EAGLE FINANCIAL SERVICES INC
Form 10-Q
May 16, 2011
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended March 31, 2011

or

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

For the transition period from _____ to _____

Commission File Number: 0-20146

EAGLE FINANCIAL SERVICES, INC.

(Exact name of registrant as specified in its charter)

Virginia	**54-1601306**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**
2 East Main Street	
P.O. Box 391	
Berryville, Virginia	**22611**
(Address of principal executive offices)	**(Zip Code)**

(540) 955-2510

(Registrant s telephone number, including area code)

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Date 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 ¨ (Do not check if a smaller reporting company.)	Smaller reporting company x

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

The number of shares of the registrant s Common Stock ($2.50 par value) outstanding as of May 1, 2011 was 3,279,940.

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PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

	March 31, 2011 (Unaudited)	December 31, 2010
Assets		
Cash and due from banks	$ 6,542	$ 6,884
Interest-bearing deposits with other institutions	24,228	7,086
Federal funds sold		
Total cash and cash equivalents	30,770	13,970
Securities available for sale, at fair value	109,378	109,794
Restricted investments	3,982	3,982
Loans	403,908	408,449
Allowance for loan losses	(7,277)	(7,111)
Net Loans	396,631	401,338
Bank premises and equipment, net	15,826	15,712
Other real estate owned, net of allowance	2,641	1,783
Other assets	12,110	12,261
Total assets	$ 571,338	$ 558,840
Liabilities and Shareholders Equity		
Liabilities		
Deposits:		
Noninterest bearing demand deposits	$ 103,568	$ 98,256
Savings and interest bearing demand deposits	183,660	184,548
Time deposits	153,390	146,492
Total deposits	$ 440,618	$ 429,296
Federal funds purchased and securities sold under agreements to repurchase	14,050	14,395
Federal Home Loan Bank advances	52,250	52,250
Trust preferred capital notes	7,217	7,217
Other liabilities	2,506	1,853
Total liabilities	$ 516,641	$ 505,011
Shareholders Equity		
Preferred stock, $10 par value; 500,000 shares authorized and unissued	$	$
Common stock, $2.50 par value; authorized 10,000,000 shares; issued 2011, 3,263,590; issued 2010, 3,249,477	8,159	8,124
Surplus	9,208	9,076
Retained earnings	35,998	35,419
Accumulated other comprehensive income	1,332	1,210
Total shareholders equity	$ 54,697	$ 53,829

Total liabilities and shareholders equity	$ 571,338	$ 558,840

See Notes to Consolidated Financial Statements

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EAGLE FINANCIAL SERVICES, INC.

Consolidated Statements of Income (Unaudited)

(dollars in thousands, except per share amounts)

	Three Months Ended March 31, 2011	2010
Interest and Dividend Income		
Interest and fees on loans	$ 5,731	$ 5,807
Interest on federal funds sold		2
Interest and dividends on securities available for sale:		
Taxable interest income	714	634
Interest income exempt from federal income taxes	327	328
Dividends	61	71
Interest on deposits in banks	6	2
Total interest and dividend income	$ 6,839	$ 6,844
Interest Expense		
Interest on deposits	661	785
Interest on federal funds purchased and securities sold under agreements to repurchase	90	98
Interest on Federal Home Loan Bank advances	438	455
Interest on trust preferred capital notes	34	32
Interest on interest rate swap	44	45
Total interest expense	$ 1,267	$ 1,415
Net interest income	$ 5,572	$ 5,429
Provision For Loan Losses	900	550
Net interest income after provision for loan losses	$ 4,672	$ 4,879
Noninterest Income		
Income from fiduciary activities	$ 268	$ 240
Service charges on deposit accounts	388	446
Other service charges and fees	774	667
Loss on the sale of other real estate owned	(43)	(126)
Gain on sale of securities		98
Other operating income	18	39
Total noninterest income	$ 1,405	$ 1,364
Noninterest Expenses		
Salaries and employee benefits	$ 2,413	$ 2,189
Occupancy expenses	309	292
Equipment expenses	161	152
Advertising and marketing expenses	125	105
Stationery and supplies	99	65
ATM network fees	114	86
FDIC assessment	199	314
Computer software expense	126	73
Outside service fees	195	62

Other operating expenses	763	720
Total noninterest expenses	$ 4,504	$ 4,058
Income before income taxes	$ 1,573	$ 2,185
Income Tax Expense	406	607
Net income	$ 1,167	$ 1,578
Earnings Per Share		
Net income per common share, basic	$ 0.36	$ 0.49
Net income per common share, diluted	$ 0.36	$ 0.49

See Notes to Consolidated Financial Statements

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EAGLE FINANCIAL SERVICES, INC.

Consolidated Statements of Changes in Shareholders Equity (Unaudited)

	Common Stock	Surplus	Retained Earnings	Accumulated Other Comprehensive Income	Comprehensive Income	Total
Balance, December 31, 2009	$ 7,999	$ 8,504	$ 34,048	$ 1,092		$ 51,643
Comprehensive income:						
Net income			1,578		$ 1,578	1,578
Other comprehensive income:						
Unrealized gain on available for sale securities, net of deferred income taxes of $185				360	360	360
Change in market value of interest rate swap, net of deferred income tax payable of $41				(81)	(81)	(81)
Total comprehensive income					$ 1,857	
Restricted stock awards, stock incentive plan (7,936 shares)	20	(20)				
Stock-based compensation expense		(45)				(45)
Issuance of common stock, dividend investment plan (10,253 shares)	26	120				146
Dividends declared ($0.17 per share)			(547)			(547)
Balance, March 31, 2010	$ 8,045	$ 8,559	$ 35,079	$ 1,371		$ 53,054
Balance, December 31, 2010	$ 8,124	$ 9,076	$ 35,419	$ 1,210		$ 53,829
Comprehensive income:						
Net income			1,167		$ 1,167	1,167
Other comprehensive income:						
Unrealized gain on available for sale securities, net of deferred income taxes of $42				82	82	82
Change in market value of interest rate swap, net of deferred income tax payable of $21				40	40	40
Total comprehensive income					$ 1,289	
Restricted stock awards, stock incentive plan (4,366 shares)	11	(11)				
Stock-based compensation expense		17				17
Issuance of common stock, dividend investment plan (9,747 shares)	24	126				150
Dividends declared ($0.18 per share)			(588)			(588)
Balance, March 31, 2011	$ 8,159	$ 9,208	$ 35,998	$ 1,332		$ 54,697

See Notes to Consolidated Financial Statements

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EAGLE FINANCIAL SERVICES, INC.

Consolidated Statements of Cash Flows (Unaudited)

	Three Months Ended March 31,	
	2011	**2010**
Cash Flows from Operating Activities		
Net income	$ 1,167	$ 1,578
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	203	192
Amortization of intangible and other assets	21	35
Provision for loan losses	900	550
Provision for other real estate owned	70	(38)
Loss on the sale of other real estate owned	43	123
Loss on the sale and disposal of assets		10
Gain on the sale of securities		(98)
Accrual of restricted stock awards	17	(45)
Premium amortization (discount accretion) on securities, net	20	1
Changes in assets and liabilities:		
Decrease in other assets	106	300
Increase in other liabilities	717	732
Net cash provided by operating activities	$ 3,264	$ 3,340
Cash Flows from Investing Activities		
Proceeds from maturities and principal payments of securities available for sale	10,529	10,024
Purchases of securities available for sale	(10,010)	(11,174)
Proceeds from the sale of securities		2,853
Purchases of bank premises and equipment	(317)	(419)
Proceeds from the sale of repossessed assets	40	19
Proceeds from the sale of other real estate owned	87	1,185
Net decrease (increase) in loans	2,670	(638)
Net cash provided by investing activities	$ 2,999	$ 1,850
Cash Flows from Financing Activities		
Net increase in demand deposits, money market and savings accounts	$ 4,424	$ 1,734
Net increase in certificates of deposit	6,897	14,718
Net (decrease) increase in federal funds purchased and securities sold under agreements to repurchase	(345)	612
Net decrease increase in Federal Home Loan Bank advances		(5,000)
Cash dividends paid	(439)	(402)
Net cash provided by financing activities	$ 10,537	$ 11,662

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EAGLE FINANCIAL SERVICES, INC.

Consolidated Statements of Cash Flows (Unaudited)

(continued)

	Three Months Ended March 31,	
	2011	**2010**
(Decrease) increase in cash and cash equivalents	$ 16,800	$ 16,852
Cash and Cash Equivalents		
Beginning	13,970	7,533
Ending	$ 30,770	$ 24,385
Supplemental Disclosures of Cash Flow Information		
Cash payments for:		
Interest	$ 1,293	$ 1,305
Income taxes	$	$
Supplemental Schedule of Noncash Investing and Financing Activities:		
Unrealized gain (loss) on securities available for sale	$ 123	$ 545
Change in market value of interest rate swap	$ 61	$ (122)
Other real estate acquired in settlement of loans	$ 1,058	$ 50
Issuance of common stock, dividend investment plan	$ 150	$ 146

See Notes to Consolidated Financial Statements

EAGLE FINANCIAL SERVICES, INC.

Notes to Consolidated Financial Statements (Unaudited)

March 31, 2011

NOTE 1. General

The accompanying unaudited financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America.

In the opinion of management, the accompanying financial statements contain all adjustments (consisting of only normal recurring accruals) necessary to present fairly the financial position at March 31, 2011 and December 31, 2010, the results of operations for the three months ended March 31, 2011 and 2010 and cash flows for the three months ended March 31, 201 and 2010. The results of operations for the three months ended March 31, 2011 are not necessarily indicative of the results to be expected for the full year. These financial statements should be read in conjunction with the Notes to Consolidated Financial Statements included in the Company s Annual Report on Form 10-K for the year ended December 31, 2010 (the 2010 Form 10-K).

The Company owns 100% of Bank of Clarke County (the Bank) and Eagle Financial Statutory Trust II. The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. All significant intercompany accounts and transactions between the Company and the Bank have been eliminated. The subordinated debt of Eagle Financial Statutory Trust II is reflected as a liability of the Company.

Certain amounts in the consolidated financial statements have been reclassified to conform to current year presentations.

NOTE 2. Stock-Based Compensation Plan

During 2003, the Company s shareholders approved a stock incentive plan which allows key employees and directors to increase their personal financial interest in the Company. This plan permits the issuance of incentive stock options and non-qualified stock options and the award of stock appreciation rights, common stock, restricted stock, and phantom stock. The plan authorizes the issuance of up to 300,000 shares of common stock.

The Company periodically grants Restricted Stock to its directors and executive officers. Restricted Stock provides grantees with rights to shares of common stock upon completion of a service period or achievement of Company performance measures. During the restriction period, all shares are considered outstanding and dividends are paid to the grantee. In general, outside directors are periodically granted restricted shares which vest over a period of less than six months. Beginning during 2006, executive officers were granted restricted shares which vest over a three year service period and restricted shares which vest based on meeting performance measures over a three year period. The Company recognizes compensation expense over the restricted period. The following table presents Restricted Stock activity for the three months ended March 31, 2011 and 2010:

	Three Months Ended March 31,			
	2011		2010	
	Shares	Weighted Average Grant Date Fair Value	Shares	Weighted Average Grant Date Fair Value
Nonvested, beginning of period	12,772	$ 16.89	13,335	$ 20.00
Granted	8,700	16.25	8,900	15.75
Vested	(4,366)	17.72	(3,936)	22.06
Forfeited	(756)	22.99	(4,160)	19.87

Nonvested, end of period	16,350	$ 16.05	14,139	$ 16.79

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EAGLE FINANCIAL SERVICES, INC.

