bearing	\$ 47,322	\$ 38,632
Interest bearing	410,418	351,913
Total deposits	457,740	390,545
Accrued interest, taxes and other liabilities	2,676	3,478
Repurchase agreements	64,320	77,835
Federal Home Loan Bank and other borrowings	9,652	9,767
Long-term debt	4,124	4,124
Total liabilities	538,512	485,749
Stockholders' equity		
Preferred stock, \$1,000 par value, 8,500 shares authorized and issued	8,500	8,500
Common stock, \$1 par value, 4,000,000 authorized, 2,246,838 and 2,234,767 issued, respectively	2,247	2,235
Additional paid-in capital	32,936	32,603
Treasury stock, 51,077 shares	(1,084 )	(1,084 )
Retained earnings	7,651	6,220
Accumulated other comprehensive (loss)	(567 )	(742 )

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Total stockholders' equity	49,683	47,732
Total liabilities and stockholders' equity	\$ 588,195	\$ 533,481

See accompanying notes to unaudited financial statements.

Table of Contents

## MVB Financial Corp. and Subsidiaries

## Consolidated Statements of Income

(Unaudited) (Dollars in Thousands except Share and Per Share Data)

	Six Months Ended		Three Months Ended	
	June 30		June 30	
	2012	2011	2012	2011
Interest income				
Interest and fees on loans	\$9,223	\$7,737	\$4,635	\$3,987
Interest on deposits with other banks	109	49	51	13
Interest on investment securities – taxable	833	708	407	364
Interest on tax exempt loans and securities	625	414	318	206
Total interest income	10,790	8,908	5,411	4,570
Interest expense				
Deposits	1,919	1,940	954	985
Repurchase agreements	243	233	129	124
FHLB and other borrowings	238	235	122	114
Long-term debt	44	40	22	20
Total interest expense	2,444	2,448	1,227	1,243
Net interest income	8,346	6,460	4,184	3,327
Provision for loan losses	1,350	630	675	330
Net interest income after provision for loan losses	6,996	5,830	3,509	2,997
Other income				
Service charges on deposit accounts	339	293	178	163
Income on bank owned life insurance	156	128	78	81
Visa debit card income	225	203	114	107
Income on loans held for sale	1,068	273	638	180
Other operating income	446	231	258	126
Gain on sale of securities	73	356	7	207
Total other income	2,307	1,484	1,273	864
Other expense				
Salary and employee benefits	4,119	3,091	2,163	1,669
Occupancy expense	413	315	209	173
Equipment expense	333	287	177	161
Data processing	217	105	129	69
Visa debit card expense	185	161	94	84
Advertising	349	162	182	87
Legal and accounting fees	184	141	68	77
Printing, stationery and supplies	91	85	57	48
Consulting fees	224	199	111	107
FDIC insurance	81	243	54	124
Other taxes	90	86	46	37

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Other operating expenses	728	626	386	352
Total other expense	7,014	5,501	3,676	2,988
Income before income taxes	2,289	1,813	1,106	873
Income tax expense	611	511	289	237
Net income	\$1,678	\$1,302	\$817	\$636
Preferred stock dividends	94	—	21	—
Net Income available to common shareholders	1,584	1,302	796	636
Basic earnings per common share	\$0.73	\$0.62	\$0.34	\$0.29
Diluted earnings per common share	\$0.71	\$0.61	\$0.33	\$0.29
Basic weighted average shares outstanding	2,184,950	2,110,474	2,186,210	2,187,549
Diluted weighted average shares outstanding	2,235,007	2,146,615	2,236,267	2,223,690

See accompanying notes to unaudited financial statements.

Table of Contents

MVB Financial Corp. and Subsidiaries

## Consolidated Statements of Cash Flows

(Unaudited) (Dollars in thousands)	Six Months Ended	
	June 30 2012	June 30 2011
Operating activities		
Net income	\$1,678	\$1,302
Adjustments to reconcile net income to net cash provided by operating activities:		
Provision for loan losses	1,350	630
Deferred income tax expense	44	106
Depreciation	260	224
Stock based compensation	79	57
Loans originated for sale	(50,067)	(18,489 )
Proceeds of loans sold	54,567	18,286
Proceeds from sale of other real estate owned	30	312
Loss on sale of other real estate owned	2	—
(Gain) on sale of investment securities	(73 )	(356 )
Amortization, net of accretion	539	367
(Increase) in interest receivable and other assets	(843 )	(217 )
(Decrease) in accrued interest, taxes, and other liabilities	(802 )	(368 )
Net cash provided by operating activities	6,764	1,854
Investing activities		
(Increase) in loans made to customers	(51,182)	(35,898 )
Purchases of premises and equipment	(306 )	(181 )
(Increase)/decrease in interest bearing balances with banks, net	(8,519 )	5,778
Maturities of certificates of deposit in other banks	491	17,734
Purchases of investment securities available-for-sale	(27,244)	(106,497)
Proceeds from sales, maturities and calls of securities available-for-sale	31,604	93,053
Proceeds from sales, maturities and calls of securities held to maturity	—	1,000
Purchases of investment securities held-to-maturity	(2,938 )	—
Purchase of bank owned life insurance	—	(1,200 )
Net cash (used in) investing activities	(58,094)	(26,211 )
Financing activities		
Net increase in deposits	67,195	48,493
Net (decrease)/increase in repurchase agreements	(13,515)	2,599
Proceeds from Federal Home Loan Bank borrowings	56,495	47,201
Principal payments on Federal Home Loan Bank borrowings	(56,610)	(65,936 )
Net proceeds of dividend reinvestment plan/stock offering	266	6,500
Cash dividend	(153 )	—
Dividends on preferred stock	(94 )	—
Net cash provided by financing activities	53,584	38,857
Increase in cash and cash equivalents	2,254	14,500
Cash and cash equivalents - beginning of period	9,763	3,713
Cash and cash equivalents - end of period	\$12,017	\$18,213
Cash payments for:		



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Interest on deposits, repurchase agreements and borrowings	\$2,412	\$2,531
Income taxes	\$527	\$467
See accompanying notes to unaudited financial statements.		

4

Table of Contents

MVB Financial Corp. and Subsidiaries  
 Consolidated Statements of Comprehensive Income  
 (Unaudited)(Dollars in thousands)

	June 30, 2012	June 30, 2011
Net Income	1,678	1,302
Other comprehensive income/(loss), net of tax:		
Securities available for sale not other than temporarily impaired:		
Gains during the year	290	410
Income tax effect	(116	) (164
		)
		—
		—
Other comprehensive income	174	246
Comprehensive income	1,852	1,548

See accompanying notes to unaudited financial statements.

Table of Contents

MVB Financial Corp. and Subsidiaries

Notes to Consolidated Financial Statements

Note 1 – Basis of Presentation

These consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with instructions to Form 10-Q and Section 310(b) of Regulation SB. Accordingly, they do not include all the information and footnotes required by generally accepted accounting principles for annual year-end financial statements. In the opinion of management, all adjustments considered necessary for a fair presentation, have been included and are of a normal, recurring nature. The balance sheet as of December 31, 2011 has been derived from the audited financial statements at that date, but does not include all of the information and footnotes required by generally accepted accounting principles. Operating results for the six and three months ended June 30, 2012 are not necessarily indicative of the results that may be expected for the year ending December 31, 2012.

The accounting and reporting policies of MVB conform to accounting principles generally accepted in the United States and practices in the banking industry. The preparation of the financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Estimates, such as the allowance for loan losses, are based upon known facts and circumstances. Estimates are revised by management in the period such facts and circumstances change. Actual results could differ from those estimates. All significant inter-company accounts and transactions have been eliminated in consolidation.

The consolidated balance sheet as of December 31, 2011 has been extracted from audited financial statements included in MVB's 2011 filing on Form 10-K. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States have been omitted. These financial statements should be read in conjunction with the financial statements and notes thereto included in MVB's December 31, 2011, Form 10-K filed with the Securities and Exchange Commission.

**Note 2. - Loans**

The following table summarizes the primary segments of the ALL, segregated into the amount required for loans individually evaluated for impairment and the amount required for loans collectively evaluated for impairment as of June 30, 2012. Activity in the allowance is presented for the period ended June 30, 2012 (in thousands):

Table of Contents

	Commercial	Residential	Home Equity	Installment	Credit Card	Total
ALL balance 12/31/11	\$2,164	\$366	\$249	\$255	\$11	\$3,045
Charge-offs	(916)	-	(9)	(6)	-	(931)
Recoveries	2	-	2	12	-	16
Provision	1,303	53	(1 )	(14 )	9	1,350
ALL balance 6/30/12	\$ 2,553	\$ 419	\$ 241	\$ 247	\$ 20	\$3,480
Individually evaluated for impairment	\$ 683	\$ 16	\$ —	\$ 24	\$ —	\$723
Collectively evaluated for impairment	\$ 1,870	\$ 403	\$ 241	\$ 223	\$ 20	\$2,757

	Commercial	Residential	Home Equity	Installment	Credit Card	Total
ALL balance 12/31/10	\$ 1,517	\$ 460	\$ 207	\$ 274	\$ 20	\$2,478
Charge-offs	(57 )	(289 )	(114 )	(29 )	(3 )	(492 )
Recoveries	4	—	10	16	—	30
Provision	432	190	41	(36 )	3	630
ALL balance 6/30/11	\$ 1,896	\$ 361	\$ 144	\$ 225	\$ 20	\$2,646
Individually evaluated for impairment	\$ 1,313	\$ 33	\$ 35	\$ 13	\$ 3	\$1,397
Collectively evaluated for impairment	\$ 583	\$ 328	\$ 109	\$ 212	\$ 17	\$1,249

The allowance for loan losses is based on estimates, and actual losses will vary from current estimates. Management believes that the granularity of the homogeneous pools and the related historical loss ratios and other qualitative factors, as well as the consistency in the application of assumptions, result in an ALL that is representative of the risk found in the components of the portfolio at any given date.

