COMMUNITY FINANCIAL CORP /MD/
Form 10-Q
May 06, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

x **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)**

OF THE SECURITIES EXCHANGE ACT OF 1934

For the Quarterly Period Ended March 31, 2016

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 0-18279

The Community Financial Corporation

(Exact name of registrant as specified in its charter)

Maryland	52-1652138

(State of other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)

3035 Leonardtown Road, Waldorf, Maryland (Address of principal executive offices) 20601 (Zip Code)

(301) 645-5601

(Registrant's telephone number, including area code)

Not applicable

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

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

Yes x No ¨

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

Yes x 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 ¨
Non-accelerated Filer ¨
(Do not check if a smaller reporting company)

Accelerated Filer x
Smaller Reporting Company ¨

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

Yes ¨ No x

As of April 28, 2016, the registrant had 4,652,633 shares of common stock outstanding.

THE COMMUNITY FINANCIAL CORPORATION

FORM 10-Q

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PART 1 - FINANCIAL INFORMATION
ITEM 1 – FINANCIAL STATEMENTS

CONSOLIDATED BALANCE SHEETS

(dollars in thousands)	March 31, 2016 (Unaudited)	December 31, 2015
Assets		
Cash and due from banks	$9,501	$9,059
Federal funds sold	175	225
Interest-bearing deposits with banks	482	1,855
Securities available for sale (AFS), at fair value	36,636	35,116
Securities held to maturity (HTM), at amortized cost	114,455	109,420
Federal Home Loan Bank (FHLB) and Federal Reserve Bank (FRB) stock - at cost	6,541	6,931
Loans receivable - net of allowance for loan losses of $8,591 and $8,540	935,499	909,200
Premises and equipment, net	22,450	20,156
Premises and equipment held for sale	-	2,000
Other real estate owned (OREO)	11,038	9,449
Accrued interest receivable	3,382	3,218
Investment in bank owned life insurance	28,032	27,836
Other assets	8,722	8,867
Total Assets	$1,176,913	$1,143,332
Liabilities and Stockholders' Equity		
Liabilities		
Deposits		
Non-interest-bearing deposits	$137,312	$142,771
Interest-bearing deposits	813,287	764,128
Total deposits	950,599	906,899
Short-term borrowings	30,500	36,000
Long-term debt	50,602	55,617
Guaranteed preferred beneficial interest in junior subordinated debentures (TRUPs)	12,000	12,000
Subordinated notes - 6.25%	23,000	23,000
Accrued expenses and other liabilities	9,270	10,033
Total Liabilities	1,075,971	1,043,549
Stockholders' Equity		
Common stock - par value $.01; authorized - 15,000,000 shares;		
Common stock - par value $.01; authorized - 15,000,000 shares; issued 4,652,292 and 4,645,429 shares, respectively	47	46
Additional paid in capital	46,907	46,809
Retained earnings	54,316	53,495

Accumulated other comprehensive loss	(12)	(251)
Unearned ESOP shares	(316)	(316)
Total Stockholders' Equity	100,942	99,783
Total Liabilities and Stockholders' Equity	$ 1,176,913	$ 1,143,332

See notes to Consolidated Financial Statements

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CONSOLIDATED STATEMENTS OF INCOME (Unaudited)

(dollars in thousands, except per share amounts)	Three Months Ended March 31, 2016	2015
Interest and Dividend Income		
Loans, including fees	$10,545	$10,177
Taxable interest and dividends on investment securities	763	547
Interest on deposits with banks	4	4
Total Interest and Dividend Income	11,312	10,728
Interest Expense		
Deposits	1,095	988
Short-term borrowings	38	9
Long-term debt	786	668
Total Interest Expense	1,919	1,665
Net Interest Income	9,393	9,063
Provision for loan losses	427	178
Net Interest Income After Provision For Loan Losses	8,966	8,885
Noninterest Income		
Loan appraisal, credit, and miscellaneous charges	61	58
Gain on sale of asset	-	18
Net gains on sale of OREO	5	-
Net losses on sale of investment securities	-	(1)
Income from bank owned life insurance	196	205
Service charges	588	585
Gain on sale of loans held for sale	-	97
Total Noninterest Income	850	962
Noninterest Expense		
Salary and employee benefits	4,152	4,145
Occupancy expense	589	630
Advertising	63	103
Data processing expense	554	518
Professional fees	425	295
Depreciation of premises and equipment	196	201
Telephone communications	44	46
Office supplies	43	39
FDIC Insurance	243	198
OREO valuation allowance and expenses	301	219
Other	630	549
Total Noninterest Expense	7,240	6,943

Income before income taxes	2,576	2,904
Income tax expense	968	1,083
Net Income	$1,608	$1,821
Preferred stock dividends	-	23
Net Income Available to Common Stockholders	$1,608	$1,798
Earnings Per Common Share		
Basic	$0.35	$0.38
Diluted	$0.35	$0.38
Cash dividends paid per common share	$0.10	$0.10

See notes to Consolidated Financial Statements

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (Unaudited)

(dollars in thousands)	Three Months Ended March 31, 2016	2015
Net Income	$1,608	$1,821
Net unrealized holding gains arising during period, net of tax expense of $155 and $181, respectively	239	278
Comprehensive Income	$1,847	$2,099

See notes to Consolidated Financial Statements

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CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)

(dollars in thousands)	Three Months Ended March 31, 2016	2015
Cash Flows from Operating Activities		
Net income	$1,608	$1,821
Adjustments to reconcile net income to net cash provided by operating activities		
Provision for loan losses	427	178
Depreciation and amortization	354	349
Loans originated for resale	-	(4,215)
Proceeds from sale of loans originated for sale	-	4,021
Gain on sale of loans held for sale	-	(97)
Net gains on the sale of OREO	(5)	-
Losses on sales of HTM investment securities	-	1
Gain on sale of asset	-	(18)
Net amortization of premium/discount on investment securities	128	127
Increase in OREO valuation allowance	255	125
Increase in cash surrender of bank owned life insurance	(196)	(205)
Decrease (increase) in deferred income tax benefit	82	(118)
Increase in accrued interest receivable	(164)	(79)
Stock based compensation	80	54
Decrease in deferred loan fees	(100)	(30)
(Decrease) increase in accrued expenses and other liabilities	(763)	1,463
(Increase) decrease in other assets	(84)	575
Net Cash Provided by Operating Activities	1,622	3,952
Cash Flows from Investing Activities		
Purchase of AFS investment securities	(2,512)	(22)
Proceeds from redemption or principal payments of AFS investment securities	1,361	1,937
Purchase of HTM investment securities	(9,962)	-
Proceeds from maturities or principal payments of HTM investment securities	4,824	3,706
Net decrease (increase) of FHLB and FRB stock	391	(499)
Loans originated or acquired	(79,948)	(74,011)
Principal collected on loans	50,806	52,988
Purchase of premises and equipment	(2,648)	(1,040)
Proceeds from sale of OREO	676	452
Proceeds from sale of HTM investment securities	-	66
Proceeds from disposal of asset	2,000	21
Net Cash Used in Investing Activities	(35,012)	(16,402)

CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)

(continued)

(dollars in thousands)	Three Months Ended March 31, 2016	2015
Cash Flows from Financing Activities		
Net increase (decrease) in deposits	$43,700	$(14,893)
Payments of long-term debt	(5,015)	(4,013)
Net (decrease) increase in short term borrowings	(5,500)	19,000
Proceeds from subordinated notes	-	23,000
Redemption of Small Business Lending Fund Preferred Stock	-	(20,000)
Dividends paid	(453)	(534)
Net change in unearned ESOP shares	-	(28)
Repurchase of common stock	(323)	(16)
Net Cash Provided by Financing Activities	32,409	2,516
Decrease in Cash and Cash Equivalents	$(981)	$(9,934)
Cash and Cash Equivalents - January 1	11,139	21,373
Cash and Cash Equivalents - March 31	$10,158	$11,439
Supplemental Disclosures of Cash Flow Information		
Cash paid during the period for		
Interest	$2,244	$1,479
Income taxes	$300	$50
Supplemental Schedule of Non-Cash Operating Activities		
Issuance of common stock for payment of compensation	$464	$216
Transfer from loans to OREO	$2,515	$1,556

See notes to Consolidated Financial Statements

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)

NOTE 1 – BASIS OF PRESENTATION

The consolidated financial statements of The Community Financial Corporation (the "Company") and its wholly owned subsidiary, Community Bank of the Chesapeake (the "Bank"), and the Bank's wholly owned subsidiary, Community Mortgage Corporation of Tri-County, included herein are unaudited.

The consolidated financial statements reflect all adjustments consisting only of normal recurring accruals that, in the opinion of management, are necessary to present fairly the Company's financial condition, results of operations, and cash flows for the periods presented. Certain information and note disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted pursuant to the rules and regulations of the Securities and Exchange Commission. The Company believes that the disclosures are adequate to make the information presented not misleading. The balances as of December 31, 2015 have been derived from audited financial statements. There have been no significant changes to the Company's accounting policies as disclosed in the 2015 Annual Report. The results of operations for the three months ended March 31, 2016 are not necessarily indicative of the results of operations to be expected for the remainder of the year or any other period. Certain previously reported amounts have been restated to conform to the 2016 presentation.

These consolidated financial statements should be read in conjunction with the consolidated financial statements and notes included in the Company's 2015 Annual Report.

NOTE 2 – NATURE OF BUSINESS

The Company provides a variety of financial services to individuals and businesses through its offices in Southern Maryland and Fredericksburg, Virginia. Its primary deposit products are demand, savings and time deposits, and its primary lending products are commercial and residential mortgage loans, commercial loans, construction and land development loans, home equity and second mortgages and commercial equipment loans.

The Bank conducts business through its main office in Waldorf, Maryland, and eleven branch offices in Waldorf, Bryans Road, Dunkirk, Leonardtown, La Plata, Charlotte Hall, Prince Frederick, Lusby, California, Maryland; and Fredericksburg, Virginia. The Company maintains five loan production offices ("LPOs") in Annapolis, La Plata, Prince Frederick and Leonardtown, Maryland; and Fredericksburg, Virginia. The Leonardtown and Fredericksburg LPOs are co-located with branches. The Company's second branch in Fredericksburg opened in April 2016.

The Company sold its King George, Virginia branch building and equipment to a credit union. The Company’s 2015 third quarter operating results reflect the financial impact of the transaction. The Company recorded an impairment of $426,000 during the third quarter of 2015. The transaction closed on January 28, 2016.

NOTE 3 – INCOME TAXES

The Company files a consolidated federal income tax return with its subsidiaries. Deferred tax assets and liabilities are determined using the liability (or balance sheet) method. Under this method, the net deferred tax asset or liability is determined based on the tax effects of the temporary differences between the book and tax bases of the various balance sheet assets and liabilities and gives current recognition to changes in tax rates and laws and when it is considered more likely than not that deferred tax assets will be realized. It is the Company’s policy to recognize accrued interest and penalties related to unrecognized tax benefits as a component of tax expense.

NOTE 4 - ACCUMULATED OTHER COMPREHENSIVE GAIN (LOSS)

The following tables present the components of comprehensive gain (loss) for the ended March 31, 2016 and 2015. The Company's comprehensive gain (loss) was solely related to securities for the three months ended March 31, 2016 and 2015.

	Three Months Ended March 31, 2016			Three Months Ended March 31, 2015		
(dollars in thousands)	Before Tax	Tax Effect	Net of Tax	Before Tax	Tax Effect	Net of Tax
Net unrealized holding gains arising during period	$394	$ 155	$239	$459	$ 181	$278
Reclassification adjustments	-	-	-	-	-	-
Other comprehensive gain	$394	$ 155	$239	$459	$ 181	$278

The following table presents the changes in each component of accumulated other comprehensive loss, net of tax, for the three months ended March 31, 2016 and 2015.

(dollars in thousands)	Three Months Ended March 31, 2016 Net Unrealized Gains And Losses	Three Months Ended March 31, 2015 Net Unrealized Gains And Losses
Beginning of period	$ (251)	$ (378)
Other comprehensive gain, net of tax	239	278
End of period	$ (12)	$ (100)

NOTE 5 - EARNINGS PER SHARE ("EPS")

Basic earnings per common share represent income available to common shareholders, divided by the weighted average number of common shares outstanding during the period. Diluted earnings per share reflect additional common shares that would have been outstanding if dilutive potential common shares had been issued. Potential common shares that may be issued by the Company relate to outstanding stock options and are determined using the treasury stock method. At March 31, 2016 and 2015, there were 21,111 and 87,436 options, respectively, which were excluded from the calculation as their effect would be anti-dilutive, because the exercise price of the options were greater than the average market price of the common shares. The Company has not granted any stock options since 2007 and all options outstanding at March 31, 2016 were anti-dilutive. Unvested restricted stock is excluded from the calculation of basic earnings per share. At March 31, 2016 there were 43,539 unvested shares of restricted stock. Basic and diluted earnings per share have been computed based on weighted-average common and common equivalent shares outstanding as follows:

	Three Months Ended March 31,	
(dollars in thousands)	2016	2015
Net Income	$1,608	$1,821
Less: dividends paid and accrued on preferred stock	-	(23)
Net income available to common shareholders	$1,608	$1,798
Average number of common shares outstanding	4,594,683	4,694,460
Dilutive effect of common stock equivalents	29,920	-
Average number of shares used to calculate diluted EPS	4,624,603	4,694,460

NOTE 6 - STOCK-BASED COMPENSATION

The Company has stock-based incentive arrangements to attract and retain key personnel. In May 2015, the 2015 Equity Compensation Plan (the “Plan”) was approved by shareholders, which authorizes the issuance of restricted stock, stock appreciation rights, stock units and stock options to the Board of Directors and key employees. Compensation expense for service-based awards is recognized over the vesting period. Performance-based awards are recognized based on a vesting schedule and the probability of achieving goals specified at the time of the grant. The 2015 Plan replaced the 2005 Equity Compensation Plan.

Stock-based compensation expense totaled $80,000 and $54,000 for the three months ended March 31, 2016 and 2015, respectively. Stock-based compensation expense consisted of the vesting of grants of restricted stock.

All outstanding options are fully vested and the Company has not granted any stock options since 2007. The fair value of the Company’s outstanding employee stock options is estimated on the date of grant using the Black-Scholes option pricing model. The Company estimates expected market price volatility and expected term of the options based on historical data and other factors.

The exercise price for options granted is set at the discretion of the committee administering the Plan, but is not less than the market value of the shares as of the date of grant. An option’s maximum term is 10 years and the options vest at the discretion of the committee.

The following tables below summarize outstanding and exercisable options at March 31, 2016 and December 31, 2015.

(dollars in thousands, except per share amounts)	Shares	Weighted Average Exercise Price	Aggregate Intrinsic Value	Weighted-Average Contractual Life Remaining In Years
Outstanding at January 1, 2016	21,211	$ 27.70	$ -	
Forfeited	(100)	27.70		
Outstanding at March 31, 2016	21,111	$ 27.70	$ -	1.0
Exercisable at March 31, 2016	21,111	$ 27.70	$ -	1.0

(dollars in thousands, except per share amounts)	Shares	Weighted Average Exercise Price	Aggregate Intrinsic Value	Weighted-Average Contractual Life Remaining In Years
Outstanding at January 1, 2015	87,436	$ 23.60	$ -	
Expired	(66,225)	22.29		
Outstanding at December 31, 2015	21,211	$ 27.70	$ -	1.0
Exercisable at December 31, 2015	21,211	$ 27.70	$ -	1.0

Options outstanding are all currently exercisable and are summarized as follows:

Shares Outstanding March 31, 2016	Weighted Average Remaining Contractual Life	Weighted Average Exercise Price
21,111	1 year	$ 27.70

The aggregate intrinsic value of outstanding stock options and exercisable stock options was $0 at March 31, 2016 and December 31, 2015, respectively because all options outstanding were anti-dilutive.

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The Company granted restricted stock and stock units in accordance with the Plan. The vesting period for outstanding granted restricted stock is between three and five years. As of March 31, 2016, unrecognized stock compensation expense was $1.3 million. The following tables summarize the unvested restricted stock awards outstanding at March 31, 2016 and December 31, 2015, respectively.

	Restricted Stock	
	Number of Shares	**Weighted Average Grant Date Fair Value**
Nonvested at January 1, 2016	37,048	$ 19.83
Granted	22,403	20.75
Vested	(15,912)	20.09
Nonvested at March 31, 2016	43,539	$ 20.21

	Restricted Stock	
	Number of Shares	Weighted Average Grant Date Fair Value
Nonvested at January 1, 2015	29,472	$ 20.83
Granted	28,040	18.63
Vested	(20,464)	19.62
Nonvested at December 31, 2015	37,048	$ 19.83

NOTE 7 - GUARANTEED PREFERRED BENEFICIAL INTEREST IN JUNIOR SUBORDINATED DEBENTURES ("TRUPs")

On June 15, 2005, Tri-County Capital Trust II ("Capital Trust II"), a Delaware business trust formed, funded and wholly owned by the Company, issued $5.0 million of variable-rate capital securities in a private pooled transaction. The variable rate is based on the 90-day LIBOR rate plus 1.70%. The Trust used the proceeds from this issuance, along with the $155,000 for Capital Trust II's common securities, to purchase $5.2 million of the Company's junior subordinated debentures. The interest rate on the debentures and the trust preferred securities is variable and adjusts quarterly. These capital securities qualify as Tier I capital and are presented in the Consolidated Balance Sheets as "Guaranteed Preferred Beneficial Interests in Junior Subordinated Debentures." Both the capital securities of Capital Trust II and the junior subordinated debentures are scheduled to mature on June 15, 2035, unless called by the Company.

On July 22, 2004, Tri-County Capital Trust I ("Capital Trust I"), a Delaware business trust formed, funded and wholly owned by the Company, issued $7.0 million of variable-rate capital securities in a private pooled transaction. The variable rate is based on the 90-day LIBOR rate plus 2.60%. The Trust used the proceeds from this issuance, along with the Company's $217,000 capital contribution for Capital Trust I's common securities, to purchase $7.2 million of the Company's junior subordinated debentures. The interest rate on the debentures and the trust preferred securities is variable and adjusts quarterly. These debentures qualify as Tier I capital and are presented in the Consolidated Balance Sheets as "Guaranteed Preferred Beneficial Interests in Junior Subordinated Debentures." Both the capital securities of Capital Trust I and the junior subordinated debentures are scheduled to mature on July 22, 2034, unless called by the Company.