Notes to Consolidated Financial Statements (Unaudited) (Continued)

March 31, 2011

NOTE 3. Earnings Per Common Share

Basic earnings per share represents income available to common shareholders divided by the weighted average number of common shares outstanding during the period. Diluted earnings per share reflects additional common shares that would have been outstanding if dilutive potential common shares had been issued, as well as any adjustment to income that would result from the assumed issuance. The number of potential common shares is determined using the treasury method and relates to outstanding stock options and unvested restricted stock grants.

The following table shows the weighted average number of shares used in computing earnings per share for the three months ended March 31, 2011 and 2010 and the effect on the weighted average number of shares of dilutive potential common stock. Potential dilutive common stock had no effect on income available to common shareholders.

	Three Months Ended March 31,	
	2011	**2010**
Average number of common shares outstanding	3,274,898	3,227,129
Effect of dilutive common stock	6,688	5,571
Average number of common shares outstanding used to calculate diluted earnings per share	3,281,586	3,232,700

NOTE 4. Securities

Amortized costs and fair values of securities available for sale at March 31, 2011 and December 31, 2010 were as follows:

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized (Losses)	Fair Value
	March 31, 2011 (in thousands)			
Obligations of U.S. government corporations and agencies	$ 29,698	$ 451	$ (100)	$ 30,049
Mortgage-backed securities	18,688	516	(107)	19,097
Obligations of states and political subdivisions	42,493	992	(465)	43,020
Corporate securities	13,979	1,065	(63)	14,981
Equity securities	2,054	177		2,231
	$ 106,912	$ 3,201	$ (735)	$ 109,378
	December 31, 2010 (in thousands)			
Obligations of U.S. government corporations and agencies	$ 32,716	$ 531	$ (97)	$ 33,150
Mortgage-backed securities	15,706	524	(73)	16,157
Obligations of states and political subdivisions	42,511	928	(531)	42,908

Corporate securities	14,464	994	(57)	15,401
Equity securities	2,054	124		2,178
	$ 107,451	$ 3,101	$ (758)	$ 109,794

There were no sales of securities available for sale during the first three months of 2011. During the first quarter of 2010, the Company sold $2,853,000 in available for sale securities for a net gain of $98,000.

EAGLE FINANCIAL SERVICES, INC.

Notes to Consolidated Financial Statements (Unaudited) (Continued)

March 31, 2011

The fair value and gross unrealized losses for securities available for sale, totaled by the length of time that individual securities have been in a continuous gross unrealized loss position, at March 31, 2011 and December 31, 2010 were as follows:

	Less than 12 months		12 months or more		Total	
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
	March 31, 2011 (in thousands)					
Obligations of U.S. government corporations and agencies	7,910	100			7,910	100
Mortgage-backed securities	6,182	107			6,182	107
Obligations of states and political subdivisions	13,989	414	301	51	14,290	465
Corporate securities			63	63	63	63
Equity securities						
	$ 28,081	$ 621	$ 364	$ 114	$ 28,445	$ 735
	December 31, 2010 (in thousands)					
Obligations of U.S. government corporations and agencies	$ 6,916	$ 97	$	$	$ 6,916	$ 97
Mortgage-backed securities	4,355	73			4,355	73
Obligations of states and political subdivisions	11,464	481	320	50	11,784	531
Corporate securities	1,047	57			1,047	57
Equity securities						
	$ 23,782	$ 708	$ 320	$ 50	$ 24,102	$ 758

Gross unrealized losses on available for sale securities included forty-three (43) and twenty (20) debt securities at March 31, 2011 and December 31, 2010, respectively. The Company evaluates securities for other-than-temporary impairment on at least a quarterly basis, and more frequently when economic or market concerns warrant such evaluation. The Company s mortgage-backed securities are issued by U.S. government agencies, which guarantee payments to investors regardless of the status of the underlying mortgages. Consideration is given to the length of time and the amount of an unrealized loss, the financial condition of the issuer, and the intent and ability of the Company to retain its investment in the issuer long enough to allow for an anticipated recovery in fair value. The fair value of a security reflects its liquidity as compared to similar instruments, current market rates on similar instruments, and the creditworthiness of the issuer. Absent any change in the liquidity of a security or the creditworthiness of the issuer, prices will decline as market rates rise and vice-versa. The primary cause of the unrealized losses at March 31, 2011 and December 31, 2010 was changes in market interest rates. Since the losses can be primarily attributed to changes in market interest rates and not expected cash flows or an issuer s financial condition, the unrealized losses are deemed to be temporary. The Company s holdings of corporate securities and equity securities represent investments in larger financial institutions. The current economic crisis involving housing, liquidity and credit were the primary causes of the unrealized losses on these securities at December 31, 2010 and March 31, 2011. The Company monitors the financial condition of these issuers continuously and will record other-than-temporary impairment if the recovery of value is unlikely.

The Company s securities are exposed to various risks, such as interest rate, market, currency and credit risks. Due to the level of risk associated with certain securities and the level of uncertainty related to changes in the value of securities, it is at least reasonably possible that changes in risks in the near term would materially affect securities reported in the financial statements. In addition, recent economic uncertainty and market

events have led to unprecedented volatility in currency, commodity, credit and equity markets culminating in failures of some banking and financial services firms and government intervention to solidify others. These recent events underscore the level of investment risk associated with the current economic environment, and accordingly the level of risk in the Company s securities.

Securities having a carrying value of $24,769,000 at March 31, 2011 were pledged to secure public deposits, securities sold under agreements to repurchase, and for other purposes required by law.

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EAGLE FINANCIAL SERVICES, INC.

Notes to Consolidated Financial Statements (Unaudited) (Continued)

March 31, 2011

The composition of restricted investments at March 31, 2011 and December 31, 2010 was as follows:

	March 31, 2011	December 31, 2010
	(in thousands)	
Federal Reserve Bank Stock	$ 344	$ 344
Federal Home Loan Bank Stock	3,498	3,498
Community Bankers Bank Stock	140	140
	$ 3,982	$ 3,982

NOTE 5. Loans

The composition of loans at March 31, 2011 and December 31, 2010 was as follows:

	March 31, 2011	December 31, 2010
	(in thousands)	
Mortgage loans on real estate:		
Construction and land development	$ 30,338	$ 31,560
Secured by farmland	3,981	4,332
Secured by 1-4 family residential properties	207,368	207,671
Multifamily	4,865	4,908
Commercial	114,848	116,381
Loans to farmers	1,293	1,293
Commercial and industrial loans	24,451	24,449
Consumer installment loans	13,551	14,518
All other loans	3,213	3,337
	$ 403,908	$ 408,449
Less: Allowance for loan losses	7,277	7,111
	$ 396,631	$ 401,338

NOTE 6. Allowance for Loan Losses

Changes in the allowance for loan losses for the three months ended March 31, 2011 and 2010 and the year ended December 31, 2010 were as follows:

	Three Months Ended March 31, 2011	Year Ended December 31, 2010	Three Months Ended March 31, 2010

		(in thousands)	
Balance, beginning	$ 7,111	$ 5,970	$ 5,970
Provision charged to operating expense	900	6,325	550
Recoveries added to the allowance	100	291	52
Loan losses charged to the allowance	(834)	(5,475)	(281)
Balance, ending	$ 7,277	$ 7,111	$ 6,291

EAGLE FINANCIAL SERVICES, INC.

Notes to Consolidated Financial Statements (Unaudited) (Continued)

March 31, 2011

Nonaccrual and past due loans by class at March 31, 2011 and December 31, 2010 were as follows:

	As of March 31, 2011 (in thousands)						
	30 - 59 Past Due	60 - 89 Past Due	Greater than 90 Days	Total Past Due	Nonaccrual Loans	Current	Total Loans
Commercial - Non Real Estate:							
Commercial & Industrial	$ 94	$ 53	$	$ 147	$ 245	$ 24,059	$ 24,451
Commercial Real Estate:							
Owner Occupied	901			901	762	80,397	82,060
Non-owner occupied	692			692	256	31,840	32,788
Construction and Farmland:							
Residential						9,698	9,698
Commercial	537			537	1,583	22,501	24,621
Consumer - Non Real Estate							
Automobile	186	7		193		6,296	6,489
Other	169	9	3	181		6,881	7,062
Residential:							
Equity Lines	688	131		819	186	41,056	42,061
Single family	1,701	1,922		3,623	2,591	159,093	165,307
Multifamily						4,865	4,865
All Other Loans			1	1	343	4,162	4,506
Total	$ 4,968	$ 2,122	$ 4	$ 7,094	$ 5,966	$ 390,848	$ 403,908

	As of December 31, 2010 (in thousands)						
	30 - 59 Past Due	60 - 89 Past Due	Greater than 90 Days	Total Past Due	Nonaccrual Loans	Current	Total Loans
Commercial - Non Real Estate:							
Commercial & Industrial	$ 91	$ 700	$ 7	$ 798	$ 267	$ 23,384	$ 24,449
Commercial Real Estate:							
Owner Occupied	178	645		823	1,071	81,497	83,391
Non-owner occupied	863			863		32,127	32,990
Construction and Farmland:							
Residential					3,808	5,623	9,431
Commercial	608	70		678		25,783	26,461
Consumer - Non Real Estate							
Automobile	138	8		146		9,970	10,116
Other	35	64	3	102		4,300	4,402
Residential:							
Equity Lines	782	60		842	190	41,657	42,689
Single family	1,537	174		1,711	3,041	160,230	164,982
Multifamily						4,908	4,908
All Other Loans	8			8		4,622	4,630

Total	$ 4,240	$ 1,721	$ 10	$ 5,971	$ 8,377	$ 394,101	$ 408,449

Total loans past due ninety days or greater still accruing interest were $4,000 and $10,000 at March 31, 2011 and December 31, 2010, respectively.

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EAGLE FINANCIAL SERVICES, INC.

