

FIRST NATIONAL CORP /VA/  
Form 10-K  
March 30, 2016  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM 10-K**

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

**For the fiscal year ended December 31, 2015**

**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 0-23976**

**(Exact name of registrant as specified in its charter)**

<b>Virginia</b> <b>(State or other jurisdiction</b>  <b>of incorporation or organization)</b>	<b>54-1232965</b> <b>(I.R.S. Employer</b>  <b>Identification No.)</b>
<b>112 West King Street, Strasburg, Virginia</b> <b>(Address of principal executive offices)</b>	<b>22657</b> <b>(Zip Code)</b>
<b>Registrant's telephone number, including area code: (540) 465-9121</b>	

**Securities registered pursuant to Section 12(b) of the Act: None**

**Securities registered pursuant to Section 12(g) of the Act:**

**Common Stock, \$1.25 par value**

**(Title of class)**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

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  No

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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this Chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

Large accelerated filer  Accelerated filer   
Non-accelerated filer  Smaller reporting company   
Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the  
Act). Yes  No

The aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the closing sales price on June 30, 2015 was \$40,630,238.

The number of outstanding shares of common stock as of March 30, 2016 was 4,924,539.

#### **DOCUMENTS INCORPORATED BY REFERENCE**

Proxy Statement for the 2016 Annual Meeting of Shareholders Part III

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**Part I**

**Cautionary Statement Regarding Forward-Looking Statements**

First National Corporation (the Company) makes forward-looking statements in this Form 10-K that are subject to risks and uncertainties. These forward-looking statements include statements regarding profitability, liquidity, adequacy of capital, allowance for loan losses, interest rate sensitivity, market risk, growth strategy and financial and other goals. The words believes, expects, may, will, should, projects, contemplates, anticipates, forecasts, and other similar words or terms are intended to identify forward-looking statements. These forward-looking statements are subject to significant uncertainties because they are based upon or are affected by factors including:

conditions in the financial markets and economic conditions may adversely affect the Company's business;

the inability of the Company to successfully manage its growth or implement its growth strategy;

difficulties in combining the operations of acquired bank branches or entities with the Company's own operations;

the Company's inability to successfully obtain the expected benefits of the acquisition of bank branches;

intense competition from other financial institutions both in making loans and attracting deposits;

consumers may increasingly decide not to use the Bank to complete their financial transactions;

limited availability of financing or inability to raise capital;

exposure to operational, technological, and organizational risk;

reliance on other companies to provide key components of their business infrastructure;

the Company's credit standards and its on-going credit assessment processes might not protect it from significant credit losses;

operational functions of business counterparties over which the Company may have limited or no control may experience disruptions;

nonperforming assets take significant time to resolve and adversely affect the Company's results of operations and financial condition;

allowance for loan losses may prove to be insufficient to absorb losses in the loan portfolio;

the concentration in loans secured by real estate may adversely affect earnings due to changes in the real estate markets;

legislative or regulatory changes or actions, or significant litigation;

the limited trading market for the Company's common stock; it may be difficult to sell shares;

unexpected loss of management personnel;

losses that could arise from breaches in cyber-security;

increases in FDIC insurance premiums could adversely affect the Company's profitability;

the ability to retain customers and secondary funding sources if the Bank's reputation would become damaged;

changes in interest rates could have a negative impact on the Company's net interest income and an unfavorable impact on the Bank's customers' ability to repay loans; and

other factors identified in Item 1A, "Risk Factors", below.

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

## **Item 1. Business**

### **General**

First National Corporation (the Company) is a bank holding company incorporated under Virginia law on September 7, 1983. The Company owns all of the stock of its primary operating subsidiary, First Bank (the Bank), which is a commercial bank chartered under Virginia law. The Company's subsidiaries are:

First Bank (the Bank). The Bank owns:

First Bank Financial Services, Inc.

Shen-Valley Land Holdings, LLC

First National (VA) Statutory Trust II (Trust II)

First National (VA) Statutory Trust III (Trust III)

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First Bank Financial Services, Inc. invests in entities that provide title insurance and investment services. Shen-Valley Land Holdings, LLC was formed to hold other real estate owned and future office sites. The Trusts were formed for the purpose of issuing redeemable capital securities, commonly known as trust preferred securities and are not included in the Company's consolidated financial statements.

The Bank first opened for business on July 1, 1907 under the name The Peoples National Bank of Strasburg. On January 10, 1928, the Bank changed its name to The First National Bank of Strasburg. On April 12, 1994, the Bank received approval from the Federal Reserve Bank of Richmond (the Federal Reserve) and the Virginia State Corporation Commission's Bureau of Financial Institutions to convert to a state chartered bank with membership in the Federal Reserve System. On June 1, 1994, the Bank consummated such conversion and changed its name to First Bank.

## **Access to Filings**

The Company's internet address is [www.fbvirginia.com](http://www.fbvirginia.com). The Company's Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K, and amendments to those reports, as filed with or furnished to the Securities and Exchange Commission (the SEC), are available free of charge at [www.fbvirginia.com](http://www.fbvirginia.com) as soon as reasonably practicable after being filed with or furnished to the SEC. A copy of any of the Company's filings will be sent, without charge, to any shareholder upon written request to: M. Shane Bell, Chief Financial Officer, at 112 West King Street, Strasburg, Virginia 22657.

## **Products and Services**

The Bank provides loan, deposit, wealth management and other products and services in the Shenandoah Valley and central regions of Virginia. Loan products and services include personal loans, residential mortgages, home equity loans and commercial loans. Deposit products and services include checking, savings, money market accounts, individual retirement accounts, certificates of deposit and cash management accounts.

The Bank's wealth management department offers estate planning, investment management of assets, trustee under an agreement, trustee under a will, individual retirement accounts, and estate settlement. The Bank launched a mortgage department during the second quarter of 2014. The mortgage department began originating residential mortgage loans to customers in the third quarter of 2014. Loans originated through this department may be sold to investors in the secondary market or held in the Bank's loan portfolio. Mortgage services are offered to customers throughout the Bank's market area.

The Bank's office locations are well-positioned in attractive markets along the Interstate 81, Interstate 66 and Interstate 64 corridors in the Shenandoah Valley and central regions of Virginia. Within this market area, there are various types of industry including medical and professional services, manufacturing, retail, government contracting and higher education. Customers include individuals, small and medium-sized businesses, local governmental entities and non-profit organizations.

The Bank's products and services are delivered through its mobile banking platform, its website, [www.fbvirginia.com](http://www.fbvirginia.com), a network of ATMs located throughout its market area, two loan production offices, a customer service center in a retirement village, and 15 bank branch office locations located throughout the Shenandoah Valley and central regions of Virginia. The branch offices are comprised of 13 full service retail banking offices and two drive-thru express banking offices. For the location and general character of each of these offices, see Item 2 of this Form 10-K.

## **Competition**



The financial services industry remains highly competitive and is constantly evolving. The Company experiences strong competition in all aspects of its business. In its market areas, the Company competes with large national and regional financial institutions, credit unions, other independent community banks, as well as consumer finance companies, mortgage companies, loan production offices, mutual funds and life insurance companies. Competition for deposits and loans is affected by various factors including interest rates offered, the number and location of branches and types of products offered, and the reputation of the institution. Credit unions have been allowed to increasingly expand their membership definitions and, because they enjoy a favorable tax status, may be able to offer more attractive loan and deposit pricing.

The Company believes its competitive advantages include long-term customer relationships, local management and directors, a commitment to excellent customer service, dedicated and loyal employees, and the support of and involvement in the communities that the Company serves. The Company focuses on providing products and services to individuals, small to medium-sized businesses and local governmental entities within its communities. The Company's primary operating subsidiary, First Bank, generally has a strong deposit market share of the markets it serves. According to Federal Deposit Insurance Corporation (FDIC) deposit data as of June 30, 2015, the Bank was ranked third overall in its market area with 11.45% of the total deposit market.

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No material part of the business of the Company is dependent upon a single or a few customers, and the loss of any single customer would not have a materially adverse effect upon the business of the Company.

## **Employees**

At December 31, 2015, the Bank employed a total of 187 full-time equivalent employees. The Company considers relations with its employees to be excellent.

## **SUPERVISION AND REGULATION**

Bank holding companies and banks are extensively and increasingly regulated under both federal and state laws. The following description briefly addresses certain historic and current provisions of federal and state laws and certain regulations, proposed regulations, and the potential impacts on the Company and the Bank. To the extent statutory or regulatory provisions or proposals are described in this report, the description is qualified in its entirety by reference to the particular statutory or regulatory provisions or proposals.

### **Regulatory Reform    The Dodd-Frank Act**

The Dodd-Frank Wall Street Reform and Consumer Protection Act (the Dodd-Frank Act), enacted in 2010, implemented and continues to implement significant changes to the regulation of the financial services industry, including provisions that, among other things:

Centralize responsibility for consumer financial protection by creating a new agency, the Consumer Financial Protection Bureau (the CFPB), with broad rulemaking, supervisory and enforcement authority with respect to a wide range of consumer protection laws that apply to providers of consumer financial products and services. Smaller financial institutions, including the Bank, continue to be subject to the supervision and enforcement of their primary federal banking regulator with respect to the federal consumer financial protection laws.

Apply the same leverage and risk-based capital requirements that apply to insured depository institutions to bank holding companies.

Require the FDIC to seek to make its capital requirements for banks countercyclical so that the amount of capital required to be maintained increases in times of economic expansion and decreases in times of economic contraction.

Change the assessment base for federal deposit insurance from the amount of insured deposits to consolidated assets less tangible capital.

Implement corporate governance revisions, including advisory votes on executive compensation by stockholders.

Established extensive requirements applicable to mortgage lending, including detailed requirements concerning mortgage originator compensation and underwriting, high-cost mortgages, servicing, appraisals, counseling and other matters.

Make permanent the \$250,000 limit for federal deposit insurance.

Repeal the federal prohibitions on the payment of interest on demand deposits, thereby permitting depository institutions to pay interest on business transaction and other accounts.

The Dodd-Frank Act amends the Bank Holding Company Act of 1956, as amended (the BHCA) to require the federal financial regulatory agencies to adopt rules that prohibit banks and their affiliates from engaging in proprietary trading and investing in and sponsoring certain unregistered investment companies (defined as hedge funds and private equity funds). The statutory provision is commonly called the Volcker Rule. The Federal Reserve Board issued final rules implementing the Volcker Rule on December 10, 2013. The Volcker Rule became effective on July 21, 2012 and the final rules were effective April 1, 2014, but the Federal Reserve Board issued an order extending the period during which institutions have to conform their activities and investments to the requirements of the Volcker Rule to July 21, 2017. We do not currently anticipate that the Volcker Rule will have a material effect on the operations of the holding company or the Bank, as we generally do not engage in activities or hold investments impacted by the Volcker Rule.

Many aspects of the Dodd-Frank Act still remain subject to rulemaking by various regulatory agencies and will take effect over several years, making it difficult to anticipate the overall financial impact on the Company, its customers or the financial

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industry more generally. The changes resulting from the Dodd-Frank Act may affect the profitability of business activities, require changes to certain business practices, impose more stringent capital requirements, liquidity and leverage ratio requirements, or otherwise adversely affect the business of the Company and the Bank. These changes may also require the Company to invest significant management attention and resources to evaluate and make necessary changes to comply with new statutory and regulatory requirements.