The following table summarizes the primary segments of the loan portfolio as of June 30, 2012 (in thousands):

	Commercial	Residential	Home Equity	Installment	Credit Cards	Total
June 30, 2012						
Total Loans	\$ 270,839	\$ 122,897	\$ 16,815	\$ 12,947	\$ 591	\$424,089
Individually evaluated for impairment	\$ 3,466	\$ 76	\$ —	\$ 32	\$ —	\$3,574
Collectively evaluated for impairment	\$ 267,373	\$ 122,821	\$ 16,815	\$ 12,915	\$ 591	\$420,515

Table of Contents

The following table summarizes the primary segments of the loan portfolio as of December 31, 2011 (in thousands):

	Commercial	Residential	Home Equity	Installment	Credit Cards	Total
December 31, 2011						
Total Loans	\$ 231,357	\$ 112,753	\$ 15,930	\$ 13,217	\$ 565	\$ 373,822
Individually evaluated for impairment	\$ 393	\$ 197	\$ 262	\$ —	\$ 4	\$ 856
Collectively evaluated for impairment	\$ 194,307	\$ 71,489	\$ 14,072	\$ 12,830	\$ 490	\$ 293,188

Table of Contents

Management evaluates individual loans in all of the commercial segments for possible impairment. Loans are considered to be impaired when, based on current information and events, it is probable that the Corporation will be unable to collect the scheduled payments of principal or interest when due according to the contractual terms of the loan agreement. Factors considered by management in evaluating impairment include payment status, collateral value, and the probability of collecting scheduled principal and interest payments when due. Management determines the significance of payment delays and payment shortfalls on a case-by-case basis, taking into consideration all of the circumstances surrounding the loan and the borrower, including the length of the delay, the reasons for the delay, the borrower's prior payment record, and the amount of the shortfall in relation to the principal and interest owed. The Corporation also separately evaluates individual consumer and residential mortgage loans for impairment.

Once the determination has been made that a loan is impaired, the determination of whether a specific allocation of the allowance is necessary is measured by comparing the recorded investment in the loan to the fair value of the loan using one of three methods: (a) the present value of expected future cash flows discounted at the loan's effective interest rate; (b) the loan's observable market price; or (c) the fair value of the collateral less selling costs. The method is selected on a loan-by-loan basis, with management primarily utilizing the fair value of collateral method. The evaluation of the need and amount of a specific allocation of the allowance and whether a loan can be removed from impairment status is made on a quarterly basis.

The following table presents impaired loans by class, segregated by those for which a specific allowance was required and those for which a specific allowance was not necessary as of June 30, 2012 (in thousands):

	Impaired Loans with Specific Allowance		Impaired Loans with No Specific Allowance	Total Impaired Loans Unpaid	
	Recorded Investment	Related Allowance	Recorded Investment	Recorded Investment	Principal Balance
	June 30, 2012				
Commercial	\$ 3,466	\$ 683	\$ —	\$ 3,466	\$ 3,466
Residential	76	16	—	76	76
Home Equity	—	—	—	—	—
Installment	32	24	—	32	32
Credit Card	—	—	—	—	—
Total impaired loans	\$ 3,574	\$ 723	\$ —	\$ 3,574	\$ 3,574

The following table presents impaired loans by class, segregated by those for which a specific allowance was required and those for which a specific allowance was not necessary as of December 31, 2011 (in thousands):

	Impaired Loans with Specific Allowance		Impaired Loans with No Specific Allowance	Total Impaired Loans Unpaid	
	Recorded Investment	Related Allowance	Recorded Investment	Recorded Investment	Principal Balance
	Dec 31, 2011				
Commercial	\$ 2,597	\$ 758	\$ —	\$ 2,597	\$ 2,597
Residential	76	10	—	76	76

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Home Equity	9	9	—	9	9
Installment	140	100	—	140	140
Credit Card	—	—	—	—	—
Total impaired loans	\$ 2,822	\$ 877	\$	— \$ 2,822	\$ 2,822

9

Table of Contents

The following table presents the average recorded investment in impaired loans and related interest income recognized for the periods indicated (in thousands):

	Six Months		Three Months	
	June 30		June 30	
	2012	2011	2012	2011
Average investment in impaired loans	\$3,799	\$361	\$3,573	\$875
Interest income recognized on an accrual basis on impaired loans	\$81	\$15	\$71	\$18

Management uses a nine point internal risk rating system to monitor the credit quality of the overall loan portfolio. The first six categories are considered not criticized, and are aggregated as "Pass" rated. The criticized rating categories utilized by management generally follow bank regulatory definitions. The Special Mention category includes assets that are currently protected but are potentially weak, resulting in an undue and unwarranted credit risk, but not to the point of justifying a Substandard classification. Loans in the Substandard category have well-defined weaknesses that jeopardize the liquidation of the debt, and have a distinct possibility that some loss will be sustained if the weaknesses are not corrected. All loans greater than 90 days past due are considered Substandard. The portion of any loan that represents a specific allocation of the allowance for loan losses is placed in the Doubtful category. Any portion of a loan that has been charged off is placed in the Loss category.

To help ensure that risk ratings are accurate and reflect the present and future capacity of borrowers to repay a loan as agreed, the Bank has a structured loan rating process with several layers of internal and external oversight. Generally, consumer and residential mortgage loans are included in the Pass categories unless a specific action, such as bankruptcy, repossession, or death occurs to raise awareness of a possible credit event. The Bank's Chief Credit Officer is responsible for the timely and accurate risk rating of the loans in the portfolio at origination and on an ongoing basis. The Credit Department performs an annual review of all commercial relationships \$500,000 or greater. Confirmation of the appropriate risk grade is included in the review on an ongoing basis. The Bank has an experienced Credit Department that continually reviews and assesses loans within the portfolio. The Bank engages an external consultant to conduct loan reviews on at least an annual basis. Generally, the external consultant reviews larger commercial relationships or criticized relationships. The Credit Department compiles detailed reviews, including plans for resolution, on loans classified as Substandard on a quarterly basis. Loans in the Special Mention and Substandard categories that are collectively evaluated for impairment are given separate consideration in the determination of the allowance.

The following table represents the classes of the loan portfolio summarized by the aggregate Pass and the criticized categories of Special Mention, Substandard and Doubtful within the internal risk rating system as of June 30, 2012 and December 31, 2011 (in thousands):

June 30, 2012	Pass	Special Mention	Substandard	Doubtful	Total
Commercial	\$257,160	\$8,624	\$ 1,589	\$ 3,466	\$270,839
Residential	120,391	2,018	488	—	122,897
Home Equity	16,579	236	—	—	16,815
Installment	12,586	328	33	—	12,947
Credit Card	583	—	8	—	591
Total	\$407,299	\$11,206	\$ 2,118	\$ 3,466	\$424,089

Dec. 31, 2011	Pass	Special Mention	Substandard	Doubtful	Total
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Commercial	\$218,353	\$ 7,752	\$ 2,655	\$ 2,597	\$231,357
Residential	111,105	1,157	491	—	112,753
Home Equity	15,750	96	75	9	15,930
Installment	12,806	242	29	140	13,217
Credit Card	565	—	—	—	565
Total	\$358,579	\$ 9,247	\$ 3,250	\$ 2,746	\$373,822

10

Table of Contents

Management further monitors the performance and credit quality of the loan portfolio by analyzing the age of the portfolio as determined by the length of time a recorded payment is past due. The following table presents the classes of the loan portfolio summarized by the aging categories of performing loans and nonaccrual loans as of June 30, 2012 and December 31, 2011 (in thousands):

	Current	30-59 Days Past Due	60-89 Days Past Due	90 Days Past Due	Total Past Due	Non- Accrual	Total Loans
June 30, 2012							
Commercial	\$264,545	\$ 1,655	\$ 1,041	\$ 127	\$ 2,823	\$ 3,471	\$270,839
Residential	122,367	382	72	—	454	76	122,897
Home Equity	16,805	10	—	—	10	—	16,815
Installment	12,841	54	13	10	77	29	12,947
Credit Card	591	—	—	—	—	—	591
Total	\$417,149	\$ 2,101	\$ 1,126	\$ 137	\$ 3,364	\$ 3,576	\$424,089
	Current	30-59 Days Past Due	60-89 Days Past Due	90 Days Past Due	Total Past Due	Non- Accrual	Total Loans
Dec 31, 2011							
Commercial	\$225,618	\$ 448	2,836	\$ 2	\$ 3,286	\$ 2,453	\$231,357
Residential	111,022	1,593	—	62	1,655	76	112,753
Home Equity	15,846	—	84	—	84	—	15,930
Installment	12,888	138	26	2	166	163	13,217
Credit Card	565	—	—	—	—	—	565
Total	\$365,939	\$ 2,179	\$ 2,946	66	\$ 5,191	\$ 2,692	\$373,822

An allowance for loan losses ("ALL") is maintained to absorb losses from the loan portfolio. The ALL is based on management's continuing evaluation of the risk characteristics and credit quality of the loan portfolio, assessment of current economic conditions, diversification and size of the portfolio, adequacy of collateral, past and anticipated loss experience, and the amount of non-performing loans.