Notes to Consolidated Financial Statements (Unaudited) (Continued)

March 31, 2011

Allowance for loan losses by segment at March 31, 2011 and December 31, 2010 were as follows:

	As of and for the Three Months Ended March 31, 2011 (in thousands)							
	Construction and Farmland	**1-4 Residential**	**Multifamily**	**Commercial Real Estate**	**Commercial**	**Consumer**	**All Other Loans**	**Total**
Allowance for credit losses:								
Beginning Balance	$ 1,386	$ 3,454	$ 3	$ 1,231	$ 819	$ 182	$ 36	$ 7,111
Charge-Offs	649	44			13	114	14	834
Recoveries	2	4			5	82	7	100
Provision	288	281		(44)	63	(25)	337	900
Ending balance	$ 1,027	$ 3,695	$ 3	$ 1,187	$ 874	$ 125	$ 366	$ 7,277
Ending balance: Individually evaluated for impairment		2,060		273	139		342	2,814
Ending balance: collectively evaluated for impairment	$ 1,027	$ 1,635	$ 3	$ 914	$ 735	$ 125	$ 24	$ 4,463
Ending balance: loans acquired with deteriorated credit quality								
Financing receivables:								
Ending balance	$ 34,319	$ 207,368	$ 4,865	$ 114,848	$ 24,451	$ 13,551	$ 4,506	$ 403,908
Ending balance individually evaluated for impairment	1,325	10,892		5,139	552		342	18,250
Ending balance collectively evaluated for impairment	32,994	196,476	4,865	109,709	23,899	13,551	4,164	385,658
Ending balance loans acquired with deteriorated credit quality								

	As of December 31, 2010 (in thousands)							
	Construction and Farmland	**1-4 Residential**	**Multifamily**	**Commercial Real Estate**	**Commercial**	**Consumer**	**All Other Loans**	**Total**
Allowance for credit losses:								
Ending balance	$ 1,386	$ 3,454	$ 3	$ 1,231	$ 819	$ 182	$ 36	$ 7,111
Ending balance: Individually evaluated for impairment	622	1,623		273	139			2,657

Ending balance: collectively evaluated for impairment	$ 764	$ 1,831	$ 3	$ 958	$ 680	$ 182	$ 36	$ 4,454
Ending balance: loans acquired with deteriorated credit quality								
Financing receivables:								
Ending balance	$ 35,892	$ 207,671	$ 4,908	$ 116,381	$ 24,449	$ 14,518	$ 4,630	$ 408,449
Ending balance individually evaluated for impairment	3,549	11,172		5,141	319			20,181
Ending balance collectively evaluated for impairment	32,343	196,499	4,908	111,240	24,130	14,518	4,630	388,268
Ending balance loans acquired with deteriorated credit quality								

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EAGLE FINANCIAL SERVICES, INC.

Notes to Consolidated Financial Statements (Unaudited) (Continued)

March 31, 2011

Impaired loans by class at March 31, 2011 and December 31, 2010 were as follows:

	As of March 31, 2011 (in thousands)				
	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Recorded Investment	Interest Income Recognized
With no related allowance:					
Commercial - Non Real Estate:					
Commercial & Industrial	$ 234	$ 234	$	$ 240	$ 4
Commercial Real Estate:					
Owner Occupied	1,945	1,936		1,935	29
Non-owner occupied	2,358	2,349		2,347	38
Construction and Farmland:					
Residential	2,491	2,440		3,740	2
Commercial	414	414		414	8
Residential					
Equity lines					
Single family	3,730	3,667		3,967	30
Multifamily					
Other Loans					
	$ 11,172	$ 11,040	$	$ 12,643	$ 111
With an allowance recorded:					
Commercial - Non Real Estate:					
Commercial & Industrial	$ 320	$ 319	$ 140	$ 313	$ 7
Commercial Real Estate:					
Owner Occupied	336	306	122	306	5
Non-owner occupied	550	548	151	526	19
Construction and Farmland:					
Residential					
Commercial					
Residential					
Equity lines	254	253	160	253	3
Single family	7,036	6,971	1,899	6,966	89
Multifamily					
Other Loans	354	342	342	342	
	$ 8,850	$ 8,739	$ 2,814	$ 8,706	$ 123
Total:					
Commercial	$ 554	$ 553	$ 140	$ 553	$ 11
Commercial Real Estate	5,189	5,139	273	5,114	91
Construction and Farmland	2,905	2,854		4,154	10

Residential	11,020	10,891	2,059	11,186	122
Other	354	342	342	342	
Total	$ 20,022	$ 19,779	$ 2,814	$ 21,349	$ 234

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EAGLE FINANCIAL SERVICES, INC.

Notes to Consolidated Financial Statements (Unaudited) (Continued)

March 31, 2011

	As of December 31, 2010 (in thousands)				
	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Recorded Investment	Interest Income Recognized
With no related allowance:					
Commercial - Non Real Estate:					
Commercial & Industrial	$	$	$	$	$
Commercial Real Estate:					
Owner Occupied	2,151	2,143		2,164	131
Non-owner occupied	2,153	2,144		2,153	34
Construction and Farmland:					
Residential					
Commercial	2,447	2,447		2,451	70
Residential					
Equity lines	689	685		690	33
Single family	4,450	4,432		4,736	90
Multifamily					
With an allowance recorded:					
Commercial - Non Real Estate:					
Commercial & Industrial	$ 319	$ 319	$ 139	$ 695	$ 29
Commercial Real Estate:					
Owner Occupied	306	306	122	406	
Non-owner occupied	549	548	151	202	23
Construction and Farmland:					
Residential					
Commercial	1,102	1,102	622	1,259	68
Residential					
Equity lines					
Single family	6,093	6,055	1,623	3,653	319
Multifamily					
Total:					
Commercial	$ 319	$ 319	$ 139	$ 695	$ 29
Commercial Real Estate	5,159	5,141	273	4,925	188
Construction and Farmland	3,549	3,549	622	3,710	138
Residential	11,232	11,172	1,623	9,079	442
	$ 20,259	$ 20,181	$ 2,657	$ 18,409	$ 797

Recorded investment is defined as the summation of the principal balance, accrued interest, and net deferred loan fees or costs.

There were twenty-five (25) troubled debt restructured loans totaling $9,312,000 at March 31, 2011. At December 31, 2010 there were thirty-one (31) troubled debt restructured loans totaling $8,469,000. There were no outstanding commitments to lend additional amounts to troubled debt restructured borrowers at March 31, 2011.

The Company uses a rating system for evaluating the risks associated with non-consumer loans. Consumer loans are not evaluated for risk unless the characteristics of the loan fall within classified categories. Descriptions of these ratings are as follows:

Pass	Pass loans exhibit acceptable operating trends, balance sheet trends, and liquidity. Sufficient cash flow exists to service the loan. All obligations have been paid by the borrower in an as agreed manner.
Watch	Watch loans exhibit income volatility, negative operating trends, and a highly leveraged balance sheet. A higher level of supervision is required for these loans as the potential for a negative event could impact the borrower s ability to repay the loan.
Special mention	Special mention loans exhibit a potential weakness, if left uncorrected, may negatively affect the borrower s ability to repay its debt obligation. The risk of default is not imminent and the borrower still demonstrates sufficient cash flow to support the loan.

EAGLE FINANCIAL SERVICES, INC.

Notes to Consolidated Financial Statements (Unaudited) (Continued)

March 31, 2011

Substandard	Substandard loans exhibit well defined weaknesses and have a potential of default. The borrowers exhibit adverse financial trends but still have the ability to service debt obligations.
Doubtful	Doubtful loans exhibit all of the characteristics inherent in substandard loans but the weaknesses make collection or full liquidation highly questionable.
Loss	Loss loans are considered uncollectible and of such little value that its continuance of a bankable asset is not warranted.

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EAGLE FINANCIAL SERVICES, INC.

Notes to Consolidated Financial Statements (Unaudited) (Continued)

March 31, 2011

Credit quality information by class at March 31, 2011 and December 31, 2010 was as follows:

	As of March 31, 2011 (in thousands)						
INTERNAL RISK RATING GRADES	**Pass**	**Watch**	**Special Mention**	**Substandard**	**Doubtful**	**Loss**	**Total**
Commercial - Non Real Estate:							
Commercial & Industrial	$ 20,075	$ 224	$ 1,936	$ 1,971	$ 245	$	$ 24,451
Commercial Real Estate:							
Owner Occupied	65,683	4,366	6,630	5,080	301		82,060
Non-owner occupied	23,997	2,919	3,749	1,868	255		32,788
Construction and Farmland:							
Residential	8,156	299	1,243				9,698
Commercial	18,166	472	2,302	2,770	911		24,621
Residential:							
Equity Lines	40,425	295	142	1,049	150		42,061
Single family	145,614	3,308	3,900	10,125	2,360		165,307
Multifamily	3,247	1,618					4,865
All other loans	4,164				342		4,506
Total	$ 329,527	$ 13,501	$ 19,902	$ 22,863	$ 4,564	$	$ 390,357

	Performing	**Nonperforming**
Consumer Credit Exposure by		
Payment Activity	$ 13,131	$ 420

	As of December 31, 2010 (in thousands)						
INTERNAL RISK RATING GRADES	**Pass**	**Watch**	**Special Mention**	**Substandard**	**Doubtful**	**Loss**	**Total**
Commercial - Non Real Estate:							
Commercial & Industrial	$ 19,990	$ 845	$ 1,535	$ 1,812	$ 267	$	$ 24,449
Commercial Real Estate:							
Owner Occupied	65,983	5,686	8,823	2,899			83,391
Non-owner occupied	25,569	3,322	3,113	986			32,990
Construction and Farmland:							
Residential	7,875	1,556					9,431
Commercial	17,492	790	2,378	2,672	3,129		26,461
Residential:							
Equity Lines	41,430	182	67	860	150		42,689
Single family	147,445	3,674	2,229	9,132	2,502		164,982
Multifamily	3,272	1,636					4,908
All other loans	4,581	49					4,630
Total	$ 333,637	$ 17,740	$ 18,145	$ 18,361	$ 6,048	$	$ 393,931

	Performing	**Nonperforming**

Consumer Credit Exposure by		
Payment Activity	$ 14,270	$ 248

One consumer loan was rated as watch for $22,000 and one consumer loan was rated as substandard for $8,000 at March 31, 2011. One consumer loan was rated as watch for $23,000 and one consumer loan was rated as substandard for $10,000 at December 31, 2010.

EAGLE FINANCIAL SERVICES, INC.

Notes to Consolidated Financial Statements (Unaudited) (Continued)

March 31, 2011

NOTE 7. Deposits

The composition of deposits at March 31, 2011 and December 31, 2010 was as follows:

	March 31, 2011	December 31, 2010
	(in thousands)	
Noninterest bearing demand deposits	$ 103,568	$ 98,256
Savings and interest bearing demand deposits:		
NOW accounts	$ 68,170	$ 72,413
Money market accounts	70,668	69,766
Regular savings accounts	44,822	42,369
	$ 183,660	$ 184,548
Time deposits:		
Balances of less than $100,000	$ 90,301	$ 85,269
Balances of $100,000 and more	63,089	61,223
	$ 153,390	$ 146,492
	$ 440,618	$ 429,296

NOTE 8. Pension and Postretirement Benefit Plans

The Company has a funded noncontributory defined benefit pension plan that covers substantially all of its employees. The plan provides defined benefits based on years of service and final average salary. Effective December 31, 2006, the pension plan was amended so that no further benefits will accrue under the plan and no additional employees may become participants. In June 2010, the board of directors voted to terminate the pension plan effective September 30, 2010. Pending regulatory, approval, a payout is expected to occur in the fourth quarter of 2011. Defined benefit pension plan expenses are projected to be approximately $507,000 in 2011 and nothing going forward.

The Company provides certain health care and life insurance benefits for six retired employees who have met certain eligibility requirements. All other employees retiring after reaching age 65 and having at least 15 years of service with the Company will be allowed to stay on the Company s group life and health insurance policies, but will be required to pay premiums. The Company s share of the estimated costs that will be paid after retirement is generally being accrued by charges to expense over the employees active service periods to the dates they are fully eligible for benefits, except that the Company s unfunded cost that existed at January 1, 1993 is being accrued primarily in a straight-line manner that will result in its full accrual by December 31, 2013.

Generally Accepted Accounting Principles (GAAP) requires the Company to recognize the funded status (i.e. the difference between the fair value of plan assets and the projected benefit obligations) of its pension and postretirement benefit plans in the consolidated balance sheet, with a corresponding adjustment to accumulated other comprehensive income, net of taxes.