### **The Company**

*General.* As a bank holding company registered under the BHCA, the Company is subject to supervision, regulation, and examination by the Federal Reserve. The Company is also registered under the bank holding company laws of Virginia and is subject to supervision, regulation, and examination by the Virginia State Corporation Commission (the SCC).

*Permitted Activities.* A bank holding company is limited to managing or controlling banks, furnishing services to or performing services for its subsidiaries, and engaging in other activities that the Federal Reserve determines by regulation or order to be so closely related to banking or managing or controlling banks as to be a proper incident thereto. In determining whether a particular activity is permissible, the Federal Reserve must consider whether the performance of such an activity reasonably can be expected to produce benefits to the public that outweigh possible adverse effects. Possible benefits include greater convenience, increased competition, and gains in efficiency. Possible adverse effects include undue concentration of resources, decreased or unfair competition, conflicts of interest, and unsound banking practices. Despite prior approval, the Federal Reserve may order a bank holding company or its subsidiaries to terminate any activity or to terminate ownership or control of any subsidiary when the Federal Reserve has reasonable cause to believe that a serious risk to the financial safety, soundness or stability of any bank subsidiary of that bank holding company may result from such an activity.

*Banking Acquisitions; Changes in Control.* The BHCA requires, among other things, the prior approval of the Federal Reserve in any case where a bank holding company proposes to (i) acquire direct or indirect ownership or control of more than 5% of the outstanding voting stock of any bank or bank holding company (unless it already owns a majority of such voting shares), (ii) acquire all or substantially all of the assets of another bank or bank holding company, or (iii) merge or consolidate with any other bank holding company. In determining whether to approve a proposed bank acquisition, the Federal Reserve will consider, among other factors, the effect of the acquisition on competition, the public benefits expected to be received from the acquisition, the projected capital ratios and levels on a post-acquisition basis, and the acquiring institution's performance under the Community Reinvestment Act of 1977 (the CRA).

Subject to certain exceptions, the BHCA and the Change in Bank Control Act, together with the applicable regulations, require Federal Reserve approval (or, depending on the circumstances, no notice of disapproval) prior to any person or company's acquiring control of a bank or bank holding company. A conclusive presumption of control exists if an individual or company acquires the power, directly or indirectly, to direct the management or policies of an insured depository institution or to vote 25% or more of any class of voting securities of any insured depository institution. A rebuttable presumption of control exists if a person or company acquires 10% or more but less than 25% of any class of voting securities of an insured depository institution and either the institution has registered securities under Section 12 of the Securities Exchange Act of 1934 (the Exchange Act) or no other person will own a greater percentage of that class of voting securities immediately after the acquisition. The Company's common stock is registered under Section 12 of the Exchange Act.

*Source of Strength.* Federal Reserve policy has historically required bank holding companies to act as a source of financial and managerial strength to their subsidiary banks. The Dodd-Frank Act codified this policy as a statutory

requirement. The federal bank regulatory agencies must still issue regulations to implement the source of strength provisions of the Dodd-Frank Act. Under this requirement, the Company is expected to commit resources to support the Bank, including at times when the Company may not be in a financial position to provide such resources. Any capital loans by a bank holding company to any of its subsidiary banks are subordinate in right of payment to depositors and to certain other indebtedness of such subsidiary banks. In the event of a bank holding company's bankruptcy, any commitment by the bank holding company to a federal bank regulatory agency to maintain the capital of a subsidiary bank will be assumed by the bankruptcy trustee and entitled to priority of payment.

*Safety and Soundness.* There are a number of obligations and restrictions imposed on bank holding companies and their subsidiary banks by law and regulatory policy that are designed to minimize potential loss to the depositors of such depository institutions and the Federal Deposit Insurance Corporation (the FDIC) insurance fund in the event of a depository institution default. For example, under the Federal Deposit Insurance Company Improvement Act of 1991, to avoid receivership of an insured depository institution subsidiary, a bank holding company is required to guarantee the compliance of any subsidiary bank that may become undercapitalized with the terms of any capital restoration plan filed by such subsidiary with its appropriate federal bank regulatory agency up to the lesser of (i) an amount equal to 5% of the

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institution's total assets at the time the institution became undercapitalized, or (ii) the amount that is necessary (or would have been necessary) to bring the institution into compliance with all applicable capital standards as of the time the institution fails to comply with such capital restoration plan.

Under the Federal Deposit Insurance Act (the FDIA), the federal bank regulatory agencies have adopted guidelines prescribing safety and soundness standards. These guidelines establish general standards relating to internal controls and information systems, internal audit systems, loan documentation, credit underwriting, interest rate exposure, asset growth and compensation, fees and benefits. In general, the guidelines require, among other things, appropriate systems and practices to identify and manage the risk and exposures specified in the guidelines.

*Capital Requirements.* The Federal Reserve imposes certain capital requirements on bank holding companies under the BHCA, including a minimum leverage ratio and a minimum ratio of qualifying capital to risk-weighted assets. These requirements are described below under *The Bank-Capital Requirements*. Subject to its capital requirements and certain other restrictions, the Company is able to borrow money to make a capital contribution to the Bank, and such loans may be repaid from dividends paid by the Bank to the Company.

*Limits on Dividends and Other Payments.* The Company is a legal entity, separate and distinct from its subsidiaries. A significant portion of the revenues of the Company result from dividends paid to it by the Bank. There are various legal limitations applicable to the payment of dividends by the Bank to the Company and to the payment of dividends by the Company to its shareholders. The Bank is subject to various statutory restrictions on its ability to pay dividends to the Company. Under the current supervisory practices of the Bank's regulatory agencies, prior approval from those agencies is required if cash dividends declared in any given year exceed net income for that year, plus retained net profits of the two preceding years. The payment of dividends by the Bank or the Company may be limited by other factors, such as requirements to maintain capital above regulatory guidelines. Bank regulatory agencies have the authority to prohibit the Bank or the Company from engaging in an unsafe or unsound practice in conducting their business. The payment of dividends, depending on the financial condition of the Bank, or the Company, could be deemed to constitute such an unsafe or unsound practice.

The Company's subordinated debt is in a superior ownership position compared to its common stock and all current and future junior subordinated debt obligations. Following the occurrence of any event of default on its subordinated debt, the Company may not make any payments on its junior subordinated debt; declare or pay any dividends on its common stock; redeem or otherwise acquire any of its common stock; or make any other distributions with respect to its common stock or set aside any monies or properties for such purposes. The Company is current in its interest payments on subordinated debt.

Our ability to pay dividends on common stock is also limited by contractual restrictions under our junior subordinated debt. Interest must be paid on the junior subordinated debt before dividends may be paid to common shareholders. The Company is current in its interest payments on junior subordinated debt; however, it has the right to defer distributions on its junior subordinated debt, during which time no dividends may be paid on its common stock. If the Company does not have sufficient earnings in the future and begins to defer distributions on the junior subordinated debt, it will be unable to pay dividends on its common stock until it becomes current on those distributions.

## **The Bank**

*General.* The Bank is supervised and regularly examined by the Federal Reserve and the SCC. The various laws and regulations administered by the regulatory agencies affect corporate practices, such as the payment of dividends, incurrence of debt, and acquisition of financial institutions and other companies; they also affect business practices,

such as the payment of interest on deposits, the charging of interest on loans, types of business conducted, and location of offices. Certain of these law and regulations are referenced above under The Company.

*Capital Requirements.* The Federal Reserve and the other federal banking agencies have issued risk-based and leverage capital guidelines applicable to U. S. banking organizations. In addition, those regulatory agencies may from time to time require that a banking organization maintain capital above the minimum levels because of its financial condition or actual or anticipated growth. The Company meets eligibility criteria of a small bank holding company in accordance with the Federal Reserve Board's Small Bank Holding Company Policy Statement issued in February 2015, and is no longer obligated to report consolidated regulatory capital.

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In July 2013, the U.S. banking regulators adopted a final rule which implements the Basel III regulatory capital reforms from the Basel Committee on Banking Supervision, and certain changes required by the Dodd-Frank Act. The final rule established an integrated regulatory capital framework and introduces the Standardized Approach for risk-weighted assets, which replaced the Basel I risk-based guidance for determining risk-weighted assets as of January 1, 2015, the date the Bank became subject to the new rules. Based on the Bank's current capital composition and levels, the Bank believes it is in compliance with the requirements as set forth in the final rules.

The rules included new risk-based capital and leverage ratios, which are being phased in from 2015 to 2019, and refined the definition of what constitutes capital for purposes of calculating those ratios. The new minimum capital level requirements applicable to the Bank under the final rules were as follows: a new common equity Tier 1 capital ratio of 4.5%; a Tier 1 capital ratio of 6% (increased from 4%); a total capital ratio of 8% (unchanged from previous rules); and a Tier 1 leverage ratio of 4% for all institutions. The final rules also established a capital conservation buffer above the new regulatory minimum capital requirements. The capital conservation buffer will be phased-in over four years beginning on January 1, 2016, as follows: the maximum buffer will be 0.625% of risk-weighted assets for 2016, 1.25% for 2017, 1.875% for 2018, and 2.5% for 2019 and thereafter. This will result in the following minimum ratios beginning in 2019: a common equity Tier 1 capital ratio of 7.0%, a Tier 1 capital ratio of 8.5%, and a total capital ratio of 10.5%. Under the final rules, institutions are subject to limitations on paying dividends, engaging in share repurchases, and paying discretionary bonuses if its capital level falls below the buffer amount. These limitations establish a maximum percentage of eligible retained income that could be utilized for such actions.

The following table shows the Bank's regulatory capital ratios at December 31, 2015:

	First Bank
Total capital to risk-weighted assets	13.86%
Tier 1 capital to risk-weighted assets	12.62%
Common equity Tier 1 capital to risk-weighted assets	12.62%
Tier 1 capital to average assets	8.12%

The final rules also contain revisions to the prompt corrective action framework, which is designed to place restrictions on insured depository institutions if their capital levels begin to show signs of weakness. Under the prompt corrective action requirements, which are designed to complement the capital conservation buffer, insured depository institutions are now required to meet the following increased capital level requirements in order to qualify as well capitalized: a new common equity Tier 1 capital ratio of 6.5%; a Tier 1 capital ratio of 8% (increased from 6%); a total capital ratio of 10% (unchanged from previous rules); and a Tier 1 leverage ratio of 5% (unchanged from previous rules).

*Deposit Insurance.* Substantially all of the deposits of the Bank are insured up to applicable limits by the Deposit Insurance Fund (the DIF) of the FDIC and are subject to deposit insurance assessments to maintain the DIF. On April 1, 2011, the deposit insurance assessment base changed from total deposits to average total assets minus average tangible equity, pursuant to a rule issued by the FDIC as required by the Dodd-Frank Act.

The FDIA, as amended by the Federal Deposit Insurance Reform Act and the Dodd-Frank Act, requires the FDIC to set a ratio of deposit insurance reserves to estimated insured deposits of at least 1.35%. The FDIC utilizes a risk-based assessment system that imposes insurance premiums based upon a risk matrix that takes into account a bank's capital level and supervisory rating. On February 7, 2011, the FDIC introduced three possible adjustments to an institution's initial base assessment rate: (i) a decrease of up to five basis points for long-term unsecured debt, including senior unsecured debt (other than debt guaranteed under the Temporary Liquidity Guarantee Program) and subordinated debt



and, for small institutions, a portion of Tier 1 capital; (ii) an increase for holding long-term unsecured or subordinated debt issued by other insured depository institutions known as the Depository Institution Debt Adjustment or DIDA; and (iii) for non-Risk Category I institutions, an increase not to exceed 10 basis points for brokered deposits in excess of 10% of domestic deposits.