NOTE 8 – SUBORDINATED NOTES

On February 6, 2015 the Company issued $23.0 million of unsecured 6.25% fixed to floating rate subordinated notes due February 15, 2025 ("subordinated notes"). On February 13, 2015, the Company used proceeds of the offering to redeem all $20 million of the Company's outstanding preferred stock issued under the Small Business Lending Fund ("SBLF") program. The subordinated notes qualify as Tier 2 regulatory capital and replaced SBLF Tier 1 capital. The subordinated notes are not listed on any securities exchange or included in any automated dealer quotation system and there is no market for the notes. The notes are unsecured obligations and are subordinated in right of payment to all existing and future senior debt, whether secured or unsecured. The notes are not guaranteed obligations of any of the Company's subsidiaries.

Interest will accrue at a fixed per annum rate of 6.25% from and including the issue date to but excluding February 15, 2020. From and including February 15, 2020 to but excluding the maturity date interest will accrue at a floating rate equal to the three-month LIBOR plus 479 basis points. Interest is payable on the notes on February 15 and August 15 of each year, commencing August 15, 2015, through February 15, 2020, and thereafter February 15, May 15, August 15 and November 15 of each year through the maturity date or earlier redemption date.

The subordinated notes may be redeemed in whole or in part on February 15, 2020 or on any scheduled interest payment date thereafter and upon the occurrence of certain special events. The redemption price is equal to 100% of the principal amount of the subordinated notes to be redeemed plus accrued and unpaid interest to the date of redemption. Any partial redemption will be made pro rata among all holders of the subordinated notes. The subordinated notes are not subject to repayment at the option of the holders. The subordinated notes may be redeemed at any time, if (1) a change or prospective change in law occurs that could prevent the Company from deducting interest payable on the notes for U.S. federal income tax purposes, (2) a subsequent event occurs that precludes the notes from being recognized as Tier 2 Capital for regulatory capital purposes, or (3) the Company is required to register as an investment company under the Investment Company Act of 1940, as amended.

NOTE 9 - OTHER REAL ESTATE OWNED (“OREO”)

OREO assets are presented net of valuation allowances. The Company considers OREO as classified assets for regulatory and financial reporting. An analysis of OREO activity follows.

	Three Months Ended March 31,		**Year Ended December 31,**
(dollars in thousands)	2016	2015	2015
Balance at beginning of year	$9,449	$5,883	$ 5,883
Additions of underlying property	2,515	1,556	5,436
Disposals of underlying property	(671)	(453)	(1,206)
Valuation allowance	(255)	(125)	(664)
Balance at end of period	$11,038	$6,861	$ 9,449

During the three months ended March 31, 2016, additions of $2.5 million consisted of $400,000 for a residential property and $2.1 million for a deed in lieu of foreclosure on an improved commercial office building with multiple tenants. The commercial office building was taken into OREO at the carrying value of the loan and is presently under contract in the feasibility study period. During the three months ended March 31, 2015, additions of $1.6 million consisted of $784,000 for five residential properties, $378,000 for three residential lots and $400,000 for a commercial building. The Company disposed of one residential property and two commercial properties for proceeds of $676,000 and a gain of $5,000 for the three months ended March 31, 2016. The Company disposed of one residential property and two finished residential lots at no gain for the three months ended March 31, 2015.

Additions to the valuation allowances of $255,000 and $125,000 were taken to adjust properties to current appraised values for the three months ended March 31, 2016 and 2015, respectively. OREO carrying amounts reflect management's estimate of the realizable value of these properties incorporating current appraised values, local real estate market conditions and related costs. Expenses applicable to OREO assets include the following.

	Three Months Ended March 31,	
(dollars in thousands)	2016	2015
Valuation allowance	$255	$125
Operating expenses	46	94
	$301	$219

NOTE 10 – SECURITIES

	March 31, 2016			
(dollars in thousands)	**Amortized Cost**	**Gross Unrealized Gains**	**Gross Unrealized Losses**	**Estimated Fair Value**
Securities available for sale (AFS)				
Asset-backed securities issued by GSEs				
Residential Mortgage Backed Securities ("MBS")	$21	$ 4	$ -	$25
Residential Collateralized Mortgage Obligations ("CMOs")	32,286	127	311	32,102
Corporate equity securities	37	2	-	39
Bond mutual funds	4,312	158	-	4,470
Total securities available for sale	$36,656	$ 291	$ 311	$36,636
Securities held to maturity (HTM)				
Asset-backed securities issued by GSEs				
Residential MBS	$37,944	$ 753	$ 27	$38,670
Residential CMOs	70,663	575	192	71,046
Asset-backed securities issued by Others:				
Residential CMOs	1,028	-	100	928
Total debt securities held to maturity	109,635	1,328	319	110,644
Callable GSE Agency Bonds	$3,005	$ -	$ 11	$2,994
U.S. SBA Debentures	1,016	-	5	1,011
U.S. government obligations	799	-	-	799
Total securities held to maturity	$114,455	$ 1,328	$ 335	$115,448

	December 31, 2015			
(dollars in thousands)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Securities available for sale (AFS)				
Asset-backed securities issued by GSEs				
Residential MBS	$22	$ 4	$ -	$26
Residential CMOs	31,182	39	557	30,664
Corporate equity securities	37	2	-	39
Bond mutual funds	4,289	98	-	4,387
Total securities available for sale	$35,530	$ 143	$ 557	$35,116
Securities held to maturity (HTM)				
Asset-backed securities issued by GSEs				

Residential MBS	$34,085	$ 552	$ 242	$34,395
Residential CMOs	73,492	278	599	73,171
Asset-backed securities issued by Others:				
Residential CMOs	1,093	-	100	993
Total debt securities held to maturity	108,670	830	941	108,559
U.S. government obligations	750	-	-	750
Total securities held to maturity	$109,420	$ 830	$ 941	$109,309

At March 31, 2016, certain asset-backed securities with an amortized cost of $22.3 million were pledged to secure certain deposits. At March 31, 2016, asset-backed securities with an amortized cost of $1.9 million were pledged as collateral for advances from the Federal Home Loan Bank ("FHLB") of Atlanta.

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At March 31, 2016, 99% of the asset-backed securities and agency bond portfolio was rated AAA by Standard & Poor's or the equivalent credit rating from another major rating agency. AFS securities issued by GSEs had an average life of 3.77 years and average duration of 3.54 years and are guaranteed by their issuer as to credit risk. HTM securities issued by GSEs or U.S. government agencies had an average life of 4.17 years and average duration of 3.83 years and are guaranteed by their issuer as to credit risk.

At December 31, 2015, certain asset-backed securities with an amortized cost of $21.4 million were pledged to secure certain deposits. At December 31, 2015, asset-backed securities with an amortized cost of $1.9 million were pledged as collateral for advances from the Federal Home Loan Bank ("FHLB") of Atlanta.

At December 31, 2015, 99% of the asset-backed securities and agency bond portfolio was rated AAA by Standard & Poor's or the equivalent credit rating from another major rating agency. AFS securities issued by GSEs had an average life of 4.39 years and average duration of 4.04 years and are guaranteed by their issuer as to credit risk. HTM securities issued by GSEs or U.S. government agencies had an average life of 5.07 years and average duration of 4.58 years and are guaranteed by their issuer as to credit risk.

We believe that AFS securities with unrealized losses will either recover in market value or be paid off as agreed. The Company intends to, and has the ability to, hold these securities to maturity. We believe that the losses are the result of general perceptions of safety and creditworthiness of the entire sector and a general disruption of orderly markets in the asset class.

Management has the ability and intent to hold the HTM securities with unrealized losses until they mature, at which time the Company will receive full value for the securities. Because our intention is not to sell the investments and it is not more likely than not that we will be required to sell the investments before recovery of their amortized cost basis, which may be maturity, management considers the unrealized losses in the held-to-maturity portfolio to be temporary.

No charges related to other-than-temporary impairment were made during for the three months ended March 31, 2016 and the year ended December 31, 2015.

During the three months ended March 31, 2016, no securities were sold. During the three months ended March 31, 2015, the Company sold one HTM security with a carrying value of $68,000 and recognized a loss of $1,000. The sale of HTM securities were permitted under ASC 320 "Investments - Debt and Equity Securities." ASC 320 permits the sale of HTM securities for certain changes in circumstances. The Company will dispose of HTM securities using the safe harbor rule that allows for the sale of HTM securities that have principal payments paid down to less than 15% of original purchased par. ASC 320 10-25-15 indicates that a sale of a debt security after a substantial portion of the principal has been collected is equivalent to holding the security to maturity. In addition, the Company will dispose of HTM securities under ASC 320-10-25-6 due to a significant deterioration in the issues' creditworthiness and the increase in regulatory risk weights mandated for risk-based capital purposes.

AFS Securities

Gross unrealized losses and estimated fair value by length of time that the individual AFS securities have been in a continuous unrealized loss position at March 31, 2016 were as follows:

March 31, 2016	Less Than 12 Months		More Than 12 Months		Total	
(dollars in thousands)	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Losses
Asset-backed securities issued by GSEs	$5,386	$ 50	$13,902	$ 261	$19,288	$ 311

At March 31, 2016, the AFS investment portfolio had an estimated fair value of $36.6 million, of which $19.3 million of the securities had some unrealized losses from their amortized cost. The securities with unrealized losses were CMOs issued by GSEs.

AFS securities issued by GSEs are guaranteed by the issuer. Total unrealized losses on the asset-backed securities issued by GSEs were $311,000 of the portfolio amortized cost of $32.3 million. AFS asset-backed securities issued by GSEs with unrealized losses had an average life of 3.95 years and an average duration of 3.66 years. We believe that the securities will either recover in market value or be paid off as agreed.

Gross unrealized losses and estimated fair value by length of time that the individual AFS securities have been in a continuous unrealized loss position at December 31, 2015 were as follows:

December 31, 2015	Less Than 12 Months		More Than 12 Months		Total	
(dollars in thousands)	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Losses
Asset-backed securities issued by GSEs	$4,658	$ 28	$17,344	$ 529	$22,002	$ 557

At December 31, 2015, the AFS investment portfolio had an estimated fair value of $35.1 million, of which $22.0 million of the securities had some unrealized losses from their amortized cost. The securities with unrealized losses were CMOs issued by GSEs.

AFS securities issued by GSEs are guaranteed by the issuer. Total unrealized losses on the asset-backed securities issued by GSEs were $557,000 of the portfolio amortized cost of $31.2 million. AFS asset-backed securities issued by GSEs with unrealized losses had an average life of 4.45 years and an average duration of 4.04 years. We believe that the securities will either recover in market value or be paid off as agreed.

HTM Securities

Gross unrealized losses and estimated fair value by length of time that the individual HTM securities have been in a continuous unrealized loss position at March 31, 2016 were as follows:

March 31, 2016	Less Than 12 Months		More Than 12 Months		Total	
(dollars in thousands)	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Losses
Asset-backed securities issued by GSEs	16,677	45	13,807	174	30,484	219
Callable GSE Agency Bonds	2,994	11	-	-	2,994	11
U.S. SBA Debentures	1,011	5	-	-	1,011	5
Asset-backed securities issued by other	-	-	928	100	928	100
	$20,682	$ 61	$14,735	$ 274	$35,417	$ 335

At March 31, 2016, the HTM investment portfolio had an estimated fair value of $115.5 million, of which $35.4 million of the securities had some unrealized losses from their amortized cost. Of these securities, $34.5 million were asset-backed securities or bonds issued by GSEs and debentures issued by U.S. government agencies. The remaining $928,000 were asset-backed securities issued by others.

HTM securities issued by GSEs are guaranteed by the issuer and HTM U.S. government agency securities and bonds are guaranteed by the full faith and credit of the U.S. government. Total unrealized losses on the asset-backed securities or bonds issued by GSEs and debentures issued by U.S. government agencies were $235,000 of the portfolio amortized cost of $113.4 million. The securities with unrealized losses had an average life of 3.60 years and an average duration of 3.35 years. We believe that the securities will either recover in market value or be paid off as agreed. The Company intends to, and has the ability to, hold these securities to maturity.

HTM asset-backed securities issued by others are collateralized mortgage obligation securities. The securities have credit support tranches that absorb losses prior to the tranches that the Company owns. The Company reviews credit support positions on its securities regularly. Total unrealized losses on the asset-backed securities issued by others were $100,000 of the portfolio amortized cost of $1.0 million. HTM asset-backed securities issued by others with unrealized losses have an average life of 3.54 years and an average duration of 2.80 years.

Gross unrealized losses and estimated fair value by length of time that the individual HTM securities have been in a continuous unrealized loss position at December 31, 2015 were as follows:

December 31, 2015	Less Than 12 Months		More Than 12 Months		Total	
(dollars in thousands)	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Losses
Asset-backed securities issued by GSEs	$36,337	$ 346	$16,431	$ 495	$52,768	$ 841
Asset-backed securities issued by other	-	-	992	100	992	100
	$36,337	$ 346	$17,423	$ 595	$53,760	$ 941

At December 31, 2015, the HTM investment portfolio had an estimated fair value of $109.3 million, of which $53.8 million of the securities had some unrealized losses from their amortized cost. Of these securities, $52.8 million were asset-backed securities issued by GSEs and the remaining $992,000 were asset-backed securities issued by others.

HTM securities issued by GSEs are guaranteed by the issuer. Total unrealized losses on the asset-backed securities issued by GSEs were $841,000 of the portfolio amortized cost of $107.6 million. HTM asset-backed securities issued by GSEs with unrealized losses had an average life of 5.42 years and an average duration of 4.78 years. We believe that the securities will either recover in market value or be paid off as agreed. The Company intends to, and has the ability to, hold these securities to maturity.

HTM asset-backed securities issued by others are collateralized mortgage obligation securities. The securities have credit support tranches that absorb losses prior to the tranches that the Company owns. The Company reviews credit support positions on its securities regularly. Total unrealized losses on the asset-backed securities issued by others were $100,000 of the portfolio amortized cost of $1.1 million. HTM asset-backed securities issued by others with unrealized losses have an average life of 4.04 years and an average duration of 3.29 years.

Credit Quality of Asset-Backed Securities and Agency Bonds

The tables below present the Standard & Poor's ("S&P") or equivalent credit rating from other major rating agencies for AFS and HTM asset-backed securities issued by GSEs and others or bonds issued by U.S. government agencies at March 31, 2016 and December 31, 2015 by carrying value. The Company considers noninvestment grade securities rated BB+ or lower as classified assets for regulatory and financial reporting. GSE asset-backed securities and GSE agency bonds with S&P AA+ ratings were treated as AAA based on regulatory guidance.

March 31, 2016		December 31, 2015	
Credit Rating	Amount	Credit Rating	Amount
(dollars in thousands)			
AAA	$145,554	AAA	$138,267
BBB	-	BBB	-
BB	487	BB	518
B+	541	B+	-
CCC+	-	CCC+	575
Total	$146,582	Total	$139,360

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NOTE 11 – LOANS

Loans consist of the following:

(dollars in thousands)	March 31, 2016	December 31, 2015
Commercial real estate	$643,977	$ 613,479
Residential first mortgages	155,532	149,967
Construction and land development	38,687	36,189
Home equity and second mortgages	21,019	21,716
Commercial loans	54,220	67,246
Consumer loans	330	366
Commercial equipment	31,379	29,931
	945,144	918,894
Less:		
Deferred loan fees	1,054	1,154
Allowance for loan losses	8,591	8,540
	9,645	9,694
	$935,499	$ 909,200

At March 31, 2016 and December 31, 2015, the Bank's allowance for loan losses totaled $8.6 million and $8.5 million, respectively or 0.91% and 0.93%, respectively, of loan balances. Management's determination of the adequacy of the allowance is based on a periodic evaluation of the portfolio with consideration given to the overall loss experience, current economic conditions, size, growth and composition of the loan portfolio, financial condition of the borrowers and other relevant factors that, in management's judgment, warrant recognition in providing an adequate allowance.

Risk Characteristics of Portfolio Segments

The Company manages its credit products and exposure to credit losses (credit risk) by the following specific portfolio segments (classes), which are levels at which the Company develops and documents its allowance for loan loss methodology. These segments are:

Commercial Real Estate ("CRE")

Commercial and other real estate projects include office buildings, retail locations, churches, other special purpose buildings and commercial construction. Commercial construction balances were 6.8% and 5.3% of the CRE portfolio at March 31, 20016 and December 31, 2015, respectively. The Bank offers both fixed-rate and adjustable-rate loans under these product lines. The primary security on a commercial real estate loan is the real property and the leases that produce income for the real property. Loans secured by commercial real estate are generally limited to 80% of the lower of the appraised value or sales price at origination and have an initial contractual loan payment period ranging from three to 20 years.

Loans secured by commercial real estate are larger and involve greater risks than one-to four-family residential mortgage loans. Because payments on loans secured by such properties are often dependent on the successful operation or management of the properties, repayment of such loans may be subject to a greater extent to adverse conditions in the real estate market or the economy.

Residential First Mortgages

Residential first mortgage loans are generally long-term loans, amortized on a monthly basis, with principal and interest due each month. The contractual loan payment period for residential loans typically ranges from ten to 30 years. The Bank’s experience indicates that real estate loans remain outstanding for significantly shorter time periods than their contractual terms. Borrowers may refinance or prepay loans at their option, without penalty. The Bank’s residential portfolio has both fixed-rate and adjustable-rate residential first mortgages.

The annual and lifetime limitations on interest rate adjustments may limit the increases in interest rates on these loans. There are also credit risks resulting from potential increased costs to the borrower as a result of repricing of adjustable-rate mortgage loans. During periods of rising interest rates, the risk of default on adjustable-rate mortgage loans may increase due to the upward adjustment of interest cost to the borrower. The Bank’s adjustable rate residential first mortgage portfolio was $35.1 million or 3.7% of total gross loans of $945.1 million at March 31, 2016 compared to $33.6 million or 3.7% of gross loans of $918.9 million at December 31, 2015.

Construction and Land Development

The Bank offers loans for the construction of one-to-four family dwellings. Generally, these loans are secured by the real estate under construction as well as by guarantees of the principals involved. In addition, the Bank offers loans to acquire and develop land, as well as loans on undeveloped, subdivided lots for home building.

A decline in demand for new housing might adversely affect the ability of borrowers to repay these loans. Construction and land development loans are inherently riskier than providing financing on owner-occupied real estate. The Bank's risk of loss is affected by the accuracy of the initial estimate of the market value of the completed project as well as the accuracy of the cost estimates made to complete the project. In addition, the volatility of the real estate market has made it increasingly difficult to ensure that the valuation of land associated with these loans is accurate. During the construction phase, a number of factors could result in delays and cost overruns. If the estimate of construction costs proves to be inaccurate, the Bank may be required to advance funds beyond the amount originally committed to permit completion of the development. If the estimate of value proves to be inaccurate, a project's value might be insufficient to assure full repayment. As a result of these factors, construction lending often involves the disbursement of substantial funds with repayment dependent, in part, on the success of the project rather than the ability of the borrower or guarantor to repay principal and interest. If the Bank forecloses on a project, there can be no assurance that the Bank will be able to recover all of the unpaid balance of, and accrued interest on, the loan as well as related foreclosure and holding costs.