The following tables provide the components of net periodic benefit cost of the pension plan and postretirement benefit plan for the three months ended March 31, 2011 and 2010:

	Pension Benefits		Postretirement Benefits	
	Three Months Ended March 31,		Three Months Ended March 31,	
	2011	2010	2011	2010
	(in thousands)			
Components of Net Periodic Benefit Cost:				
Service cost	$	$	$	$
Interest cost	49	47	1	2
Expected return on plan assets	(40)	(37)		
Amortization of prior service costs				
Amortization of transition obligation				
Recognized net actuarial loss (gain)	16	59	(2)	(2)
Net periodic benefit cost	$ 25	$ 69	$ (1)	$

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EAGLE FINANCIAL SERVICES, INC.

Notes to Consolidated Financial Statements (Unaudited) (Continued)

March 31, 2011

The pension financial instruments measured and reported at fair value are classified and disclosed in one of the following categories:

Level 1	Inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.
Level 2	Inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.
Level 3	Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The following table presents balances of pension assets measured at fair value on March 31, 2011 and December 31, 2010:

		Fair Value Measurements at March 31, 2011 Using		
	Balance as of March 31, 2011	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	(in thousands)			
Cash	$	$	$	$
Cash Equivalents	1,547	1,547		
Mutual funds [(a)]	1,706	1,706		
Total assets at fair value	$ 3,253	$ 3,253	$	$

		Fair Value Measurements at December 31, 2010 Using		
	Balance as of December 30, 2010	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	(in thousands)			
Cash	$ 1	$ 1	$	$
Cash Equivalents	1,406	1,406		
AA corporate bonds	131		131	
Mutual funds [(a)]	1,714	1,714		
Total assets at fair value	$ 3,252	$ 3,121	$ 131	$

(a) 100% of mutual funds are invested in fixed income corporate bond securities.

NOTE 9. Trust Preferred Capital Notes

In June 2007, Eagle Financial Statutory Trust II (the Trust II), a wholly-owned subsidiary of the Company, was formed for the purpose of issuing redeemable capital securities. On June 20, 2007, Trust II issued $7,000,000 of trust preferred securities and $217,000 in common equity. The principal asset of Trust II is $7,217,000 of the Company s junior subordinated debt securities with the same maturity and interest rate structures as the capital securities. The securities have a LIBOR-indexed floating rate of interest and the interest rate at March 31, 2011 was 1.93%. The securities have a mandatory redemption date of September 1, 2037, and are subject to varying call provisions beginning September 1, 2012.

The trust preferred securities are included in Tier 1 capital for regulatory capital adequacy purposes as long as their amount does not exceed 25% of Tier 1 capital, including total trust preferred securities. The portion of the trust preferred securities not considered as Tier 1 capital, if any, may be included in Tier 2 capital. At March 31, 2011, the total amount ($7,000,000) of trust preferred securities issued by Trust II is included in the Company s Tier 1 capital.

EAGLE FINANCIAL SERVICES, INC.

Notes to Consolidated Financial Statements (Unaudited) (Continued)

March 31, 2011

The obligations of the Company with respect to the issuance of the capital securities constitute a full and unconditional guarantee by the Company of the Trust s obligations with respect to the capital securities.

Subject to certain exceptions and limitations, the Company may elect from time to time to defer interest payments on the junior subordinated debt securities, which would result in a deferral of distribution payments on the related capital securities.

NOTE 10. Fair Value Measurements

GAAP requires the Company to record fair value adjustments to certain assets and liabilities and to determine fair value disclosures. The fair value of certain assets and liabilities is an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants.

Fair Value Measurements defines fair value, establishes a framework for measuring fair value, establishes a three-level valuation hierarchy for disclosure of fair value measurement and enhances disclosure requirements for fair value measurements. The valuation hierarchy is based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date. The three levels are defined as follows:

Level 1	Inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.
Level 2	Inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.
Level 3	Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The following sections provide a description of the valuation methodologies used for instruments measured at fair value, as well as the general classification of such instruments pursuant to the valuation hierarchy:

Securities Available for Sale: Where quoted prices are available in an active market, securities are classified within Level 1 of the valuation hierarchy. Level 1 securities would include highly liquid government bonds, mortgage products and exchange traded equities. If quoted market prices are not available, then fair values are estimated by using pricing models, quoted prices of securities with similar characteristics, or discounted cash flow. Level 2 securities would include U.S. agency securities, mortgage-backed agency securities, obligations of states and political subdivisions and certain corporate, asset backed and other securities. In certain cases where there is limited activity or less transparency around inputs to the valuation, securities are classified within Level 3 of the valuation hierarchy.

Interest Rate Swap: The fair value is estimated by a third party using inputs that are observable or that can be corroborated by observable market data, and therefore, are classified within Level 2 of the valuation hierarchy.

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EAGLE FINANCIAL SERVICES, INC.

Notes to Consolidated Financial Statements (Unaudited) (Continued)

March 31, 2011

The following table presents balances of financial assets and liabilities measured at fair value on a recurring basis at March 31, 2011 and December 31, 2010:

		Fair Value Measurements at March 31, 2011 Using		
	Balance as of March 31, 2011	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
		(in thousands)		
Assets:				
Securities available for sale				
Obligations of U.S. government corporations and agencies	$ 30,049	$	$ 30,049	$
Mortgage-backed securities	19,097		19,097	
Obligations of states and political subdivisions	43,020		43,020	
Corporate securities	14,981		14,981	
Equity securities:				
Bank preferred stock	2,231	2,231		
Total assets at fair value	$ 109,378	$ 2,231	$ 107,147	$
Liabilities:				
Interest rate swap	108		108	
Total liabilities at fair value	$ 108	$	$ 108	$

		Fair Value Measurements at December 31, 2010 Using		
	Balance as of December 31, 2010	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
		(in thousands)		
Assets:				
Securities available for sale				
Obligations of U.S. government corporations and agencies	$ 33,150	$	$ 33,150	$
Mortgage-backed securities	16,157		16,157	
Obligations of states and political subdivisions	42,908		42,908	
Corporate securities	15,401		15,401	
Equity securities:				

Bank preferred stock	2,178	2,178		
Total assets at fair value	$ 109,794	$ 2,178	$ 107,616	$
Liabilities:				
Interest rate swap	169		169	
Total liabilities at fair value	$ 169	$	$ 169	$

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EAGLE FINANCIAL SERVICES, INC.

Notes to Consolidated Financial Statements (Unaudited) (Continued)

March 31, 2011

Certain financial assets are measured at fair value on a nonrecurring basis in accordance with GAAP. Adjustments to the fair value of these assets usually result from the application of lower of cost or market accounting or write downs of individual assets.

The following describes the valuation techniques used by the Company to measure certain financial and nonfinancial assets recorded at fair value on a nonrecurring basis in the financial statements:

Impaired Loans: Loans are designated as impaired when, in the judgment of management based on current information and events, it is probable that all amounts due according to the contractual terms of the loan agreement will not be collected. The measurement of loss associated with impaired loans can be based on either the observable market price of the loan or the fair value of the collateral. Fair value is measured based on the value of the collateral securing the loans. Collateral may be in the form of real estate or business assets including equipment, inventory, and accounts receivable. The vast majority of the collateral is real estate. Level 2 impaired loan value is determined by utilizing an income or market valuation approach based on an appraisal conducted by an independent, licensed appraiser outside of the Company using observable market data. If the collateral is a house or building in the process of construction or if an appraisal of the real estate property is over two years old, then the fair value is considered Level 3. The value of business equipment is based upon an outside appraisal if deemed significant, or the net book value on the applicable business financial statements if not considered significant using observable market data. Level 3 impaired loan values are determined using inventory and accounts receivables collateral and are based on financial statement balances or aging reports. Impaired loans allocated to the Allowance for Loan Losses are measured at fair value on a nonrecurring basis. Any fair value adjustments are recorded in the period incurred as provision for loan losses on the Consolidated Statements of Income.

Other Real Estate Owned: Assets acquired through, or in lieu of, loan foreclosure are held for sale and are initially recorded at the lesser of the fair value of the property, less selling costs or the loan balance outstanding at the date of foreclosure. Any write-downs based on the asset s fair value at the date of acquisition are charged to the allowance for loan losses. After foreclosure, valuations are periodically performed by management and property held for sale is carried at the lower of the new cost basis or fair value less cost to sell. Impairment losses on property to be held and used are measured as the amount by which the carrying amount of a property exceeds its fair value. Costs of significant property improvements are capitalized, whereas costs relating to holding property are expensed. The portion of interest costs relating to development of real estate is capitalized. Valuations are periodically performed by management, and any subsequent write-downs are recorded as a charge to operations, if necessary, to reduce the carrying value of a property to the lower of its cost or fair value less cost to sell. We believe that the fair value component in its valuation follows the provisions of GAAP.

Core deposit tangible: The fair value is determined by amortizing the intangible assets obtained during the acquisition of a branch in 1996.

The following table summarizes the Company s financial and nonfinancial assets that were measured at fair value on a nonrecurring basis at March 31, 2011 and December 31, 2010:

		Carrying value at March 31, 2011		
	Balance as of March 31, 2011	Identical Assets (Level 1)	Observable Inputs (Level 2)	Unobservable Inputs (Level 3)
			(in thousands)	
Financial Assets:				
Impaired loans	$ 16,965	$	$	$ 16,965
Nonfinancial Assets:				
Other real estate owned	2,641			2,641

Carrying value at December 31, 2010

	Balance as of December 31, 2010	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
		(in thousands)		
Financial Assets:				
Impaired loans	$ 17,524	$	$	$ 17,524
Nonfinancial Assets:				
Other real estate owned	1,783			1,783

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EAGLE FINANCIAL SERVICES, INC.

Notes to Consolidated Financial Statements (Unaudited) (Continued)

March 31, 2011

The fair value of a financial instrument is the current amount that would be exchanged between willing parties, other than in a forced liquidation. Fair value is best determined based upon quoted market prices. However, in many instances, there are no quoted market prices for the Company s various financial instruments. In cases where quoted market prices are not available, fair values are based on estimates using present value or other valuation techniques. Those techniques are significantly affected by the assumptions used, including the discount rate and estimates of future cash flows. Accordingly, the fair value estimates may not be realized in an immediate settlement of the instrument. SFAS No. 107 excludes certain financial instruments and all non-financial instruments from its disclosure requirements. Accordingly, the aggregate fair value amounts presented may not necessarily represent the underlying fair value of the Company. The following methods and assumptions were used to estimate the fair value of the Company s financial instruments:

Cash and short-term investments/accrued interest: The fair value was equal to the carrying amount.

Securities: The fair value, excluding restricted securities, was based on quoted market prices. The fair value of restricted securities approximated the carrying amount based on the redemption provisions of the issuers.

Loans: The fair value of variable rate loans, which reprice frequently and with no significant change in credit risk, was equal to the carrying amount. The fair value of all other loans was determined using discounted cash flow analysis. The discount rate was equal to the current interest rate on similar products.

Deposits and borrowings: The fair value of demand deposits, savings accounts, and certain money market deposits was equal to the carrying amount. The fair value of all other deposits and borrowings was determined using discounted cash flow analysis. The discount rate was equal to the current interest rate on similar products.