In addition, all FDIC insured institutions are required to pay assessments to the FDIC at an annual rate of approximately one basis point of insured deposits to fund interest payments on bonds issued by the Financing Corporation, an agency of the federal government established to recapitalize the predecessor to the Savings Association Insurance Fund. These assessments will continue until the Financing Corporation bonds mature in 2017 through 2019.

*Transactions with Affiliates.* Pursuant to Sections 23A and 23B of the Federal Reserve Act and Regulation W, the authority of the Bank to engage in transactions with related parties or affiliates or to make loans to insiders is limited. Loan transactions with an affiliate generally must be collateralized and certain transactions between the Bank and its affiliates, including the sale of assets, the payment of money or the provision of services, must be on terms and conditions that are substantially the same, or at least as favorable to the Bank, as those prevailing for comparable nonaffiliated transactions. In addition, the Bank generally may not purchase securities issued or underwritten by affiliates.

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Loans to executive officers, directors or to any person who directly or indirectly, or acting through or in concert with one or more persons, owns, controls or has the power to vote more than 10% of any class of voting securities of a bank (a 10% Shareholder), are subject to Sections 22(g) and 22(h) of the Federal Reserve Act and their corresponding regulations (Regulation O) and Section 13(k) of the Exchange Act relating to the prohibition on personal loans to executives (which exempts financial institutions in compliance with the insider lending restrictions of Section 22(h) of the Federal Reserve Act). Among other things, these loans must be made on terms substantially the same as those prevailing on transactions made to unaffiliated individuals and certain extensions of credit to those persons must first be approved in advance by a disinterested majority of the entire board of directors. Section 22(h) of the Federal Reserve Act prohibits loans to any of those individuals where the aggregate amount exceeds an amount equal to 15% of an institution's unimpaired capital and surplus plus an additional 10% of unimpaired capital and surplus in the case of loans that are fully secured by readily marketable collateral, or when the aggregate amount on all of the extensions of credit outstanding to all of these persons would exceed the Bank's unimpaired capital and unimpaired surplus. Section 22(g) of the Federal Reserve Act identifies limited circumstances in which the Bank is permitted to extend credit to executive officers.

*Prompt Corrective Action.* Immediately upon becoming undercapitalized, a depository institution becomes subject to the provisions of Section 38 of the FDIA, which: (i) restrict payment of capital distributions and management fees; (ii) require that the appropriate federal banking agency monitor the condition of the institution and its efforts to restore its capital; (iii) require submission of a capital restoration plan; (iv) restrict the growth of the institution's assets; and (v) require prior approval of certain expansion proposals. The appropriate federal banking agency for an undercapitalized institution also may take any number of discretionary supervisory actions if the agency determines that any of these actions is necessary to resolve the problems of the institution at the least possible long-term cost to the DIF, subject in certain cases to specified procedures. These discretionary supervisory actions include: (i) requiring the institution to raise additional capital; (ii) restricting transactions with affiliates; (iii) requiring divestiture of the institution or the sale of the institution to a willing purchaser; and (iv) any other supervisory action that the agency deems appropriate. These and additional mandatory and permissive supervisory actions may be taken with respect to significantly undercapitalized and critically undercapitalized institutions. The Bank meets the definition of being well capitalized as of December 31, 2015.

*Community Reinvestment Act.* The Bank is subject to the requirements of the Community Reinvestment Act of 1977. The CRA imposes on financial institutions an affirmative and ongoing obligation to meet the credit needs of the local communities, including low and moderate income neighborhoods. If the Bank receives a rating from the Federal Reserve of less than satisfactory under the CRA, restrictions on operating activities could be imposed.

*Privacy Legislation.* Several recent regulations issued by federal banking agencies also provide new protections against the transfer and use of customer information by financial institutions. A financial institution must provide to its customers information regarding its policies and procedures with respect to the handling of customers' personal information. Each institution must conduct an internal risk assessment of its ability to protect customer information. These privacy provisions generally prohibit a financial institution from providing a customer's personal financial information to unaffiliated parties without prior notice and approval from the customer.

*USA Patriot Act of 2001.* In October 2001, the USA Patriot Act of 2001 (Patriot Act) was enacted in response to the September 11, 2001 terrorist attacks. The Patriot Act is intended to strengthen U. S. law enforcement and the intelligence communities' abilities to work cohesively to combat terrorism. The continuing impact on financial institutions of the Patriot Act and related regulations and policies is significant and wide ranging. The Patriot Act contains sweeping anti-money laundering and financial transparency laws, and imposes various regulations, including standards for verifying customer identification at account opening, and rules to promote cooperation among financial institutions, regulators and law enforcement entities to identify persons who may be involved in terrorism or money

laundering.

*Consumer Laws and Regulations.* The Bank is also subject to certain consumer laws and regulations issued thereunder that are designed to protect consumers in transactions with banks. These laws include the Truth in Lending Act, the Truth in Savings Act, the Electronic Funds Transfer Act, the Expedited Funds Availability Act, the Equal Credit Opportunity Act, Real Estate Settlement Procedures Act, Home Mortgage Disclosure Act, the Fair Credit Reporting Act, the Fair Housing Act and the Dodd-Frank Act, among others. The laws and related regulations mandate certain disclosure requirements and regulate the manner in which financial institutions transact business with customers. The Bank must comply with the applicable provisions of these consumer protection laws and regulations as part of its ongoing customer relations.

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*Incentive Compensation.* In June 2010, the federal banking agencies issued comprehensive final guidance on incentive compensation policies intended to ensure that the incentive compensation policies of financial institutions do not undermine the safety and soundness of such institutions by encouraging excessive risk-taking. The *Interagency Guidance on Sound Incentive Compensation Policies*, which covers all employees that have the ability to materially affect the risk profile of a financial institution, either individually or as part of a group, is based upon the key principles that a financial institution's incentive compensation arrangements should (i) provide incentives that do not encourage risk-taking beyond the institution's ability to effectively identify and manage risks, (ii) be compatible with effective internal controls and risk management, and (iii) be supported by good corporate governance, including active and effective oversight by the financial institution's board of directors.

The Federal Reserve will review, as part of the regular, risk-focused examination process, the incentive compensation arrangements of financial institutions, such as the Company, that are not large, complex banking organizations. These reviews will be tailored to each financial institution based on the scope and complexity of the institution's activities and the prevalence of incentive compensation arrangements. The findings of the supervisory initiatives will be included in reports of examination. Deficiencies will be incorporated into the institution's supervisory ratings, which can affect the institution's ability to make acquisitions and take other actions. Enforcement actions may be taken against a financial institution if its incentive compensation arrangements, or related risk-management control or governance processes, pose a risk to the institution's safety and soundness and the financial institution is not taking prompt and effective measures to correct the deficiencies. At December 31, 2015, the Company had not been made aware of any instances of non-compliance with the guidance.

## **Effect of Governmental Monetary Policies**

The Company's operations are affected not only by general economic conditions but also by the policies of various regulatory authorities. In particular, the Federal Reserve regulates money and credit conditions and interest rates to influence general economic conditions. These policies have a significant impact on overall growth and distribution of loans, investments and deposits; they affect interest rates charged on loans or paid for time and savings deposits. Federal Reserve monetary policies have had a significant effect on the operating results of commercial banks, including the Company, in the past and are expected to do so in the future.

## **Item 1A. Risk Factors**

An investment in the Company's securities involves risks. In addition to the other information set forth in this report, investors in the Company's securities should carefully consider the factors discussed below. These factors could materially and adversely affect the Company's business, financial condition, liquidity, results of operations and capital position, and could cause the Company's actual results to differ materially from its historical results or the results contemplated by the forward-looking statements contained in this report, in which case the trading price of the Company's securities could decline.

### **Risks Related To The Company's Business**

#### **The Company's business may be adversely affected by conditions in the financial markets and economic conditions generally.**

The community banking industry is directly affected by national, regional, and local economic conditions. The economies in the Company's market areas continued to show improvement during 2015. Management allocates significant resources to mitigate and respond to risks associated with the current economic conditions, however, such conditions cannot be predicted or controlled. Therefore, such conditions, including a reduction in federal government

spending, a flatter yield curve, and extended low interest rates, could adversely affect the credit quality of the Company's loans, and/or the Company's results of operations and financial condition. The Company's financial performance is dependent on the business environment in the markets where the Company operates, in particular, the ability of borrowers to pay interest on and repay principal of outstanding loans and the value of collateral securing those loans, as well as demand for loans and other products and services the Company offers. In addition, the Company holds securities which can be significantly affected by various factors including credit ratings assigned by third parties. An adverse credit rating in securities held by the Company could result in a reduction of the fair value of its securities portfolio and have an adverse impact on its financial condition. While general economic conditions in Virginia and the U.S. continued to improve in 2015, there can be no assurance that this improvement will continue.

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**The inability of the Company to successfully manage its growth or implement its growth strategy may adversely affect the Company's results of operations and financial conditions.**

The Company may not be able to successfully implement its growth strategy if it is unable to expand market share in existing locations, identify attractive markets, locations, or opportunities to expand in the future. In addition, the ability to manage growth successfully depends on whether the Company can maintain adequate capital levels, maintain cost controls, effectively manage asset quality, and successfully integrate any expanded business divisions or acquired businesses into the organization.

As the Company continues to implement its growth strategy by opening new branches or acquiring branches or banks, it expects to incur increased personnel, occupancy, and other operating expenses. In the case of new branches, the Company must absorb those higher expenses while it begins to generate new deposits. In the case of acquired branches, the Company must absorb higher expenses while it begins deploying the newly assumed deposit liabilities. With either new branches opened or branches acquired, there would be a time lag involved in deploying new deposits into attractively priced loans and other higher yielding earning assets. Thus, the Company's plans to expand could depress earnings in the short run, even if it efficiently executes a branching strategy leading to long-term financial benefits.

**Difficulties in combining the operations of acquired bank branches or entities with the Company's own operations may prevent the Company from achieving the expected benefits from acquisitions.**

The Company may not be able to achieve fully the strategic objectives and operating efficiencies expected in an acquisition. Inherent uncertainties exist in integrating the operations of an acquired entity. In addition, the markets and industries in which the Company and its potential acquisition targets operate are highly competitive. The Company may lose customers or the customers of acquired entities as a result of an acquisition; the Company may lose key personnel, either from the acquired entity or from itself; and the Company may not be able to control the incremental increase in noninterest expense arising from an acquisition in a manner that improves its overall operating efficiencies. These factors could contribute to the Company's not achieving the expected benefits from its acquisitions within desired time frames, if at all. Future business acquisitions could be material to the Company and it may issue additional shares of common stock to support those acquisitions, which would dilute current shareholders' ownership interests. Acquisitions also could require the Company to use substantial cash or other liquid assets or to incur debt; the Company could therefore become more susceptible to economic downturns and competitive pressures.