The Bank's methodology for determining the ALL is based on the requirements of ASC Section 310-10-35 for loans individually evaluated for impairment (discussed above) and ASC Subtopic 450-20 for loans collectively evaluated for impairment, as well as the Interagency Policy Statements on the Allowance for Loan and Lease Losses and other bank regulatory guidance. The total of the two components represents the Bank's ALL.

Loans that are collectively evaluated for impairment are analyzed with general allowances being made as appropriate. For general allowances, historical loss trends are used in the estimation of losses in the current portfolio. These historical loss amounts are modified by other qualified factors.

The classes described above, which are based on the Federal call code assigned to each loan, provide the starting point for the ALL analysis. Management tracks the historical net charge-off activity at the call code level. A historical charge-off factor is calculated utilizing a defined number of consecutive historical quarters. Commercial, Mortgage and Consumer pools currently utilize a rolling 12 quarters.

"Pass" rated credits are segregated from "Criticized" credits for the application of qualitative factors. Loans in the criticized pools, which possess certain qualities or characteristics that may lead to collection and loss issues, are closely monitored by management and subject to additional qualitative factors.

Table of Contents

Management has identified a number of additional qualitative factors which it uses to supplement the historical charge-off factor because these factors are likely to cause estimated credit losses associated with the existing loan pools to differ from historical loss experience. The additional factors that are evaluated quarterly and updated using information obtained from internal, regulatory, and governmental sources are: national and local economic trends and conditions; levels of and trends in delinquency rates and non-accrual loans; trends in volume and terms of loans; effects of changes in lending policies; experience, ability, and depth of lending staff; value of underlying collateral; and concentrations of credit from a loan type, industry and/or geographic standpoint.

Management reviews the loan portfolio on a quarterly basis using a defined, consistently applied process in order to make appropriate and timely adjustments to the ALL. When information confirms all or part of specific loans to be uncollectible, these amounts are promptly charged off against the ALL.

Historically, management has utilized an internally developed spreadsheet to track and apply the various components of the allowance.

The following table presents details related to loans identified as Troubled Debt Restructurings (TDRs) during the three months ended June 30, 2012:

(Unaudited, dollars in thousands)	New TDRs (1)					
	For the Six Months Ended 30-Jun-12			For the Period Ended 31-Dec-11		
	Pre- Modification of Outstanding Contracts Investment	Post- Modification of Outstanding Recorded Investment	Number of Contracts	Pre- Modification of Outstanding Recorded Investment	Post- Modification of Outstanding Recorded Investment	Number of Contracts
Commercial real estate:	—	—	—	—	—	—
Land and construction	1	908	898	—	—	—
Other	—	1	103	103	—	—
Total commercial real estate	1	908	898	1	103	103
Commercial and industrial	—	—	—	—	—	—
Residential real estate	—	—	—	1	415	415
Home equity	—	—	—	—	—	—
Consumer	—	—	—	—	—	—
Total	1	908	898	2	518	518

(1) Excludes loans that were either paid off or charged-off by period end. The pre-modification balance represents the balance outstanding at the beginning of the period. The post-modification balance represents the outstanding balance at period end.

Table of Contents**Note 3. Borrowed Funds**

The Company is a party to repurchase agreements with certain customers. As of June 30, 2012 and December 31, 2011, the Company had repurchase agreements of \$64.3 million and \$77.8 million.

The bank is a member of the Federal Home Loan Bank (“FHLB”) of Pittsburgh, Pennsylvania. Borrowings from the FHLB are secured by stock in the FHLB of Pittsburgh, qualifying first mortgage loans, mortgage-backed securities and certain investment securities. The remaining maximum borrowing capacity with the FHLB at June 30, 2012 was approximately \$152.9 million.

Borrowings from the FHLB were as follows:	June 30 2012	Dec 31 2011
(dollars in thousands)		
Fixed interest rate note, originating April 1999, due April 2014, interest of 5.41% is payable monthly.	\$1,000	\$1,000
Fixed interest rate note, originating January 2005, due January 2020, interest of 5.14% is payable in monthly installments of \$11.	807	851
Fixed interest rate note, originating April 2002, due May 2017, interest of 5.90% is payable monthly.	623	631
Fixed interest rate note, originating July 2006, due July 2016, interest of 4.50% is payable in monthly installments of \$8.	1,280	1,301
Fixed interest rate note, originating October 2006, due October 2021, interest of 5.20% is payable in monthly installments of \$6.	1,057	1,068
Fixed interest rate note, originating February 2007, due February 2022, interest of 5.22% is payable in monthly installments of \$5.	888	896
Fixed interest rate note, originating April 2007, due April 2022, interest of 5.18% is payable in monthly installments of \$6.	1,005	1,015
Floating interest rate note, originating March 2003, due December 2011, interest of 0.00% payable monthly.	—	—
Fixed interest rate note, originating December 2007, due December 2017, interest of 5.25% is payable in monthly installments of \$7.	992	1,005

Fixed interest rate note originating March 2008, due March 2013, interest of 2.37% payable quarterly.	2,000	2,000
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	\$9,652	\$9,767
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13

Table of Contents

In March 2007 the Company completed the private placement of \$4 million Floating Rate, Trust Preferred Securities through its MVB Financial Statutory Trust I subsidiary (the “Trust”). The Company established the trust for the sole purpose of issuing the Trust Preferred Securities pursuant to an Amended and Restated Declaration of Trust. The proceeds from the sale of the Trust Preferred Securities will be loaned to the Company under subordinated Debentures (the “Debentures”) issued to the Trust pursuant to an Indenture. The Debentures are the only asset of the Trust. The Trust Preferred Securities have been issued to a pooling vehicle that will use the distributions on the Trust Preferred Securities to securitize note obligations. The securities issued by the Trust are includable for regulatory purposes as a component of the Company’s Tier I capital.

The Trust Preferred Securities and the Debentures mature in 30 years and are redeemable by the Company after five years. Interest payments are due in March, June, September and December and are adjusted at the interest due dates at a rate of 1.62% over the three month LIBOR Rate. The Company reflects borrowed funds in the amount of \$4.1 million as of June 30, 2012 and 2011 and interest expense of \$44 and \$40 for the periods ended June 30, 2012 and 2011.

A summary of maturities of these borrowings over the next five years is as follows:

(dollars in thousands)

Year	Amount
2012	\$127
2013	2,234
2014	1,257
2015	271
2016	1,353
Thereafter	8,534
	\$13,776

Table of Contents

Note 4 – Net Income Per Common Share

MVB determines basic earnings per common share by dividing net income by the weighted average number of common shares outstanding during the period. Diluted earnings per common share is determined by dividing net income by the weighted average number of shares outstanding increased by the number of shares that would be issued assuming the exercise of stock options. At June 30, 2012 and 2011, stock options to purchase 172,880 and 148,423 shares at an average price of \$15.63 and \$15.13, respectively, were outstanding. For the three months ended June 30, 2012 and 2011, the dilutive effect of stock options was 50,057 and 36,141 shares, respectively.

**Note 5 – Recent Accounting Pronouncements**

In May 2011, the FASB issued ASU 2011-04, *Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs*. The amendments in this Update result in common fair value measurement and disclosure requirements in U.S. GAAP and IFRSs. Consequently, the amendments change the wording used to describe many of the requirements in U.S. GAAP for measuring fair value and for disclosing information about fair value measurements. The amendments in this Update are to be applied prospectively. For public entities, the amendments are effective during interim and annual periods beginning after December 15, 2011. Early application by public entities is not permitted. The Company has provided the necessary disclosure in Note 6.

In June 2011, the FASB issued ASU 2011-05, *Comprehensive Income (Topic 220): Presentation of Comprehensive Income*. The amendments in this Update improve the comparability, clarity, consistency, and transparency of financial reporting and increase the prominence of items reported in other comprehensive income. To increase the prominence of items reported in other comprehensive income and to facilitate convergence of U.S. GAAP and IFRS, the option to present components of other comprehensive income as part of the statement of changes in stockholders' equity was eliminated. The amendments require that all non-owner changes in stockholders' equity be presented either in a single continuous statement of comprehensive income or in two separate but consecutive statements. In the two-statement approach, the first statement should present total net income and its components followed consecutively by a second statement that should present total other comprehensive income, the components of other comprehensive income, and the total of comprehensive income. All entities that report items of comprehensive income, in any period presented, will be affected by the changes in this Update. For public entities, the amendments are effective for fiscal years, and interim periods within those years, beginning after December 15, 2011. The amendments in this Update should be applied retrospectively, and early adoption is permitted. The Company has provided the necessary disclosure in the Statements of Comprehensive Income.

In September 2011, the FASB issued ASU 2011-09, *Compensation-Retirement Benefits-Multiemployer Plans (Subtopic 715-80): Disclosures about an Employer's Participation in a Multiemployer Plan*. The amendments in this Update will require additional disclosures about an employer's participation in a multiemployer pension plan to enable users of financial statements to assess the potential cash flow implications relating to an employer's participation in multiemployer pension plans. The disclosures also will indicate the financial health of all of the significant plans in which the employer participates and assist a financial statement user to access additional information that is available outside the financial statements. For public entities, the amendments in this Update are effective for annual periods for fiscal years ending after December 15, 2011, with early adoption permitted. The amendments should be applied retrospectively for all prior periods presented. This ASU is not expected to have a significant impact on the Company's financial statements.