Off-balance-sheet financial instruments: The fair value of commitments to extend credit was estimated using the fees currently charged to enter similar agreements, taking into account the remaining terms of the agreements and the credit worthiness of the counterparties. The fair value of fixed rate loan commitments also considered the difference between current interest rates and the committed interest rates. The fair value of standby letters of credit was estimated using the fees currently charged for similar agreements or on the estimated cost to terminate or otherwise settle the obligations with the counterparties.

The carrying amount and fair value of the Company s financial instruments at March 31, 2011 and December 31, 2010 were as follows:

	March 31, 2011		December 31, 2010	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
	(in thousands)		(in thousands)	
Financial assets:				
Cash and short-term investments	$ 30,770	$ 30,770	$ 13,970	$ 13,970
Securities	109,378	109,378	109,794	109,794
Loans, net	396,631	407,380	401,338	416,669
Accrued interest receivable	2,258	2,258	2,179	2,179
Interest rate swap contract				
Financial liabilities:				
Deposits	$ 440,618	$ 442,160	$ 429,296	$ 430,627
Federal funds purchased and securities sold under agreements to repurchase	14,050	14,534	14,395	14,950
Federal Home Loan Bank advances	52,250	54,523	52,250	54,853
Trust preferred capital notes	7,217	7,217	7,217	7,217

Accrued interest payable	391	391	417	417
Interest rate swap contract	108	108	169	169

The Company assumes interest rate risk (the risk that general interest rate levels will change) during its normal operations. As a result, the fair value of the Company s financial instruments will change when interest rate levels change and that change may be either favorable or unfavorable to the Company. Management attempts to match maturities of assets and liabilities in order to minimize interest rate risk. However, borrowers with fixed rate obligations are less likely to prepay their principal balance in a rising rate environment and more likely to do so in a falling rate environment. Conversely, depositors who are receiving fixed rate interest payments are more likely to withdraw funds before maturity in a rising rate environment and less likely to do so in a falling rate environment. Management monitors rates and maturities of assets and liabilities and attempts to minimize interest rate risk by adjusting the terms of new loans and deposits and by investing in securities with terms that mitigate the Company s overall interest rate risk.

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EAGLE FINANCIAL SERVICES, INC.

Notes to Consolidated Financial Statements (Unaudited) (Continued)

March 31, 2011

NOTE 11. Derivative Instruments and Hedging Activities

Interest Rate Swaps

The Company uses interest rate swaps to reduce interest rate risk and to manage interest expense. By entering into these agreements, the Company converts floating rate debt into fixed rate debt, or alternatively, converts fixed rate debt into floating rate debt. Interest differentials paid or received under the swap agreements are reflected as adjustments to interest expense. These interest rate swap agreements are derivative instruments that qualify for hedge accounting as discussed in Note 1. The notional amounts of the interest rate swaps are not exchanged and do not represent exposure to credit loss. In the event of default by a counterparty, the risk in these transactions is the cost of replacing the agreements at current market rates.

On December 4, 2008, the Company entered into an interest rate swap agreement related to the outstanding trust preferred capital notes. The swap agreement became effective on December 1, 2008. The notional amount of the interest rate swap was $7,000,000 and has an expiration date of December 1, 2016. Under the terms of the agreement, the Company pays interest quarterly at a fixed rate of 2.85% and receives interest quarterly at a variable rate of three month LIBOR. The variable rate resets on each interest payment date.

The following table summarizes the fair value of derivative instruments at March 31, 2011 and December 31, 2010:

	March 31, 2011		**December 31, 2010**	
	Balance Sheet Location	**Fair Value**	**Balance Sheet Location**	**Fair Value**
		(dollars in thousands)		
Derivatives designated as hedging instruments under GAAP				
Interest rate swap contracts	Other Liabilities	$ 108	Other Liabilities	$ 169

The following tables present the effect of the derivative instrument on the Consolidated Balance Sheet at March 31, 2011 and 2010 and the Consolidated Statements of Income for the three months ended at March 31, 2011 and 2010:

	Three Months Ended March 31,				
Derivatives in GAAP Cash Flow Hedging Relationships	**Amount of Gain (Loss) Recognized in OCI on Derivative (Effective Portion)**		**Location of Loss Reclassified from Accumulated OCI into Income (Realized Portion)**	**Amount of Loss Reclassified from Accumulated OCI into Income (Realized Portion)**	
	2011	**2010**		**2011**	**2010**
	(dollars in thousands)			**(dollars in thousands)**	
Interest rate swap contracts, net of tax	$40	$(81)	Interest expense	$44	$45

NOTE 12. Recent Accounting Pronouncements

In January 2010, the Financial Accounting Standards Board (FASB) issued ASU 2010-06, Fair Value Measurements and Disclosures (Topic 820): Improving Disclosures about Fair Value Measurements. ASU 2010-06 amends Subtopic 820-10 to clarify existing disclosures, require new disclosures, and includes conforming amendments to guidance on employers disclosures about postretirement benefit plan assets. ASU 2010-06

is effective for interim and annual periods beginning after December 15, 2009, except for disclosures about purchases, sales, issuances, and settlements in the roll forward of activity in Level 3 fair value measurements. Those disclosures are effective for fiscal years beginning after December 15, 2010 and for interim periods within those fiscal years. The adoption of the new guidance did not have a material impact on the Company s consolidated financial statements.

In July 2010, the FASB issued ASU 2010-20, Disclosures about the Credit Quality of Financing Receivables and the Allowance for Credit Losses. The new disclosure guidance significantly expands the existing requirements and will lead to greater transparency into a company s exposure to credit losses from lending arrangements. The extensive new disclosures of information as of the end of a reporting period became effective for both interim and annual reporting periods ending on or after December 15, 2010. Specific disclosures regarding activity that occurred before the issuance of the ASU, such as the allowance roll forward and modification disclosures, will be required for periods beginning on or after December 15, 2010. The Company has included the required disclosures in its consolidated financial statements.

EAGLE FINANCIAL SERVICES, INC.

Notes to Consolidated Financial Statements (Unaudited) (Continued)

March 31, 2011

In December 2010, the FASB issued ASU 2010-29, Disclosure of Supplementary Pro Forma Information for Business Combinations. The guidance requires pro forma disclosure for business combinations that occurred in the current reporting period as though the acquisition date for all business combinations that occurred during the year had been as of the beginning of the annual reporting period. If comparative financial statements are presented, the pro forma information should be reported as though the acquisition date for all business combinations that occurred during the current year had been as of the beginning of the comparable prior annual reporting period. ASU 2010-29 is effective for business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2010. Early adoption is permitted. The adoption of the new guidance did not have a material impact on the Company s consolidated financial statements.

In December 2010, the FASB issued ASU 2010-28, When to Perform Step 2 of the Goodwill Impairment Test for Reporting Units with Zero or Negative Carrying Amounts. The amendments in this ASU modify Step 1 of the goodwill impairment test for reporting units with zero or negative carrying amounts. For those reporting units, an entity is required to perform Step 2 of the goodwill impairment test if it is more likely than not that a goodwill impairment exists. The amendments in this Update are effective for fiscal years, and interim periods within those years, beginning after December 15, 2010. Early adoption is not permitted. The adoption of the new guidance did not have a material impact on the Company s consolidated financial statements.

The Securities Exchange Commission (SEC) has issued Final Rule No. 33-9002, Interactive Data to Improve Financial Reporting , which requires companies to submit financial statements in XBRL (extensible business reporting language) format with their SEC filings on a phased-in schedule. Large accelerated filers and foreign large accelerated filers using U.S. GAAP were required to provide interactive data reports starting with their first quarterly report for fiscal periods ending on or after June 15, 2010. All remaining filers are required to provide interactive data reports starting with their first quarterly report for fiscal periods ending on or after June 15, 2011.

In March 2011, the SEC issued Staff Accounting Bulletin (SAB) 114. This SAB revises or rescinds portions of the interpretive guidance included in the codification of the Staff Accounting Bulletin Series. This update is intended to make the relevant interpretive guidance consistent with current authoritative accounting guidance issued as a part of the FASB s Codification. The principal changes involve revision or removal of accounting guidance references and other conforming changes to ensure consistency of referencing through the SAB Series. The effective date for SAB 114 is March 28, 2011. The adoption of the new guidance did not have a material impact on the Company s consolidated financial statements.

In April 2011, the FASB issued ASU 2011-02, A Creditor s Determination of Whether a Restructuring Is a Troubled Debt Restructuring. The amendments in this ASU clarify the guidance on a creditor s evaluation of whether it has granted a concession to a debtor. They also clarify the guidance on a creditor s evaluation of whether a debtor is experiencing financial difficulty. The amendments in this Update are effective for the first interim or annual period beginning on or after June 15, 2011. Early adoption is permitted. Retrospective application to the beginning of the annual period of adoption for modifications occurring on or after the beginning of the annual adoption period is required. As a result of applying these amendments, an entity may identify receivables that are newly considered to be impaired. For purposes of measuring impairment of those receivables, an entity should apply the amendments prospectively for the first interim or annual period beginning on or after June 15, 2011. The Company is currently assessing the impact that ASU 2011-02 will have on its consolidated financial statements.

NOTE 13. Subsequent Events

The Company has evaluated events and transactions subsequent to March 31, 2011 through the date these financial statements were issued. Based on definitions and requirements of Generally Accepted Accounting Principles for Subsequent Events , the Company has not identified any events that require disclosure in the financial statements.

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

The purpose of this discussion is to focus on the important factors affecting the Company s financial condition, results of operations, liquidity and capital resources. This discussion should be read in conjunction with the Company s Consolidated Financial Statements and the Notes to the Consolidated Financial Statements presented in Part I, Item 1, Financial Statements, of this Form 10-Q and Item 8, Financial Statements and Supplementary Data, of the 2010 Form 10-K.

GENERAL

Eagle Financial Services, Inc. is a bank holding company which owns 100% of the stock of Bank of Clarke County (the Bank), collectively (the Company). Accordingly, the results of operations for the Company are dependent upon the operations of the Bank. The Bank conducts commercial banking business which consists of attracting deposits from the general public and investing those funds in commercial, consumer and real estate loans and corporate, municipal and U.S. government agency securities. The Bank s deposits are insured by the Federal Deposit Insurance Corporation to the extent permitted by law. At March 31, 2011, the Company had total assets of $571,338,000, net loans of $396,631,000, total deposits of $440,618,000 and shareholders equity of $54,697,000. The Company s net income was $1,167,000 for the three months ended March 31, 2011.

MANAGEMENT S STRATEGY

The Company strives to be an outstanding financial institution in its market by building solid sustainable relationships with: (1) its customers, by providing highly personalized customer service, a network of conveniently placed branches and ATMs, a competitive variety of products/services and courteous, professional employees, (2) its employees, by providing generous benefits, a positive work environment, advancement opportunities and incentives to exceed expectations, (3) its communities, by participating in local concerns, providing monetary support, supporting employee volunteerism and providing employment opportunities, and (4) its shareholders, by providing sound profits and returns, sustainable growth, regular dividends and committing to its local, independent status.

OPERATING STRATEGY

The Bank is a locally owned and managed financial institution. This allows the Bank to be flexible and responsive in the products and services it offers. The Bank grows primarily by lending funds to local residents and businesses at a competitive price that reflects the inherent risk of lending. The Bank attempts to fund these loans through deposits gathered from local residents and businesses. The Bank prices its deposits by comparing alternative sources of funds and selecting the lowest cost available. When deposits are not adequate to fund asset growth, the Bank relies on borrowings, both short and long term. The Bank s primary source of borrowed funds is the Federal Home Loan Bank of Atlanta which offers numerous terms and rate structures to the Bank.