Home Equity and Second Mortgage Loans

The Bank maintains a portfolio of home equity and second mortgage loans. These products contain a higher risk of default than residential first mortgages as in the event of foreclosure, the first mortgage would need to be paid off prior to collection of the second mortgage. This risk has been heightened as the market value of residential property has declined.

Commercial Loans

The Bank offers commercial loans to its business customers. The Bank offers a variety of commercial loan products including term loans and lines of credit. Such loans are generally made for terms of five years or less. The Bank offers both fixed-rate and adjustable-rate loans under these product lines. When making commercial business loans, the Bank considers the financial condition of the borrower, the borrower's payment history of both corporate and personal debt, the projected cash flows of the business, the viability of the industry in which the consumer operates, the value of the collateral, and the borrower's ability to service the debt from income. These loans are primarily secured by equipment, real property, accounts receivable, or other security as determined by the Bank.

Commercial loans are made on the basis of the borrower's ability to make repayment from the cash flows of the borrower's business. As a result, the availability of funds for the repayment of commercial loans may depend substantially on the success of the business itself.

Consumer Loans

Consumer loans consist of loans secured by automobiles, boats, recreational vehicles and trucks. The Bank also makes home improvement loans and offers both secured and unsecured personal lines of credit. Consumer loans entail greater risk from other loan types due to being secured by rapidly depreciating assets or the reliance on the borrower's continuing financial stability.

Commercial Equipment Loans

These loans consist primarily of fixed-rate, short-term loans collateralized by a commercial customer's equipment. When making commercial equipment loans, the Bank considers the same factors it considers when underwriting a commercial business loan. Commercial loans are of higher risk and typically are made on the basis of the borrower's ability to make repayment from the cash flows of the borrower's business. As a result, the availability of funds for the repayment of commercial loans may depend substantially on the success of the business itself. In the case of business failure, collateral would need to be liquidated to provide repayment for the loan. In many cases, the highly specialized nature of collateral equipment would make full recovery from the sale of collateral problematic.

Non-accrual and Past Due Loans

Non-accrual loans as of March 31, 2016 and December 31, 2015 were as follows:

(dollars in thousands)	March 31, 2016 90 or Greater Days Delinquent	Number of Loans	Non-accrual Only Loans	Number of Loans	Total Non-accrual Loans	Total Number of Loans
Commercial real estate	$3,454	11	$ -	-	$ 3,454	11
Residential first mortgages	936	4	-	-	936	4
Construction and land development	3,482	3	-	-	3,482	3
Home equity and second mortgages	20	1	-	-	20	1
Commercial loans	1,165	5	689	2	1,854	7
Commercial equipment	646	4	-	-	646	4
	$9,703	28	$ 689	2	$ 10,392	30

(dollars in thousands)	December 31, 2015 90 or Greater Days Delinquent	Number of Loans	Non-accrual Only Loans	Number of Loans	Total Non-accrual Loans	Total Number of Loans
Commercial real estate	$3,480	11	$ -	-	$ 3,480	11
Residential first mortgages	1,948	7	-	-	1,948	7
Construction and land development	3,555	3	-	-	3,555	3
Home equity and second mortgages	48	3	-	-	48	3
Commercial loans	1,361	8	693	2	2,054	10
Commercial equipment	348	4	-	-	348	4
	$10,740	36	$ 693	2	$ 11,433	38

Non-accrual loans (90 days or greater delinquent and non-accrual only loans) decreased $1.0 million from $11.4 million or 1.24% of total loans at December 31, 2015 to $10.4 million or 1.10% of total loans at March 31, 2016. Non-accrual only loans are loans classified as non-accrual due to customer operating results or payment history. In accordance with the Company's policy, interest income is recognized on a cash basis for these loans.

The Company had 30 non-accrual loans at March 31, 2016 compared to 38 non-accrual loans at December 31, 2015. Non-accrual loans at March 31, 2016 included $7.6 million, or 75% of non-accrual loans, attributed to 17 loans representing six customer relationships classified as substandard. Non-accrual loans at December 31, 2015 included $8.1 million, or 71% of non-accrual loans, attributed to 19 loans representing six customer relationships classified as substandard. Of these loans at March 31, 2016 and December 31, 2015, $3.5 million and $3.8 million, respectively, represented a residential development project. During the second quarter of 2014, the Company deferred the collection of principal and interest on this project. The project is currently being built out with the support of private equity funds which have been used for vertical construction that has significantly improved the collateral value and the viability of the project. The Company’s loans remain as troubled debt restructures (“TDRs”) and non-accrual. In addition, at March 31, 2016 and December 31, 2015, the Company had three TDR loans totaling $1.6 million and $1.7 million, respectively, classified as non-accrual. These loans are classified solely as non-accrual loans for the calculation of financial ratios.

Non-accrual loans on which the recognition of interest has been discontinued, which did not have a specific allowance for impairment, amounted to $9.7 million and $10.5 million at March 31, 2016 and December 31, 2015, respectively. Interest due but not recognized on these balances at March 31, 2016 and December 31, 2015 was $905,000 and $953,000, respectively. Non-accrual loans with a specific allowance for impairment on which the recognition of interest has been discontinued amounted to $698,000 and $902,000 at March 31, 2016 and December 31, 2015, respectively. Interest due but not recognized on these balances at March 31, 2016 and December 31, 2015 was $76,000 and $34,000, respectively.

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An analysis of past due loans as of March 31, 2016 and December 31, 2015 was as follows:

	March 31, 2016					
(dollars in thousands)	Current	31-60 Days	61-89 Days	90 or Greater Days	Total Past Due	Total Loan Receivables
Commercial real estate	$640,272	$251	$-	$3,454	$3,705	$ 643,977
Residential first mortgages	154,023	573	-	936	1,509	155,532
Construction and land dev.	35,205	-	-	3,482	3,482	38,687
Home equity and second mtg.	20,954	-	45	20	65	21,019
Commercial loans	53,055	-	-	1,165	1,165	54,220
Consumer loans	330	-	-	-	-	330
Commercial equipment	30,619	48	66	646	760	31,379
Total	$934,458	$872	$111	$9,703	$10,686	$ 945,144

	December 31, 2015					
(dollars in thousands)	Current	31-60 Days	61-89 Days	90 or Greater Days	Total Past Due	Total Loan Receivables
Commercial real estate	$609,999	$-	$-	$3,480	$3,480	$ 613,479
Residential first mortgages	147,720	-	299	1,948	2,247	149,967
Construction and land dev.	32,634	-	-	3,555	3,555	36,189
Home equity and second mtg.	21,603	65	-	48	113	21,716
Commercial loans	65,747	-	138	1,361	1,499	67,246
Consumer loans	365	-	1	-	1	366
Commercial equipment	29,138	152	293	348	793	29,931
Total	$907,206	$217	$731	$10,740	$11,688	$ 918,894

There were no loans greater than 90 days still accruing interest at March 31, 2016 and at December 31, 2015.

Impaired Loans and Troubled Debt Restructures ("TDRs")

Impaired loans, including TDRs, at March 31, 2016 and 2015 and at December 31, 2015 were as follows:

(dollars in thousands)	Unpaid Contractual Principal Balance	Recorded Investment With No Allowance	Recorded Investment With Allowance	Total Recorded Investment	Related Allowance	Quarter Average Recorded Investment	Quarter Interest Income Recognized

Commercial real estate	$ 27,003	$ 24,165	$ 2,411	$ 26,576	$ 613	$ 26,712	$ 233
Residential first mortgages	3,353	2,681	671	3,352	65	3,382	34
Construction and land dev.	4,284	3,780	431	4,211	398	4,210	4
Home equity and second mtg.	130	130	-	130	-	128	1
Commercial loans	4,857	4,179	192	4,371	74	4,376	33
Commercial equipment	848	687	138	825	138	845	5
Total	$ 40,475	$ 35,622	$ 3,843	$ 39,465	$ 1,288	$ 39,653	$ 310

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(dollars in thousands)	December 31, 2015 Unpaid Contractual Principal Balance	Recorded Investment With No Allowance	Recorded Investment With Allowance	Total Recorded Investment	Related Allowance	Average Recorded Investment	Interest Income Recognized
Commercial real estate	$25,429	$ 22,634	$ 2,367	$ 25,001	$ 602	$ 25,655	$ 908
Residential first mortgages	4,747	4,070	676	4,746	66	4,807	177
Construction and land dev.	4,283	3,780	504	4,284	471	4,302	13
Home equity and second mtg.	154	154	-	154	-	163	8
Commercial loans	4,775	4,195	380	4,575	330	4,524	251
Commercial equipment	518	338	139	477	139	491	9
Total	$39,906	$ 35,171	$ 4,066	$ 39,237	$ 1,608	$ 39,942	$ 1,366

(dollars in thousands)	March 31, 2015 Unpaid Contractual Principal Balance	Recorded Investment With No Allowance	Recorded Investment With Allowance	Total Recorded Investment	Related Allowance	Quarter Average Recorded Investment	Quarter Interest Income Recognized
Commercial real estate	$28,632	$ 26,037	$ 2,567	$ 28,604	$ 84	$ 28,623	$ 261
Residential first mortgages	3,387	2,878	509	3,387	75	3,397	35
Construction and land dev.	6,296	6,296	-	6,296	-	6,022	25
Home equity and second mtg.	689	630	-	630	-	639	5
Commercial loans	5,891	5,258	589	5,847	355	5,866	62
Commercial equipment	600	370	211	581	120	583	3
Total	$45,495	$ 41,469	$ 3,876	$ 45,345	$ 634	$ 45,130	$ 391

TDRs, included in the impaired loan schedules above, as of March 31, 2016 and December 31, 2015 were as follows:

	March 31, 2016		December 31, 2015	
(dollars in thousands)	Dollars	Number of Loans	Dollars	Number of Loans
Commercial real estate	$11,395	11	$11,897	13
Residential first mortgages	562	2	881	3
Construction and land development	4,211	4	4,283	5
Commercial loans	1,149	6	1,384	7
Commercial equipment	121	2	123	2

Total TDRs	$17,438	25	$18,568	30
Less: TDRs included in non-accrual loans	(5,111)	(5)	(5,435)	(7)
Total accrual TDR loans	$12,327	20	$13,133	23

At March 31, 2016, the Company had 20 accruing TDRs totaling $12.3 million compared to 23 accruing TDRs totaling $13.1 million as of December 31, 2015. The Company had specific reserves of $1.0 million on seven TDRs totaling $3.3 million at March 31, 2016 and specific reserves of $1.3 million on nine TDRs totaling $3.6 million at December 31, 2015.

At March 31, 2016 and December 31, 2015, $3.5 million and $3.8 million, respectively, represented a residential development project. During the second quarter of 2014, the Company deferred the collection of principal and interest on this project. The project is currently being built out with the support of private equity funds which have been used for vertical construction that has significantly improved the collateral value and the viability of the project. The Company's loans remain as TDRs and non-accrual. In addition, at March 31, 2016 and December 31, 2015, the Company had three TDR loans totaling $1.6 million and $1.7 million, respectively, classified as non-accrual. These loans are classified solely as non-accrual loans for the calculation of financial ratios.

Interest income in the amount of $127,000 and $508,000 was recognized on TDR loans for the three months ended March 31, 2016 and the year ended December 31, 2015, respectively.

Allowance for Loan Losses

The following tables detail activity in the allowance for loan losses at and for the three months ended March 31, 2016 and 2015, respectively, and for the year ended December 31, 2015 and loan receivable balances at March 31, 2016 and 2015, respectively, and at December 31, 2015. An allocation of the allowance to one category of loans does not prevent the Company's ability to utilize the allowance to absorb losses in a different category. The loan receivables are disaggregated on the basis of the Company's impairment methodology.

(dollars in thousands)	Commercial Real Estate	Residential First Mortgage	Construction and Land Development	Home Equity and Second Mtg.	Commercial Loans	Consumer Loans	Commercial Equipment	Total
At and For the Three Months Ended March 31, 2016								
Allowance for loan losses:								
Balance at January 1,	$ 3,882	$ 705	$ 1,103	$ 142	$ 1,477	$ 2	$ 1,229	$ 8,540
Charge-offs	-	-	(73)	-	(325)	(1)	-	(399)
Recoveries	2	-	1	5	3	-	12	23
Provisions	461	(31)	98	(13)	(109)	-	21	427
Balance at March 31,	$ 4,345	$ 674	$ 1,129	$ 134	$ 1,046	$ 1	$ 1,262	$ 8,591
Ending balance: individually evaluated for impairment	$ 613	$ 65	$ 398	$ -	$ 74	$ -	$ 138	$ 1,288
Ending balance: collectively evaluated for impairment	$ 3,732	$ 609	$ 731	$ 134	$ 972	$ 1	$ 1,124	$ 7,303
Loan receivables:								
Ending balance	$ 643,977	$ 155,532	$ 38,687	$ 21,019	$ 54,220	$ 330	$ 31,379	$ 945,144
Ending balance: individually evaluated for impairment	$ 26,576	$ 3,352	$ 4,211	$ 130	$ 4,371	$ -	$ 825	$ 39,465
Ending balance: collectively evaluated for	$ 617,401	$ 152,180	$ 34,476	$ 20,889	$ 49,849	$ 330	$ 30,554	$ 905,679

impairment

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(dollars in thousands)	Commercial Real Estate	Residential First Mortgage	Construction and Land Development	Home Equity and Second Mtg.	Commercial Loans	Consumer Loans	Commercial Equipment	Total
At and For the Year Ended December 31, 2015								
Allowance for loan losses:								
Balance at January 1,	$ 4,076	$ 1,092	$ 1,071	$ 173	$ 1,677	$ 3	$ 389	$ 8,481
Charge-offs	(78)	(30)	-	(100)	(432)	-	(818)	(1,458)
Recoveries	17	1	32	-	11	-	23	84
Provisions	(133)	(358)	-	69	221	(1)	1,635	1,433
Balance at December 31,	$ 3,882	$ 705	$ 1,103	$ 142	$ 1,477	$ 2	$ 1,229	$ 8,540
Ending balance: individually evaluated for impairment	$ 602	$ 66	$ 471	$ -	$ 330	$ -	$ 139	$ 1,608
Ending balance: collectively evaluated for impairment	$ 3,280	$ 639	$ 632	$ 142	$ 1,147	$ 2	$ 1,090	$ 6,932
Loan receivables:								
Ending balance	$ 613,479	$ 149,967	$ 36,189	$ 21,716	$ 67,246	$ 366	$ 29,931	$ 918,894
Ending balance: individually evaluated for impairment	$ 25,001	$ 4,746	$ 4,284	$ 154	$ 4,575	$ -	$ 477	$ 39,237
Ending balance: collectively evaluated for impairment	$ 588,478	$ 145,221	$ 31,905	$ 21,562	$ 62,671	$ 366	$ 29,454	$ 879,657

(dollars in thousands)	Commercial Real Estate	Residential First Mortgage	Construction and Land Development	Home Equity and Second Mtg.	Commercial Loans	Consumer Loans	Commercial Equipment	Total
At and For the Three Months Ended March 31, 2015								
Allowance for loan losses:								

Balance at January 1,	$ 4,076	$ 1,092	$ 1,071	$ 173	$ 1,677	$ 3	$ 389	$ 8,481
Charge-offs	(46)	-	-	-	-	-	-	(46)
Recoveries	3	1	-	-	1	-	3	8
Provisions	315	(189)	28	35	62	(1)	(72)	178
Balance at March 31,	$ 4,348	$ 904	$ 1,099	$ 208	$ 1,740	$ 2	$ 320	$ 8,621
Ending balance: individually evaluated for impairment	$ 84	$ 75	$ -	$ -	$ 355	$ -	$ 120	$ 634
Ending balance: collectively evaluated for impairment	$ 4,264	$ 829	$ 1,099	$ 208	$ 1,385	$ 2	$ 200	$ 7,987
Loan receivables:								
Ending balance	$ 588,193	$ 148,631	$ 37,349	$ 21,211	$ 68,504	$ 464	$ 26,931	$ 891,283
Ending balance: individually evaluated for impairment	$ 28,604	$ 3,387	$ 6,296	$ 630	$ 5,847	$ -	$ 581	$ 45,345
Ending balance: collectively evaluated for impairment	$ 559,589	$ 145,244	$ 31,053	$ 20,581	$ 62,657	$ 464	$ 26,350	$ 845,938

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Credit Quality Indicators

Credit quality indicators as of March 31, 2016 and December 31, 2015 were as follows:

Credit Risk Profile by Internally Assigned Grade

	Commercial Real Estate		Construction and Land Dev.	
(dollars in thousands)	3/31/2016	12/31/2015	3/31/2016	12/31/2015
Unrated	$68,659	$ 70,661	$3,738	$ 4,399
Pass	552,691	519,330	30,739	27,507
Special mention	-	1,095	-	-
Substandard	22,627	22,393	3,845	3,845
Doubtful	-	-	365	438
Loss	-	-	-	-
Total	$643,977	$ 613,479	$38,687	$ 36,189

	Commercial Loans		Commercial Equipment	
(dollars in thousands)	3/31/2016	12/31/2015	3/31/2016	12/31/2015
Unrated	$10,743	$ 11,281	$10,548	$ 10,074
Pass	39,282	51,569	20,533	19,610
Special mention	-	-	-	-
Substandard	4,195	4,110	161	110
Doubtful	-	286	137	137
Loss	-	-	-	-
Total	$54,220	$ 67,246	$31,379	$ 29,931

Credit Risk Profile Based on Payment Activity

	Residential First Mortgages		Home Equity and Second Mtg.		Consumer Loans	
(dollars in thousands)	3/31/2016	12/31/2015	3/31/2016	12/31/2015	3/31/2016	12/31/2015
Performing	$154,596	$ 148,019	$20,999	$ 21,668	$330	$ 366
Nonperforming	936	1,948	20	48	-	-
Total	$155,532	$ 149,967	$21,019	$ 21,716	$330	$ 366

Summary of Total Classified Loans

(dollars in thousands)	3/31/2016	12/31/2015
By Internally Assigned Grade	$ 31,330	$ 31,319
By Payment Activity	1,116	1,485
Total Classified	$ 32,446	$ 32,804

A risk grading scale is used to assign grades to commercial real estate, construction and land development, commercial loans and commercial equipment loans. Loans are graded at inception, annually thereafter when financial statements are received and at other times when there is an indication that a credit may have weakened or improved. Only commercial loan relationships with an aggregate exposure to the Bank of $750,000 or greater are subject to being risk rated.

Home equity and second mortgages and consumer loans are evaluated for creditworthiness in underwriting and are monitored based on borrower payment history. Residential first mortgages are evaluated for creditworthiness during credit due diligence before being purchased. Residential first mortgages, home equity and second mortgages and consumer loans are classified as unrated unless they are part of a larger commercial relationship that requires grading or are troubled debt restructures or nonperforming loans with an Other Assets Especially Mentioned ("OAEM") or higher risk rating due to a delinquent payment history.