**The Company faces substantial competition that could adversely affect the Company's growth and/or operating results.**

The Company operates in a competitive market for financial services and faces intense competition from other financial institutions both in making loans and attracting deposits which can greatly affect pricing for its products and services. The Company's primary competitors include community, regional, and national banks as well as credit unions and mortgage companies. Many of these financial institutions have been in business for many years, are significantly larger, have established customer bases and have greater financial resources and higher lending limits. In addition, credit unions are exempt from corporate income taxes, providing a significant competitive pricing advantage. Accordingly, some of the Company's competitors in its market have the ability to offer products and services that it is unable to offer or to offer at more competitive rates.

**Consumers may increasingly decide not to use the Bank to complete their financial transactions, which would have a material adverse impact on the Company's financial condition and operations.**

Technology and other changes are allowing parties to complete financial transactions through alternative methods that historically have involved banks. For example, consumers can now maintain funds that would have historically been held as bank deposits in brokerage accounts, mutual funds or general-purpose reloadable prepaid cards. Consumers can also complete transactions such as paying bills and/or transferring funds directly without the assistance of banks. The process of eliminating banks as intermediaries, known as disintermediation, could result in the loss of fee income, as well as the loss of customer deposits and the related income generated from those deposits. The loss of these revenue streams and the lower cost of deposits as a source of funds could have a material adverse effect on our financial condition and results of operations.

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### **The carrying value of intangible assets, such as goodwill and core deposit intangibles, may be adversely affected.**

When a Company completes an acquisition, intangibles, such as goodwill and core deposit intangibles, are recorded on the date of acquisition as an asset. Current accounting guidance requires an evaluation for impairment, and the Company would perform such impairment analysis at least annually. A significant adverse change in expected future cash flows, sustained adverse change in the Company's common stock, or a decline in core deposit balances could require the asset to become impaired. If impaired, the Company would incur a charge to earnings that could have a significant impact on the results of operations.

### **The Company is subject to claims and litigation pertaining to fiduciary responsibility.**

From time to time, customers make claims and take legal action pertaining to the performance of the Bank's fiduciary responsibilities. Whether customer claims and legal action related to the performance of the Bank's fiduciary responsibilities are founded or unfounded, if such claims and legal actions are not resolved in a manner favorable to the Company, they may result in significant financial liability and/or adversely affect the market perception of the Company and its products and services, as well as impact customer demand for those products and services. Any financial liability or reputation damage could have a material adverse effect on the Company's business, which, in turn, could have a material adverse effect on the Company's financial condition and results of operations.

### **The Company depends on the accuracy and completeness of information about clients and counterparties, and its financial condition could be adversely affected if it relies on misleading information.**

In deciding whether to extend credit or to enter into other transactions with clients and counterparties, the Company may rely on information furnished to it by or on behalf of clients and counterparties, including financial statements and other financial information, which the Company does not independently verify. The Company also may rely on representations of clients and counterparties as to the accuracy and completeness of that information and, with respect to financial statements, on reports of independent auditors. For example, in deciding whether to extend credit to clients, the Company may assume that a customer's audited financial statements conform to U.S. generally accepted accounting principles (GAAP) and present fairly, in all material respects, the financial condition, results of operations, and cash flows of the customer. The Company's financial condition and results of operations could be negatively impacted to the extent it relies on financial statements that do not comply with GAAP or are materially misleading.

### **The Company's dependency on its management team and the unexpected loss of any of those personnel could adversely affect operations.**

The Company has assembled an experienced management team and continues to build the depth of that team. Although management development plans are in place, the unexpected loss of key employees could have a material adverse effect on the Company's business and may result in lower revenues or greater expenses.

### **Failure to maintain effective systems of internal and disclosure controls could have a material adverse effect on the Company's results of operation and financial condition.**

Effective internal and disclosure controls are necessary for the Company to provide reliable financial reports and effectively prevent fraud, and to operate successfully as a public company. If the Company cannot provide reliable financial reports or prevent fraud, its reputation and operating results would be harmed. As part of the Company's ongoing monitoring of internal controls, it may discover material weaknesses or significant deficiencies in its internal control that require remediation. A material weakness is a deficiency, or a combination of deficiencies, in internal



control over financial reporting, such that there is a reasonable possibility that a material misstatement of a company's annual or interim financial statements will not be prevented or detected on a timely basis.

The Company continually works on improving its internal controls. However, the Company cannot be certain that these measures will ensure that it implements and maintains adequate controls over its financial processes and reporting. Any failure to maintain effective controls or to timely implement any necessary improvement of the Company's internal and disclosure controls could, among other things, result in losses from fraud or error, harm the Company's reputation, or cause investors to lose confidence in the Company's reported financial information, all of which could have a material adverse effect on the Company's results of operation and financial condition.

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### **The Company's risk-management framework may not be effective in mitigating risk and loss.**

The Company maintains an enterprise risk management program that is designed to identify, quantify, monitor, report, and control the risks that it faces. These risks include: interest-rate, credit, liquidity, operations, reputation, compliance, and litigation. While the Company assesses and improves this program on an ongoing basis, there can be no assurance that its approach and framework for risk management and related controls will effectively mitigate all risk and limit losses in its business. If conditions or circumstances arise that expose flaws or gaps in the Company's risk-management program, or if its controls break down, the Company's results of operations and financial condition may be adversely affected.

### **Negative public opinion could damage our reputation and adversely impact liquidity and profitability.**

As a financial institution, the Company's earnings, liquidity, and capital are subject to risks associated with negative public opinion of the Company and of the financial services industry as a whole. Negative public opinion could result from our actual or alleged conduct in any number of activities, including lending practices, the failure of any product or service sold by us to meet our clients' expectations or applicable regulatory requirements, corporate governance and acquisitions, or from actions taken by government regulators and community organizations in response to those activities. Negative public opinion can adversely affect our ability to keep, attract and/or retain customers and can expose us to litigation and regulatory action. Actual or alleged conduct by one of our businesses can result in negative public opinion about our other businesses. Negative public opinion could also affect our ability to borrow funds in the unsecured wholesale debt markets.

### **Negative perception of the Company through social media may adversely affect the Company's reputation and business.**

The Company's reputation is critical to the success of its business. The Company believes that its brand image has been well received by customers, reflecting the fact that the brand image, like the Company's business, is based in part on trust and confidence. The Company's reputation and brand image could be negatively affected by rapid and widespread distribution of publicity through social media channels. The Company's reputation could also be affected by the Company's association with clients affected negatively through social media distribution, or other third parties, or by circumstances outside of the Company's control. Negative publicity, whether true or untrue, could affect the Company's ability to attract or retain customers, or cause the Company to incur additional liabilities or costs, or result in additional regulatory scrutiny.

### **Changes in interest rates could adversely affect the Company's income and cash flows.**

The Company's income and cash flows depend to a great extent on the difference between the interest rates earned on interest-earning assets, such as loans and investment securities, and the interest rates paid on interest-bearing liabilities, such as deposits and borrowings. These rates are highly sensitive to many factors beyond the Company's control, including general economic conditions and the policies of the Federal Reserve and other governmental and regulatory agencies. Changes in monetary policy, including changes in interest rates, will influence the origination of loans, the prepayment of loans, the purchase of investments, the generation of deposits, and the rates received on loans and investment securities and paid on deposits or other sources of funding. The impact of these changes may be magnified if the Company does not effectively manage the relative sensitivity of its assets and liabilities to changes in market interest rates. In addition, the Company's ability to reflect such interest rate changes in pricing its products is influenced by competitive pressures. Fluctuations in these areas may adversely affect the Company and its shareholders. The Bank is often at a competitive disadvantage in managing its costs of funds compared to the large regional, super-regional, or national banks that have access to the national and international capital markets.

The Company generally seeks to maintain a neutral position in terms of the volume of assets and liabilities that mature or re-price during any period so that it may reasonably maintain its net interest margin; however, interest rate fluctuations, loan prepayments, loan production, deposit flows, and competitive pressures are constantly changing and influence the ability to maintain a neutral position. Generally, the Company's earnings will be more sensitive to fluctuations in interest rates depending upon the variance in volume of assets and liabilities that mature and re-price in any period. The extent and duration of the sensitivity will depend on the cumulative variance over time, the velocity and direction of changes in interest rates, shape and slope of the yield curve, and whether the Company is more asset sensitive or liability sensitive. Accordingly, the Company may not be successful in maintaining a neutral position and, as a result, the Company's net interest margin may be affected.

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### **Limited availability of financing or inability to raise capital could adversely impact the Company.**

The amount, type, source, and cost of the Company's funding and capital directly impacts the ability to grow assets. The ability to raise funds through deposits, borrowings and other sources, or raise capital could become more difficult, more expensive, or altogether unavailable. A number of factors could make such financing more difficult, more expensive or unavailable including: the financial condition of the Company at any given time; rate disruptions in the capital markets; the reputation for soundness and security of the financial services industry as a whole; and, competition for funding from other banks or similar financial service companies, some of which could be substantially larger or be more favorably rated.

### **The soundness of other financial institutions could adversely affect the Company.**

The Company's ability to engage in routine funding transactions could be adversely affected by the actions and commercial soundness of other financial institutions. Financial services institutions are interrelated as a result of trading, clearing, counterparty, or other relationships. As a result, defaults by, or even rumors or questions about, one or more financial services institutions, or the financial services industry generally, have led to market-wide liquidity problems and could lead to losses or defaults by the Company or by other institutions. Many of these transactions expose the Company to credit risk in the event of default of its counterparty or client. There is no assurance that any such losses would not materially and adversely affect the Company's results of operations.

### **The Company's exposure to operational, technological, and organizational risk may adversely affect the Company.**

Similar to other financial institutions, the Company is exposed to many types of operational and technological risk, including reputation, legal, and compliance risk. The Company's ability to grow and compete is dependent on its ability to build or acquire the necessary operational and technological infrastructure and to manage the cost of that infrastructure while it expands and integrates acquired businesses. Operational risk can manifest itself in many ways, such as errors related to failed or inadequate processes, faulty or disabled computer systems, occurrences of fraud by employees or persons outside of the Company, and exposure to external events. The Company is dependent on its operational infrastructure to help manage these risks. From time to time, it may need to change or upgrade its technology infrastructure. The Company may experience disruption, and it may face additional exposure to these risks during the course of making such changes. If the Company would acquire another financial institution or bank branch operations, it would face additional challenges when integrating different operational platforms. Such integration efforts may be more disruptive to the business and/or more costly than anticipated.

### **The Company and the Bank rely on other companies to provide key components of their business infrastructure.**

Third parties provide key components of the Company's (and the Bank's) business operations such as data processing, recording and monitoring transactions, online banking interfaces and services, internet connections, and network access. While the Company has selected these third party vendors carefully, it does not control their actions. Any problem caused by these third parties, including poor performance of services, failure to provide services, disruptions in communication services provided by a vendor and failure to handle current or higher volumes, could adversely affect the Company's ability to deliver products and services to its customers and otherwise conduct its business, and may harm its reputation. Financial or operational difficulties of a third party vendor could also hurt the Company's operations if those difficulties affect the vendor's ability to serve the Company. Replacing these third party vendors could also create significant delay and expense. Accordingly, use of such third parties creates an unavoidable inherent risk to the Company's business operations.