As interest rates change, the Bank attempts to maintain its net interest margin. This is accomplished by changing the price, terms, and mix of its financial assets and liabilities. The Bank also earns fees on services provided through its trust department, sales of investments through Eagle Investment Services, mortgage originations and deposit operations. The Bank also incurs noninterest expenses such as compensating employees, maintaining and acquiring fixed assets, and purchasing goods and services necessary to support its daily operations.

The Bank has a marketing department which seeks to develop new business. This is accomplished through an ongoing calling program whereby account officers visit with existing and potential customers to discuss the products and services offered. The Bank also utilizes traditional advertising such as television commercials, radio ads, newspaper ads, and billboards.

LENDING POLICIES

Administration and supervision over the lending process is provided by the Bank s Credit Administration Department. The principal risk associated with the Bank s loan portfolio is the creditworthiness of its borrowers. In an effort to manage this risk, the Bank s policy gives loan amount approval limits to individual loan officers based on their position and level of experience. Credit risk is increased or decreased, depending on the type of loan and prevailing economic conditions. In consideration of the different types of loans in the portfolio, the risk associated with real estate mortgage loans, commercial loans and consumer loans varies based on employment levels, consumer confidence, fluctuations in the value of real estate and other conditions that affect the ability of borrowers to repay debt.

The Company has written policies and procedures to help manage credit risk. The Company utilizes a loan review process that includes formulation of portfolio management strategy, guidelines for underwriting standards and risk assessment, procedures for ongoing identification and management of credit deterioration, and regular portfolio reviews to establish loss exposure and to ascertain compliance with the Company s policies.

The Bank uses a tiered approach to approve credit requests consisting of individual lending authorities, a senior management loan committee, and a director loan committee. Lending limits for individuals and the Senior Loan Committee are set by the Board of Directors and are determined by loan purpose, collateral type, and internal risk rating of the borrower. The highest individual authority (Category I) is assigned to the Bank s President / Chief Executive Officer, Senior Loan Officer and Senior Credit Officer (approval authority only). Two officers in Category I may combine their authority to approve loan requests to borrowers with credit exposure up to $1,000,000 on a secured basis and $500,000 unsecured. Officers in Category II, III, IV, V, VI and VII have lesser authorities and with approval of a Category I officer may extend loans to borrowers with exposure of $500,000 on a secured basis and $250,000 unsecured. Loan exposures up to $1,000,000 may be approved with the concurrence of two, Category I officers. Loans to borrowers with total credit exposures between $1,000,000 and $3,000,000 are approved by the Senior Loan Committee consisting of the President, Chief Operating Officer, Senior Loan

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Officer, Senior Credit Officer, and Chief Financial Officer. Approval of the Senior Loan Committed is required prior to being referred to the Director Loan Committee for approval. Loans exceeding $3,000,000 and up to the Bank s legal lending limit can be approved by the Director Loan Committee consisting of four directors (three directors constituting a forum). The Director s Loan Committee also reviews and approves changes to the Bank s Loan Policy as presented by management.

The following sections discuss the major loan categories within the total loan portfolio:

One-to-Four-Family Residential Real Estate Lending

Residential lending activity may be generated by the Bank s loan officer solicitations, referrals by real estate professionals, and existing or new bank customers. Loan applications are taken by a Bank loan officer. As part of the application process, information is gathered concerning income, employment and credit history of the applicant. The valuation of residential collateral is provided by independent fee appraisers who have been approved by the Bank s Directors Loan Committee. In connection with residential real estate loans, the Bank requires title insurance, hazard insurance and, if applicable, flood insurance. In addition to traditional residential mortgage loans secured by a first or junior lien on the property, the Bank offers home equity lines of credit.

Commercial Real Estate Lending

Commercial real estate loans are secured by various types of commercial real estate in the Bank s market area, including multi-family residential buildings, commercial buildings and offices, small shopping centers and churches. Commercial real estate loan originations are obtained through broker referrals, direct solicitation of developers and continued business from customers. In its underwriting of commercial real estate, the Bank s loan to original appraised value ratio is generally 80% or less. Commercial real estate lending entails significant additional risk as compared with residential mortgage lending. Commercial real estate loans typically involve larger loan balances concentrated with single borrowers or groups of related borrowers. Additionally, the repayment of loans secured by income producing properties is typically dependent on the successful operation of a business or a real estate project and thus may be subject, to a greater extent, to adverse conditions in the real estate market or the economy, in general. The Bank s commercial real estate loan underwriting criteria require an examination of debt service coverage ratios, the borrower s creditworthiness, prior credit history and reputation, and the Bank typically requires personal guarantees or endorsements of the borrowers principal owners.

Construction and Land Development Lending

The Bank makes local construction loans, primarily residential, and land acquisition and development loans. The construction loans are secured by residential houses under construction and the underlying land for which the loan was obtained. The average life of most construction loans is less than one year and the Bank offers both fixed and variable rate interest structures. The interest rate structure offered to customers depends on the total amount of these loans outstanding and the impact of the interest rate structure on the Bank s overall interest rate risk. There are two characteristics of construction lending which impact its overall risk as compared to residential mortgage lending. First, there is more concentration risk due to the extension of a large loan balance through several lines of credit to a single developer or contractor. Second, there is more collateral risk due to the fact that loan funds are provided to the borrower based upon the estimated value of the collateral after completion. This could cause an inaccurate estimate of the amount needed to complete construction or an excessive loan-to-value ratio. To mitigate the risks associated with construction lending, the Bank generally limits loan amounts to 80% of the estimated appraised value of the finished home. The Bank also obtains a first lien on the property as security for its construction loans and typically requires personal guarantees from the borrower s principal owners. Finally, the Bank performs inspections of the construction projects to ensure that the percentage of construction completed correlates with the amount of draws on the construction line of credit.

Commercial and Industrial Lending

Commercial business loans generally have more risk than residential mortgage loans, but have higher yields. To manage these risks, the Bank generally obtains appropriate collateral and personal guarantees from the borrower s principal owners and monitors the financial condition of its business borrowers. Residential mortgage loans generally are made on the basis of the borrower s ability to make repayment from employment and other income and are secured by real estate whose value tends to be readily ascertainable. In contrast, commercial business loans typically are made on the basis of the borrower s ability to make repayment from cash flow from its business and are secured by business assets, such as commercial real estate, accounts receivable, equipment and inventory. As a result, the availability of funds for the repayment of commercial business loans is substantially dependent on the success of the business itself. Furthermore, the collateral for commercial business loans may depreciate over time and generally cannot be appraised with as much precision as residential real estate.

Consumer Lending

The Bank offers various secured and unsecured consumer loans, which include personal installment loans, personal lines of credit, automobile loans, and credit card loans. The Bank originates its consumer loans within its geographic market area and these loans are generally made to customers with whom the Bank has an existing relationship. Consumer loans generally entail greater risk than residential mortgage loans, particularly in the case of consumer loans which are unsecured or secured by rapidly depreciable assets such as automobiles. In such cases, any repossessed collateral on a defaulted consumer loan may not provide an adequate source of repayment of the outstanding loan balance as a result of the greater likelihood of damage, loss or depreciation. Consumer loan collections are dependent on the borrower s continuing financial stability, and thus are more likely to be adversely affected by job loss, divorce, illness or personal bankruptcy. Furthermore, the application of various federal and state laws, including federal and state bankruptcy and insolvency laws, may limit the amount which can be recovered on such loans.

The underwriting standards employed by the Bank for consumer loans include a determination of the applicant s payment history on other debts and an assessment of ability to meet existing obligations and payments on the proposed loan. The stability of the applicant s monthly income may be determined by verification of gross monthly income from primary employment, and from any verifiable secondary income. Although creditworthiness of the applicant is the primary consideration, the underwriting process also includes an analysis of the value of the security in relation to the proposed loan amount.

CRITICAL ACCOUNTING POLICIES

The financial statements of the Company are prepared in accordance with accounting principles generally accepted in the United States of America (GAAP). The financial information contained within these statements is, to a significant extent, based on measurements of the financial effects of transactions and events that have already occurred. A variety of factors could affect the ultimate value that is obtained when earning income, recognizing an expense, recovering an asset or relieving a liability. The Company uses historical loss factors as one element in determining the inherent loss that may be present in the loan portfolio. Actual losses could differ significantly from the historical factors that are used. In addition, GAAP itself may change from one previously acceptable method to another method. Although the economics of the transactions would be the same, the timing of events that would impact the transactions could change.

The allowance for loan losses is an estimate of the losses that may be sustained in the Company s loan portfolio. As required by GAAP, the allowance for loan losses is accrued when their occurrence is probable and they can be estimated and that the losses be accrued based on the differences between the loan balance and the value of its collateral, the present value of future cash flows, or the price established in the secondary market. The Company s allowance for loan losses has three basic components: the formula allowance, the specific allowance and the unallocated allowance. Each of these components is determined based upon estimates that can and do change when actual events occur. The formula allowance uses historical experience factors to estimate future losses and, as a result, the estimated amount of losses can differ significantly from the actual amount of losses which would be incurred in the future. However, the potential for significant differences is mitigated by continuously updating the loss history of the Company. The specific allowance is based upon the evaluation of specific loans on which a loss may be realized. Factors such as past due history, ability to pay, and collateral value are used to identify those loans on which a loss may be realized. Each of these loans is then classified as to how much loss would be realized on its disposition. The sum of the losses on the individual loans becomes the Company s specific allowance. This process is inherently subjective and actual losses may be greater than or less than the estimated specific allowance. The unallocated allowance captures losses that are attributable to various economic events which may affect a certain loan type within the loan portfolio or a certain industrial or geographic sector within the Company s market. As the loans, which are affected by these events, are identified or losses are experienced on the loans which are affected by these events, they will be reflected within the specific or formula allowances. Note 1 to the Consolidated Financial Statements presented in Item 8, Financial Statements and Supplementary Data, of the 2010 Form 10-K, provides additional information related to the allowance for loan losses.

FORWARD LOOKING STATEMENTS

The Company makes forward looking statements in this report that are subject to risks and uncertainties. These forward looking statements include statements regarding our profitability, liquidity, allowance for loan losses, interest rate sensitivity, market risk, growth strategy, and financial and other goals. The words believes, expects, may, will, should, projects, contemplates, anticipates, forecasts, intends words or terms are intended to identify forward looking statements. These forward looking statements are subject to significant uncertainties because they are based upon or are affected by factors including:

- the ability to successfully manage growth or implement growth strategies if the Bank is unable to identify attractive markets, locations or opportunities to expand in the future;
- competition with other banks and financial institutions, and companies outside of the banking industry, including those companies that have substantially greater access to capital and other resources;
- the successful management of interest rate risk;
- risks inherent in making loans such as repayment risks and fluctuating collateral values;

- changes in general economic and business conditions in the market area;
- reliance on the management team, including the ability to attract and retain key personnel;
- changes in interest rates and interest rate policies;
- maintaining capital levels adequate to support growth;
- maintaining cost controls and asset qualities as new branches are opened or acquired;
- demand, development and acceptance of new products and services;
- problems with technology utilized by the Bank;
- changing trends in customer profiles and behavior;
- changes in banking and other laws and regulations; and
- other factors described in Item 1A., Risk Factors, in the Company s Annual Report on Form 10-K for the year ended December 31, 2010.