Management regularly reviews credit quality indicators as part of its individual loan reviews and on a monthly and quarterly basis. The overall quality of the Bank's loan portfolio is assessed using the Bank's risk grading scale, the level and trends of net charge-offs, nonperforming loans and delinquencies, the performance of troubled debt restructured loans and the general economic conditions in the Company's geographical market. This review process is assisted by frequent internal reporting of loan production, loan quality, concentrations of credit, loan delinquencies and nonperforming and potential problem loans. Credit quality indicators and allowance factors are adjusted based on management's judgment during the monthly and quarterly review process. Loans subject to risk ratings are graded on a scale of one to ten. The Company considers loans classified substandard, doubtful and loss as classified assets for regulatory and financial reporting.

Ratings 1 thru 6 - Pass

Ratings 1 thru 6 have asset risks ranging from excellent low risk to adequate. The specific rating assigned considers customer history of earnings, cash flows, liquidity, leverage, capitalization, consistency of debt service coverage, the nature and extent of customer relationship and other relevant specific business factors such as the stability of the industry or market area, changes to management, litigation or unexpected events that could have an impact on risks.

Rating 7 - OAEM (Other Assets Especially Mentioned) – Special Mention

These credits, while protected by the financial strength of the borrowers, guarantors or collateral, have reduced quality due to economic conditions, less than adequate earnings performance or other factors which require the lending officer to direct more than normal attention to the credit. Financing alternatives may be limited and/or command higher risk interest rates. OAEM loans are the first adversely classified assets on our watch list. These relationships will be reviewed at least quarterly.

Rating 8 - Substandard

Substandard assets are assets that are inadequately protected by the sound worth or paying capacity of the borrower or of the collateral pledged. These assets have a well-defined weakness or weaknesses that jeopardize the liquidation of the debt. They are characterized by the possibility that the Bank will sustain some loss if the deficiencies are not corrected. Loss potential, while existing in the aggregate amount of substandard assets, does not have to exist in individual assets classified substandard. The loans may have a delinquent history or combination of weak collateral, weak guarantor strength or operating losses. When a loan is assigned to this category the Bank may estimate a specific reserve in the loan loss allowance analysis. These assets listed may include assets with histories of repossessions or some that are non-performing bankruptcies. These relationships will be reviewed at least quarterly.

Rating 9 - Doubtful

Doubtful assets have many of the same characteristics of Substandard with the exception that the Bank has determined that loss is not only possible but is probable and the risk is close to certain that loss will occur. When a loan is assigned to this category the Bank will identify the probable loss and the loan will receive a specific reserve in the loan loss allowance analysis. These relationships will be reviewed at least quarterly.

Rating 10 – Loss

Once an asset is identified as a definite loss to the Bank, it will receive the classification of “loss”. There may be some future potential recovery; however it is more practical to write off the loan at the time of classification. Losses will be taken in the period in which they are determined to be uncollectable.

NOTE 12 - REGULATORY CAPITAL

On January 1, 2015, the Company and Bank became subject to the new Basel III Capital Rules with full compliance with all of the final rule's requirements phased in over a multi-year schedule, to be fully phased-in by January 1, 2019. In July 2013, the Company’s primary federal regulator, the Federal Reserve, published final rules (the “Basel III Capital Rules”) establishing a new comprehensive capital framework for U.S. banking organizations. The rules implement the Basel Committee’s December 2010 framework known as “Basel III” for strengthening international capital standards as well as certain provisions of the Dodd-Frank Act. The Basel III Capital Rules substantially revise the risk-based capital requirements applicable to bank holding companies and depository institutions compared to the previous U.S. risk-based capital rules. The Basel III Capital Rules define the components of capital and address other issues affecting the numerator in banking institutions’ regulatory capital ratios. The Basel III Capital Rules also address risk weights and other issues affecting the denominator in banking institutions’ regulatory capital ratios and replace the existing risk-weighting approach with a more risk-sensitive approach. The Basel III Capital Rules also implement the requirements of Section 939A of the Dodd-Frank Act to remove references to credit ratings from the federal banking agencies’ rules.

The rules include a new common equity Tier 1 capital to risk-weighted assets minimum ratio of 4.5%, raise the minimum ratio of Tier 1 capital to risk-weighted assets from 4.0% to 6.0%, require a minimum ratio (“Min. Ratio”) of Total Capital to risk-weighted assets of 8.0%, and require a minimum Tier 1 leverage ratio of 4.0%. A new capital conservation buffer (“CCB”) is also established above the regulatory minimum capital requirements. This capital conservation buffer will be phased-in beginning January 1, 2016 at 0.625% of risk-weighted assets and increase each subsequent year by an additional 0.625% until reaching its final level of 2.5% on January 1, 2019. Strict eligibility criteria for regulatory capital instruments were also implemented under the final rules. The final rules also revise the definition and calculation of Tier 1 capital, Total Capital, and risk-weighted assets.

As of March 31, 2016 and December 31, 2015, the Company and Bank were well-capitalized under the regulatory framework for prompt corrective action under the new Basel III Capital Rules. Management believes, as of March 31, 2016 and December 31, 2015, that the Company and the Bank met all capital adequacy requirements to which they were subject. The Company’s and the Bank’s actual regulatory capital amounts and ratios are presented in the following table.

Regulatory Capital and Ratios		The Company		The Bank	
(dollars in thousands)		March 31, 2016	December 31, 2015	March 31, 2016	December 31, 2015
Common Equity		$ 100,942	$ 99,783	$ 132,854	$ 132,571
Preferred Stock -SBLF		-	-	-	-
Total Stockholders' Equity		100,942	99,783	132,854	132,571
AOCI Losses (Gains)		12	251	12	251
Common Equity Tier 1 Capital		100,954	100,034	132,866	132,822
TRUPs		12,000	12,000	-	-
Tier 1 Capital		112,954	112,034	132,866	132,822
Allowable Reserve for Credit Losses and Other Tier 2 Adjustments		8,591	8,540	8,591	8,540
Subordinated Notes		23,000	23,000	-	-
Tier 2 Capital		$ 144,545	$ 143,574	$ 141,457	$ 141,362
Risk-Weighted Assets ("RWA")		$ 1,013,818	$ 984,614	$ 1,011,128	$ 982,347
Average Assets ("AA")		$ 1,156,440	$ 1,118,843	$ 1,153,740	$ 1,116,576
	2019 Regulatory Min. Ratio + CCB [(1)]				
Common Tier 1 Capital to RWA [(2)]	7.00 %	9.96 %	10.16 %	13.14 %	13.52 %
Tier 1 Capital to RWA	8.50	11.14	11.38	13.14	13.52
Tier 2 Capital to RWA	10.50	14.26	14.58	13.99	14.39
Tier 1 Capital to AA (Leverage)	***n/a***	9.77	10.01	11.52	11.90

(1) These are the fully phased-in ratios as of January 1, 2019 that include the minimum capital ratio ("Min. Ratio") + the capital conservation buffer ("CCB"). The phase-in period is more fully described in the footnote above.

(2) The Common Tier 1 ratio became effective for regulatory reporting purposes when the Company and the Bank became subject to the new Basel III Capital Rules during the three months ended March 31, 2015.

NOTE 13 - FAIR VALUE MEASUREMENTS

The Company adopted FASB ASC Topic 820, *"Fair Value Measurements"* and FASB ASC Topic 825, *"The Fair Value Option for Financial Assets and Financial Liabilities"*, which provides a framework for measuring and disclosing fair value under generally accepted accounting principles. FASB ASC Topic 820 requires disclosures about the fair value of assets and liabilities recognized in the balance sheet in periods subsequent to initial recognition, whether the measurements are made on a recurring basis (for example, available for sale investment securities) or on a nonrecurring basis (for example, impaired loans).

FASB ASC Topic 820 defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. FASB ASC Topic 820 also establishes a fair value hierarchy, which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value.

The Company utilizes fair value measurements to record fair value adjustments to certain assets and to determine fair value disclosures. Securities available for sale are recorded at fair value on a recurring basis. Additionally, from time to time, the Company may be required to record at fair value other assets on a nonrecurring basis such as loans held for investment and certain other assets. These nonrecurring fair value adjustments typically involve application of lower of cost or market accounting or write-downs of individual assets.

Under FASB ASC Topic 820, the Company groups assets and liabilities at fair value in three levels, based on the markets in which the assets and liabilities are traded and the reliability of the assumptions used to determine the fair value. These hierarchy levels are:

Level 1 inputs - Unadjusted quoted prices in active markets for identical assets or liabilities that the entity has the ability to access at the measurement date.

Level 2 inputs - Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly. These might include quoted prices for similar assets and liabilities in active markets, and inputs other than quoted prices that are observable for the asset or liability, such as interest rates and yield curves that are observable at commonly quoted intervals.

Level 3 inputs - Unobservable inputs for determining the fair values of assets or liabilities that reflect an entity's own assumptions about the assumptions that market participants would use in pricing the assets or liabilities.

Transfers between levels of the fair value hierarchy are recognized on the actual date of the event or circumstances that caused the transfer, which generally coincides with the Company’s monthly or quarterly valuation process.

There were no transfers between levels of the fair value hierarchy and the Company had no Level 3 fair value assets or liabilities for the three months ended March 31, 2016 and the year ended December 31, 2015, respectively.

Following is a description of valuation methodologies used for assets and liabilities recorded at fair value:

Securities Available for Sale

Investment securities available for sale are recorded at fair value on a recurring basis. Fair value measurement is based upon quoted prices, if available. If quoted prices are not available, fair values are measured using independent pricing models or other model-based valuation techniques such as the present value of future cash flows, adjusted for the security’s credit rating, prepayment assumptions and other factors such as credit loss assumptions. Level 1 securities include those traded on an active exchange, such as the New York Stock Exchange, Treasury securities that are traded by dealers or brokers in active over-the-counter markets and money market funds. Level 2 securities include mortgage-backed securities issued by GSEs, municipal bonds and corporate debt securities. Securities classified as Level 3 include asset-backed securities in less liquid markets.

Loans Receivable

The Company does not record loans at fair value on a recurring basis, however, from time to time, a loan is considered impaired and an allowance for loan loss is established. Loans for which it is probable that payment of interest and principal will not be made in accordance with the contractual terms of the loan are considered impaired. Management estimates the fair value of impaired loans using one of several methods, including the collateral value, market value of similar debt, enterprise value, liquidation value and discounted cash flows. Impaired loans not requiring a specific allowance represent loans for which the fair value of expected repayments or collateral exceed the recorded investment in such loans. At March 31, 2016 and December 31, 2015, substantially all of the impaired loans were evaluated based upon the fair value of the collateral. In accordance with FASB ASC 820, impaired loans where an allowance is established based on the fair value of collateral (loans with impairment) require classification in the fair value hierarchy. When the fair value of the collateral is based on an observable market price or a current appraised value, the Company records the loan as nonrecurring Level 2. When an appraised value is not available or management determines the fair value of the collateral is further impaired below the appraised value and there is no observable market price, the Company records the loan as nonrecurring Level 3.

Premises and Equipment Held For Sale

Premises and equipment are adjusted to fair value upon transfer of the assets to held for sale. Subsequently, premises and equipment held for sale are carried at the lower of carrying value or fair value. Fair value is based upon independent market prices, appraised value of the collateral or management's estimation of the value of the collateral. When the fair value of the collateral is based on an observable market price (e.g., contracted sales price) or a current appraised value, the Company records the assets as nonrecurring Level 2. When an appraised value is not available or management determines the fair value of the collateral is further impaired below the appraised value and there is no observable market price, the Company records the asset at nonrecurring Level 3.

Other Real Estate Owned

OREO is adjusted to fair value upon transfer of the loans to foreclosed assets. Subsequently, OREO is carried at the lower of carrying value and fair value. Fair value is based upon independent market prices, appraised value of the collateral or management's estimation of the value of the collateral. When the fair value of the collateral is based on an observable market price or a current appraised value, the Company records the foreclosed asset as nonrecurring Level 2. When an appraised value is not available or management determines the fair value of the collateral is further impaired below the appraised value and there is no observable market price, the Company records the foreclosed asset at nonrecurring Level 3.

Assets and Liabilities Recorded at Fair Value on a Recurring Basis

The tables below present the recorded amount of assets as of March 31, 2016 and December 31, 2015 measured at fair value on a recurring basis.

(dollars in thousands)	March 31, 2016			
Description of Asset	Fair Value	Level 1	Level 2	Level 3
Available for sale securities				
Asset-backed securities issued by GSEs				
CMOs	$32,102	$ -	$32,102	$ -
MBS	25	-	25	-
Corporate equity securities	39	-	39	-
Bond mutual funds	4,470	-	4,470	-
Total available for sale securities	$36,636	$ -	$36,636	$ -

(dollars in thousands)	December 31, 2015			
Description of Asset	Fair Value	Level 1	Level 2	Level 3
Available for sale securities				

Asset-backed securities issued by GSEs				
CMOs	$30,664	$ -	$30,664	$ -
MBS	26	-	26	-
Corporate equity securities	39	-	39	-
Bond mutual funds	4,387	-	4,387	-
Total available for sale securities	$35,116	$ -	$35,116	$ -

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Assets and Liabilities Measured at Fair Value on a Nonrecurring Basis

The Company may be required from time to time to measure certain assets at fair value on a nonrecurring basis in accordance with U.S. GAAP. These include assets that are measured at the lower of cost or market that were recognized at fair value below cost at the end of the period. Assets measured at fair value on a nonrecurring basis as of March 31, 2016 and December 31, 2015 are included in the tables below.

(dollars in thousands)	March 31, 2016			
Description of Asset	Fair Value	Level 1	Level 2	Level 3
Loans with impairment				
Commercial real estate	$1,798	$ -	$1,798	$ -
Residential first mortgages	606	-	606	-
Construction and land development	33	-	33	-
Commercial loans	118	-	118	-
Total loans with impairment	$2,555	$ -	$2,555	$ -
Other real estate owned	$11,038	$ -	$11,038	$ -

(dollars in thousands)	December 31, 2015			
Description of Asset	Fair Value	Level 1	Level 2	Level 3
Loans with impairment				
Commercial real estate	$1,765	$ -	$1,765	$ -
Residential first mortgages	610	-	610	-
Construction and land development	33	-	33	-
Commercial loans	50	-	50	-
Total loans with impairment	$2,458	$ -	$2,458	$ -
Premises and equipment held for sale	$2,000	$ -	$2,000	$ -
Other real estate owned	$9,449	$ -	$9,449	$ -

Loans with impairment had unpaid principal balances of $3.8 million and $4.0 million at March 31, 2016 and December 31, 2015, respectively, and include impaired loans with a specific allowance.

NOTE 14 - FAIR VALUE OF FINANCIAL INSTRUMENTS

The estimated fair value amounts have been determined by the Company using available market information and appropriate valuation methodologies. However, considerable judgment is required to interpret market data to develop the estimates of fair value. Accordingly, the estimates presented herein are not necessarily indicative of the amounts the Company could realize in a current market exchange. The use of different market assumptions and/or estimation methodologies may have a material effect on the estimated fair value amounts. Therefore, any aggregate unrealized gains or losses should not be interpreted as a forecast of future earnings or cash flows. Furthermore, the fair values disclosed should not be interpreted as the aggregate current value of the Company.

Valuation Methodology

Investment securities - Fair values are based on quoted market prices or dealer quotes. If a quoted market price is not available, fair value is estimated using quoted market prices for similar securities.

FHLB and FRB stock - Fair values are at cost, which is the carrying value of the securities.

Investment in bank owned life insurance ("BOLI") – Fair values are at cash surrender value.

Loans receivable - For conforming residential first-mortgage loans, the market price for loans with similar coupons and maturities was used. For nonconforming loans with maturities similar to conforming loans, the coupon was adjusted for credit risk. Loans that did not have quoted market prices were priced using the discounted cash flow method. The discount rate used was the rate currently offered on similar products. Loans priced using the discounted cash flow method included residential construction loans, commercial real estate loans and consumer loans.

Loans held for sale – Fair values are derived from secondary market quotations for similar instruments or the estimated fair value of loans held for sale based on the terms of the related sale commitments. There were no loans held for sale at March 31, 2016 and December 31, 2015 and 2014.

Savings, NOW and money market deposits - The fair value of checking accounts, saving accounts and money market accounts were the amount payable on demand at the reporting date.

Time deposits - The fair value was determined using the discounted cash flow method. The discount rate was equal to the rate currently offered on similar products.

Long-term debt and short-term borrowings - These were valued using the discounted cash flow method. The discount rate was equal to the rate currently offered on similar borrowings.

Guaranteed preferred beneficial interest in junior subordinated securities (“TRUPs”) - These were valued using discounted cash flows. The discount rate was equal to the rate currently offered on similar borrowings.

Subordinated notes - These were valued using discounted cash flows. The discount rate was equal to the rate currently offered on similar borrowings.

Off-balance sheet instruments - The Company charges fees for commitments to extend credit. Interest rates on loans for which these commitments are extended are normally committed for periods of less than one month. Fees charged on standby letters of credit and other financial guarantees are deemed to be immaterial and these guarantees are expected to be settled at face amount or expire unused. It is impractical to assign any fair value to these commitments.

The Company’s estimated fair values of financial instruments are presented in the following tables.

March 31, 2016			Fair Value Measurements		
Description of Asset (dollars in thousands)	Carrying Amount	Fair Value	Level 1	Level 2	Level 3
Assets					

Investment securities - AFS	$36,636	$36,636	$-	$36,636	$ -
Investment securities - HTM	114,455	115,448	799	114,649	-
FHLB and FRB Stock	6,541	6,541	-	6,541	-
Loans Receivable	935,499	933,267	-	933,267	-
Investment in BOLI	28,032	28,032	-	28,032	-
Liabilities					
Savings, NOW and money market accounts	$543,100	$543,100	$-	$543,100	$ -
Time deposits	407,499	409,235	-	409,235	-
Long-term debt	50,602	52,966	-	52,966	-
Short term borrowings	30,500	30,500	-	30,500	-
TRUPs	12,000	8,400	-	8,400	-
Subordinated notes	23,000	23,000	-	23,000	-

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December 31, 2015			Fair Value Measurements		
Description of Asset (dollars in thousands)	Carrying Amount	Fair Value	Level 1	Level 2	Level 3
Assets					
Investment securities - AFS	$35,116	$35,116	$-	$35,116	$ -
Investment securities - HTM	109,420	109,309	750	108,559	-
FHLB and FRB Stock	6,931	6,931	-	6,931	-
Loans Receivable	909,200	913,506	-	913,506	-
Investment in BOLI	27,836	27,836	-	27,836	-
Liabilities					
Savings, NOW and money market accounts	$531,348	$531,348	$-	$531,348	$ -
Time deposits	375,551	375,376	-	375,376	-
Long-term debt	55,617	56,987	-	56,987	-
Short term borrowings	36,000	36,000	-	36,000	-
TRUPs	12,000	8,400	-	8,400	-
Subordinated notes	23,000	23,000	-	23,000	-

At March 31, 2016 and December 31, 2015, the Company had outstanding loan commitments and standby letters of credit of $85.0 million and $73.5 million, respectively and $20.6 million and $21.4 million, respectively. Additionally, customers had $147.4 million and $128.1 million available and unused on lines of credit at March 31, 2016 and December 31, 2015, respectively. Based on the short-term lives of these instruments, the Company does not believe that the fair value of these instruments differs significantly from their carrying values.