**The Company continually encounters technological change which could affect its ability to remain competitive.**

The financial services industry is continually undergoing change with frequent introductions of new technology-driven products and services. The effective use of technology increases efficiency and enables financial institutions to better serve customers and to reduce costs. The Company continues to invest in technology and connectivity to automate functions previously performed manually, to facilitate the ability of customers to engage in financial transactions, and otherwise to enhance the customer experience with respect to its products and services. The Company's continued success depends, in part, upon its ability to address the needs of its customers by using technology to provide products and services that satisfy customer demands and create efficiencies in its operations. A failure to maintain or enhance a competitive position with respect to technology, whether because of a failure to anticipate customer expectations or because the Company's technological developments fail to perform as desired or are not rolled out in a timely manner, may cause the Company to lose market share or incur additional expense.

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### **The operational functions of business counterparties over which the Company may have limited or no control may experience disruptions that could adversely impact the Company.**

Multiple major U.S. retailers have recently experienced data systems incursions reportedly resulting in the thefts of credit and debit card information, online account information, and other financial data of the retailers' customers. Retailer incursions affect cards issued and deposit accounts maintained by many banks, including the Bank. Although neither the Company's nor the Bank's systems are breached in retailer incursions, these events can cause the Bank to reissue a significant number of cards and take other costly steps to avoid significant theft loss to the Bank and its customers. In some cases, the Bank may be required to reimburse customers for the losses they incur. Other possible points of intrusion or disruption not within the Company's nor the Bank's control include internet service providers, electronic mail portal providers, social media portals, distant-server ( cloud ) service providers, electronic data security providers, telecommunications companies, and smart phone manufacturers.

### **The Company's operations may be adversely affected by cyber security risks.**

In the ordinary course of business, the Company collects and stores sensitive data, including proprietary business information and personally identifiable information of its customers and employees in systems and on networks. The secure processing, maintenance, and use of this information is critical to operations and the Company's business strategy. The Company has invested in accepted technologies, and continually reviews processes and practices that are designed to protect its networks, computers, and data from damage or unauthorized access. Despite these security measures, the Company's computer systems and infrastructure may be vulnerable to attacks by hackers or breached due to employee error, malfeasance, or other disruptions. A breach of any kind could compromise systems and the information stored there could be accessed, damaged or disclosed. A breach in security could result in legal claims, regulatory penalties, disruption in operations, and damage to the Company's reputation, which could adversely affect its business. Furthermore, as cyber threats continue to evolve and increase, the Company may be required to expend significant additional resources to modify or enhance its protective measures, or to investigate and remediate any identified information security vulnerabilities.

### **Nonperforming assets take significant time to resolve and adversely affect the Company's results of operations and financial condition.**

The Company's nonperforming assets adversely affect its net income in various ways. The Company does not record interest income on nonaccrual loans, which adversely affects its income and increases loan administration costs. When the Company receives collateral through foreclosures and similar proceedings, it is required to mark the related loan to the then fair market value of the collateral less estimated selling costs, which may result in a loss. An increase in the level of nonperforming assets also increases the Company's risk profile and may affect the capital levels that the Company believes are appropriate in light of such risks. The Company utilizes various techniques such as workouts, restructurings, and loan sales to manage problem assets. Increases in or negative adjustments in the value of these problem assets, the underlying collateral, or in the borrowers' performance or financial condition, could adversely affect the Company's business, results of operations, and financial condition. In addition, the resolution of nonperforming assets requires significant commitments of time from management and staff, which can be detrimental to the performance of their other responsibilities, including origination of new loans. There can be no assurance that the Company will avoid further increases in nonperforming loans in the future.

### **The Bank's allowance for loan losses may prove to be insufficient to absorb losses in its loan portfolio.**

Like all financial institutions, the Bank maintains an allowance for loan losses to provide for loans that its borrowers may not repay in their entirety. The Bank believes that it maintains an allowance for loan losses at a level adequate to

absorb probable losses inherent in the loan portfolio as of the corresponding balance sheet date and in compliance with applicable accounting and regulatory guidance. However, the allowance for loan losses may not be sufficient to cover actual loan losses and future provisions for loan losses could materially and adversely affect the Company's operating results. Accounting measurements related to impairment and the allowance for loan losses require significant estimates that are subject to uncertainty and changes relating to new information and changing circumstances. The significant uncertainties surrounding the ability of the Bank's borrowers to execute their business models successfully through changing economic environments, competitive challenges, and other factors complicate the Bank's estimates of the risk of loss and amount of loss on any loan. Because of the degree of uncertainty and susceptibility of these factors to change, the actual losses may vary from current estimates. The Company expects fluctuations in the loan loss provisions due to the uncertain economic conditions.

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The Company's banking regulators, as an integral part of their examination process, periodically review the allowance for loan losses and may require the Bank to increase its allowance for loan losses by recognizing additional provisions for loan losses charged to expense, or to decrease the allowance for loan losses by recognizing loan charge-offs, net of recoveries. Any such required additional provisions for loan losses or charge-offs could have a material adverse effect on the Company's financial condition and results of operations.

### **If the Bank's valuation allowance on OREO becomes inadequate, results of operations may be adversely affected.**

The Bank maintains a valuation allowance that it believes is a reasonable estimate of known losses in OREO. The Bank obtains appraisals on all OREO properties on an annual basis and adjusts the valuation allowance accordingly. The carrying value of OREO is susceptible to changes in economic and real estate market conditions. Although the Company believes the valuation allowance is a reasonable estimate of known losses, such losses and the adequacy of the allowance cannot be fully predicted. Excessive declines in market values could have a material impact on financial performance.

### **The Bank's concentration in loans secured by real estate may adversely affect earnings due to changes in the real estate markets.**

The Bank offers a variety of secured loans, including commercial lines of credit, commercial term loans, real estate, construction, home equity, consumer, and other loans. Many of the Bank's loans are secured by real estate (both residential and commercial) in the Bank's market areas. A major change in the real estate markets, resulting in deterioration in the value of this collateral, or in the local or national economy, could adversely affect borrowers' ability to pay these loans, which in turn could negatively affect the Bank. Risks of loan defaults and foreclosures are unavoidable in the banking industry; the Bank tries to limit its exposure to these risks by monitoring extensions of credit carefully. The Bank cannot fully eliminate credit risk; thus, credit losses will occur in the future. Additionally, changes in the real estate market also affect the value of foreclosed assets, and therefore, additional losses may occur when management determines it is appropriate to sell the assets.

### **The Bank has a significant concentration of credit exposure in commercial real estate, and loans with this type of collateral are viewed as having more risk of default.**

The Bank's commercial real estate portfolio consists primarily of owner-operated properties and other commercial properties. These types of loans are generally viewed as having more risk of default than residential real estate loans. They are also typically larger than residential real estate loans and consumer loans and depend on cash flows from the owner's business or the property to service the debt. Cash flows may be affected significantly by general economic conditions, and a downturn in the local economy or in occupancy rates in the local economy where the property is located could increase the likelihood of default. Because the Bank's loan portfolio contains a number of commercial real estate loans with relatively large balances, the deterioration of one or a few of these loans could cause a significant increase in the percentage of non-performing loans. An increase in non-performing loans could result in a loss of earnings from these loans, an increase in the provision for loan losses and an increase in charge-offs, all of which could have a material adverse effect on the Bank's financial condition.

The Bank's banking regulators generally give commercial real estate lending greater scrutiny and may require banks with higher levels of commercial real estate loans to implement improved underwriting, internal controls, risk management policies, and portfolio stress testing, as well as possibly higher levels of allowances for losses and capital levels as a result of commercial real estate lending growth and exposures, which could have a material adverse effect on the Bank's results of operations.



**The Bank's loan portfolio contains construction and development loans, and a decline in real estate values and economic conditions would adversely affect the value of the collateral securing the loans and have an adverse effect on the Bank's financial condition.**

Although most of the Bank's construction and development loans are secured by real estate, the Bank believes that, in the case of the majority of these loans, the real estate collateral by itself may not be a sufficient source for repayment of the loan if real estate values decline. If the Bank is required to liquidate the collateral securing a construction and development loan to satisfy the debt, its earnings and capital may be adversely affected. A period of reduced real estate values may continue for some time, resulting in potential adverse effects on the Bank's earnings and capital.

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### **The Company's credit standards and its on-going credit assessment processes might not protect it from significant credit losses.**

The Company assumes credit risk by virtue of making loans and extending loan commitments and letters of credit. The Company manages credit risk through a program of underwriting standards, the review of certain credit decisions and a continuous quality assessment process of credit already extended. The Company's exposure to credit risk is managed through the use of consistent underwriting standards that emphasize local lending while avoiding highly leveraged transactions as well as excessive industry and other concentrations. The Company's credit administration function employs risk management techniques to help ensure that problem loans are promptly identified. While these procedures are designed to provide the Company with the information needed to implement policy adjustments where necessary and to take appropriate corrective actions, there can be no assurance that such measures will be effective in avoiding undue credit risk.

### **The Company's focus on lending to small to mid-sized community-based businesses may increase its credit risk.**

Most of the Company's commercial business and commercial real estate loans are made to small business or middle market customers. These businesses generally have fewer financial resources in terms of capital or borrowing capacity than larger entities and have a heightened vulnerability to economic conditions. If general economic conditions in the market areas in which the Company operates negatively impact this important customer sector, the Company's results of operations and financial condition may be adversely affected. Moreover, a portion of these loans have been made by the Company in recent years and the borrowers may not have experienced a complete business or economic cycle. Any deterioration of the borrowers' businesses may hinder their ability to repay their loans with the Company, which could have a material adverse effect on the Company's financial condition and results of operations.

### **The Bank relies upon independent appraisals to determine the value of the real estate which secures a significant portion of its loans, and the values indicated by such appraisals may not be realizable if the Bank is forced to foreclose upon such loans.**

A significant portion of the Bank's loan portfolio consists of loans secured by real estate. The Bank relies upon independent appraisers to estimate the value of such real estate. Appraisals are only estimates of value and the independent appraisers may make mistakes of fact or judgment that adversely affect the reliability of their appraisals. In addition, events occurring after the initial appraisal may cause the value of the real estate to increase or decrease. As a result of any of these factors, the real estate securing some of the Bank's loans may be more or less valuable than anticipated at the time the loans were made. If a default occurs on a loan secured by real estate that is less valuable than originally estimated, the Bank may not be able to recover the outstanding balance of the loan.

### **The Dodd-Frank Act substantially changes the regulation of the financial services industry and it could have a material adverse effect upon the Company.**

The Dodd-Frank Act provides wide-ranging changes in the way banks and financial services firms generally are regulated and affect the way the Company and its customers and counterparties do business with each other. Among other things, it requires increased capital and regulatory oversight for banks and their holding companies, changes the deposit insurance assessment system, changes responsibilities among regulators, establishes the CFPB, and makes various changes in the securities laws and corporate governance that affect public companies, including the Company. The Dodd-Frank Act also requires numerous studies and regulations related to its implementation. The Company is continually evaluating the effects of the Dodd-Frank Act, together with implementing the regulations that have been proposed and adopted. The ultimate effects of the Dodd-Frank Act and the resulting rulemaking cannot be predicted at this time, but it has increased the Company's operating and compliance costs in the short-term, and it could have a

material adverse effect on the Company's results of operation and financial condition.