Table of Contents

In December 2011, the FASB issued ASU 2011-10, *Property, Plant, and Equipment (Topic 360): Derecognition of in Substance Real Estate—a Scope Clarification*. The amendments in this Update affect entities that cease to have a controlling financial interest in a subsidiary that is in substance real estate as a result of default on the subsidiary's nonrecourse debt. Under the amendments in this Update, when a parent (reporting entity) ceases to have a controlling financial interest in a subsidiary that is in substance real estate as a result of default on the subsidiary's nonrecourse debt, the reporting entity should apply the guidance in Subtopic 360-20 to determine whether it should derecognize the in substance real estate. Generally, a reporting entity would not satisfy the requirements to derecognize the in substance real estate before the legal transfer of the real estate to the lender and the extinguishment of the related nonrecourse indebtedness. That is, even if the reporting entity ceases to have a controlling financial interest under Subtopic 810-10, the reporting entity would continue to include the real estate, debt, and the results of the subsidiary's operations in its consolidated financial statements until legal title to the real estate is transferred to legally satisfy the debt. The amendments in this Update should be applied on a prospective basis to deconsolidation events occurring after the effective date. Prior periods should not be adjusted even if the reporting entity has continuing involvement with previously derecognized in substance real estate entities. For public entities, the amendments in this Update are effective for fiscal years, and interim periods within those years, beginning on or after June 15, 2012. Early adoption is permitted. This ASU is not expected to have a significant impact on the Company's financial statements.

In December 2011, the FASB issued ASU 2011-11, *Balance Sheet (Topic 210): Disclosures about Offsetting Assets and Liabilities*. The amendments in this Update affect all entities that have financial instruments and derivative instruments that are either (1) offset in accordance with either Section 210-20-45 or Section 815-10-45 or (2) subject to an enforceable master netting arrangement or similar agreement. The requirements amend the disclosure requirements on offsetting in Section 210-20-50. This information will enable users of an entity's financial statements to evaluate the effect or potential effect of netting arrangements on an entity's financial position, including the effect or potential effect of rights of setoff associated with certain financial instruments and derivative instruments in the scope of this Update. An entity is required to apply the amendments for annual reporting periods beginning on or after January 1, 2013, and interim periods within those annual periods. An entity should provide the disclosures required by those amendments retrospectively for all comparative periods presented. This ASU is not expected to have a significant impact on the Company's financial statements.

In December 2011, the FASB issued ASU 2011-12, *Comprehensive Income (Topic 220): Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05*. In order to defer only those changes in Update 2011-05 that relate to the presentation of reclassification adjustments, the paragraphs in this Update supersede certain pending paragraphs in Update 2011-05. Entities should continue to report reclassifications out of accumulated other comprehensive income consistent with the presentation requirements in effect before Update 2011-05. All other requirements in Update 2011-05 are not affected by this Update, including the requirement to report comprehensive income either in a single continuous financial statement or in two separate

Table of Contents

but consecutive financial statements. Public entities should apply these requirements for fiscal years, and interim periods within those years, beginning after December 15, 2011. The Company has provided the necessary disclosure in Statement of Comprehensive Income.

**Note 6 – Fair Value of Financial Instruments**

Level I: Quoted prices are available in active markets for identical assets or liabilities as of the reported date.

Level II: Pricing inputs are other than quoted prices in active markets, which are either directly or indirectly observable as of the reported date. The nature of these assets and liabilities include items for which quoted prices are available but traded less frequently, and items that are fair valued using other financial instruments, the parameters of which can be directly observed.

Table of Contents

Level III: Assets and liabilities that have little to no pricing observability as of the reported date. These items do not have two-way markets and are measured using management's best estimate of fair value, where the inputs into the determination of fair value require significant management judgment or estimation.

The following table presents the assets and liabilities reported on the consolidated balance sheets at their fair value as of June 30, 2012 by level within the fair value hierarchy. Financial assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. All measurements are made on a recurring basis, with the exception of other real estate and impaired loans, which are measured on a non-recurring basis.

(In Thousands)	June 30, 2012			
	Level I	Level II	Level III	Total
Assets:				
Investment securities, available for sale	—	94,830	—	94,830
Other Real Estate Owned	—	—	142	142
Impaired Loans	—	—	3,574	3,574

(In Thousands)	December 31, 2011			
	Level I	Level II	Level III	Total
Assets:				
Investment securities, available for sale	—	99,366	—	99,366
Other Real Estate Owned	—	—	176	176
Impaired Loans	—	—	2,822	2,822

The following table presents additional quantitative information about assets measure at fair value on a non-recurring basis and for which MVB has utilized Level 3 inputs to determine fair value:

Quantitative Information about Level 3 Fair Value Measurements				
	Fair Value Estimate	Valuation Techniques	Unobservable Input	Range (Weighted Average)
(In thousands)				
As of June 30, 2012:				0% to -50.0%
Impaired loans	3,574	Appraisal of collateral (1)	Appraisal adjustments (2)	(-25.2%)
			Liquidation expenses (2)	-1.5% to 8.0%
				(-5.5%)
Other real estate owned and repossessed assets	142	Appraisal of collateral (1),(3)		

(1) Fair value is generally determined through independent appraisals of the underlying collateral, which generally include various level 3 inputs which are not identifiable.

(2) Appraisals may be adjusted by management for qualitative factors such as economic conditions and estimated liquidation expenses. The range and weighted average of liquidation expenses and other appraisal adjustments are presented as a percent of the appraisal.

(3) Includes qualitative adjustments by management and estimated liquidation expenses.

18

Table of Contents

The following summarizes the methods and significant assumptions used by the Company in estimating its fair value disclosures for financial instruments.

**Short-term financial instruments:** The carrying values of short-term financial instruments including cash and due from banks, interest bearing balances – FHLB, and certificates of deposit in other banks approximate the fair value of these instruments.

**Securities:** Estimated fair values of securities are based on quoted market prices, where available. If quoted market prices are not available, estimated fair values are based on quoted market prices of comparable securities.

**Loans:** The estimated fair values for loans are computed based on scheduled future cash flows of principal and interest, discounted at interest rates currently offered for loans with similar terms of borrowers of similar credit quality. No prepayments of principal are assumed.

**Loans held for sale:** Estimated fair values of loans held for sale approximate their fair values.

**Bank Owned Life Insurance:** Estimated fair values of bank owned life insurance approximate the cash surrender value of the policies.

**Accrued interest receivable and payable:** The carrying values of accrued interest receivable and payable approximate their estimated fair values.

**Repurchase Agreements:** The fair values of repurchase agreements approximate their carrying values.

**Deposits:** The estimated fair values of demand deposits (i.e., non interest bearing checking, NOW and money market), savings accounts and other variable rate deposits approximate their carrying values. Fair values of fixed maturity deposits are estimated using a discounted cash flow methodology at rates currently offered for deposits with similar remaining maturities. Any intangible value of long-term relationships with depositors is not considered in estimating the fair values disclosed.

**FHLB and other borrowings:** The fair values of FHLB and other borrowings are based upon rates currently available for borrowings with similar terms and maturities.

**Long-term debt:** The fair value of long-term debt approximates its fair value.

**Off-balance sheet instruments:** The fair values of commitments to extend credit and standby letters of credit are estimated using the fees currently charged to enter into similar agreements, taking into account the remaining terms of agreements and the present credit standing of the counterparties. The amounts of fees currently charged on commitments and standby letters of credit are deemed significant, and therefore, the estimated fair values and carrying values are not shown.

Table of Contents

The carrying values and estimated fair values of the Company's financial instruments are summarized as follows:

(Dollars in thousands)	Carrying Value	Fair Value	Fair Value Measurements at June 30, 2012		
			(Level 1)	(Level 2)	(Level 3)
<b>Financial assets:</b>					
Cash and due from banks	\$12,017	\$12,017	\$12,017	\$—	\$—
Interest bearing balances and CDs	18,224	18,224	18,224	—	—
Securities available-for-sale	94,830	94,830	—	94,830	—
Securities held-to-maturity	16,506	17,248	—	17,248	—
Loans	424,089	438,508	—	—	438,508
Loans held for sale	2,647	2,647	—	—	2,647
Bank owned life insurance	8,231	8,231	8,231	—	—
Accrued interest receivable	1,969	1,969	1,969	—	—
	\$578,513	\$593,674	40,441	112,078	441,155
<b>Financial liabilities:</b>					
Deposits	\$457,740	\$462,317	462,317	—	—
Repurchase agreements	64,320	64,320	64,320	—	—
FHLB and other Borrowings	9,652	10,781	10,781	—	—
Accrued interest payable	383	383	383	—	—
Long-term debt	4,124	4,124	4,124	—	—
	\$536,219	\$541,925	\$541,925	—	—

(Dollars in thousands)	December 31, 2011	
	Carrying Value	Fair Value
<b>Financial assets:</b>		
Cash and due from banks	\$9,763	\$9,763
Interest bearing balances	10,196	10,216
Securities available-for-sale	99,366	99,366
Securities held-to-maturity	13,568	14,144
Loans	373,822	388,027
Loans held for sale	7,147	7,147
Bank owned life insurance	8,076	8,076
Accrued interest receivable	1,582	1,582
	\$523,520	\$538,321
<b>Financial liabilities:</b>		
Deposits	\$390,545	\$400,894
Repurchase agreements	77,835	77,861
FHLB and other Borrowings	9,767	11,027
Accrued interest payable	341	341
Long-term debt	4,124	4,124
	\$482,612	\$494,247

Table of Contents

Fair value estimates are made at a specific point in time, based on relevant market information about the financial instrument. These estimates do not reflect any premium or discount that could result from offering for sale at one time the Company's entire holdings of a particular financial instrument. Because no market exists for a significant portion of the Company's financial instruments, fair value estimates are based on judgments regarding future expected loss experience, current economic conditions, risk characteristics of various financial instruments and other factors. These estimates are subjective in nature and involve uncertainties and matters of significant judgment and therefore, cannot be determined with precision. Changes in assumptions could significantly affect the estimates. Fair value estimates are based on existing on-and-off balance sheet financial instruments without attempting to estimate the value of anticipated future business and the value of assets and liabilities that are not considered financial instruments.