The fair value estimates presented herein are based on pertinent information available to management as of March 31, 2016 and December 31, 2015, respectively. Although management is not aware of any factors that would significantly affect the estimated fair value amounts, such amounts have not been comprehensively revalued for purposes of these financial statements since that date and, therefore, current estimates of fair value may differ significantly from the amount presented herein.

NOTE 15 – NEW ACCOUNTING STANDARDS

Financial Accounting Standards Board (“FASB”) Accounting Standards Update (“ASU”). ASU 2014-09 - *Revenue from Contracts with Customers (Topic 606);* ASU 2016-08 - *Revenue from Contracts with Customers (Topic 606): Principal versus Agent Considerations (Reporting Revenue Gross versus Net);* ASU No. 2016-10 - *Revenue from Contracts with Customers (Topic 606): Identifying Performance Obligations and Licensing.* ASU 2014-09 states that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. This update affects entities that enter into contracts with customers to transfer goods or services or enter into contracts for the transfer of nonfinancial assets, unless those contracts are within the scope of other standards. ASU 2016-08 was issued to clarify certain principal versus agent considerations within the implementation guidance of ASC Topic 606.

ASU 2016-10 was issued to clarify ASC Topic 606 related to (i) identifying performance obligations; and (ii) the licensing implementation guidance. The effective date for the ASUs is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2017. Early adoption is permitted, but not before the original effective date of December 15, 2016. The adoption of this guidance is not expected to have a material impact on the Company’s consolidated financial statements.

ASU 2014-11 - Transfers and Servicing (Topic 860) - *Repurchase-to-Maturity Transactions, Repurchase Financings, and Disclosures.* ASU 2014-11 requires that repurchase-to-maturity transactions be accounted for as secured borrowings consistent with the accounting for other repurchase agreements. In addition, ASU 2014-11 requires separate accounting for repurchase financings, which entails the transfer of a financial asset executed contemporaneously with a repurchase agreement from the same counterparty. ASU 2014-11 requires entities to disclose certain information about transfers accounted for as sales in transactions that are economically similar to repurchase agreements. In addition, ASU 2014-11 requires disclosures related to collateral, remaining contractual term and of the potential risks associated with repurchase agreements, securities lending transactions and repurchase-to-maturity transactions. ASU 2014-11 was effective for the Company on January 1, 2015 and did not have a material impact on the Company’s consolidated financial statements.

ASU 2015-05 - *Customer's Accounting for Fees Paid in a Cloud Computing Arrangement*. ASU 2015-05 provides guidance to customers about whether a cloud computing arrangement includes a software license. If a cloud computing arrangement includes a software license, the customer should account for the software license element of the arrangement consistent with the acquisition of other software licenses. If a cloud computing arrangement does not include a software license, the customer should account for the arrangement as a service contract. The new guidance does not change the accounting for a customer's accounting for service contracts. ASU No. 2015-05 is effective for interim and annual reporting periods beginning after December 15, 2015 and did not have a material impact on the Company's consolidated financial statements.

ASU 2015-16 - *Business Combinations (Topic 805) – Simplifying the Accounting for Measurement-Period Adjustments*. ASU 2015-16 requires that adjustments to provisional amounts that are identified during the measurement period of a business combination be recognized in the reporting period in which the adjustment amounts are determined. Furthermore, the income statement effects of such adjustments, if any, must be calculated as if the accounting had been completed at the acquisition date. The portion of the amount recorded in current-period earnings that would have been recorded in previous reporting periods if the adjustment to the provisional amounts had been recognized as of the acquisition date. Under previous guidance, adjustments to provisional amounts identified during the measurement period are to be recognized retrospectively. ASU 2015-16 was effective January 1, 2016 and did not have an impact on the Company's consolidated financial statements.

ASU 2016-01 - *Financial Instruments – Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities*. ASU 2016-1, among other things, (i) requires equity investments, with certain exceptions, to be measured at fair value with changes in fair value recognized in net income, (ii) simplifies the impairment assessment of equity investments without readily determinable fair values by requiring a qualitative assessment to identify impairment, (iii) eliminates the requirement for public business entities to disclose the methods and significant assumptions used to estimate the fair value that is required to be disclosed for financial instruments measured at amortized cost on the balance sheet, (iv) requires public business entities to use the exit price notion when measuring the fair value of financial instruments for disclosure purposes, (v) requires an entity to present separately in other comprehensive income the portion of the total change in the fair value of a liability resulting from a change in the instrument-specific credit risk when the entity has elected to measure the liability at fair value in accordance with the fair value option for financial instruments, (vi) requires separate presentation of financial assets and financial liabilities by measurement category and form of financial asset on the balance sheet or the accompanying notes to the financial statements and (viii) clarifies that an entity should evaluate the need for a valuation allowance on a deferred tax asset related to available-for-sale. ASU 2016-1 will be effective on January 1, 2018 and the Company is evaluating its impact on the consolidated financial statements and will monitor developments and additional guidance.

ASU 2016-02 - *Leases (Topic 842*). ASU 2016-02 requires lessees to recognize a lease liability, which is a lessee's obligation to make lease payments arising from a lease, measured on a discounted basis; and a right-of-use asset, which is an asset that represents the lessee's right to use, or control the use of, a specified asset for the lease term. ASU 2016-02 does not significantly change lease accounting requirements applicable to lessors; however, certain changes were made to align, where necessary, lessor accounting with the lessee accounting model and ASC Topic 606, "Revenue from Contracts with Customers." ASU 2016-02 will be effective on January 1, 2019 and will require transition using a modified retrospective approach for leases existing at, or entered into after, the beginning of the earliest comparative period presented in the financial statements. The Company is evaluating the potential impact of ASU 2016-02 on the consolidated financial statements.

ASU 2016-05 - *Derivatives and Hedging (Topic 815) Effect of Derivative Contract Novations on Existing Hedge Accounting Relationships.* ASU 2016-05 clarifies that a change in the counterparty to a derivative instrument that has been designated as the hedging instrument under ASC Topic 815 does not, in and of itself, require dedesignation of that hedging relationship provided that all other hedge accounting criteria continue to be met. ASU 2016-05 will be effective on January 1, 2017 and is not expected to have a significant impact on the consolidated financial statements.

ASU 2016-09 - *Improvements to Employee Share-Based Payment Accounting.* ASU 2016-09 is intended to simplify how share-based payments are accounted for and presented in the financial statements. The key provisions include: (i) a company will no longer record excess tax benefits and certain tax deficiencies in additional paid-in capital (“APIC”). Instead all excess tax benefits and tax deficiencies will be reported as income tax expense or benefit in the income statement, and APIC pools will be eliminated. The guidance also eliminates the requirement that excess tax benefits be realized before companies can recognize them. In addition, the guidance requires companies to present excess tax benefits as an operating activity on the statement of cash flows rather than as a financing activity; (ii) a company can increase the amount of withholding to cover income taxes on awards and still qualify for the exception to liability classification for shares used to satisfy the employer’s statutory income tax withholding obligation. The new guidance will also require an employer to classify the cash paid to a tax authority when shares are withheld to satisfy its statutory income tax withholding obligation as a financing activity on its statement of cash flows (current guidance did not specify how these cash flows should be classified); and (iii) a company can elect an accounting policy election for the impact of forfeitures on the recognition of expense for share-based payment awards. Forfeitures can be estimated, as required today, or recognized when they occur. ASU No. 2016-09 is effective for interim and annual reporting periods beginning after December 15, 2016. Early adoption is permitted, but all of the guidance must be adopted in the same period. The Company is evaluating the potential impact of ASU 2016-09 on the consolidated financial statements.

NOTE 16 – SUBSEQUENT EVENT

As of December 31, 2015, the Bank was a member of the Federal Reserve System and its primary federal regulator was the Federal Reserve Board. On April 18, 2016, Community Bank of the Chesapeake, cancelled its stock in the Federal Reserve Bank of Richmond. This terminated its status as a member of the Federal Reserve System. As a result, the Bank's primary regulator will be the Federal Deposit Insurance Corporation ("FDIC") and as of that date it is subject to regulation, supervision and regular examination by the Maryland Commissioner of Financial Regulation (the "Commissioner") and the FDIC.

The Company will continue to be subject to regulation, examination and supervision by the Federal Reserve Board under the Bank Holding Company Act of 1956, as amended (the "BHCA"), and the regulations of the Federal Reserve Board.

Item 2 - Management's Discussion and Analysis ("MD&A") of Financial Condition and Results of Operations

FORWARD-LOOKING STATEMENTS

This report contains forward-looking statements that are based on assumptions and may describe future plans, strategies and expectations of The Community Financial Corporation (the "Company") and Community Bank of the Chesapeake (the "Bank"). These forward-looking statements are generally identified by use of the words "believe," "expect," "intend," "anticipate," "estimate," "project" or similar expressions.

The Company and the Bank's ability to predict results or the actual effect of future plans or strategies is inherently uncertain. Factors that could have a material adverse effect on the operations of the Company and its subsidiaries include, but are not limited to, changes in interest rates, national and regional economic conditions, legislative and regulatory changes, monetary and fiscal policies of the U.S. government, including policies of the U.S. Treasury and the Federal Reserve Board, the quality and composition of the loan or investment portfolios, demand for loan products, deposit flows, competition, demand for financial services in the Company and the Bank's market area, changes in real estate market values in the Company and the Bank's market area, changes in relevant accounting principles and guidelines and cyber security risks. These risks and uncertainties should be considered in evaluating forward-looking statements and undue reliance should not be placed on such statements. Except as required by applicable law or regulation, the Company does not undertake, and specifically disclaims any obligation, to release publicly the result of any revisions that may be made to any forward-looking statements to reflect events or circumstances after the date of the statements or to reflect the occurrence of anticipated or unanticipated events.

Additional factors that may affect our results are discussed in Part I of the Company's Annual Report on Form 10-K for the year ended December 31, 2015 (the "Form 10-K") that we filed with the Securities and Exchange Commission.

Critical Accounting Policies

Critical accounting policies are defined as those that involve significant judgments and uncertainties and could potentially result in materially different results under different assumptions and conditions. The Company considers its determination of the allowance for loan losses, the valuation of foreclosed real estate (OREO) and the valuation of deferred tax assets to be critical accounting policies.

The Company's Consolidated Financial Statements are prepared in accordance with accounting principles generally accepted in the United States of America and the general practices of the United States banking industry. Application of these principles requires management to make estimates, assumptions and judgments that affect the amounts reported in the financial statements and accompanying notes. These estimates, assumptions and judgments are based on information available as of the date of the financial statements. Accordingly, as this information changes, the financial statements could reflect different estimates, assumptions and judgments. Certain policies inherently have a greater reliance on the use of estimates, assumptions and judgments and, as such, have a greater possibility of producing results that could be materially different than originally reported.

Estimates, assumptions and judgments are necessary when assets and liabilities are required to be recorded at fair value, when a decline in the value of an asset not carried on the financial statements at fair value warrants an impairment write-down or valuation reserve to be established or when an asset or liability needs to be recorded contingent upon a future event. Carrying assets and liabilities at fair value inherently results in more financial statement volatility. The fair values and the information used to record valuation adjustments for certain assets and liabilities are based either on quoted market prices or are provided by other third-party sources, when available. When these sources are not available, management makes estimates based upon what it considers to be the best available information.

Allowance for Loan Losses

The allowance for loan losses is an estimate of the losses that exist in the loan portfolio. The allowance is based on two principles of accounting: (1) Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 450 "Contingencies," which requires that losses be accrued when they are probable of occurring and are estimable and (2) FASB ASC 310 "Receivables," which requires that losses be accrued when it is probable that the Company will not collect all principal and interest payments according to the contractual terms of the loan. The loss, if any, is determined by the difference between the loan balance and the value of collateral, the present value of expected future cash flows and values observable in the secondary markets.

The allowance for loan loss balance is an estimate based upon management's evaluation of the loan portfolio. The allowance is comprised of a specific and a general component. The specific component consists of management's evaluation of certain classified and non-accrual loans and their underlying collateral. Management assesses the ability of the borrower to repay the loan based upon all information available. Loans are examined to determine a specific allowance based upon the borrower's payment history, economic conditions specific to the loan or borrower and other factors that would impact the borrower's ability to repay the loan on its contractual basis. Depending on the assessment of the borrower's ability to pay and the type, condition and value of collateral, management will establish an allowance amount specific to the loan.

Management uses a risk scale to assign grades to commercial real estate, construction and land development, commercial loans and commercial equipment loans. Commercial loan relationships with an aggregate exposure to the Bank of $750,000 or greater are risk rated. Residential first mortgages, home equity and second mortgages and consumer loans are monitored on an ongoing basis based on borrower payment history. Consumer loans and residential real estate loans are classified as unrated unless they are part of a larger commercial relationship that requires grading or are troubled debt restructures or nonperforming loans with an Other Assets Especially Mentioned or higher risk rating due to a delinquent payment history.

The Company’s commercial loan portfolio is periodically reviewed by regulators and independent consultants engaged by management.

In establishing the general component of the allowance, management analyzes non-impaired loans in the portfolio including changes in the amount and type of loans. This analysis reviews trends by portfolio segment in charge-offs, delinquency, classified loans, loan concentrations and the rate of portfolio segment growth. Qualitative factors also include an assessment of the current regulatory environment, the quality of credit administration and loan portfolio management and national and local economic trends. Based upon this analysis a loss factor is applied to each loan category and the Bank adjusts the loan loss allowance by increasing or decreasing the provision for loan losses.

Management has significant discretion in making the judgments inherent in the determination of the allowance for loan losses, including the valuation of collateral, assessing a borrower’s prospects of repayment and in establishing loss factors on the general component of the allowance. Changes in loss factors have a direct impact on the amount of the provision and on net income. Errors in management’s assessment of the global factors and their impact on the portfolio could result in the allowance not being adequate to cover losses in the portfolio, and may result in additional provisions. At March 31, 2016 and December 31, 2015, the allowance for loan losses was $8.6 million and $8.5 million, respectively, or 0.91% and 0.93%, respectively, of total loans. An increase or decrease in the allowance could result in a charge or credit to income before income taxes that materially impacts earnings.

For additional information regarding the allowance for loan losses, refer to Notes 1 and 6 of the Consolidated Financial Statements as presented in the Company’s Form 10-K for the year ended December 31, 2015 and the discussion in this MD&A.

Other Real Estate Owned (“OREO”)

The Company maintains a valuation allowance on its other real estate owned. As with the allowance for loan losses, the valuation allowance on OREO is based on FASB ASC 450 “Contingencies,” as well as the accounting guidance on impairment of long-lived assets. These statements require that the Company establish a valuation allowance when it has determined that the carrying amount of a foreclosed asset exceeds its fair value. Fair value of a foreclosed asset is measured by the cash flows expected to be realized from its subsequent disposition. These cash flows are reduced for the costs of selling or otherwise disposing of the asset.

In estimating the cash flows from the sale of OREO, management must make significant assumptions regarding the timing and amount of cash flows. For example, in cases where the real estate acquired is undeveloped land, management must gather the best available evidence regarding the market value of the property, including appraisals, cost estimates of development and broker opinions. Due to the highly subjective nature of this evidence, as well as the limited market, long time periods involved and substantial risks, cash flow estimates are highly subjective and subject to change. Errors regarding any aspect of the costs or proceeds of developing, selling or otherwise disposing of foreclosed real estate could result in the allowance being inadequate to reduce carrying costs to fair value and may require an additional provision for valuation allowances.

For additional information regarding OREO, refer to Notes 1 and 8 of the Consolidated Financial Statements as presented in the Company’s Form 10-K for the year ended December 31, 2015.

Deferred Tax Assets

The Company accounts for income taxes in accordance with FASB ASC 740, “Income Taxes,” which requires that deferred tax assets and liabilities be recognized using enacted tax rates for the effect of temporary differences between the book and tax bases of recorded assets and liabilities. FASB ASC 740 requires that deferred tax assets be reduced by a valuation allowance if it is more likely than not that some portion or the entire deferred tax asset will not be realized.

The Company periodically evaluates the ability of the Company to realize the value of its deferred tax assets. If the Company were to determine that it was not more likely than not that the Company would realize the full amount of the deferred tax assets, it would establish a valuation allowance to reduce the carrying value of the deferred tax asset to the amount it believes would be realized. The factors used to assess the likelihood of realization are the Company’s forecast of future taxable income and available tax-planning strategies that could be implemented to realize the net deferred tax assets.

Failure to achieve forecasted taxable income might affect the ultimate realization of the net deferred tax assets. Factors that may affect the Company’s ability to achieve sufficient forecasted taxable income include, but are not limited to, the following: increased competition, a decline in net interest margin, a loss of market share, decreased demand for financial services and national and regional economic conditions.

The Company’s provision for income taxes and the determination of the resulting deferred tax assets and liabilities involve a significant amount of management judgment and are based on the best information available at the time. The Company operates within federal and state taxing jurisdictions and is subject to audit in these jurisdictions.

For additional information regarding income taxes and deferred tax assets, refer to Notes 1 and 12 in the Consolidated Financial Statements as presented in the Company’s Form 10-K for the year ended December 31, 2015.

OVERVIEW

Community Bank of the Chesapeake (the “Bank”) is headquartered in Southern Maryland with branches located in Maryland and Virginia. The Bank is a wholly owned subsidiary of The Community Financial Corporation. The Bank conducts business through its main office in Waldorf, Maryland, and 11 branch offices in Waldorf, Bryans Road, Dunkirk, Leonardtown, La Plata, Charlotte Hall, Prince Frederick, Lusby, California, Maryland; and Central Park and downtown Fredericksburg, Virginia. The Company opened its second branch in downtown Fredericksburg, Virginia in April 2016. In addition, the Company maintains five loan production offices (“LPOs”) in La Plata, Prince Frederick, Leonardtown and Annapolis, Maryland; and Fredericksburg, Virginia. The Leonardtown and Fredericksburg LPOs are co-located with branches.