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### **The Company is subject to more stringent capital and liquidity requirements as a result of the Basel III regulatory capital reforms and the Dodd-Frank Act, the short-term and long-term impact of which is uncertain.**

The Company and the Bank are each subject to capital adequacy guidelines and other regulatory requirements specifying minimum amounts and types of capital which each must maintain. From time to time, regulators implement changes to these regulatory capital adequacy guidelines. Under the Dodd-Frank Act, the federal banking agencies have established stricter capital requirements and leverage limits for banks and bank holding companies that are based on the Basel III regulatory capital reforms. These stricter capital requirements will be phased-in over a four-year period, which began on January 1, 2015, until they are fully-implemented on January 1, 2019. The application of these more stringent capital requirements could, among other things, result in lower returns on equity, require the raising of additional capital and adversely affect future growth opportunities. In addition, if the Company and the Bank fail to meet these minimum capital guidelines and/or other regulatory requirements, the Company's financial condition could be materially and adversely affected.

### **Recent regulations issued by the CFPB could adversely impact the Company's earnings.**

The CFPB has broad rulemaking authority to administer and carry out the provisions of the Dodd-Frank Act with respect to financial institutions that offer covered financial products and services to consumers. Pursuant to the Dodd-Frank Act, the CFPB issued a final rule effective January 10, 2014, requiring mortgage lenders to make a reasonable and good faith determination based on verified and documented information that a consumer applying for a mortgage loan has a reasonable ability to repay the loan according to its terms, or to originate qualified mortgages that meet specific requirements with respect to terms, pricing, and fees. The rule also contains additional disclosure requirements at mortgage loan origination and in monthly statements. These requirements could limit the Company's ability to make certain types of loans or loans to certain borrowers, or could make it more expensive and/or time consuming to make these loans, which could adversely impact the Company's profitability.

### **Current and proposed regulation addressing consumer privacy and data use and security could increase the Company's costs and impact its reputation.**

The Company is subject to a number of laws concerning consumer privacy and data use and securities, including information safeguard rules under the Gramm-Leach-Bliley Act. These rules require that financial institutions develop, implement, and maintain a written, comprehensive information security program containing safeguards that are appropriate to the financial institution's size and complexity, the nature and scope of the financial institution's activities, and the sensitivity of any customer information at issue. The United States has experienced a heightened legislative and regulatory focus on privacy and data security, including requiring consumer notification in the event of a data breach. In addition, most states have enacted security breach legislation requiring varying levels of consumer notification in the event of certain types of security breaches. New regulations in these areas may increase compliance costs, which could negatively impact earnings. In addition, failure to comply with the privacy and data use and security laws and regulations to which the Company is subject, including by reason of inadvertent disclosure of confidential information, could result in fines, sanctions, penalties, or other adverse consequences and loss of consumer confidence, which could materially adversely affect our results of operations, overall business, and reputation.

### **Legislative or regulatory changes or actions, or significant litigation, could adversely affect the Company or the businesses in which the Company is engaged.**

The Company is subject to extensive state and federal regulation, supervision, and legislation that govern almost all aspects of its operations. Laws and regulations change from time to time and are primarily intended for the protection of consumers, depositors, and the FDIC's DIF. The impact of any changes to laws and regulations or other actions by regulatory agencies may negatively affect the Company or its ability to increase the value of its business. Such changes include higher capital requirements, and could include increased insurance premiums, increased compliance costs, reductions of noninterest income, and limitations on services that can be provided. Actions by regulatory agencies or significant litigation against the Company could cause it to devote significant time and resources to defend itself and may lead to liability or penalties that materially affect the Company and its shareholders. Future changes in the laws or regulations or their interpretations or enforcement could be materially adverse to the Company and its shareholders.

See the section of this report entitled "Supervision and Regulation" for additional information on the statutory and regulatory issues that affect the Company's business.

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**Changes in accounting standards could impact reported earnings.**

The authorities that promulgate accounting standards, including the Financial Accounting Standards Board (the FASB), the United States Securities Exchange Commission (the SEC), and other regulatory authorities, periodically change the financial accounting and reporting standards that govern the preparation of the Company's consolidated financial statements. These changes are difficult to predict and can materially impact how the Company records and reports its financial condition and results of operations. In some cases, the Company could be required to apply a new or revised standard retroactively, resulting in the restatement of financial statements for prior periods. Such changes could also require the Company to incur additional personnel or technology costs.

**Risks Related To The Company's Securities**

**The Company's ability to pay dividends depends upon the results of operations of its Bank subsidiary.**

The Company is a bank holding company that conducts substantially all of its operations through its subsidiary Bank. As a result, the Company's ability to make dividend payments on its common stock depends primarily on certain federal regulatory considerations and the receipt of dividends and other distributions from the Bank. There are various regulatory restrictions on the ability of the Bank to pay dividends or make other payments to the Company. Although the Company has historically paid a cash dividend to the holders of its common stock, holders of the common stock are not entitled to receive dividends, and regulatory or economic factors may cause the Company's Board of Directors to consider, among other things, the reduction of dividends paid on the Company's common stock.

**There is a limited trading market for the Company's common stock; it may be difficult to sell shares.**

The trading volume in the Company's common stock has been relatively limited. Even if a more active market develops, there can be no assurance that a more active and liquid trading market for the common stock will exist in the future. Consequently, shareholders may not be able to sell a substantial number of shares for the same price at which shareholders could sell a smaller number of shares. In addition, the Company cannot predict the effect, if any, that future sales of its common stock in the market, or the availability of shares of common stock for sale in the market, will have on the market price of the common stock. Sales of substantial amounts of common stock in the market, or the potential for large amounts of sales in the market, could cause the price of the Company's common stock to decline, or reduce the Company's ability to raise capital through future sales of common stock. The lack of liquidity of the investment in the common shares should be carefully considered when making an investment decision.

**Future issuances of the Company's common stock could adversely affect the market price of the common stock and could be dilutive.**

The Company is not restricted from issuing additional authorized shares of common stock, including any securities that are convertible into or exchangeable for, or that represent the right to receive, shares of common stock. Issuances of a substantial number of shares of common stock, or the expectation that such issuances might occur, including in connection with acquisitions by the Company, could materially adversely affect the market price of the shares of common stock and could be dilutive to shareholders. Because the Company's decision to issue common stock in the future will depend on market conditions and other factors, it cannot predict or estimate the amount, timing, or nature of possible future issuances of its common stock. Accordingly, the Company's shareholders bear the risk that future issuances will reduce the market price of the common stock and dilute their stock holdings in the Company.

**The current economic conditions may cause volatility in the Company's common stock value.**

In the current economic environment, the value of publicly traded stocks in the financial services sector has been volatile. However, even in a more stable economic environment the value of the Company's common stock can be affected by a variety of factors such as expected results of operations, actual results of operations, actions taken by shareholders, news or expectations based on the performance of others in the financial services industry, and expected impacts of a changing regulatory environment. These factors not only impact the value of the Company's common stock but could also affect the liquidity of the stock given the Company's size, geographical footprint, and industry.

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### **The Company's subordinated debt and junior subordinated debt are superior to our common stock, which may limit our ability to pay dividends on common stock in the future.**

Our ability to pay dividends on common stock is also limited by contractual restrictions under our subordinated debt and junior subordinated debt. Interest must be paid on the subordinated debt and junior subordinated debt before dividends may be paid to common shareholders. The Company is current in its interest payments on subordinated debt and junior subordinated debt; however, it has the right to defer distributions on its junior subordinated debt, during which time no dividends may be paid on its common stock. If the Company does not have sufficient earnings in the future and begins to defer distributions on the junior subordinated debt, it will be unable to pay dividends on its common stock until it becomes current on those distributions.

### **The Company's governing documents and Virginia law contain anti-takeover provisions that could negatively affect its shareholders.**

The Company's Articles of Incorporation and the Virginia Stock Corporation Act contain certain provisions designed to enhance the ability of the Board of Directors to deal with attempts to acquire control of the Company. These provisions and the ability to set the voting rights, preferences, and other terms of any series of outstanding preferred stock and preferred stock that may be issued, may be deemed to have an anti-takeover effect and may discourage takeovers (which certain shareholders may deem to be in their best interest). To the extent that such takeover attempts are discouraged, temporary fluctuations in the market price of the Company's common stock resulting from actual or rumored takeover attempts may be inhibited. These provisions also could discourage or make more difficult a merger, tender offer, or proxy contest, even though such transactions may be favorable to the interests of shareholders, and could potentially adversely affect the market price of the Company's common stock.

### **The Company may deregister under the Exchange Act, which would result in a reduction in the amount and frequency of publicly-available information about the Company.**

The Jumpstart Our Business Startups Act (the JOBS Act) may allow the Company to terminate the registration of its common stock under the Exchange Act. If the Company determines to deregister its common stock under the Exchange Act, it would enable it to save significant expenses relating to its public disclosure and reporting requirements under the Exchange Act. However, a de-registration of common stock also would result in a reduction in the amount and frequency of publicly-available information about the Company and the Bank.

## **Item 1B. Unresolved Staff Comments**

Not applicable.

## **Item 2. Properties**

The Company, through its primary operating subsidiary, First Bank, owns or leases buildings that are used in the normal course of business. The Company's headquarters is located at 112 West King Street, Strasburg, Virginia. The Bank owns or leases various other offices in the counties and cities in which it operates. At December 31, 2015, the Bank operated 15 branches throughout the Shenandoah Valley and the central Virginia regions. The Bank also operated two loan production offices in the Shenandoah Valley region of Virginia, as well as a customer service center in a retirement community. The Company's operations center is in Strasburg, Virginia. All of the Company's properties are in good operating condition and are adequate for the Company's present and future needs. See Note 1 Summary of Significant Accounting Policies, Note 6, Premises and Equipment and Note 17, Lease Commitments in the Notes to Consolidated Financial Statements contained in Item 8 of this Form 10-K for information with respect to the amounts



at which Bank premises and equipment are carried and commitments under long-term leases.

**Item 3. Legal Proceedings**

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

**Item 4. Mine Safety Disclosures**

None.

**Table of Contents****Part II****Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities****Market Prices and Dividends**

Shares of the common stock of the Company are traded on the over-the-counter (OTC) market and quoted on the OTC Markets Group exchange under the symbol FXNC. As of March 18, 2016 the Company had 603 shareholders of record and approximately 559 additional beneficial owners of shares of common stock.

Following are the high and low prices of sales of common stock known to the Company, along with the dividends that were paid quarterly in 2014 and 2015 (per share).

	<b>Market Prices and Dividends</b>		
	Sales Price (\$)		Dividends (\$)
	High	Low	
2014:			
1 <sup>st</sup> quarter	7.80	5.65	0.00
2 <sup>nd</sup> quarter	7.99	7.30	0.025
3 <sup>rd</sup> quarter	8.90	7.35	0.025
4 <sup>th</sup> quarter	8.65	7.85	0.025
2015:			
1 <sup>st</sup> quarter	9.95	8.50	0.025
2 <sup>nd</sup> quarter	9.95	9.26	0.025
3 <sup>rd</sup> quarter	9.50	8.30	0.025
4 <sup>th</sup> quarter	8.95	7.92	0.025

**Dividend Policy**

A discussion of certain limitations on the ability of the Bank to pay dividends to the Company and the ability of the Company to pay dividends on its common stock, is set forth in Part I., Item 1 Business, of this Form 10-K under the headings Supervision and Regulation - Limits on Dividends and Other Payments and Item 1A Risk Factors. The Company's subordinated debt and junior subordinated debt are superior to our common stock, which may limit our ability to pay dividends on common stock in the future.