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

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RESULTS OF OPERATIONS

Net Income

Net income for the first three months of 2011 was $1,167,000, a decrease of $411,000 or 26.1% as compared to net income for the first three months of 2010 of $1,578,000. Earnings per share, basic and diluted, were $0.36 and $0.49 the first three months of 2011 and 2010, respectively. Return on average assets (ROA) measures how efficiently the Company uses its assets to produce net income. Some issues reflected within this efficiency include the Company s asset mix, funding sources, pricing, fee generation, and cost control. The ROA of the Company, on an annualized basis, for the first three months of 2011 and 2010 was 0.84% and 1.17%, respectively.

Return on average equity (ROE) measures the utilization of shareholders equity in generating net income. This measurement is affected by the same factors as ROA with consideration to how much of the Company s assets are funded by shareholders. The ROE of the Company, on an annualized basis, for the first three months of 2011 and 2010 was 8.79% and 12.10%, respectively.

Net Interest Income

Net interest income, the difference between total interest income and total interest expense, is the Company s primary source of earnings. Net interest income was $5,572,000 and $5,429,000 for the first three months of 2011 and 2010, respectively, which represents an increase of $143,000 or 2.6%. The amount of net interest income is derived from the volume of earning assets and the rates earned on those assets as compared to the cost of funds. Average interest earning assets increased $23,003,000 from March 31, 2010 to March 31, 2011 while the average yield decreased 26 basis points over that same period. Total interest income was $6,839,000 and $6,844,000 for the first three months of 2011 and 2010, respectively, which represents a decrease of $5,000 or 0.1%. Total interest expense was $1,267,000 and $1,415,000 for the first three months of 2011 and 2010, respectively, which represents a decrease of $148,000 or 10.5%. Average interest bearing liabilities increased $10,080,000 from March 31, 2010 to March 31, 2011 while the interest bearing liabilities rate decreased 18 basis points over the same period.

The net interest margin was 4.39% and 4.48% for the first three months of 2011 and 2010, respectively. The net interest margin is calculated by dividing tax-equivalent net interest income by total average earnings assets. Tax-equivalent net interest income is calculated by adding the tax benefit on certain securities and loans, whose interest is tax-exempt, to total interest income then subtracting total interest expense. The tax rate used to calculate the tax benefit was 34% for 2011 and 2010. The following table reconciles tax-equivalent net interest income, which is not a measurement under accounting principles generally accepted in the United States of America (GAAP), to net interest income.

	Three Months Ended March 31,	
	2011	**2010**
	(in thousands)	
GAAP Financial Measurements:		
Interest Income - Loans	$ 5,731	$ 5,807
Interest Income - Securities and Other Interest-Earnings Assets	1,108	1,037
Interest Expense - Deposits	661	785
Interest Expense - Other Borrowings	606	630
Total Net Interest Income	$ 5,572	$ 5,429
Non-GAAP Financial Measurements:		
Add: Tax Benefit on Tax-Exempt Interest Income Loans	$ 25	$ 35
Add: Tax Benefit on Tax-Exempt Interest Income Securities	169	169
Total Tax Benefit on Tax-Exempt Interest Income	$ 194	$ 204
Tax-Equivalent Net Interest Income	$ 5,766	$ 5,633

The tax-equivalent yield on earning assets decreased 26 basis points from 5.61% to 5.35% for the first three months of 2010 and 2011, respectively. The tax-equivalent yield on securities decreased 43 basis points from 4.96% to 4.53% for the first three months of 2010 and 2011, respectively. The tax equivalent yield on loans decreased 16 basis points from 5.88% to 5.72% for the first three months of 2010 and 2011. The average rate on interest bearing liabilities decreased 18 basis points from 1.44% to 1.26% for the first three months of 2011 and 2010,

respectively. The average rate on interest bearing deposits decreased 21 basis points from 1.01% to 0.80% for the first three months of 2010 and 2011. The Company s higher level of variable liabilities contributed to a larger decrease in costs. In general, deposit pricing is done in response to monetary policy actions and yield curve changes. Also, local competition for funds affects the cost of time deposits, which are primarily comprised of certificates of deposit. The Company prefers to rely more heavily on non-maturity deposits, which include NOW accounts, money market accounts, and savings accounts. Changes in the average rate on interest-bearing liabilities can also be affected by the pricing on other sources of funds, namely borrowings. The Company utilized overnight borrowings in the form of federal funds purchased, retail repurchase agreements and wholesale repurchase agreements. The average rate on these borrowings increased 11 basis points from 2.39% to 2.50% for the first three months of 2010 and 2011. The cost of federal funds purchased is affected by the Federal Reserve s changes in the federal funds target

rate. The rate on retail repurchase agreements is variable and changes monthly. The Company also borrows from the FHLB in the form of short and long term advances. The average rate on FHLB advances increased 29 basis points from 3.11% to 3.40% for the first three months of 2010 and 2011.

Provision for Loan Losses

The provision for loan losses is based upon management s estimate of the amount required to maintain an adequate allowance for loan losses as discussed within the Critical Accounting Policies section above. The provision for loan losses was $900,000 and $550,000 for the first three months of 2011 and 2010, respectively. The amount of provision for loan losses is affected by several factors including the growth rate of loans, net charge-offs, and the estimated amount of potential losses within the loan portfolio.

Changes in the amount of provision for loan losses during each period reflect the results of the Bank s analysis used to determine the adequacy of the allowance for loan losses. This analysis identifies changes in the creditworthiness of specific borrowers and changes in the value of collateral securing certain loans. The results, which consider net charge-offs and the provision, indicate whether the Company s allowance for loan losses is adequate given the potential losses within the loan portfolio. This analysis indicated that the Company s allowance for loan losses was adequate at March 31, 2011.

Noninterest Income

Total noninterest income for the first three months of 2011 and 2010 was $1,405,000 and $1,364,000, respectively, which represents an increase of $41,000 or 3.0%. Management reviews the activities which generate noninterest income on an ongoing basis. The following paragraphs provide information about activities which are included within the respective Consolidated Statements of Income headings.

There were no sales or calls of securities which resulted in a gain or loss during the first three months of 2011. Net gains on sales of securities was $98,000 for the first quarter of 2010.

Income from fiduciary activities, generated by trust services offered through Eagle Investment Group, was $268,000 and $240,000 for the first three months of 2011 and 2010, respectively. The amount of income from fiduciary activities is determined by the number of active accounts and total assets under management. Also, income can fluctuate due to the number of estates settled within any period.

Service charges on deposit accounts decreased $58,000 or 13.0% from $446,000 to $388,000 for the first three months of 2010 and 2011, respectively. Service charges on deposit accounts are derived from the volume of demand and savings accounts generated through the Bank s branch network. Although the Bank continues to see an increase in these account types it has experienced a decrease in overdraft service charges.

Other service charges and fees increased $107,000 or 16.0% from $667,000 for the first three months of 2010 to $774,000 for the first three months of 2011. The amount of other service charges and fees is comprised primarily of commissions from the sale of non-deposit investment products, fees received from the Bank s credit card program, fees generated from the Bank s ATM/debit card programs, and fees generated from the origination of mortgage loans for the secondary market. Commissions from the sale of non-deposit investment products through Eagle Investment Group increased $42,000 or 29.6% from $142,000 to $184,000 for the first three months of 2010 and 2011, respectively. The amount of fees generated from the Bank s ATM/debit card programs increased $63,000 or 25.5% from $247,000 to $310,000 for the first three months of 2010 and 2011, respectively. The Dodd-Frank Act amended the Electronic Funds Transfer Act to give the Federal Reserve the authority to establish rules regarding interchange fees charged for electronic debit transactions by payment card issuers. This could potentially lower the Bank s debit card income significantly in the future.

Other operating income decreased $21,000 from $39,000 to $18,000 for the first three months of 2011 and 2010, respectively. This decrease is primarily attributable to an adjustment in the cash surrender value of officer life insurance in 2010.

Noninterest Expenses

Total noninterest expenses increased $446,000 or 11.0% from $4,058,000 to $4,504,000 for the first three months of 2010 and 2011, respectively. This increase can be mainly attributed to an increase in ATM network fees, FDIC assessments, computer software expense, and other outside service fees. The efficiency ratio of the Company was 62.16 and 57.62% for the three months ended March 31, 2011 and 2010. The efficiency ratio is not a measurement under accounting principles generally accepted in the United States. It is calculated by dividing non interest expense by the sum of tax equivalent net interest income and non interest income excluding gains and losses on the investment portfolio. The tax rate utilized is 34%. The following paragraphs provide information about expenses which are included within the respective

Consolidated Statements of Income headings.

Salaries and benefits increased $224,000 or 10.2% from $2,189,000 for the first three months of 2010 to $2,413,000 for the first three months of 2011. Occupancy expenses increased $17,000 or 5.8% from $292,000 to $309,000 for the first three months of 2010 and 2011, respectively. Equipment expenses increased $9,000 from $152,000 to $161,000 for the first three months of 2010 and 2011, respectively.

Advertising and marketing expenses increased $20,000 or 19.1% from $105,000 to $125,000 for the first three months of 2010 and 2011, respectively. This category contains numerous expense types such as advertising, public relations, business development, and charitable contributions. The annual budgeted amount of advertising and marketing expenses is directly related to the Company s growth in assets. The total amount of advertising and marketing expenses varies based on planned events and advertising campaigns. Expenses are allocated in a manner which focuses on effectively reaching existing and potential customers within the market and contributing to the community.

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FDIC assessments decreased $115,000 or 36.6% from $314,000 to $199,000 for the first three months of 2010 and 2011, respectively. On December 30 2009, the Company prepaid their estimated quarterly FDIC assessments of $2,300,000 for 2010, 2011, and 2012.

Other operating expenses increased $43,000 or 6.0% from $720,000 to $763,000 for the first three months of 2010 and 2011, respectively. This category is primarily comprised of the cost for services required during normal operations of the Company. Expenses which are directly affected by the number of branch locations and volume of accounts at the Bank include postage, insurance, and credit card processing fees. Other expenses within this category are auditing fees and computer software expenses.

Income Taxes

Income tax expense was $406,000 and $607,000 for the first three months of 2011 and 2010, respectively. These amounts correspond to an effective tax rate of 27.70% and 25.81% for the first three months of 2010 and 2011, respectively. The difference between the effective tax rate and statutory income tax rate can be primarily attributed to tax-exempt interest earned on certain securities and loans.

FINANCIAL CONDITION

Securities

Total securities were $109,378,000 at March 31, 2011 as compared to $109,794,000 at December 31, 2010. This represents a decrease of $416,000 or 0.4%. The Company purchased $10,010,000 in securities during the first three months of 2011. The Company had total maturities and principal repayments of $10,528,000 during the first three months of 2010. The Company did not have any securities from a single issuer, other than U.S. government agencies, whose amount exceeded 10% of shareholders equity at March 31, 2011. Note 4 to the Consolidated Financial Statements provides additional details about the Company s securities portfolio at March 31, 2011 and December 31, 2010. The Company had an unrealized gain on available for sale securities of $2,466,000 at March 31, 2011 as compared to an unrealized gain of $2,343,000 at December 31, 2010. Unrealized gains or losses on available for sale securities are reported within shareholders equity, net of the related deferred tax effect, as accumulated other comprehensive income.