During 2015, the Company made a number of strategic decisions to meet our longer-term objectives of increased profitability and increase shareholder value. The Company continued to execute its plans to improve asset quality and to increase transaction deposits. For additional information regarding 2015 strategic initiatives and results see the overview section and the operations discussion in the MD&A as presented in the Company's Form 10-K for the year ended December 31, 2015.

In 2016, the Company's initiatives are to grow the loan portfolio by 10% and control expenses. Due to the low interest rate environment and the effects on net interest margin, the Company continues its restructuring of operations to reduce costs. In the first quarter of 2016, we completed a redesign of the entire branch system. This redesign, combined with the closure of our King George facility allowed us to reduce branch employees by 15% from 73 at March 31, 2015 to 62 at March 31, 2016. The Company is focused on reducing expenses by decreasing FTEs, reviewing vendor relationships and streamlining internal processes. The Company is cautiously optimistic that these cost cutting efforts and our continued asset growth, primarily in loans, will create operating leverage and increase both our return on average assets and return on equity over the next four quarters. To date, annualized savings of $1.2 million have been targeted, which should be realized over the next four quarters.

Economy

The U.S. economy continued to grow slowly throughout 2015 and 2014. Gross domestic product grew at an annual rate of one percent during the fourth quarter of 2015, which was half of the growth posted during the third quarter of 2015. It appears that an economic slowdown may be a possibility during 2016. The Federal Reserve has indicated through its survey of the Board of Governors that up to four rate increases are planned for 2016. This may depend on whether a further softening in the economy continues. The Federal Reserve is more likely to implement its estimated rate rises if inflationary factors present themselves, which appears less likely at this point. During the beginning of 2016, due to a number world events and market disruptions, many economists reduced their forecasts for 2016 rate hikes from four down to two. The Federal Reserve has signaled during the second quarter that two rate hikes are likely.

Medium-term interest rates have fallen since the fourth quarter of 2015, with the ten year U.S. Treasury rate as of April 20, 2016 ending at 1.85%. This is down from 2.27% at December 31, 2015 and 2.17% at December 31, 2014. The five year U.S. Treasury rate as of April 20, 2016 was 1.32%. This is down from 1.76% at December 31, 2015 and 1.65% at December 31, 2014. These lower medium-term interest rates are due to economic weaknesses in the world economy. If treasury rates remain depressed in the 5 to 10 year range it will have a negative impact on the re-pricing of the loan portfolio and the pricing of new loans. The downward pressure on treasury rates had a positive impact on local deposit pricing through the first quarter of 2016. The Company is optimistic that interest-earning asset growth will offset the negative impacts of lower asset yields in the current interest rate environment.

The impact of slower economic growth on the Southern Maryland, Annapolis, Maryland and Fredericksburg, Virginia areas has been moderated by the presence of federal government agencies and defense facilities. Further, the private sector that supports our footprint has continued to grow at a pace faster than other parts of the country. In addition, the Bank’s market expansion has enabled the Company to grow the loan portfolio in the present environment and produced sustainable organic growth in deposits during 2014 and 2015. Even through the difficult economic environment, the Bank’s capital levels and asset quality have remained strong.

For additional information regarding the local economy and its impact on the Company’s business refer to the Business Section in the Company’s Form 10-K for the year ended December 31, 2015 under the caption “Market Area” (*Part I. Item 1. Business Section – Market Area).*

Selected Financial Information and Ratios

	Three Months Ended (Unaudited) March 31, 2016		March 31, 2015	
KEY OPERATING RATIOS				
Return on average assets	0.56	%	0.68	%
Return on average common equity	6.37		7.33	
Return on average total equity	6.37		6.77	
Average total equity to average total assets	8.74		10.11	
Interest rate spread	3.37		3.55	
Net interest margin	3.50		3.67	
Cost of funds	0.73		0.70	
Cost of deposits	0.47		0.47	
Cost of debt	2.71		2.45	
Efficiency ratio	70.68		69.26	
Non-interest expense to average assets	2.51		2.61	
Avg. int-earning assets to avg. int-bearing liabilities	117.79		117.91	
Net charge-offs to average loans	0.16		0.02	
COMMON SHARE DATA				
Basic net income per common share	$0.35		$0.38	
Diluted net income per common share	0.35		0.38	
Cash dividends paid per common share	0.10		0.10	
Weighted average common shares outstanding:				
Basic	4,594,683		4,694,460	
Diluted	4,624,603		4,694,460	

Selected Financial Information and Ratios (continued)

(dollars in thousands, except per share amounts)	(Unaudited) March 31, 2016	December 31, 2015	$ Change	% Change
ASSET QUALITY				
Total assets	$1,176,913	$ 1,143,332	$33,581	2.9 %
Gross loans	945,144	918,894	26,250	2.9
Classified Assets	44,512	43,346	1,166	2.7
Allowance for loan losses	8,591	8,540	51	0.6
Past due loans (PDLs) (31 to 89 days)	983	948	35	3.7
Nonperforming loans (NPLs) (>=90 days)	9,703	10,740	(1,037)	(9.7)
Non-accrual loans [a]	10,392	11,433	(1,041)	(9.1)
Accruing troubled debt restructures (TDRs) [b]	12,327	13,133	(806)	(6.1)
Other real estate owned (OREO)	11,038	9,449	1,589	16.8
Non-accrual loans, OREO and TDRs	33,757	34,015	(258)	(0.8)
ASSET QUALITY RATIOS				
Classified assets to total assets	3.78 %	3.79 %		
Classified assets to risk-based capital	30.79	30.19		
Allowance for loan losses to total loans	0.91	0.93		
Allowance for loan losses to nonperforming loans	88.54	79.52		
Past due loans (PDLs) to total loans	0.10	0.10		
Nonperforming loans (NPLs) to total loans	1.03	1.17		
Loan delinquency (PDLs + NPLs) to total loans	1.13	1.27		
Non-accrual loans to total loans	1.10	1.24		
Non-accrual loans and TDRs to total loans	2.40	2.67		
Non-accrual loans and OREO to total assets	1.82	1.83		
Non-accrual loans, OREO and TDRs to total assets	2.87	2.98		
COMMON SHARE DATA				
Book value per common share	$21.70	$ 21.48		
Common shares outstanding at end of period	4,652,292	4,645,429		
OTHER DATA				
Number of:				
Full-time equivalent employees	168	171		
Branches	12	12		
Loan Production Offices	5	5		

REGULATORY CAPITAL RATIOS				
Tier 1 capital to average assets	9.77	%	10.01	%
Tier 1 common capital to risk-weighted assets	9.96		10.16	
Tier 1 capital to risk-weighted assets	11.14		11.38	
Total risk-based capital to risk-weighted assets	14.26		14.58	

[a] Non-accrual loans include all loans that are 90 days or more delinquent and loans that are non-accrual due to the operating results or cash flows of a customer. Non-accrual loans can include loans that are current with all loan payments. Interest and principal are recognized on a cash-basis in accordance with the Bank's policy if the loans are not impaired or there is no impairment.

[b] At March 31, 2016 and December 31, 2015, the Bank had total TDRs of $17.4 million and $18.6 million, respectively, with three TDR relationships totaling $5.1 million and $5.4 million, respectively, in non-accrual status. These loans are classified as non-accrual loans for the calculation of financial ratios.

COMPARISON OF RESULTS OF OPERATIONS FOR THE THREE MONTHS ENDED MARCH 31, 2016 AND 2015

Earnings Summary

Consolidated net income available to common shareholders of $1.6 million for the three months ended March 31, 2016 decreased $190,000 compared to the three months ended March 31, 2015. Earnings per common share (diluted) at $0.35 decreased $0.03 from $0.38 per common share (diluted) for the three months ended March 31, 2015. The $190,000 decrease in net income available to common shareholders is primarily attributable to an increase in the provision for loan losses of $249,000, increased noninterest expense of $297,000 and decreased noninterest income of $112,000. These decreases to net income were partially offset by increased net interest income of $330,000, decreased income tax expense of $115,000 and decreased preferred stock dividends of $23,000. Additionally, it is important to note that consolidated net income reflects the impact of the 2015 subordinated debt offering that replaced SBLF preferred stock. During the three months ended March 31, 2016, interest expense increased $144,000 due to the larger first quarter 2016 average balance of the subordinated notes issued in February 2015.

The Company’s return on average assets was 0.56% for the three months ended March 31, 2016 compared to 0.68% for the three months ended March 31, 2015. The Company’s return on average common stockholders' equity was 6.37% compared to 7.33% for the same comparative period.

Net Interest Income

The primary component of the Company’s net income is its net interest income, which is the difference between income earned on assets and interest paid on the deposits and borrowings used to fund them. Net interest income is affected by the difference between the yields earned on the Company’s interest-earning assets and the rates paid on interest-bearing liabilities, as well as the relative amounts of such assets and liabilities. Net interest income, divided by average interest-earning assets, represents the Company’s net interest margin.

Net interest income increased $330,000 to $9.4 million for the three months ended March 31, 2016 compared to $9.1 million for the three months ended March 31, 2015. The net interest margin was 3.50% for the three months ended March 31, 2016, a 17 basis point decrease from 3.67% for the three months ended March 31, 2015. The decrease in net interest margin was largely the result of lower yields on loans, slightly higher funding costs and a full quarter of interest expense in the three months ended March 31, 2016 on the $23.0 million 6.25% subordinated notes issued during February 2015.

The following table shows the components of net interest income and the dollar and percentage changes for the periods presented.

(dollars in thousands)	Three Months Ended March 31, 2016	2015	$ Change	% Change	
Interest and Dividend Income					
Loans, including fees	$10,545	$10,177	$ 368	3.6	%
Taxable interest and dividends on investment securities	763	547	216	39.5	%
Interest on deposits with banks	4	4	-	0.0	%
Total Interest and Dividend Income	11,312	10,728	584	5.4	%
Interest Expenses					
Deposits	1,095	988	107	10.8	%
Short-term borrowings	38	9	29	322.2	%
Long-term debt	786	668	118	17.7	%
Total Interest Expenses	1,919	1,665	254	15.3	%
Net Interest Income (NII)	$9,393	$9,063	$ 330	3.6	%

Interest and dividend income increased by $584,000 to $11.3 million for the three months ended March 31, 2016 compared to $10.7 million for the three months ended March 31, 2015, primarily due to increased income from the growth in the average balance of loans and investments and increased investment yields. Interest and dividend income on loans increased $759,000 due to growth of $66.2 million in the average balance of loans from $852.9 million for the three months ended March 31, 2015 to $919.1 million for the three months ended March 31, 2016. Interest and dividend income on investments increased $216,000 during the first quarter of 2016 compared to the same period in the prior year as average interest-earning investment balances increased $21.2 million and average yields increased from 1.65% to 1.98%. Average loan yields declined 18 basis points from 4.77% for the three months ended March 31, 2015 to 4.59% for the three months ended March 31, 2016, which resulted in a decrease in interest and dividend income of $391,000.

Interest expense increased $254,000 to $1.9 million for the three months ended March 31, 2016 compared to $1.7 million for the three months ended March 31, 2015, due to both an increase in the average balances of interest-bearing liabilities and a slight increase in funding costs. During the three months ended March 31, 2016, interest expense increased $144,000 due to the larger first quarter 2016 average balance of the subordinated notes issued in February 2015, and $93,000 due to increased average balances of interest-bearing transaction deposit accounts, time deposits and short-term debt compared to the same quarter of 2015. Additionally, interest expense increased $39,000 as rates on interest-bearing deposit accounts increased modestly from 0.54% to 0.55%. Debt costs increased $115,000 as the average rate paid on debt, which includes long-term debt, trust preferred junior subordinated debentures (“TRUPS”), subordinated notes, and short-term borrowings, increased from 2.45% for the three months ended March 31, 2015 to 2.71% for the comparable period in 2016. Interest expense for the three months ended March 31, 2016 were $156,000 greater than the comparable period as a result of the timing of the funding of the subordinated notes in February 2015. These increases to interest expense were partially offset by a reduction in interest expense of $137,000 due to a $20.6 million decrease in average long-term debt balances from the comparable period to $51.9 million for the three months ended March 31, 2016.

The Company continued to make progress in controlling overall deposit costs by increasing transaction deposits as a percentage of overall deposits. Average transaction accounts as a percentage of average total deposits increased from 54.7% for the three months ended March 31, 2015 to 57.0% for the three months ended March 31, 2016. Deposit costs at 0.47% were the same for the three months ended March 31, 2016 and 2015, respectively. Average transaction deposits, which include savings, money market, interest-bearing demand and noninterest bearing demand accounts, for the three months ended March 31, 2016 increased $67.8 million or 14.8% to $526.5 million compared to $458.7 million for the comparable period in 2015. The increase in average transaction deposits included growth in average noninterest bearing demand deposits of $21.0 million from $112.0 million for the three months ended March 31, 2015 to $133.0 million for the three months ended March 31, 2016.

The following table presents information on average balances and rates for deposits.

	Three Months Ended March 31,				
	2016			2015		
(dollars in thousands)	Average Balance	Average Rate		Average Balance	Average Rate	
Savings	$46,596	0.10	%	$42,372	0.09	%
Interest-bearing demand and money market accounts	346,838	0.29	%	304,290	0.25	%
Certificates of deposit	396,502	0.84	%	379,382	0.83	%
Total interest-bearing deposits	789,936	0.55	%	726,044	0.54	%
Noninterest-bearing demand deposits	133,021			112,036		
	$922,957	0.47	%	$838,080	0.47	%

The following table presents information on the average balances of the Company's interest-earning assets and interest-bearing liabilities and interest earned or paid thereon for the three months ended March 31, 2016 and 2015, respectively. There are no tax equivalency adjustments.

	Three Months Ended March 31,							
	2016				**2015**			
dollars in thousands	Average Balance	Interest	Average Yield/ Cost		Average Balance	Interest	Average Yield/ Cost	
Assets								
Interest-earning assets:								
Commercial real estate	$629,509	$7,111	4.52	%	$567,003	$6,726	4.74	%
Residential first mortgages	152,103	1,630	4.29	%	150,768	1,610	4.27	%
Construction and land development	38,535	438	4.55	%	36,829	470	5.10	%
Home equity and second mortgages	21,642	224	4.14	%	21,392	219	4.09	%
Commercial and equipment loans	85,550	1,133	5.30	%	84,903	1,142	5.38	%
Consumer loans	393	9	9.16	%	566	10	7.07	%
Allowance for loan losses	(8,674)	-	0.00	%	(8,550)	-	0.00	%
Loan portfolio (1)	919,058	10,545	4.59	%	852,911	10,177	4.77	%
Investment securities, federal funds sold and interest-bearing deposits	154,781	767	1.98	%	133,588	551	1.65	%
Total Interest-Earning Assets	1,073,839	11,312	4.21	%	986,499	10,728	4.35	%
Cash and cash equivalents	9,312				12,163			
Other assets	71,331				66,377			
Total Assets	$1,154,482				$1,065,039			
Liabilities and Stockholders' Equity								
Interest-bearing liabilities:								
Savings	$46,596	$12	0.10	%	$42,372	$10	0.09	%
Interest-bearing demand and money market accounts	346,838	255	0.29	%	304,290	191	0.25	%
Certificates of deposit	396,502	828	0.84	%	379,382	787	0.83	%
Long-term debt	51,926	345	2.66	%	72,530	390	2.15	%
Short-term debt	34,790	38	0.44	%	12,307	9	0.29	%
Subordinated Notes	23,000	359	6.24	%	13,800	203	5.88	%
Guaranteed preferred beneficial interest in junior subordinated debentures	12,000	82	2.73	%	12,000	75	2.50	%
Total Interest-Bearing Liabilities	911,652	1,919	0.84	%	836,681	1,665	0.80	%
Noninterest-bearing demand deposits	133,021				112,036			
Other liabilities	8,865				8,671			
Stockholders' equity	100,944				107,651			
Total Liabilities and Stockholders' Equity	$1,154,482				$1,065,039			
Net interest income		$9,393				$9,063		
Interest rate spread			3.37	%			3.55	%

Net yield on interest-earning assets	3.50	%	3.67	%
Ratio of average interest-earning assets to average interest bearing liabilities	117.79	%	117.91	%
Cost of funds	0.73	%	0.70	%
Cost of deposits	0.47	%	0.47	%
Cost of debt	2.71	%	2.45	%

(1) Average balance includes non-accrual loans

The following table sets forth certain information regarding changes in interest income and interest expense of the Bank for the periods indicated. For each category of interest-earning asset and interest-bearing liability, information is provided on changes attributable to (1) changes in volume (changes in volume multiplied by old rate); and (2) changes in rate (changes in rate multiplied by old volume). Changes in rate-volume (changes in rate multiplied by the change in volume) have been allocated to changes due to volume.

	Three Months Ended March 31, 2016 compared to the Three Months Ended March 31, 2015		
	Due to		
dollars in thousands	Volume	Rate	Total
Interest income:			
Loan portfolio (1)	$759	$(391)	$368
Investment securities, federal funds sold and interest bearing deposits	105	111	216
Total interest-earning assets	$864	$(280)	$584
Interest-bearing liabilities:			
Savings	1	1	2
Interest-bearing demand and money market accounts	31	33	64
Certificates of deposit	36	5	41
Long-term debt	(137)	92	(45)
Short-term debt	25	4	29
Subordinated notes	144	12	156
Guaranteed preferred beneficial interest in junior subordinated debentures	-	7	7
Total interest-bearing liabilities	$100	$154	$254
Net change in net interest income	$764	$(434)	$330

(1) Average balance includes non-accrual loans

Provision for Loan Losses

The following table shows the dollar and percentage changes for the provision for loan losses for the periods presented.

	Three Months Ended March 31,			
(dollars in thousands)	2016	2015	$ Change	% Change
Provision for loan losses	$427	$178	$ 249	139.9 %

The provision for loan losses increased $249,000 to $427,000 for the three months ended March 31, 2016 compared to $178,000 for the three months ended March 31, 2015. Net charge-offs for the quarter increased $339,000 from $38,000 for the three months ended March 31, 2015 to $377,000 for the three months ended March 31, 2016. Improvements to baseline charge-off factors for the periods used to evaluate the adequacy of the allowance as well as improvements in some qualitative factors, such as reductions in classified assets and delinquency, were offset by increases in other qualitative factors, such as loan growth. The improvement in the base-line charge-off factors reflects more favorable loan loss experience during the five-year period ended March 31, 2016 than for the comparable period ended. Overall, these changes resulted in a higher provision for loan losses for the comparable periods. The specific allowance is based on management's estimate of realizable value for particular loans and has decreased as specific credits have been resolved through a return to performance, charge-offs and additions to other real estate owned.

See further discussion of the provision under the caption "Asset Quality" in the Comparison of Financial Condition section of Management's Discussion and Analysis.

Noninterest Income

The following table shows the components of noninterest income and the dollar and percentage changes for the periods presented.