**Note 7 – Investments**

Amortized cost and approximate fair values of investment securities held-to-maturity at June 30, 2012, including gross unrealized gains and losses, are summarized as follows:

(Dollars in thousands)

	Amortized Cost	Unrealized Gain	Unrealized Loss	Approximate Fair Value
Municipal securities	\$ 16,506	\$ 751	\$ (9 )	\$ 17,248
	\$ 16,506	\$ 751	\$ (9 )	\$ 17,248

Amortized cost and approximate fair values of investment securities held-to-maturity at December 31, 2011, including gross unrealized gains and losses, are summarized as follows:

(Dollars in thousands)

	Amortized Cost	Unrealized Gain	Unrealized Loss	Approximate Fair Value
Municipal securities	\$ 13,568	\$ 587	\$ (11 )	\$ 14,144
U.S. Agency securities	—	—	—	—
	\$ 13,568	\$ 587	\$ (11 )	\$ 14,144

Amortized cost and approximate fair values of investment securities available-for-sale at June 30, 2012 are summarized as follows:

	Amortized Cost	Unrealized Gain	Unrealized Loss	Approximate Fair Value
U. S. Agency securities	\$ 41,208	\$ 710	\$ (4 )	\$ 41,914
Mortgage-backed securities	52,450	361	(19 )	52,792
Other securities	124	—	—	124
	\$ 93,782	\$ 1,071	\$ (23 )	\$ 94,830

Table of Contents

Amortized cost and approximate fair values of investment securities available-for-sale at December 31, 2011 are summarized as follows:

	Amortized Cost	Unrealized Gain	Unrealized Loss	Approximate Fair Value
U. S. Agency securities	\$ 51,165	\$ 710	\$ (1 )	\$ 51,874
Mortgage-backed securities	47,319	198	(149 )	47,368
Other securities	124	—	—	124
	\$ 98,608	\$ 908	\$ (150 )	99,366

The following tables summarize amortized cost and approximate fair values of securities by maturity:

	June 30, 2012		Available for sale	
	Held to Maturity	Approximate	Approximate	Approximate
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
Within one year	\$ 115	\$ 115	\$—	\$ —
After one year, but within five	—	—	28,905	29,558
After five years, but within ten	5,957	6,326	30,858	31,018
After ten Years	10,434	10,807	34,019	34,254
Total	\$ 16,506	\$ 17,248	\$ 93,782	\$ 94,830

The Company's investment portfolio includes securities that are in an unrealized loss position as of June 30, 2012, the details of which are included in the following table. Although these securities, if sold at June 30, 2012 would result in a pretax loss of \$32, the Company has no intent to sell the applicable securities at such market values, and maintains the Company has the ability to hold these securities until all principal has been recovered. Declines in the market values of these securities can be traced to general market conditions which reflect the prospect for the economy as a whole. When determining other-than-temporary impairment on securities, the Company considers such factors as adverse conditions specifically related to a certain security or to specific conditions in an industry or geographic area, the time frame securities have been in an unrealized loss position, the Company's ability to hold the security for a period of time sufficient to allow for anticipated recovery in value, whether or not the security has been downgraded by a rating agency, and whether or not the financial condition of the security issuer has severely deteriorated. As of June 30, 2012, the Company considers all securities with unrealized loss positions to be temporarily impaired, and consequently, does not believe the Company will sustain any material realized losses as a result of the current temporary decline in market value.

The following table discloses investments in an unrealized loss position:

At June 30, 2012 and December 31, 2011, total temporary impairment totaled \$32 and \$161, respectively.



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Description and number of positions	Less than 12 months		12 months or more	
	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss
U.S. Agencies(1)	\$ 3,038	\$ (4 )	\$ —	\$ —
Mortgage-backed securities(3) (11)	5,905	(19 )	—	—
Municipal securities(4)	1,279	(9 )	—	—
	\$ 10,222	\$ (32 )	\$ —	\$ —

Description and number of positions	Less than 12 months		12 months or more	
	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss
U.S. Agencies(1)	\$ 4,999	\$ (1 )	\$ —	\$ —
Mortgage-backed securities (16)	31,073	(128 )	3,124	(21 )
Municipal securities(3)	936	(11 )	—	—
	\$ 37,008	\$ (140 )	\$ 3,124	\$ (21 )

22

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

The Private Securities Litigation Reform Act of 1995 indicates that the disclosure of forward-looking information is desirable for investors and encourages such disclosure by providing a safe harbor for forward-looking statements that involve risk and uncertainty. All statements other than statements of historical fact included in this Form 10-Q including statements in Management's Discussion and Analysis of Financial Condition and Results of Operations are, or may be deemed to be, forward looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Exchange Act of 1934. In order to comply with the terms of the safe harbor, the corporation notes that a variety of factors, (e.g., changes in the national and local economies, changes in the interest rate environment, competition, etc.) could cause MVB's actual results and experience to differ materially from the anticipated results or other expectations expressed in those forward-looking statements.

At June 30, 2012 and 2011 and for the Six and Three Months Ended June 30, 2012 and 2011:

	Six Months Ended June 30		Three Months Ended June 30	
	2012	2011	2012	2011
Net income to:				
Average assets	.60 %	.60 %	.57 %	.57 %
Average stockholders' equity	6.97	7.06	6.71	7.62
Net interest margin	3.14	3.13	3.11	3.10
Average stockholders' equity to average assets	8.58	8.48	8.30	8.50
Total loans to total deposits (end of period)	92.65	94.43	92.65	94.43
Allowance for loan losses to total loans (end of period)	0.82	0.80	0.82	0.80
Efficiency ratio	65.84	69.25	67.36	71.30
Capital ratios:				
Tier 1 capital ratio	13.65	13.84	13.65	13.84
Risk-based capital ratio	14.55	14.73	14.55	14.73
Leverage ratio	9.34	9.28	9.34	9.28
Cash dividends as a percentage of net income	N/A	N/A	N/A	N/A
Per share data:				
Book value per common share (end of period)	\$ 18.33	\$ 17.39	\$ 18.33	\$ 17.39
Market value per common share (end of period)*	22.50	20.00	22.50	20.00
Basic earnings per common share	.73	.62	.34	.29
Diluted earnings per common share	.71	.61	.33	.29

\* Market value per share is based on MVB's knowledge of certain arms-length transactions in the stock as MVB's common stock is not traded on any market. There may be other transactions involving either higher or lower prices of which MVB is unaware.

## Table of Contents

### Introduction

The following discussion and analysis of the consolidated financial statements of MVB Financial Corp. is presented to provide insight into management's assessment of the financial results. MVB has three wholly-owned second tier holding companies which own 100 percent of MVB Bank, Inc. ("the bank"). The bank is the primary financial entity in this discussion. Unless otherwise noted, this discussion will be in reference to the bank.

MVB Bank, Inc. was chartered by the State of West Virginia and is subject to regulation, supervision, and examination by the Federal Deposit Insurance Corporation and the West Virginia Department of Banking. The bank is not a member of the Federal Reserve System. The bank is a member of the Federal Home Loan Bank of Pittsburgh.

The bank began operations January 4, 1999, at 301 Virginia Avenue in Fairmont, West Virginia. MVB Bank, Inc. provides a full array of financial products and services to its customers, including traditional banking products such as deposit accounts, lending products, debit cards, automated teller machines, and safe deposit rental facilities. The bank opened a banking office in the Shop N Save supermarket in White Hall, WV during the second quarter of 2000. During August of 2005, the bank opened a full-service office at 1000 Johnson Avenue in Bridgeport, WV. In October of 2005 MVB Bank, Inc. purchased an office at 88 Somerset Boulevard in Charles Town, WV. The bank opened a full service office at 651 Foxcroft Avenue in Martinsburg, WV during August 2007. In the second quarter of 2011, MVB opened a banking office at 2400 Cranberry Square in Morgantown, WV.

This discussion and analysis should be read in conjunction with the prior year-end audited financial statements and footnotes thereto included in the Company's filing on Form 10-K and the unaudited financial statements, ratios, statistics, and discussions contained elsewhere in this Form 10-Q.