Loan Portfolio

The Company s primary use of funds is supporting lending activities from which it derives the greatest amount of interest income. Gross loans were $403,908,000 and $408,449,000 at March 31, 2011 and December 31, 2010, respectively. This represents a decrease of $4,541,000 or 1.1% for the first three months of 2011. The ratio of loans to deposits decreased during the first quarter of 2011 from 95.14% at December 31, 2010 to 91.67% at March 31, 2011. The loan portfolio consists primarily of loans for owner-occupied single family dwellings, loans to acquire consumer products such as automobiles, and loans to small farms and businesses. Note 5 to the Consolidated Financial Statements provides the composition of the loan portfolio at March 31, 2011 and December 31, 2010.

Loans secured by real estate were $361,400,000 or 89.5% and $364,852,000 or 89.3% of total loans at March 31, 2011 and December 31, 2010, respectively. This represents a decrease of $3,452,000 or 1.0% during the first three months of 2011. Consumer installment loans were $13,551,000 or 3.4% and $14,518,000 or 3.6% of total loans at March 31, 2011 and December 31, 2010, respectively. This represents a decrease of $967,000 or 6.7% during the first three months of 2011. Commercial and industrial loans were $24,451,000 or 6.1% and $24,449,000 or 6.0% of total loans at March 31, 2011 and December 31, 2010, respectively. This represents an increase of $2,000 for the first three months of 2011.

Allowance for Loan Losses

The purpose of and the methods for measuring the allowance for loan losses are discussed in the Critical Accounting Policies section above. Note 6 to the Consolidated Financial Statements shows the activity within the allowance for loan losses during the three months ended March 31, 2011 and 2010 and the year ended December 31, 2010. Charged-off loans were $834,000 and $281,000 for the three months ended March 31, 2011 and 2010, respectively. Recoveries were $100,000 and $52,000 for the three months ended March 31, 2011 and 2010, respectively. This resulted in net charge-offs of $734,000 and $229,000 for the three months ended March 31, 2011 and 2010, respectively. The allowance for loan losses as a percentage of loans was 1.80% at March 31, 2011 and 1.74% at December 31, 2010. The allowance for loan losses was 84.0% of nonperforming assets at March 31, 2011 and 69.8% of nonperforming assets at December 31, 2010. Given the current economic environment, it is anticipated there could be an increase in past due loans, non performing loans and other real estate owned. However, the Company believes that the allowance for loan losses will be maintained at a level adequate to mitigate any negative impact resulting from such increases.

Nonperforming Assets and Other Assets

Nonperforming assets consist of nonaccrual loans, repossessed assets, and other real estate owned (foreclosed properties). Nonaccrual loans were $5,966,000 and $8,377,000 at March 31, 2011 and December 31, 2010, respectively. Other real estate owned was $2,641,000 and $1,783,000 at March 31, 2011 and December 31, 2010, respectively. The percentage of nonperforming assets to loans and other real estate owned was 1.47% at March 31, 2011 and 2.04% at December 31, 2010. Because the Company s loan portfolio has a significant concentration in real estate loans, the softening of real estate values within the Company s market as well as the declines in housing activity have negatively impacted non performing asset levels. Total loans past due 90 days or more and still accruing interest were $4,000 and $10,000 at March 31, 2011 and December 31, 2010, respectively.

During the first quarter of 2011, the Bank placed two loans totaling $516,000 on nonaccrual status. Management evaluates the financial condition of these borrowers and the value of any collateral on these loans. The results of these evaluations are used to estimate the amount of losses which may be realized on the disposition of these nonaccrual loans.

Loans are placed on nonaccrual status when collection of principal and interest is doubtful, generally when a loan becomes 90 days past due. There are three negative implications for earnings when a loan is placed on non-accrual status. First, all interest accrued but unpaid at the date that the loan is placed on non-accrual status is either deducted from interest income or written off as a loss. Second, accruals of interest are discontinued until it becomes certain that both principal and interest can be repaid. Finally, there may be actual losses that require additional provisions for loan losses to be charged against earnings.

For real estate loans, upon foreclosure, the balance of the loan is transferred to Other Real Estate Owned (OREO) and carried at the lower of the outstanding loan balance or the fair market value of the property based on current appraisals and other current market trends, less selling costs. If a write down of the OREO property is necessary at the time of foreclosure, the amount is charged-off against the allowance for loan losses. A review of the recorded property value is performed in conjunction with normal loan reviews, and if market conditions indicate that the recorded value exceeds the fair market value, additional write downs of the property value are charged directly to operations.

In addition, the Company may, under certain circumstances, restructure loans in troubled debt restructurings as a concession to a borrower when the borrower is experiencing financial distress. Formal, standardized loan restructuring programs are not utilized by the Company. Each loan considered for restructuring is evaluated based on customer circumstances and may include modifications to one or more loan provisions. Such restructured loans are normally included in impaired loans. However, restructured loans are not necessarily considered nonperforming assets. At March 31, 2011, the Company had $6,289,000 in restructured loans.

Deposits

Total deposits were $440,618,000 and $429,296,000 at March 31, 2011 and December 31, 2010, respectively. This represents an increase of $11,322,000 or 2.6% during the first three months of 2011. Note 7 to the Consolidated Financial Statements provides the composition of total deposits at March 31, 2011 and December 31, 2010.

Noninterest-bearing demand deposits, which are comprised of checking accounts, increased $5,312,000 or 5.4% from $98,256,000 at December 31, 2010 to $103,568,000 at March 31, 2011. Savings and interest-bearing demand deposits, which include NOW accounts, money market accounts and regular savings accounts decreased $888,000 or 0.5% from $184,548,000 at December 31, 2010 to $183,660,000 at March 31, 2011. Time deposits increased $6,897,000 or 4.7% from $146,492,000 at December 31, 2010 to $153,389,000 at March 31, 2011. This is comprised of an increase in time deposits of $100,000 and more of $2,885,000 or 5.8% and an increase in time deposits of less than $100,000 of $5,893,000 or 9.1%. Certificates of deposit also included $30,017,000 and $31,898,000 in brokered certificates of deposit at March 31, 2011 and December 31, 2010.

The Company attempts to fund asset growth with deposit accounts and focus upon core deposit growth as its primary source of funding. Core deposits consist of checking accounts, NOW accounts, money market accounts, regular savings accounts, and time deposits of less than $250,000. Core deposits totaled $388,742,000 or 88.2% and $347,901,000 or 81.0% of total deposits at March 31, 2011 and December 31, 2010, respectively.

CAPITAL RESOURCES

The Company continues to be a well capitalized financial institution. Total shareholders equity at March 31, 2011 was $54,697,000, reflecting a percentage of total assets of 9.57%, as compared to $53,829,000 and 9.63% at December 31, 2010. Shareholders equity per share increased $0.18 or 1.1% to $16.68 per share at March 31, 2011 from $16.50 per share at December 31, 2010. During the first quarters of 2010 and 2011, the Company paid a dividend of $0.17 and $0.18, respectively. Total dividends paid during 2010 were $0.69 per share. The Company has a Dividend Investment Plan that reinvests the dividends of the shareholder in Company stock.

Federal regulatory risk-based capital guidelines require percentages to be applied to various assets, including off-balance sheet assets, based on their perceived risk in order to calculate risk-weighted assets. Tier 1 capital consists of total shareholders equity plus qualifying trust preferred securities outstanding less net unrealized gains and losses on available for sale securities, goodwill and other intangible assets. Total capital is comprised of Tier 1 capital plus the allowable portion of the allowance for loan losses and any excess trust preferred securities that do not qualify as Tier 1 capital. The $7,000,000 in trust preferred securities, issued by the Company during 2007, qualifies as Tier 1 capital because this amount does not exceed 25% of total capital, including the trust preferred securities. Financial institutions must maintain a Tier 1 risk-based capital ratio of at least 4%, a total risk-based capital ratio of at least 8% and a minimum Tier 1 leverage ratio of 4%. The Company s policy

requires a Tier 1 risk-based capital ratio of at least 8%, a total risk-based capital ratio of at least 10% and a minimum Tier 1 leverage ratio of 5%. The Company s Tier 1 risk-based capital ratio was 15.19% at March 31, 2011 as compared to 14.77% at December 31, 2010. The Company s total risk-based capital ratio was 16.45% at March 31, 2011 as compared to 16.02% at December 31, 2010. The Company s Tier 1 capital to average total assets ratio was 10.74% at March 31, 2011 as compared to 10.62% at December 31, 2010. The Company monitors these ratios on a quarterly basis and has several strategies, including without limitation the issuance of common stock or trust preferred securities, to ensure that these ratios remain above regulatory minimums.

LIQUIDITY

Liquidity management involves meeting the present and future financial obligations of the Company with the sale or maturity of assets or with the occurrence of additional liabilities. Liquidity needs are met with cash on hand, deposits in banks, federal funds sold, securities classified as available for sale and loans maturing within one year. At March 31, 2011, liquid assets totaled $211,319,000 as compared to $227,394,000 at December 31, 2010. These amounts represent 40.9% and 45.0% of total liabilities at March 31, 2011 and December 31, 2010, respectively. The Company minimizes liquidity demand by utilizing core deposits to fund asset growth. Securities provide a constant source of liquidity through paydowns and maturities. Also, the Company maintains short-term borrowing arrangements, namely federal funds lines of credit, with larger financial institutions as an additional source of liquidity. Finally, the Bank s membership with the Federal Home Loan Bank of Atlanta provides a source of borrowings with numerous rate and term structures. The Company s senior management monitors the liquidity position regularly and attempts to maintain a position which utilizes available funds most efficiently.

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Item 3. Quantitative and Qualitative Disclosures about Market Risk

There have been no material changes in Quantitative and Qualitative Disclosures about Market Risk as reported in the 2010 Form 10-K.

Item 4. Controls and Procedures

Disclosure Controls and Procedures

The Company, under the supervision and with the participation of management, including the Company s Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the design and operation of its disclosure controls and procedures as of the end of the period covered by this Quarterly Report on Form 10-Q. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that the Company s disclosure controls and procedures were effective as of March 31, 2011 to ensure that information required to be disclosed by the Company in reports that it files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms.

Internal Control over Financial Reporting

Management is also responsible for establishing and maintaining adequate internal control over the Company s financial reporting (as defined in Rule 13a-15(f) promulgated under the Securities Exchange Act of 1934, as amended).

There were no changes in the Company s internal control over financial reporting during the Company s quarter ended March 31, 2011 that have materially affected, or are reasonably likely to materially affect, the Company s internal control over financial reporting.

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PART II - OTHER INFORMATION

Item 1. Legal Proceedings

There are no material pending legal proceedings to which the Company is a party or of which the property of the Company is subject.

Item 1A. Risk Factors

There have been no material changes from the risk factors disclosed in the Company s Annual Report on Form 10-K for the year ended December 31, 2010.

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

None.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Removed and Reserved

Item 5. Other Information

None.

Item 6. Exhibits

The following exhibits are filed with this Form 10-Q and this list includes the exhibit index:

Exhibit No.	Description
31.1	Certification by Chief Executive Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification by Chief Financial Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification by Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized, this 16th day of May, 2011.

Eagle Financial Services, Inc.

By: /s/ JOHN R. MILLESON
John R. Milleson

President and Chief Executive Officer

By: /s/ KATHLEEN J. CHAPPELL
Kathleen J. Chappell

Vice President, Chief Financial Officer