(dollars in thousands)	Three Months Ended March 31, 2016	2015	$ Change	% Change
Noninterest Income				
Loan appraisal, credit, and miscellaneous charges	$61	$58	$ 3	5.2 %
Gain on sale of asset	-	18	(18)	(100.0 %)
Net gains on sale of OREO	5	-	5	n/a
Net losses on sale of investment securities	-	(1)	1	(100.0 %)
Income from bank owned life insurance	196	205	(9)	(4.4 %)
Service charges	588	585	3	0.5 %
Gain on sale of loans held for sale	-	97	(97)	(100.0 %)
Total Noninterest Income	$850	$962	$ (112)	(11.6 %)

Noninterest income decreased by $112,000 to $850,000 for the three months ended March 31, 2016 compared to $962,000 for the three months ended March 31, 2015, primarily due to the Company’s exit from residential loan originations during the second quarter of 2015. As a result, there were no gains on residential loans held for sale in the three months ended March 31, 2016 compared to $97,000 in the first quarter of 2015. Additionally, there were moderate decreases in the first quarter of 2016 in bank owned life insurance income compared to the prior year period.

The Company disposed of one residential property and two commercial properties for proceeds of $676,000 and a gain of $5,000 for the three months ended March 31, 2016. The Company disposed of one residential property and two finished residential lots at no gain for the three months ended March 31, 2015.

Noninterest Expense

The following tables show the components of noninterest expense and the dollar and percentage changes for the periods presented.

Three Months
Ended March

(dollars in thousands)	31, 2016	2015	$ Change	% Change
Compensation and Benefits	$4,152	$4,145	$ 7	0.2 %
OREO Valuation Allowance and Expenses	301	219	82	37.4 %
Operating Expenses	2,787	2,579	208	8.1 %
Total Noninterest Expense	$7,240	$6,943	$ 297	4.3 %

(dollars in thousands)	Three Months Ended March 31, 2016	2015	$ Change	% Change
Noninterest Expense				
Salary and employee benefits	$4,152	$4,145	$ 7	0.2 %
Occupancy expense	589	630	(41)	(6.5 %)
Advertising	63	103	(40)	(38.8 %)
Data processing expense	554	518	36	6.9 %
Professional fees	425	295	130	44.1 %
Depreciation of premises and equipment	196	201	(5)	(2.5 %)
Telephone communications	44	46	(2)	(4.3 %)
Office supplies	43	39	4	10.3 %
FDIC Insurance	243	198	45	22.7 %
OREO valuation allowance and expenses	301	219	82	37.4 %
Other	630	549	81	14.8 %
Total Noninterest Expense	$7,240	$6,943	$ 297	4.3 %

For the three months ended March 31, 2016, noninterest expense increased 4.3%, or $297,000, to $7.2 million from $6.9 million for the comparable period in 2015. The Company's 2015 total growth in salary and benefit costs was 3.2%. During 2015, the Company controlled the growth of salary and benefit costs by significantly restructuring our branch organization and better aligning incentives with Company performance. The Company's noninterest expense as a percentage of average assets for the three months ended March 31, 2016 and 2015 were 2.51% and 2.61%, respectively. Noninterest expense of $7.2 million for the first quarter of 2016 decreased $316,000 from the fourth quarter of 2015. The current quarter decrease was primarily the result of a one-time $200,000 expense that occurred in the fourth quarter of 2015 to reduce an insurance settlement claim receivable. The Company's noninterest expense, excluding OREO charges, was $6.9 million for the first quarter of 2016. The Company's average noninterest expense per quarter, excluding OREO charges and the settlement claim, was $6.8 million per quarter for the year ended December 31, 2015. In 2016, the Company is focused on reducing expenses by decreasing FTEs, reviewing vendor relationships and streamlining internal processes. The Company is cautiously optimistic that these cost cutting efforts and our continued asset growth, primarily in loans, will create operating leverage and increase both our return on average assets and return on equity over the next four quarters. To date, annualized savings of $1.2 million have been targeted, which should be realized over the next four quarters.

Income Tax Expense

For the three months ended March 31, 2016 and 2015, the Company recorded income tax expense of $968,000 and $1.1 million, respectively. The Company's effective tax rates for the three months ended March 31, 2016 and 2015 were 37.58% and 37.29%, respectively. The increase in the effective tax rate was the result of tax-exempt income being relatively lower to total income for the three months ended March 31, 2016 compared to the three months ended March 31, 2015.

COMPARISON OF FINANCIAL CONDITION AT MARCH 31, 2016 AND DECEMBER 31, 2015

Assets

Total assets at March 31, 2016 of $1.18 billion increased $33.6 million compared to total assets of $1.14 billion at December 31, 2015. The increase in total assets was primarily attributable to growth in securities and loans. The following table shows the Company's assets and the dollar and percentage changes for the periods presented.

(dollars in thousands)	March 31, 2016 (Unaudited)	December 31, 2015	$ Change	% Change
Cash and due from banks	$9,501	$ 9,059	$442	4.9 %
Federal funds sold	175	225	(50)	(22.2 %)
Interest-bearing deposits with banks	482	1,855	(1,373)	(74.0 %)
Securities available for sale (AFS), at fair value	36,636	35,116	1,520	4.3 %

Securities held to maturity (HTM), at amortized cost	114,455	109,420	5,035	4.6 %
FHLB and FRB stock - at cost	6,541	6,931	(390)	(5.6 %)
Loans receivable - net of ALLL	935,499	909,200	26,299	2.9 %
Premises and equipment, net	22,450	20,156	2,294	11.4 %
Premises and equipment held for sale	-	2,000	(2,000)	n/a
Other real estate owned (OREO)	11,038	9,449	1,589	16.8 %
Accrued interest receivable	3,382	3,218	164	5.1 %
Investment in bank owned life insurance	28,032	27,836	196	0.7 %
Other assets	8,722	8,867	(145)	(1.6 %)
Total Assets	$1,176,913	$ 1,143,332	$33,581	2.9 %

The differences in allocations between the cash and investment categories reflect operational needs. Net loans increased $26.3 million from $909.2 million at December 31, 2015 to $935.5 million at March 31, 2016, mainly due to increases in loans for commercial real estate and residential first mortgages.

The following is a breakdown of the Company's loan portfolio at March 31, 2016 and December 31, 2015:

(dollars in thousands)	March 31, 2016	%	December 31, 2015	%
Commercial real estate	$643,977	68.14 %	$ 613,479	66.76 %
Residential first mortgages	155,532	16.46 %	149,967	16.32 %
Construction and land development	38,687	4.09 %	36,189	3.94 %
Home equity and second mortgages	21,019	2.22 %	21,716	2.36 %
Commercial loans	54,220	5.74 %	67,246	7.32 %
Consumer loans	330	0.03 %	366	0.04 %
Commercial equipment	31,379	3.32 %	29,931	3.26 %
	945,144	100.00 %	918,894	100.00 %
Less:				
Deferred loan fees	1,054	0.11 %	1,154	0.13 %
Allowance for loan losses	8,591	0.91 %	8,540	0.93 %
	9,645		9,694	
	$935,499		$ 909,200	

Asset Quality

The following tables show asset quality ratios at March 31, 2016 and December 31, 2015.

(dollars in thousands, except per share amounts)	(Unaudited) March 31, 2016	December 31, 2015	$ Change	% Change
ASSET QUALITY				
Total assets	$1,176,913	$ 1,143,332	$33,581	2.9 %
Gross loans	945,144	918,894	26,250	2.9
Classified Assets	44,512	43,346	1,166	2.7
Allowance for loan losses	8,591	8,540	51	0.6
Past due loans (PDLs) (31 to 89 days)	983	948	35	3.7
Nonperforming loans (NPLs) (>=90 days)	9,703	10,740	(1,037)	(9.7)
Non-accrual loans [(a)]	10,392	11,433	(1,041)	(9.1)
Accruing troubled debt restructures (TDRs) [(b)]	12,327	13,133	(806)	(6.1)
Other real estate owned (OREO)	11,038	9,449	1,589	16.8
Non-accrual loans, OREO and TDRs	33,757	34,015	(258)	(0.8)
ASSET QUALITY RATIOS				
Classified assets to total assets	3.78 %	3.79 %		
Classified assets to risk-based capital	30.79	30.19		

Allowance for loan losses to total loans	0.91	0.93
Allowance for loan losses to nonperforming loans	88.54	79.52
Past due loans (PDLs) to total loans	0.10	0.10
Nonperforming loans (NPLs) to total loans	1.03	1.17
Loan delinquency (PDLs + NPLs) to total loans	1.13	1.27
Non-accrual loans to total loans	1.10	1.24
Non-accrual loans and TDRs to total loans	2.40	2.67
Non-accrual loans and OREO to total assets	1.82	1.83
Non-accrual loans, OREO and TDRs to total assets	2.87	2.98

[a] Non-accrual loans include all loans that are 90 days or more delinquent and loans that are non-accrual due to the operating results or cash flows of a customer. Non-accrual loans can include loans that are current with all loan payments. Interest and principal are recognized on a cash-basis in accordance with the Bank's policy if the loans are not impaired or there is no impairment.

[b] At March 31, 2016 and December 31, 2015, the Bank had total TDRs of $17.4 million and $18.6 million, respectively, with three TDR relationships totaling $5.1 million and $5.4 million, respectively, in non-accrual status. These loans are classified as non-accrual loans for the calculation of financial ratios.

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The Company has been working to reduce classified loans by using approaches that maximize the Company's contractual rights with each individual customer relationship. The objective is to move non-performing or substandard credits that are not likely to become performing or passing credits in a reasonable timeframe off the balance sheet. The Company is encouraging existing classified customers to obtain financing with other lenders or enforcing its contractual rights. Management believes this strategy is in the best long-term interest of the Company.

Management considers classified assets to be an important measure of asset quality. Classified assets have been trending downward the last several years as a percentage of total assets and risk-based regulatory capital and in total dollars from a high point of greater than $81.9 million at September 30, 2011. During the fourth quarter of 2015, the Company reduced classified loans $3.5 million to $32.8 million. Of the fourth quarter 2015 reduction in classified loans, $2.7 million was transferred to OREO. These properties include a 21 unit apartment building, 11 condo units and a commercial property. The Company is optimistic that these properties will be sold in the near term based on the current valuation, the existing market and tenant occupancy. During the three months ended March 31, 2016, the Company took a deed in lieu of foreclosure on a $2.1 million improved commercial office building with multiple tenants. This property was taken into OREO at the carrying value of the loan and is presently under contract in the feasibility study period. There is no expected loss from the disposal of this property. The following is a breakdown of the Company's classified and special mention assets at March 31, 2016 and December 31, 2015, 2014, 2013, 2012 and 2011, respectively:

Classified Assets and Special Mention Assets

(dollars in thousands)	3/31/2016	12/31/2015	12/31/2014	12/31/2013	12/31/2012	12/31/2011
Classified loans						
Substandard	$ 31,944	$ 31,943	$ 46,735	$ 47,645	$ 48,676	$ 68,515
Doubtful	502	861	-	-	-	-
Loss	-	-	-	-	-	37
Total classified loans	32,446	32,804	46,735	47,645	48,676	68,552
Special mention loans	-	1,642	5,460	9,246	6,092	-
Total classified and special mention loans	$ 32,446	$ 34,446	$ 52,195	$ 56,891	$ 54,768	$ 68,552
Classified loans	32,446	32,804	46,735	47,645	48,676	68,552
Classified securities	1,028	1,093	1,404	2,438	3,028	6,057
Other real estate owned	11,038	9,449	5,883	6,797	6,891	5,029
Total classified assets	$ 44,512	$ 43,346	$ 54,022	$ 56,880	$ 58,595	$ 79,638
Total classified assets as a percentage of total assets	3.78 %	3.79 %	4.99 %	5.56 %	5.97 %	8.10 %
Total classified assets as a percentage of Risk Based Capital	30.79 %	30.19 %	39.30 %	43.11 %	59.02 %	83.89 %

The allowance for loan losses was 0.91% of gross loans at March 31, 2016 and 0.93% at December 31, 2015. There was an increase in the general component of the allowance due to changes to general allowance factors that reflect changes in historical loss, delinquency rates and general economic conditions. Management’s determination of the adequacy of the allowance is based on a periodic evaluation of the portfolio with consideration given to: overall loss experience; current economic conditions; size, growth and composition of the loan portfolio; financial condition of the borrowers; current appraised values of underlying collateral and other relevant factors that, in management’s judgment, warrant recognition in determining an adequate allowance. Improvements to baseline charge-off factors for the periods used to evaluate the adequacy of the allowance as well as improvements in some qualitative factors, such as reductions in classified assets and delinquency, were offset by increases in other qualitative factors, such as loan growth. The specific allowance is based on management’s estimate of realizable value for particular loans. Management believes that the allowance is adequate.

The Company increased its general allowance as a percentage of gross loans two basis points from 0.75% at December 31, 2015 to 0.77% at March 31, 2016. The following is a breakdown of the Company's general and specific allowances as a percentage of gross loans at March 31, 2016 and December 31, 2015, respectively.

(dollar in thousands)	March 31, 2016	% of Gross Loans		December 31, 2015	% of Gross Loans	
General Allowance	$7,303	0.77	%	$ 6,932	0.75	%
Specific Allowance	1,288	0.14	%	1,608	0.17	%
Total Allowance	$8,591	0.91	%	$ 8,540	0.93	%

The most important weighted factor in the Company's allowance for loan loss methodology is the charge-off history of the loan portfolio. The historical loss experience factor is tracked over various time horizons for each portfolio segment. It is weighted as the most important factor of the general component of the allowance and has decreased as the Bank's charge-off history has improved. The following table provides a five-year trend and the current year to date and comparable year to date of the prior year of net charge-offs as a percentage of average loans.

	Three Months Ended March 31,				Years Ended December 31,									
(dollars in thousands)	2016		2015		2015		2014		2013		2012		2011	
Average loans	$ 919,058		$ 852,911		$874,186		$819,381		$741,369		$719,798		$671,242	
Net charge-offs	376		38		1,374		2,309		1,049		1,937		4,101	
Net charge-offs to average loans	0.16	%	0.02	%	0.16	%	0.28	%	0.14	%	0.27	%	0.61	%

Non-accrual loans (90 days or greater delinquent and non-accrual only loans) decreased $1.0 million from $11.4 million or 1.24% of total loans at December 31, 2015 to $10.4 million or 1.10% of total loans at March 31, 2016. Non-accrual only loans are loans classified as non-accrual due to customer operating results or payment history. In accordance with the Company's policy, interest income is recognized on a cash basis for these loans. The Company had 30 non-accrual loans at March 31, 2016 compared to 38 non-accrual loans at December 31, 2015. Non-accrual loans at March 31, 2016 included $7.6 million, or 75% of non-accrual loans, attributed to 17 loans representing six customer relationships classified as substandard. Non-accrual loans at December 31, 2015 included $8.1 million, or 71% of non-accrual loans, attributed to 19 loans representing six customer relationships classified as substandard. Of these loans at March 31, 2016 and December 31, 2015, $3.5 million and $3.8 million, respectively, represented a residential development project. During the second quarter of 2014, the Company deferred the collection of principal and interest on this project. The project is currently being built out with the support of private equity funds which have been used for vertical construction that has significantly improved the collateral value and the viability of the project. The Company’s loans remain as troubled debt restructures (“TDRs”) and non-accrual. In addition, at March 31, 2016 and December 31, 2015, the Company had three TDR loans totaling $1.6 million and $1.7 million, respectively, classified as non-accrual. These loans are classified solely as non-accrual loans for the calculation of financial ratios.

Loan delinquency (90 days or greater delinquent and 31-89 days delinquent) decreased $1.0 million from $11.7 million, or 1.27% of loans, at December 31, 2015 to $10.7 million, or 1.13% of loans, at March 31, 2016. Loans 31-89 days delinquent increased $35,000 from $948,000, or 0.10% of total loans, at December 31, 2015 to $983,000, or 0.10% of total loans, at March 31, 2016.

At March 31, 2016, the Company had 20 accruing TDRs totaling $12.3 million compared to 23 accruing TDRs totaling $13.1 million as of December 31, 2015. The Company had specific reserves of $1.0 million on seven TDRs totaling $3.3 million at March 31, 2016 and specific reserves of $1.3 million on nine TDRs totaling $3.6 million at December 31, 2015.

The following is a breakdown by loan classification of the Company's TDRs at March 31, 2016 and December 31, 2015.

	March 31, 2016		December 31, 2015	
(dollars in thousands)	Dollars	Number of Loans	Dollars	Number of Loans
Commercial real estate	$11,395	11	$11,897	13
Residential first mortgages	562	2	881	3
Construction and land development	4,211	4	4,283	5
Commercial loans	1,149	6	1,384	7
Commercial equipment	121	2	123	2
Total TDRs	$17,438	25	$18,568	30
Less: TDRs included in non-accrual loans	(5,111)	(5)	(5,435)	(7)
Total accrual TDR loans	$12,327	20	$13,133	23

The OREO balance was $11.0 million at March 31, 2016, an increase of $1.6 million compared to $9.4 million at December 31, 2015. This increase consisted of additions of $2.5 million offset by valuation allowances of $255,000 to adjust properties to current appraised values and $671,000 in disposals. OREO carrying amounts reflect management's estimate of the realizable value of these properties incorporating current appraised values, local real estate market conditions and related costs.

Non-accrual loans and OREO to total assets decreased one basis point from 1.83% at December 31, 2015 to 1.82% at March 31, 2016. Non-accrual loans, OREO and TDRs to total assets decreased 11 basis points from 2.98% at December 31, 2015 to 2.87% at March 31, 2016.

At March 31, 2016, 99%, or $145.5 million of the asset-backed securities and agency bond portfolio was rated AAA by Standard & Poor's or the equivalent credit rating from another major rating agency compared to 99%, or $138.3 million, at December 31, 2015. Debt securities are evaluated quarterly to determine whether a decline in their value is OTTI. No OTTI charge was recorded for the three months ended March 31, 2016 and year ended December 31, 2015 , respectively. Classified securities decreased $65,000 from $1.1 million at December 31, 2015 to $1.0 million at March 31, 2016.

Gross unrealized losses on HTM and AFS securities decreased from $1.5 million at December 31, 2015 to $646,000 at March 31, 2016 (see Note 10 in Consolidated Financial Statements). Gross unrealized losses at March 31, 2016 and December 31, 2015 for AFS securities were $311,000 and $557,000, respectively, of amortized cost of $36.7 million and $35.5 million, respectively. Gross unrealized losses at March 31, 2016 and December 31, 2015 for HTM securities were $335,000 and $941,000, respectively, of amortized cost of $114.5 million and $109.4 million, respectively. The change in unrealized losses was the result of changes in interest rates, while credit risks remained stable. The Bank holds over 96% of its AFS and HTM securities as asset-backed securities of GSEs, GSE agency bonds or U.S. government obligations. The Company intends to, and has the ability to, hold both AFS and HTM securities with unrealized losses until they mature, at which time the Company will receive full value for the securities. The Company believes that the AFS and HTM securities with unrealized losses will either recover in market value or be paid off as agreed.