### **Application of Critical Accounting Policies**

MVB's consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States and follow general practices within the banking industry. Application of these principles requires management to make estimates, assumptions, and judgments that affect the amounts reported in the financial statements; accordingly, as this information changes, the financial statements could reflect different estimates, assumptions, and judgments. Application of certain accounting policies inherently requires a greater reliance on the use of estimates, assumptions and judgments and as such, the probability of actual results being materially different from reported estimates is increased. Estimates, assumptions, and judgments are necessary when assets and liabilities are required to be recorded at fair value, when a decline in the value of an asset not carried on the financial statements at fair value warrants an impairment write-down or valuation reserve to be established, or when an asset or liability needs to be recorded contingent upon a future event. Carrying assets and liabilities at fair value inherently results in more financial statement volatility. The fair values and the information used to record valuation adjustments for certain assets and liabilities are based either on quoted market prices or are provided by other third-party sources, when available. When third-party information is not available, valuation adjustments are estimated in good faith by management primarily through the use of internal forecasting techniques.

The most significant accounting policies followed by MVB are presented in Note 1 to the audited consolidated financial statements included in MVB's 2011 Annual Report on Form 10-K. These policies, along with the disclosures presented in the other financial statement notes and in management's discussion and analysis of operations, provide information on how significant assets and liabilities are valued in the financial statements and how those values are determined. Based on the valuation techniques used and the sensitivity of financial statement amounts to the methods,

assumptions, and estimates underlying those amounts, management has identified the determination of the allowance for loan losses to be the accounting area that requires the most subjective or complex judgments, and as such could be most subject to revision as new information becomes available. The allowance for loan losses represents management's estimate of probable credit losses inherent in the loan portfolio. Determining the amount of the allowance for loan losses is considered a critical accounting estimate because it requires significant judgment and the use of estimates related to the amount and timing of estimated future cash flows, estimated losses in pools of homogeneous loans based on historical loss experience of peer banks, estimated losses on specific commercial credits, and consideration of

## Table of Contents

current economic trends and conditions, all of which may be susceptible to significant change. The loan portfolio also represents the largest asset in the consolidated balance sheet. Note 1 to the consolidated financial statements in MVB's 10-K describes the methodology used to determine the allowance for loan losses and a discussion of the factors driving changes in the amount of the allowance for loan losses is included in the Allowance for Loan Losses section of Management's Discussion and Analysis in this quarterly report on Form 10-Q.

## Results of Operations (dollars in thousands)

### Overview of the Statement of Income

For the quarter ended June 30, 2012, MVB earned \$817 compared to \$636 in the second quarter of 2011. Net interest income increased by \$857, other income increased by \$409 and other expenses increased by \$688. The increase in net interest income was driven mainly by the continued growth of the MVB balance sheet, with \$91.5 million in average loan growth. Also contributing to the increase in net interest income was a decrease in interest expense of \$16, despite an increase in average interest bearing liabilities of \$98.1 million. This represented a decreased cost of funds of 29 basis points. The increase in other income was mainly the result of an increase in income on loans held for sale of \$458 as a result of additional volume that MVB was able to produce with increased staffing in this area, specifically the Morgantown, WV office opened during the second quarter of 2011. The increase in other operating expenses was principally the result of increased salaries expense of \$494, with the addition of the Morgantown office as well as additions in the areas of human resources, information technology, credit and additional staff at MVB's new Operations Center, as well as increases for existing staff. Occupancy, Equipment and depreciation costs increased \$52, the result of the additions of the Morgantown office and the Operations Center. Data processing costs increased \$60 due to increased volume and increased usage of products available to save time and better automate processes. Advertising expense increased by \$95 as MVB focused on the marketing of rewards checking.

Loan loss provisions of \$675 and \$330 were made for the quarters ended June 30, 2012 and 2011, respectively. The provision for loan losses, which is a product of management's formal quarterly analysis, is recorded in response to inherent risks in the loan portfolio. Continued strong loan demand was the driver of the increased provision.

Non-interest income for the quarters ended June 30, 2012 and 2011 totaled \$1.3 million and \$864, respectively. The most significant portions of non-interest income are service charges on deposit accounts, which totaled \$178 at June 30, 2012, an increase of \$15 from the prior year despite significant changes in the regulatory environment and income on loans held for sale which totaled \$638, an increase of \$458 over the second quarter of 2011, the result of the increased volume from existing lenders as well as the addition of the Morgantown location.

Non-interest expense for the quarters ended June 30, 2012 and 2011 totaled \$3.7 million and \$3.0 million, respectively. The most significant increases were as discussed above.

For the six months ended June 30, 2011 MVB earned \$1.7 million compared to \$1.3 million for the same time period in 2011. This \$376 increase is mainly the result of balance sheet growth in the areas of loans and investments as discussed above, resulting in an increase in net interest income after provision for loan losses of \$1.2 million for the first six months of 2012. MVB's other income increased \$823, mainly the result of an increase in income on loans held for sale of \$795 and total other expenses increased by \$1.5 million, mainly in the areas of salaries, other expense, advertising, occupancy and data processing. Loan loss provisions of \$1.3 million and \$630 were made for the six months ended June 30, 2012 and 2011, respectively. This increase of \$720 was due to continued strong loan demand.

Non-interest income for the six months ended June 30, 2012 and 2011 totaled \$2.3 million and \$1.5 million, respectively. This \$823 increase was primarily the result of income from the sale of loans into the secondary market increasing by \$795.

Non-interest expense for the six months ended June 30, 2012 and 2011 totaled \$7.0 million and \$5.5 million. The largest drivers of this \$1.5 million increase were in the areas of salaries, other expenses, advertising, occupancy and data processing.

Table of Contents

Interest Income and Expense

Net interest income is the amount by which interest income on earning assets exceeds interest expense on interest-bearing liabilities. Interest-earning assets include loans and investment securities. Interest-bearing liabilities include interest-bearing deposits and repurchase agreements and Federal Home Loan Bank advances. Net interest income is the primary source of revenue for the bank. Changes in market interest rates, as well as changes in the mix and volume of interest-earning assets and interest-bearing liabilities impact net interest income.

Net interest margin is calculated by dividing net interest income by average interest-earning assets. This ratio serves as a performance measurement of the net interest revenue stream generated by the bank's balance sheet. The net interest margin for the quarters ended June 30, 2012 and 2011 was 3.11% and 3.10% respectively. Cost of funds continues to decline, especially in the time deposit area. MVB has been very successful in gathering deposits through the offering of a higher rate NOW account called the broker buster account, as well as through retail rewards checking. Loan yields dropped by 49 basis points as a result of increased competition for high quality credits.

Management continuously monitors the effects of net interest margin on the performance of the bank. Growth and mix of the balance sheet will continue to impact net interest margin in future periods.

Table of Contents

## Average Balances and Interest Rates

(Unaudited)(Dollars in thousands)

	Three Months Ended June 30, 2012			Three Months Ended June 30, 2011		
	Average Balance	Interest Income/ Expense	Yield/ Cost	Average Balance	Interest Income/ Expense	Yield/ Cost
<b>Assets</b>						
Interest-bearing deposits in banks	\$ 3,744	\$ 4	0.53 %	\$ 17,266	\$ 10	0.23 %
Certificates of deposit in other banks	9,524	47	1.97	793	3	1.51
Investment securities	114,585	541	1.88	91,354	423	1.85
<b>Loans:</b>						
Commercial	244,888	3,001	4.90	199,260	2,633	5.29
Tax exempt	17,149	185	4.32	13,863	145	4.18
Consumer	13,384	196	5.86	13,357	213	6.38
Real estate	135,501	1,437	4.24	92,939	1,143	4.92
Total loans	410,922	4,819	4.69	319,419	4,134	5.18
Total earning assets	538,805	5,411	4.02	428,832	4,570	4.26
Cash and due from banks	9,881			2,264		
Other assets	19,972			18,870		
Total assets	\$ 568,658			\$ 449,966		
<b>Liabilities</b>						
<b>Deposits:</b>						
Non-interest bearing demand	\$ 43,557	\$ —	— %	\$ 34,103	\$ —	— %
NOW	180,925	421	0.93	136,047	330	0.97
Money market checking	33,552	42	0.50	38,414	92	0.96
Savings	22,866	33	0.58	13,105	13	0.40
IRAs	9,797	59	2.41	9,950	71	2.85
CDs	135,538	398	1.17	109,697	478	1.74
Repurchase agreements & FFS	69,236	129	0.75	53,842	124	0.92
FHLB and other borrowings	17,300	122	2.82	10,026	115	4.59
Long-term debt	4,124	22	2.13	4,124	20	1.94
Total interest-bearing liabilities	473,338	1,227	1.04	375,205	1,243	1.33
Other liabilities	3,073			2,398		
Total liabilities	519,968			411,706		
<b>Stockholders' equity</b>						
Preferred stock	8,500			—		
Common stock	2,237			2,235		
Paid-in capital	32,704			32,401		
Treasury Stock	(1,084 )			(1,006 )		
Retained earnings	7,047			5,014		



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Accumulated other comprehensive income	(714 )		(384 )	
Total stockholders' equity	48,690		38,260	
Total liabilities and stockholders' equity	\$ 568,658		\$ 449,966	
Net interest spread		2.98		2.93
Impact of non-interest bearing funds on margin		.13		.17
Net interest income-margin	\$ 4,184	3.11 %	\$ 3,327	3.10 %
27				

Table of Contents

## Average Balances and Interest Rates

(Unaudited)(Dollars in thousands)