In the second quarter of 2014, the Company resumed payment of dividends on its common stock. The Company's future dividend policy is subject to the discretion of its Board of Directors and will depend upon a number of factors, including future earnings, financial condition, liquidity and capital requirements of both the Company and the Bank, applicable governmental regulations and policies and other factors deemed relevant by the Board of Directors.

**Stock Repurchases**

The Company did not repurchase any shares of its common stock during 2015.



**Table of Contents****Item 6. Selected Financial Data**

The following is selected financial data for the Company for the last five years. This information has been derived from audited financial information included in Item 8 of this Form 10-K (in thousands, except ratios and per share amounts).

	2015	For the years ended December 31,			
		2014	2013	2012	2011
<b>Results of Operations</b>					
Interest and dividend income	\$ 22,165	\$ 20,399	\$ 21,157	\$ 23,432	\$ 25,648
Interest expense	1,441	1,778	2,709	4,167	5,450
Net interest income	20,724	18,621	18,448	19,265	20,198
Provision for (recovery of) loan losses	(100)	(3,850)	(425)	3,555	12,380
Net interest income after provision for (recovery of) loan losses	20,824	22,471	18,873	15,710	7,818
Noninterest income	8,342	7,444	6,931	7,172	5,799
Noninterest expense	25,555	18,785	20,750	19,117	20,743
Income (loss) before income taxes	3,611	11,130	5,054	3,765	(7,126)
Income tax expense (benefit)	956	3,499	(4,820)	965	3,835
Net income (loss)	2,655	7,631	9,874	2,800	(10,961)
Effective dividend and accretion on preferred stock	1,113	1,138	913	904	894
Net income (loss) available to common shareholders	\$ 1,542	\$ 6,493	\$ 8,961	\$ 1,896	\$ (11,855)
<b>Key Performance Ratios</b>					
Return on average assets	0.41%	1.45%	1.85%	0.53%	(1.96%)
Return on average equity	4.58%	13.49%	21.87%	6.80%	(22.46%)
Net interest margin	3.52%	3.86%	3.72%	3.89%	3.98%
Efficiency ratio <sup>(1)</sup>	86.23%	74.03%	74.86%	70.07%	69.66%
Dividend payout	31.84%	5.67%	0.00%	0.00%	(5.30%)
Equity to assets	6.64%	11.50%	10.24%	8.43%	6.88%
<b>Per Common Share Data</b>					
Net income (loss), basic	\$ 0.31	\$ 1.32	\$ 1.83	\$ 0.48	\$ (4.01)
Net income (loss), diluted	0.31	1.32	1.83	0.48	(4.01)
Cash dividends	0.10	0.075	0.00	0.00	0.20
Book value at period end	9.35	9.17	7.96	6.22	7.72
<b>Financial Condition</b>					
Assets	\$ 692,321	\$ 518,165	\$ 522,890	\$ 532,697	\$ 539,064
Loans, net	433,475	371,692	346,449	370,519	379,503
Securities	172,078	83,292	103,301	89,456	91,665
Deposits	627,116	444,338	450,711	466,917	469,172
Shareholders equity	45,953	59,564	53,560	44,889	37,096
Average shares outstanding, diluted	4,913	4,902	4,901	3,945	2,953
<b>Capital Ratios<sup>(2)</sup></b>					
Leverage	8.12%	12.90%	10.68%	9.15%	8.30%
Risk-based capital ratios:					

Common equity Tier 1 capital	12.62%	N/A	N/A	N/A	N/A
Tier 1 capital	12.62%	17.88%	15.35%	12.31%	11.11%
Total capital	13.86%	19.14%	16.62%	13.59%	12.38%

- (1) The efficiency ratio is a non-GAAP financial measure that the Company believes provides investors with important information regarding operational efficiency. Such information is not prepared in accordance with U.S. generally accepted accounting principles (GAAP) and should not be construed as such. Management believes such financial information is meaningful to the reader in understanding operating performance, but cautions that such information not be viewed as a substitute for GAAP. The Company, in referring to its net income, is referring to income under generally accepted accounting principles, or GAAP. See Non-GAAP Financial Measures included in Item 7 of this Form 10-K.
- (2) All capital ratios reported are for the Bank.

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### **Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operation**

The following discussion and analysis of the financial condition and results of operations of the Company for the years ended December 31, 2015 and 2014 should be read in conjunction with the consolidated financial statements and related notes to the consolidated financial statements included in Item 8 of this Form 10-K.

#### **Executive Overview**

##### The Company

First National Corporation (the Company) is the bank holding company of:

First Bank (the Bank). The Bank owns:

First Bank Financial Services, Inc.

Shen-Valley Land Holdings, LLC

First National (VA) Statutory Trust II (Trust II)

First National (VA) Statutory Trust III (Trust III)

First Bank Financial Services, Inc. invests in entities that provide title insurance and investment services. Shen-Valley Land Holdings, LLC was formed to hold other real estate owned and future office sites. The Trusts were formed for the purpose of issuing redeemable capital securities, commonly known as trust preferred securities and are not included in the Company's consolidated financial statements.

##### Debt Issuance and Preferred Stock Redemption

During 2015, the Bank declared and paid cash dividends on common stock to the Company totaling \$13.5 million. In addition, the Company entered into a Subordinated Loan Agreement on October 30, 2015 pursuant to which the Company issued an interest only subordinated term note in the aggregate principal amount of \$5.0 million (the Note). The Note bears interest at a fixed rate of 6.75% per annum with a maturity date of October 1, 2025. On November 6, 2015, the Company used the proceeds from the dividends and from the issuance of the Note to redeem all 13,900 outstanding shares of its Fixed Rate Perpetual Preferred Stock, Series A, totaling \$13.9 million, and all 695 shares of outstanding Fixed Rate Perpetual Preferred Stock, Series B, totaling \$695 thousand.

##### Acquisition of Branches

On April 17, 2015, the Bank expanded its branch network in the Shenandoah Valley and central Virginia regions through the acquisition of six bank branches from Bank of America, National Association located in Woodstock, Staunton, Elkton, Waynesboro, Farmville and Dillwyn, Virginia (the Acquisition). The Acquisition included the purchase of \$4.5 million of premises and equipment and the assumption of \$186.8 million of deposit liabilities. No

loans were purchased in the transaction. Upon completion of the Acquisition, the Bank hired all 36 of the employees working at the six acquired branches. During second quarter of 2015, the Bank also hired a regional president and appointed two market executives in the new markets. As a result of the transaction, the Bank increased the number of bank branch locations from 10 to 16, in addition to its existing loan production office in the city of Harrisonburg, Virginia, and its customer service center located in a retirement community in Winchester, Virginia.

#### Products, Services, Customers and Locations

The Bank provides loan, deposit, wealth management and other products and services in the Shenandoah Valley and central regions of Virginia. Loan products and services include personal loans, residential mortgages, home equity loans and commercial loans. Deposit products and services include checking, savings, money market accounts, individual retirement accounts, certificates of deposit and cash management accounts.

The Bank's wealth management department offers estate planning, investment management of assets, trustee under an agreement, trustee under a will, individual retirement accounts, and estate settlement. The Bank launched a mortgage department during the second quarter of 2014. The mortgage department began originating residential mortgage loans to customers in the third quarter of 2014. Loans originated through this department may be sold to investors in the secondary market or held in the Bank's loan portfolio. Mortgage services are offered to customers throughout the Bank's market area.

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The Bank's office locations are well-positioned in attractive markets along the Interstate 81, Interstate 66 and Interstate 64 corridors in the Shenandoah Valley and central regions of Virginia. Within this market area, there are various types of industry including medical and professional services, manufacturing, retail, government contracting and higher education. Customers include individuals, small and medium-sized businesses, local governmental entities and non-profit organizations.

The Bank's products and services are delivered through its mobile banking platform, its website, [www.fbvirginia.com](http://www.fbvirginia.com), a network of ATMs located throughout its market area, two loan production offices, a customer service center in a retirement village, and 15 bank branch office locations located throughout the Shenandoah Valley and central regions of Virginia. The branch offices are comprised of 13 full service retail banking offices and two drive-thru express banking offices. For the location and general character of each of these offices, see Item 2 of this Form 10-K.

## Revenue Sources and Expense Factors

The primary source of revenue is from net interest income earned by the Bank. Net interest income is the difference between interest income and interest expense and typically represents between 70% and 80% of the Company's total revenue. Interest income is determined by the amount of interest-earning assets outstanding during the period and the interest rates earned on those assets. The Bank's interest expense is a function of the amount of interest-bearing liabilities outstanding during the period and the interest rates paid. In addition to net interest income, noninterest income is the other source of revenue for the Company. Noninterest income is derived primarily from service charges on deposits, fee income from wealth management services and ATM and check card fees.

Primary expense categories are salaries and employee benefits, which comprised 54% of noninterest expenses during 2015, followed by occupancy and equipment expense, which comprised 12% of noninterest expenses. Historically, the provision for loan losses has also been a primary expense of the Bank. The provision is determined by factors that include net charge-offs, asset quality, economic conditions and loan growth. Changing economic conditions caused by inflation, recession, unemployment or other factors beyond the Company's control have a direct correlation with asset quality, net charge-offs and ultimately the required provision for or recovery of loan losses.

## Financial Performance and Condition

For the year ended December 31, 2015, net income totaled \$2.7 million, compared to \$7.6 million in 2014. After the effective dividend on preferred stock, net income available to common shareholders was \$1.5 million, or \$0.31 per basic and diluted share compared to \$6.5 million, or \$1.32 per basic and diluted share, for the same period in 2014. Return on average assets was 0.41% and return on average equity was 4.58% for the year ended December 31, 2015, compared to 1.45% and 13.49%, respectively, for the year ended December 31, 2014. The decrease in earnings and profitability ratios for 2015 compared to 2014 was primarily a result of a \$6.8 million increase in noninterest expenses in 2015, primarily due to the Acquisition, and the \$3.8 million decrease in the recovery of loan losses.

Net interest income increased 11%, or \$2.1 million to \$20.7 million for the year ended December 31, 2015, compared to \$18.6 million for the prior year. The net interest margin was 3.52% compared to 3.86% for the same period in 2014. The lower net interest margin resulted primarily from the significant increase in lower-yielding interest-bearing deposits in banks and securities from cash received in the Acquisition. Although the net interest margin was lower, net interest income increased primarily from higher balances of earning assets, including loans and securities. Net interest income also increased due to a reduction in interest expense that was driven by a lower cost to fund earning assets.

Noninterest income increased \$898 thousand, or 12%, to \$8.3 million compared to \$7.4 million for 2014. The increase in noninterest income was primarily attributable to increased revenue from service charges on deposit accounts and



ATM and check card fees resulting from an increase in the number of transaction-based deposit accounts assumed in the Acquisition.

Noninterest expense increased 36%, or \$6.8 million to \$25.6 million for the year ended December 31, 2015 compared to \$18.8 million for 2014. The increase in expenses was primarily attributable to higher salaries and employee benefit costs and increased operating costs that resulted from the recent Acquisition and expansion into new markets, which also added a core deposit intangible. The expansion included hiring experienced commercial bankers in the second quarter of 2015. The new employees hired and the acquisition and operation of six additional banking offices increased salaries and employee benefits, occupancy, equipment, legal and professional fees, and core deposit intangible amortization expense. Total integration expenses related to the Acquisition totaled \$908 thousand for the year ended December 31, 2015.