Liabilities

The following table shows the Company’s liabilities and the dollar and percentage changes for the periods presented.

(dollars in thousands)	March 31, 2016 (Unaudited)	December 31, 2015	$ Change	% Change
Deposits				
Non-interest-bearing deposits	$137,312	$ 142,771	$(5,459)	(3.8 %)
Interest-bearing deposits	813,287	764,128	49,159	6.4 %
Total deposits	950,599	906,899	43,700	4.8 %
Short-term borrowings	30,500	36,000	(5,500)	(15.3 %)
Long-term debt	50,602	55,617	(5,015)	(9.0 %)
Guaranteed preferred beneficial interest in junior subordinated debentures (TRUPs)	12,000	12,000	-	0.0 %
Subordinated notes - 6.25%	23,000	23,000	-	n/a
Accrued expenses and other liabilities	9,270	10,033	(763)	(7.6 %)
Total Liabilities	$1,075,971	$ 1,043,549	$32,422	3.1 %

<u>*Deposits and Borrowings*</u>

Deposits increased by 4.8%, or $43.7 million to $950.6 million at March 31, 2016 compared to $906.9 million at December 31, 2015. Between 2012 and 2016, the Company increased transaction deposits, including noninterest bearing deposits, to lower its overall cost of funds. Average transaction deposits increased $11.1 million to $526.5 million during the first quarter of 2016 compared to the fourth quarter of 2015. Transaction deposits have increased from 44.9% of total deposits at December 31, 2011 to 57.1% of total deposits at March 31, 2016.

Details of the Company’s deposit portfolio at March 31, 2016 and December 31, 2015 are presented below:

	March 31, 2016		December 31, 2015	
(dollars in thousands)	Balance	%	Balance	%
Noninterest-bearing demand	$137,312	14.44 %	$142,771	15.74 %
Interest-bearing:				
Demand	126,460	13.30 %	120,918	13.33 %

Money market deposits	232,024	24.41 %	219,956	24.25 %
Savings	47,304	4.98 %	47,703	5.26 %
Certificates of deposit	407,499	42.87 %	375,551	41.41 %
Total interest-bearing	813,287	85.56 %	764,128	84.26 %
Total Deposits	$950,599	100.00%	$906,899	100.00%
Transaction accounts	$543,100	57.13 %	$531,348	58.59 %

The Company uses both traditional brokered deposits and reciprocal brokered deposits. Traditional brokered deposits at March 31, 2016 and December 31, 2015 were $94.6 million and $49.1 million, respectively. Reciprocal brokered deposits at March 31, 2016 and December 31, 2015 were $54.6 million and $61.1 million, respectively. The reciprocal brokered deposits have many characteristics of core deposits and are used to maximize FDIC insurance available to our customers.

Long-term debt and short-term borrowings decreased $10.5 million from $91.6 million at December 31, 2015 to $81.1 million at March 31, 2016. The Company uses brokered deposits and other wholesale funding to supplement funding when loan growth exceeds core deposit growth and for asset-liability management purposes.

The Bank uses advances from the FHLB of Atlanta to supplement the supply of funds it may lend and to meet deposit withdrawal requirements. Advances from the FHLB are secured by the Bank's stock in the FHLB, a portion of the Bank's loan portfolio and certain investments. Generally, the Bank's ability to borrow from the FHLB of Atlanta is limited by its available collateral and also by an overall limitation of 30% of assets. Further, short-term credit facilities are available at the Federal Reserve Bank of Richmond and other commercial banks. Long-term debt consists of adjustable-rate advances with rates based upon LIBOR, fixed-rate advances, and convertible advances. At March 31, 2016 and December 31, 2015, 100% of the Bank's long-term debt was fixed for rate and term, as the conversion optionality of the advances have either been exercised or expired.

Stockholders' Equity

The following table shows the Company's equity and the dollar and percentage changes for the periods presented.

(dollars in thousands)	March 31, 2016 (Unaudited)	December 31, 2015	$ Change	% Change
Common Stock at par of $0.01	$ 47	$ 46	$ 1	2.2 %
Additional paid in capital	46,907	46,809	98	0.2 %
Retained earnings	54,316	53,495	821	1.5 %
Accumulated other comprehensive loss	(12)	(251)	239	(95.2 %)
Unearned ESOP shares	(316)	(316)	-	0.0 %
Total Stockholders' Equity	$ 100,942	$ 99,783	$ 1,159	1.2 %

During the three months ended March 31, 2016, stockholders' equity increased $1.2 million to $100.9 million. The increase in stockholders' equity was due to net income of $1.6 million, net stock related activities related to stock-based compensation of $88,000 and a current year decrease in accumulated other comprehensive loss of $239,000. These increases to capital were partially offset by quarterly common dividends paid of $453,000 and repurchases of common stock of $322,000. Common stockholders' equity of $100.9 million at March 31, 2016 resulted in a book value of $21.70 per common share compared to $21.48 at December 31, 2015. The Company remains well-capitalized at March 31, 2016 with a Tier 1 capital to average assets ratio of 9.77%.

Accumulated other comprehensive losses decreased during the first three months of 2016 due to market valuation adjustments of the Company's AFS asset-backed securities portfolio as a result of decreases in long-term interest rates.

LIQUIDITY AND CAPITAL RESOURCES

Capital Resources

The Company has no business other than holding the stock of the Bank and does not currently have any material funding requirements, except for the payment of dividends on common stock, and the payment of interest on subordinated debentures and subordinated notes.

The Company evaluates capital resources by our ability to maintain adequate regulatory capital ratios. The Company and the Bank annually update a three-year strategic capital plan. In developing its plan, the Company considers the impact to capital of asset growth, income accretion, dividends, holding company liquidity, investment in markets and people and stress testing.

During the three months ended March 31, 2016 and the year ended December 31, 2015, the Company assessed using the new regulatory capital ratios that the Company meets the new requirements specified in the Basel III rules upon full adoption of the phased-in requirements. The Bank elected to continue to exclude most accumulated other comprehensive income ("AOCI") from capital in its March 31, 2015 quarterly call report filing and, in effect, to retain the AOCI treatment under the prior capital rules.

Federal banking regulations require the Company and the Bank to maintain specified levels of capital. As of March 31, 2016 and December 31, 2015, the Company and Bank were well-capitalized under the regulatory framework for prompt corrective action under the new Basel III Capital Rules. Management believes, as of March 31, 2016 and December 31, 2015, that the Company and the Bank met all capital adequacy requirements to which they were subject. See Note 12 of the Consolidated Financial Statements.

Liquidity

Liquidity is our ability to meet cash demands as they arise. Such needs can develop from loan demand, deposit withdrawals or acquisition opportunities. Potential obligations resulting from the issuance of standby letters of credit and commitments to fund future borrowings to our loan customers are other factors affecting our liquidity needs. Many of these obligations and commitments are expected to expire without being drawn upon; therefore the total commitment amounts do not necessarily represent future cash requirements affecting our liquidity position.

Asset liquidity is provided by cash and assets which are readily marketable or which will mature in the near future. Liquid assets include cash, federal funds sold, and short-term investments in cash deposits with other banks. Liquidity is also provided by access to funding sources, which include core depositors and brokered deposits. Other sources of funds include our ability to borrow, such as purchasing federal funds from correspondent banks, sales of securities under agreements to repurchase and advances from the FHLB

The Company's principal sources of liquidity are cash on hand and dividends received from the Bank. The Bank is subject to various regulatory restrictions on the payment of dividends.

The Bank's principal sources of funds for investment and operations are net income, deposits, sales of loans, borrowings, principal and interest payments on loans, principal and interest received on investment securities and proceeds from the maturity and sale of investment securities. Its principal funding commitments are for the origination or purchase of loans, the purchase of securities and the payment of maturing deposits. Deposits are considered the primary source of funds supporting the Bank's lending and investment activities. The Bank also uses borrowings from the FHLB of Atlanta to supplement deposits. The amount of FHLB advances available to the Bank is limited to the lower of 30% of Bank assets or the amount supportable by eligible collateral including FHLB stock, loans and securities. In addition, the Bank has established lines of credit with the Federal Reserve Bank and commercial banks.

For additional information on these agreements, including collateral, see Note 11 of the Consolidated Financial Statements as presented in the Company's Form 10-K for the year ended December 31, 2015.

The Bank's most liquid assets are cash, cash equivalents and federal funds sold. The levels of such assets are dependent on the Bank's operating, financing and investment activities at any given time. The variations in levels of cash and cash equivalents are influenced by deposit flows and anticipated future deposit flows.

Cash and cash equivalents as of March 31, 2016 totaled $10.2 million, a decrease of $981,000, or 8.8%, from the December 31, 2015 total of $11.1 million. The decrease in cash was primarily due to an increase in cash used for investing activities which was partially offset by cash provided by financing ad operating activities. Changes to the level of cash and cash equivalents have minimal impact on operational needs as the Bank has substantial sources of funds available from other sources.

During the three months ended March 31, 2016, all financing activities provided $32.4 million in cash compared to $2.5 million in cash for the same period in 2015. The Bank was provided $29.9 million more cash due to financing activities in the three months ended March 31, 2016 compared to the three months ended March 31, 2015 primarily due to increases in deposits of $58.6 million partially offset by a decrease on long-term debt and short-term borrowings of $25.5 million. In addition, cash decreased $3.0 million due to the net proceeds received during the first quarter 2015 for the subordinated notes issued of $23.0 million offset by the SBLF payoff of $20 million. Cash also decreased $307,000 for the repurchase of common stock.

During the three months ended March 31, 2016, all investing activities used $35.0 million in cash compared to $16.4 million in cash used for the same period in 2015. The increase in cash used of $18.6 million was the result of a net decrease in proceeds received for securities transactions of $11.0 million primarily due to more investment purchases for the three months ended March 31, 2016 than the comparable period of 2015. The result of these securities activities was that the Bank was a net purchaser of securities of $5.9 million year to date 2016 compared to a net seller of securities of $5.1 million for the three months ended March 31, 2015. Additionally, there was a net increase in cash used of $8.1 million from loan activities. The principal collected on loans declined $2.2 million from $53.0 million for the three months ended March 31, 2015 to $50.8 million for the three months ended March 31, 2016. More cash was used to fund loans as loans originated or acquired increased $5.9 million from $74.0 million for the three months ended March 31, 2015 to $79.9 million for the three months ended March 31, 2016. Additional cash of $1.6 million was used to purchase equipment in the first three months of 2016 compared to the same period in 2015. These increases to cash used were partially offset by a net increase in cash provided of $2.2 million from the sale of the King George branch premises and equipment and the sale of OREO.

Operating activities provided cash of $1.6 million for the three months ended March 31, 2016 compared to $3.9 million of cash provided for the same period of 2015. Cash decreased by $2.3 million primarily due a decrease in accrued expenses and other liabilities for the three months ended March 31, 2016 compared with the three months ended March 31, 2015.

ITEM 3. Quantitative and qualitative Disclosure about Market Risk

Interest rate risk is defined as the exposure to changes in net interest income and capital that arises from movements in interest rates. Depending on the composition of the balance sheet, increasing or decreasing interest rates can negatively affect the Company's results of operations and financial condition.

The Company measures interest rate risk over the short and long term. The Company measures interest rate risk as the change in net interest income ("NII') caused by a change in interest rates over twelve and twenty-four months. The Company's NII simulations provide information about short-term interest rate risk exposure. The Company also measures interest rate risk by measuring changes in the values of assets and liabilities due to changes in interest rates. The economic value of equity ("EVE") is defined as the present value of future cash flows from existing assets, minus the present value of future cash flows from existing liabilities. EVE simulations reflect the interest rate sensitivity of assets and liabilities over a longer time period, considering the maturities, average life and duration of all balance sheet accounts.

The Board of Directors has established an interest rate risk policy, which is administered by the Bank's Asset Liability Committee ("ALCO"). The policy establishes limits on risk, which are quantitative measures of the percentage change in NII and EVE resulting from changes in interest rates. Both NII and EVE simulations assist in identifying, measuring, monitoring and controlling interest rate risk and are used by management and the ALCO Committee to ensure that interest rate risk exposure will be maintained within Board policy guidelines. The ALCO Committee reports quarterly to the Board of Directors. Mitigating strategies are used to maintain interest rate risk within established limits.

The Company's interest rate risk ("IRR") model uses assumptions which include factors such as call features, prepayment options and interest rate caps and floors included in investment and loan portfolio contracts. Additionally, the IRR model estimates the lives and interest rate sensitivity of the Company's non-maturity deposits. These assumptions have a significant effect on model results. The assumptions are developed primarily based upon historical behavior of Bank customers. The Company also considers industry and regional data in developing IRR model assumptions. There are inherent limitations in the Company's IRR model and underlying assumptions. When interest rates change, actual movements of interest-earning assets and interest-bearing liabilities, loan prepayments, and withdrawals of time and other deposits, may deviate significantly from assumptions used in the model.

The Company prepares a current base case and several alternative simulations at least quarterly. Current interest rates are shocked by +/- 100, 200, 300, and 400 basis points ("bp"). The Company may elect not to use particular scenarios that it determines are impractical in a current rate environment. It is management's goal to manage the portfolios of the Bank so that net interest income at risk over a twelve-month and twenty-four month period and the economic value of equity at risk do not exceed policy guidelines at the various interest rate shock levels.

Measures of net interest income at risk produced by simulation analysis are indicators of an institution’s short-term performance in alternative rate environments. The below schedule estimates the changes in net interest income over a twelve month period for parallel rate shocks:

Estimated Changes in Net Interest Income

Change in Interest Rates:	**+ 400 bp**	**+ 300 bp**	**+ 200 bp**	**+ 100 bp**	**- 100 bp**	**- 200 bp**	**- 300 bp**	**- 400 bp**
Policy Limit	(25.00%)	(20.00%)	(15.00%)	(10.00%)	(10.00%)	(15.00%)	(20.00%)	(25.00%)
March 31, 2016	(1.52%)	1.70%	1.14%	0.39%	1.52%	n/a	n/a	n/a

Measures of equity value at risk indicate the ongoing economic value of the Company by considering the effects of changes in interest rates on all of the Company’s cash flows, and by discounting the cash flows to estimate the present value of assets and liabilities. The below schedule estimates the changes in the economic value of equity at parallel shocks:

Estimated Changes in Economic Value of Equity (EVE)

Change in Interest Rates:	**+ 400 bp**	**+ 300 bp**	**+ 200 bp**	**+ 100 bp**	**- 100 bp**	**- 200 bp**	**- 300 bp**	**- 400 bp**
Policy Limit	(40.00%)	(30.00%)	(20.00%)	(10.00%)	(10.00%)	(20.00%)	(30.00%)	(40.00%)
March 31, 2016	(13.25%)	(7.97%)	(2.74%)	0.50%	(9.05%)	n/a	n/a	n/a

ITEM 4. CONTROLS AND PROCEDURES

As of the end of the period covered by this report, management of the Company carried out an evaluation, under the supervision and with the participation of the Company’s principal executive officer and principal financial officer, of the effectiveness of the Company’s disclosure controls and procedures. Based on this evaluation, the Company’s principal executive officer and principal financial officer concluded that the Company’s disclosure controls and procedures are effective in ensuring that information required to be disclosed by the Company in reports that it files or submits under the Securities Exchange Act of 1934, as amended, (1) is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission’s rules and forms and (2) is accumulated and communicated to the Company’s management, including its principal executive and financial officers as appropriate to allow timely decisions regarding required disclosure. It should be noted that the design of the Company’s disclosure controls and procedures is based in part upon certain reasonable assumptions about the likelihood of future events, and there can be no reasonable assurance that any design of disclosure controls and procedures will succeed in achieving its stated goals under all potential future conditions, regardless of how remote, but the Company’s principal executive and financial officers have concluded that the Company’s disclosure controls and procedures are, in fact, effective at a reasonable assurance level. There were no changes in the Company’s internal control over financial reporting during the quarter ended March 31, 2016 that have materially affected, or are reasonable likely to materially affect, the Company’s internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1 - Legal Proceedings – The Company is not involved in any pending legal proceedings. The Bank is not involved in any pending legal proceedings other than routine legal proceedings occurring in the ordinary course of business. Such routine legal proceedings, in the aggregate, are believed by management to be immaterial to the financial condition and results of operations of the Company.

Item 1A - Risk Factors - In addition to the other information set forth in this report, you should carefully consider the factors discussed in Part I, “Item 1A- Risk Factors” in the Form 10-K that we filed with the Securities and Exchange Commission, which could materially affect our business, financial condition or future results. The risks described are not the only risks that we face. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition and/or operating results.

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

(a) Not applicable

(b) Not applicable

(c) On May 4, 2015, the Board of Directors approved a repurchase plan (“2015 repurchase plan). The 2015 repurchase plan authorizes the repurchase of up to 250,000 shares of outstanding common stock. The 2015 repurchase plan will continue until it is completed or terminated by the Company’s Board of Directors. During the quarter ended December 31, 2015, the 2015 repurchase plan began with the termination of the 2008 repurchase program. As of March 31, 2016, 212,940 shares were available to be repurchased under the 2015 repurchase program. The following schedule shows the repurchases during the three months ended March 31, 2016.

(a) Total Number of Shares	(b) Average	(c) Total Number of Shares Purchased as Part of Publicly Announced Plans or	(d) Maximum Number of Shares that May Yet Be Purchased Under

Period	Purchased	Price Paid per Share	Programs	the Plans or Programs
				228,940
January 1 - 31, 2016	500	$ 20.98	500	228,440
February 1 - 29, 2016	15,573	19.98	15,500	212,940
March 1 - 31, 2016	-	-	-	212,940
Total	16,073	$ 20.01	16,000	212,940

Item 3 - Default Upon Senior Securities - None

Item 4 – Mine Safety Disclosures – Not Applicable

Item 5 - Other Information - None

Item 6 - Exhibits

Exhibit 31 - Rule 13a-14(a) Certifications

Exhibit 32 - Section 1350 Certifications

Exhibit 101.0 - The following materials from the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2016, formatted in XBRL (Extensible Business Reporting Language): (i) the Consolidated Balance Sheets, (ii) the Consolidated Statements of Income, (iii) the Consolidated Statements of Comprehensive Income, (iv) the Consolidated Statements of Cash Flows; and (v) the Notes to the Consolidated Financial Statements.

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.

THE COMMUNITY FINANCIAL CORPORATION

Date: May 6, 2016	By:	/s/ William J. Pasenelli William J. Pasenelli President and Chief Executive Officer
Date: May 6, 2016	By:	/s/ Todd L. Capitani Todd L. Capitani Chief Financial Officer

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