	Six Months Ended June 30, 2012			Six Months Ended June 30, 2011		
	Average Balance	Interest Income/ Expense	Yield/ Cost	Average Balance	Interest Income/ Expense	Yield/ Cost
<b>Assets</b>						
Interest-bearing deposits in banks	\$ 3,536	\$ 5	0.34 %	\$ 17,071	\$ 18	0.21 %
Certificates of deposit in other banks	9,705	104	2.14	4,240	31	1.46
Investment securities	114,064	1,085	1.90	82,313	828	2.01
<b>Loans:</b>						
Commercial	240,771	5,993	4.98	193,229	5,083	5.26
Tax exempt	17,188	371	4.32	14,014	293	4.18
Consumer	13,338	401	6.01	13,463	454	6.74
Real estate	132,476	2,829	4.27	89,400	2,201	4.92
Total loans	403,773	9,594	4.75	310,106	8,031	5.18
Total earning assets	531,078	10,790	4.06	413,730	8,908	4.31
Cash and due from banks	10,377			2,511		
Other assets	19,940			18,581		
Total assets	\$ 561,395			\$ 434,822		
<b>Liabilities</b>						
<b>Deposits:</b>						
Non-interest bearing demand	\$ 42,245	\$ —	—%	\$ 37,970	\$ —	—%
NOW	180,516	845	0.94	124,024	637	1.03
Money market checking	33,561	85	0.51	38,456	186	0.97
Savings	22,034	63	0.57	12,410	22	0.35
IRAs	9,768	122	2.50	10,104	144	2.85
CDs	134,049	803	1.20	107,564	951	1.77
Repurchase agreements & FFS	67,746	243	0.72	49,471	233	0.94
FHLB and other borrowings	15,827	238	3.01	11,463	235	4.10
Long-term debt	4,124	44	2.13	4,124	40	1.94
Total interest-bearing liabilities	467,625	2,444	1.04	357,616	2,448	1.37
Other liabilities	3,354			2,372		
Total liabilities	513,224			397,958		
<b>Stockholders' equity</b>						
Preferred stock	8,500			—		
Common stock	2,236			2,158		
Paid-in capital	32,661			31,166		
Treasury Stock	(1,084 )			(1,006 )		
Retained earnings	6,635			4,870		
Accumulated other comprehensive income	(777 )			(324 )		
Total stockholders' equity	48,171			36,864		

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Total liabilities and stockholders' equity	\$ 561,395			\$ 434,822	
Net interest spread			3.02		2.94
Impact of non-interest bearing funds on margin			.12		.19
Net interest income-margin	\$ 8,346		3.14 %	\$ 6,460	3.13 %
28					

Table of Contents

**Non-Interest Income**

Service charges on deposit accounts generate the core of the bank's non-interest income. Non-interest income totaled \$1.3 million in the second quarter of 2012 compared to \$864 in the second quarter of 2011. This increase of \$409 is mainly the result of an increase in income in loans held for sale of \$458.

Service charges on deposit accounts continue to be the core of MVB's other income and include mainly non-sufficient funds and returned check fees, allowable overdraft fees and service charges on commercial accounts.

The bank is continually searching for ways to increase non-interest income. Income from loans sold in the secondary market continues to be a major area of focus for MVB.

**Non-Interest Expense**

For the second quarter of 2012, non-interest expense totaled \$3.7 million compared to \$3.0 million in the second quarter of 2011. MVB's efficiency ratio was 67.36% for the second quarter of 2012 compared to 71.30% for the second quarter of 2011. This ratio measures the efficiency of non-interest expenses incurred in relationship to net interest income plus non-interest income. The increased efficiency ratio is the result of the increased net interest income and increased income from the sale of loans held for sale during the second quarter of 2012.

Salaries and benefits totaled \$2.2 million for the quarter ended June 30, 2012 compared to \$1.7 million for the quarter ended June 30, 2011. This \$494 increase in salaries and benefits is mainly the result of the addition of the Morgantown location, as well as additions in the information technology, human resources, credit and secondary market areas of the bank along with increases to existing employees. MVB had 130 full-time equivalent personnel at June 30, 2012 compared to 103 full-time equivalent personnel as of June 30, 2011. Management will continue to strive to find new ways of increasing efficiencies and leveraging its resources, while effectively optimizing customer service.

For the quarters ended June 30, 2012 and 2011, occupancy expense totaled \$209 and \$173, respectively. This \$36 increase is the result of the addition of the Morgantown office and the Operations Center.

Advertising expense increased \$95 as a result of increased focus on rewards checking and data processing expense increased by \$60, the result of increased volume as well as the use of more products to better automate processes.

**Return on Average Assets and Average Equity**

Returns on average assets (ROA) and average equity (ROE) were .57% and 6.71% for the second quarter of 2012 compared to .57% and 7.62% in the second quarter of 2011.

**Overview of the Statement of Condition**

MVB's interest-earning assets, interest-bearing liabilities, and stockholders' equity changed significantly during the second quarter of 2012 compared to 2011. The most significant areas of change between the quarters ended June 30, 2012 and June 30, 2011 were as follows: investment securities increased from an average balance of \$91.3 million to an average balance of \$114.6 million, loans increased to an average balance of \$410.9 million from \$319.4 million, interest-bearing liabilities grew to an average balance of \$473.3 million from \$375.2 million and stockholders' equity grew by \$10.4 million to an average of \$48.7 million. These trends reflect the continued growth of MVB in the investment, loan, deposit and capital areas.

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Total assets at June 30, 2012 were \$588.2 million or an increase of \$54.7 million since December 31, 2011. The greatest areas of increase were \$50.3 million in loan growth and \$44.9 million in interest bearing balances.

### Table of Contents

Deposits totaled \$457.7 million at June 30, 2012 or an increase of \$67.2 million since December 31, 2011. \$28.5 million of this increase is the result of CDARS balances and \$34.4 million is the result of increased broker buster checking accounts.

Repurchase agreements totaled \$64.3 million and have declined by \$13.5 million since December 31, 2011.

Stockholders' equity has increased approximately \$1.9 million from December 31, 2011 due to earnings for the six months ended June 30, 2012 of \$1.7 million, the implementation of a dividend reinvestment plan that provided \$266 in additional capital and other comprehensive income of \$175, the result of an increase in value of the investment portfolio.

### Cash and Cash Equivalents

Cash and cash equivalents totaled \$12.0 million as of June 30, 2012 compared to \$9.8 million as of December 31, 2011.

Total cash and cash equivalents fluctuate on a daily basis due to transactions in process and other liquidity and performance demands. Management believes the liquidity needs of MVB are satisfied by the current balance of cash and cash equivalents, readily available access to traditional and non-traditional funding sources, and the portions of the investment and loan portfolios that mature within one year. These sources of funds should enable MVB to meet cash obligations as they come due.

### Investment Securities

Investment securities totaled \$111.3 million as of June 30, 2012 and \$112.9 million as of December 31, 2011. Government sponsored agency securities and mortgage backed securities comprise the majority of the portfolio.

Management monitors the earnings performance and liquidity of the investment portfolio on a regular basis through Asset/Liability Committee meetings. The group also monitors net interest income, sets pricing guidelines, and manages interest rate risk for the bank. Through active balance sheet management and analysis of the investment securities portfolio, the bank maintains sufficient liquidity to satisfy depositor requirements and the various credit needs of its customers. Management believes the risk characteristics inherent in the investment portfolio are acceptable based on these parameters.

### Loans

The bank's lending is primarily focused in the Marion, Harrison, Jefferson, Berkeley and Monongalia County areas of West Virginia, and consists primarily of commercial lending, retail lending, which includes single-family residential mortgages, and consumer lending.

### Loan Concentration

At June 30, 2012, commercial loans comprised the largest component of the loan portfolio. The majority of commercial loans that are not secured by real estate are lines of credit secured by accounts receivable and equipment and obligations of states and political subdivisions. While the loan concentration is in commercial loans, the commercial portfolio is comprised of loans to many different borrowers, in numerous different industries but primarily located in our market areas.

## Table of Contents

### Allowance for Loan Losses

Management continually monitors the loan portfolio through review of the monthly delinquency reports and through the Loan Review Committee. The Loan Review Committee is responsible for the determination of the adequacy of the allowance for loan losses. Their analysis involves both experience of the portfolio to date and the makeup of the overall portfolio. Specific loss estimates are derived for individual loans based on specific criteria such as current delinquency status, related deposit account activity, where applicable, local market rumors, which are generally based on some factual information, and changes in the local and national economy. While local market rumors are not measurable or perhaps not readily supportable, historically, this form of information can be an indication of a potential problem. The allowance for loan losses is further based upon the internal risk rating assigned to the various loan types within the portfolio.

### Funding Sources

MVB considers a number of alternatives, including but not limited to deposits, short-term borrowings, and long-term borrowings when evaluating funding sources. Traditional deposits continue to be the most significant source of funds for the bank, reaching \$457.7 million at June 30, 2012.

Non interest bearing deposits remain a core funding source for MVB. At June 30, 2012, non-interest bearing deposits totaled \$47.3 million compared to \$38.6 million at December 31, 2011. Management intends to continue to focus on finding ways to increase the bank's base of non-interest bearing funding sources.

Interest-bearing deposits totaled \$410.4 million at June 30, 2012 compared to \$351.9 million at December 31, 2011. Average interest-bearing liabilities totaled \$473.3 million during the second quarter of 2012 compared to \$375.2 million for the second quarter of 2011. Average non-interest bearing demand deposits totaled \$43.6 million for the second quarter of 2012 compared to \$34.1 million for the second quarter of 2011. Management will continue to emphasize deposit gathering in 2012 by offering outstanding customer service and competitively priced products. Management will also concentrate on balancing deposit growth with adequate net interest margin to meet MVB's strategic goals.

Along with traditional deposits, MVB has access to both repurchase agreements, which are corporate deposits secured by pledging securities from the investment portfolio, and Federal Home Loan Bank borrowings to fund its operations and investments. At June 30, 2012, repurchase agreements totaled \$64.3 million compared to \$77.8 million at December 31, 2011. In addition to the aforementioned funds alternatives, MVB has access to more than \$152.9 million through additional advances from the Federal Home Loan Bank of Pittsburgh and the ability to readily sell jumbo certificates of deposits to other banks as well as brokered deposit markets.

### **Liquidity**

MVB recognizes the importance of liquidity in the day-to-day operations of the bank, and believes it is critical to have a plan for addressing liquidity in times of crisis, as well as prudently managing levels to maximize earnings. The bank has historically recognized the need for funding sources that go beyond the most important source which is retail deposit business. MVB has created a funding program that identifies various wholesale funding sources that may be used whenever appropriate. These sources include the following: FHLB advances, brokered deposits, CDARS, repurchase agreements, internet CDs through Qwickrate, the Federal Reserve discount window, State of West Virginia CD auctions, and fed funds purchased. Limits have been set as to how much MVB will utilize each identified source. MVB currently is taking advantage of all of the above, with the exception of fed funds purchased and the discount window. This allows the bank to lower funding costs slightly while documenting the availability of each.

Table of Contents

**Current Economic Conditions**

The current economic climate in West Virginia, and in particular in the five counties MVB focuses in is better than the national climate. Unemployment in the United States was 8.7% in February 2012 and 9.5% in February 2011. The unemployment levels in the five counties MVB operates in were as follows: Berkeley County unemployment was 8.8% in February 2012, compared to 10.0% in February 2011. Harrison County's unemployment rate for February 2012 was 6.8% versus 8.7% in February 2011. Jefferson County's unemployment rate improved from 7.6% in February 2011 to 5.9% in February 2012 and Marion County's unemployment rate decreased from 8.5% in February of 2011 to 6.6% in February of 2012. Monongalia County's unemployment rate decreased from 6.2% in February of 2011 to 5.2% in February of 2012. The numbers from all five counties continue to be significantly better than the national numbers.

MVB's nonperforming loan information supports the fact that the West Virginia economy has not suffered as much as that of the nation as a whole. Nonperforming loans to total loans were 0.88% in June of 2012 versus 1.46% in June of 2011 and charge offs to total loans were 0.22% and 0.15% for each period respectively. MVB continues to closely monitor economic and delinquency trends.

**Capital/Stockholders' Equity**

The bank was initially capitalized when it sold 452,000 shares of stock at \$10 per share or a total of \$4.5 million in an offering during 1998.

In October of 1999 the bank completed a secondary offering of 66,000 shares of stock at \$11 per share or a total of \$726,000. This offering was used to purchase MVB's main office at 301 Virginia Avenue.

During November of 2002 the bank completed another secondary offering of 164,000 shares of stock at \$12.50 per share or a total of \$2.0 million. This offering was needed to continue funding the bank's growth.

In 2004, the bank formed a one-bank holding company. In that transaction, MVB Financial Corp. issued shares of common stock in exchange for shares of the bank's common stock.

In 2006, MVB completed a public offering of 725,000 shares totaling \$11.6 million.

In March 2007, MVB formed a statutory business trust for the purpose of issuing \$4 million in trust preferred capital securities with the proceeds invested in MVB Bank, Inc. This was done primarily to increase the lending limit of the bank. The securities mature in 30 years and are redeemable by the Company after five years. The securities are at an interest cost of 1.62% over the three month LIBOR rate which is reset quarterly.

In April 2008, MVB completed a public offering of more than 100,000 shares which provided 2.4 million in additional capital.

In late December 2010 MVB began a confidential offering to accredited investors that resulted in the issuance of 393,305 shares of common stock totaling \$8.3 million in additional capital. This offering was completed during the first quarter of 2011.

On September 8, 2011, MVB received \$8.5 million in Small Business Lending Fund (SBLF) capital. MVB issued 8,500 shares of \$1,000 per share preferred stock, with dividends payable quarterly in arrears on January 1, April 1, July 1 and October 1 each year. At the time of receipt of the SBLF money, MVB's loan production qualified it for the lowest dividend possible at 1%. MVB may continue to utilize the SBLF capital for a period of four and one half years at the 1% dividend rate so long as loan growth continues to support the reduced rate.



During the second quarter of 2012, MVB instituted a dividend reinvestment plan (DRIP) whereby current shareholders can reinvest their dividends into MVB stock, rather than receiving cash, as well as add as much as \$50 to their current investment. MVB added \$266 in additional capital through the DRIP in the second quarter of 2012.

At June 30, 2012, accumulated other comprehensive (loss) totaled \$(567) compared to \$(742) at December 31, 2011.

## Table of Contents

Treasury stock shares totaled 51,077 shares.

The primary source of funds for dividends to be paid by MVB Financial Corp. is dividends received from its subsidiary bank, MVB Bank, Inc. Dividends paid by the subsidiary bank are subject to restrictions by banking regulations. The most restrictive provision requires regulatory approval if dividends declared in any year exceed that year's retained net profits, as defined, plus the retained net profits, as defined, of the two preceding years.

Bank regulators have established "risk-based" capital requirements designed to measure capital adequacy. Risk-based capital ratios reflect the relative risks of various assets banks hold in their portfolios. A weight category of 0% (lowest risk assets), 20%, 50%, or 100% (highest risk assets) is assigned to each asset on the balance sheet. Detailed information concerning MVB's risk-based capital ratios can be found in Note 14 of the Notes to the Consolidated Financial Statements of MVB's 2011 Form 10-K. At June 30, 2012, MVB and its banking subsidiary's risk-based capital ratios exceeded the minimum standards for a well capitalized financial institution.

## Commitments

In the normal course of business, the bank is party to financial instruments with off-balance sheet risk necessary to meet the financing needs of customers and to manage its own exposure to fluctuations in interest rates. These financial instruments include commitments to extend credit. The instruments involve, to varying degrees, elements of credit and interest rate risk in excess of the amount recognized in the balance sheets. The contract or notional amounts of these instruments express the extent of involvement the bank has in these financial instruments.

Loan commitments are made to accommodate the financial needs of MVB's customers. MVB uses the same underwriting standards in making commitments and conditional obligations as it does for on-balance sheet instruments. The amount of collateral obtained is based on management's credit evaluation of the customer. Collateral held varies, but may include accounts receivable, inventory, property, plant, and equipment, and income-producing commercial properties. The total amount of loan commitments outstanding at June 30, 2012 and December 31, 2011 was \$51.2 million and \$47.0 million, respectively.

## Market Risk

There have been no material changes in market risks faced by MVB since December 31, 2011. For information regarding MVB's market risk, refer to MVB's Annual Report to Shareholders for the year ended December 31, 2011.

## Effects of Inflation on Financial Statements

Substantially all of the bank's assets relate to banking and are monetary in nature. Therefore they are not impacted by inflation to the same degree as companies in capital-intensive industries in a replacement cost environment. During a period of rising prices, a net monetary asset position results in loss in purchasing power and conversely a net monetary liability position results in an increase in purchasing power. In the banking industry, typically monetary assets exceed monetary liabilities. Therefore as prices increase, financial institutions experience a decline in the purchasing power of their net assets.

Table of Contents

Future Outlook

The bank's results of operations in the second quarter of 2012 are an improvement over the second quarter of 2011 mainly due to the improvement in net interest income. MVB's emphasis in future periods will be to do those things that have made the bank successful thus far. The critical challenge for the bank in the future is to attract core deposits to fund growth in the new markets through continued delivery of the most outstanding customer service with the highest quality products and technology.

**Item 3. Quantitative and Qualitative Disclosures About Market Risk**

No response required.

**Item 4. Controls and Procedures**

The Company, under the supervision and with the participation of the Company's management, including the Company's President and Chief Executive Officer, along with the Company's Chief Financial Officer (the Principal Financial Officer), has evaluated the effectiveness as of June 30, 2012, of the design and operation of the Company's disclosure controls and procedures, as such term is defined under Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Based upon that evaluation, the Company's President and Chief Executive Officer, along with the Company's Principal Accounting Officer concluded that the Company's disclosure controls and procedures were effective as of June 30, 2012.

There have been no material changes in the Company's internal control over financial reporting during the second quarter of 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

None.

Item 1A. Risk Factors

No response required.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.**

None.

**Item 3. Defaults Upon Senior Securities**

None.

**Item 4. Mine Safety Disclosures**

None.

**Item 5. Other Information**

None.

**Item 6. Exhibits**

(a) The following exhibits were filed with Form SB-2 Registration Statement, Registration No. 333-120931, filed December 1, 2004, and are incorporated by reference herein.

Exhibit 3.1 Articles of Incorporation

Exhibit 3.1-1 Articles of Incorporation – Amendment

Exhibit 3.2 Bylaws

(b) The following exhibits are filed herewith.

Exhibit 31.1 Certificate of principal executive officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

Exhibit 31.2 Certificate of principal financial officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

Exhibit 32.1 Certificate of principal executive officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

Exhibit 32.2 Certificate of principal financial officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

Table of Contents

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

August 14, 2012 MVB Financial Corp.

By: /s/ Larry F. Mazza  
Larry F. Mazza  
President and Chief Executive Officer

By: /s/ Eric L. Tichenor  
Eric L. Tichenor  
Chief Financial Officer