The Bank recorded a recovery of loan losses of \$100 thousand, compared to a recovery of loan losses of \$3.9 million for the same period one year ago. The recovery of loan losses during 2015 was attributable to a decrease in the specific reserve component of the allowance for loan losses, which was partially offset by an increase in the general reserve component

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primarily due to growth of the loan portfolio. For the year ended December 31, 2014, the recovery of loan losses resulted primarily from a decrease in the general reserve component of the allowance for loan losses due to a decline in historical charge-offs during the three year look back period consistently used by the Bank.

**Non-GAAP Financial Measures**

This report refers to the efficiency ratio, which is computed by dividing noninterest expense, excluding OREO income/(expense) and losses on disposal of premises and equipment, by the sum of net interest income on a tax-equivalent basis and noninterest income, excluding securities losses/(gains) and bargain purchase gain. This is a non-GAAP financial measure that the Company believes provides investors with important information regarding operational efficiency. Such information is not prepared in accordance with U.S. generally accepted accounting principles (GAAP) and should not be construed as such. Management believes, however, such financial information is meaningful to the reader in understanding operating performance, but cautions that such information not be viewed as a substitute for GAAP. The Company, in referring to its net income, is referring to income under GAAP. The components of the efficiency ratio calculation are summarized in the following table (dollars in thousands).

	<b>Efficiency Ratio</b>	
	2015	2014
Noninterest expense	\$ 25,555	\$ 18,785
Add/(Subtract): other real estate owned income/(expense), net	(352)	213
Subtract: losses on disposal of premises and equipment, net		(2)
	\$ 25,203	\$ 18,996
Tax-equivalent net interest income	\$ 21,033	\$ 18,913
Noninterest income	8,342	7,444
Add/(Subtract): securities losses/(gains), net	55	(696)
Subtract: bargain purchase gain	(201)	
	\$ 29,229	\$ 25,661
Efficiency ratio	86.23%	74.03%

This report also refers to net interest margin, which is calculated by dividing tax equivalent net interest income by total average earning assets. Because a portion of interest income earned by the Company is nontaxable, the tax equivalent net interest income is considered in the calculation of this ratio. Tax equivalent net interest income is calculated by adding the tax benefit realized from interest income that is nontaxable to total interest income then subtracting total interest expense. The tax rate utilized in calculating the tax benefit for each of 2015 and 2014 is 34%. The reconciliation of tax equivalent net interest income, which is not a measurement under GAAP, to net interest income, is reflected in the table below (in thousands).

**Reconciliation of Net Interest  
Income to Tax-Equivalent Net**

	<b>Interest Income</b>	
	2015	2014
<b>GAAP measures:</b>		
Interest income - loans	\$ 19,138	\$ 17,777
Interest income - investments and other	3,027	2,622
Interest expense - deposits	(1,150)	(1,442)
Interest expense - other borrowings	(3)	(115)
Interest expense - subordinated debt	(62)	
Interest expense - junior subordinated debt	(224)	(218)
Interest expense - other	(2)	(3)
<b>Total net interest income</b>	<b>\$ 20,724</b>	<b>\$ 18,621</b>
<b>Non-GAAP measures:</b>		
Tax benefit realized on non-taxable interest income - loans	\$ 105	\$ 108
Tax benefit realized on non-taxable interest income - municipal securities	204	184
<b>Total tax benefit realized on non-taxable interest income</b>	<b>\$ 309</b>	<b>\$ 292</b>
<b>Total tax-equivalent net interest income</b>	<b>\$ 21,033</b>	<b>\$ 18,913</b>

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### **Critical Accounting Policies**

#### General

The Company's consolidated financial statements and related notes are prepared in accordance with GAAP. The financial information contained within the statements is, to a significant extent, financial information that is based on measures of the financial effects of transactions and events that have already occurred. A variety of factors could affect the ultimate value that is obtained either when earning income, recognizing an expense, recovering an asset or relieving a liability. The Bank uses historical loss factors as one factor in determining the inherent loss that may be present in the loan portfolio. Actual losses could differ significantly from the historical factors used. In addition, GAAP itself may change from one previously acceptable method to another. Although the economics of transactions would be the same, the timing of events that would impact transactions could change.

Presented below is a discussion of those accounting policies that management believes are the most important ( Critical Accounting Policies ) to the portrayal and understanding of the Company's financial condition and results of operations. The Critical Accounting Policies require management's most difficult, subjective and complex judgments about matters that are inherently uncertain. In the event that different assumptions or conditions were to prevail, and depending upon the severity of such changes, the possibility of materially different financial condition or results of operations is a reasonable likelihood.

#### Allowance for Loan Losses

The allowance for loan losses is established as losses are estimated to have occurred through a provision for loan losses charged to earnings. Loan losses are charged against the allowance when management determines that the loan balance is uncollectible. Subsequent recoveries, if any, are credited to the allowance. For further information about the Company's loans and the allowance for loan losses, see Notes 3 and 4 in this Form 10-K.

The allowance for loan losses is evaluated on a quarterly basis by management and is based upon management's periodic review of the collectability of the loans in light of historical experience, the nature and volume of the loan portfolio, adverse situations that may affect the borrower's ability to repay, estimated value of any underlying collateral and prevailing economic conditions. This evaluation is inherently subjective as it requires estimates that are susceptible to significant revision as more information becomes available.

The Company performs regular credit reviews of the loan portfolio to review credit quality and adherence to underwriting standards. The credit reviews consist of reviews by its internal credit administration department and reviews performed by an independent third party. Upon origination, each loan is assigned a risk rating ranging from one to nine, with loans closer to one having less risk. This risk rating scale is our primary credit quality indicator. The Company has various committees that review and ensure that the allowance for loans losses methodology is in accordance with GAAP and loss factors used appropriately reflect the risk characteristics of the loan portfolio.

The allowance represents an amount that, in management's judgment, will be adequate to absorb any losses on existing loans that may become uncollectible. Management's judgment in determining the level of the allowance is based on evaluations of the collectability of loans while taking into consideration such factors as trends in delinquencies and charge-offs, changes in the nature and volume of the loan portfolio, current economic conditions that may affect a borrower's ability to repay and the value of the collateral, overall portfolio quality and review of specific potential losses. The evaluation also considers the following risk characteristics of each loan portfolio class:

1-4 family residential mortgage loans carry risks associated with the continued creditworthiness of the borrower and changes in the value of the collateral.

Real estate construction and land development loans carry risks that the project may not be finished according to schedule, the project may not be finished according to budget and the value of the collateral may, at any point in time, be less than the principal amount of the loan. Construction loans also bear the risk that the general contractor, who may or may not be a loan customer, may be unable to finish the construction project as planned because of financial pressure or other factors unrelated to the project.

Other real estate loans carry risks associated with the successful operation of a business or a real estate project, in addition to other risks associated with the ownership of real estate, because repayment of these loans may be dependent upon the profitability and cash flows of the business or project.

Commercial and industrial loans carry risks associated with the successful operation of a business because repayment of these loans may be dependent upon the profitability and cash flows of the business. In addition, there is risk associated with the value of collateral other than real estate which may depreciate over time and cannot be appraised with as much reliability.

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Consumer and other loans carry risk associated with the continued creditworthiness of the borrower and the value of the collateral, i.e. rapidly depreciating assets such as automobiles, or lack thereof. Consumer loans are likely to be immediately adversely affected by job loss, divorce, illness or personal bankruptcy, or other changes in circumstances.

The allowance for loan losses consists of specific and general components. The specific component relates to loans that are classified as impaired, and is established when the discounted cash flows, fair value of collateral less estimated costs to sell or observable market price of the impaired loan is lower than the carrying value of that loan. For collateral dependent loans, an updated appraisal is ordered if a current one is not on file. Appraisals are performed by independent third-party appraisers with relevant industry experience. Adjustments to the appraised value may be made based on recent sales of like properties or general market conditions among other considerations.

The general component covers loans that are not considered impaired and is based on historical loss experience adjusted for qualitative factors. The historical loss experience is calculated by loan type and uses an average loss rate during the preceding twelve quarters. The qualitative factors are assigned by management based on delinquencies and asset quality, national and local economic trends, effects of the changes in the value of underlying collateral, trends in volume and nature of loans, effects of changes in the lending policy, the experience and depth of management, concentrations of credit, quality of the loan review system and the effect of external factors such as competition and regulatory requirements. The factors assigned differ by loan type. The general allowance estimates losses whose impact on the portfolio has yet to be recognized by a specific allowance. Allowance factors and the overall size of the allowance may change from period to period based on management's assessment of the above described factors and the relative weights given to each factor. For further information regarding the allowance for loan losses see Notes 1 and 4 to the Consolidated Financial Statements.

## Other Real Estate Owned (OREO)

Other real estate owned (OREO) consists of properties obtained through a foreclosure proceeding or through an in-substance foreclosure in satisfaction of loans and properties originally acquired for branch expansion but no longer intended to be used for that purpose. OREO is initially recorded at fair value less estimated costs to sell to establish a new cost basis. OREO is subsequently reported at the lower of cost or fair value less costs to sell, determined on the basis of current appraisals, comparable sales, and other estimates of fair value obtained principally from independent sources, adjusted for estimated selling costs. Management also considers other factors or recent developments, such as changes in absorption rates or market conditions from the time of valuation and anticipated sales values considering management's plans for disposition, which could result in adjustments to the collateral value estimates indicated in the appraisals. Significant judgments and complex estimates are required in estimating the fair value of other real estate, and the period of time within which such estimates can be considered current is significantly shortened during periods of market volatility. In response to market conditions and other economic factors, management may utilize liquidation sales as part of its distressed asset disposition strategy. As a result of the significant judgments required in estimating fair value and the variables involved in different methods of disposition, the net proceeds realized from sales transactions could differ significantly from appraisals, comparable sales, and other estimates used to determine the fair value of other real estate. Management reviews the value of other real estate owned each quarter and adjusts the values as appropriate. Revenue and expenses from operations and changes in the valuation allowance are included in other real estate owned expense (income).

## Business Combinations

Business combinations are accounted for under ASC 805, *Business Combinations*, using the acquisition method of accounting. The acquisition method of accounting requires an acquirer to recognize the assets acquired and the liabilities assumed at the acquisition date measured at their fair values as of that date. To determine the fair values, the

Company will rely on third party valuations, such as appraisals, or internal valuations based on discounted cash flow analyses or other valuation techniques. The determination of fair values requires management to make estimates about future cash flows, market conditions and other events, which are highly subjective in nature. Under the acquisition method of accounting, the Company will identify the acquirer and the closing date and apply applicable recognition principles and conditions.

Acquisition-related costs are incremental costs the Company incurs to effect a business combination. Those costs include advisory, legal, accounting, valuation, and other professional or consulting fees. Some other examples of acquisition-related costs to the Company include system conversions, integration planning consultants, and advertising costs. The Company will account for acquisition-related costs as expenses in the periods in which the costs are incurred and the services are received. The costs to issue debt or equity securities will be recognized in accordance with other applicable U.S. GAAP. These acquisition-related costs are included within the Consolidated Statements of Income classified within the noninterest expense caption.

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### **Lending Policies**

#### General

In an effort to manage risk, the Bank's loan policy gives loan amount approval limits to individual loan officers based on their position within the Bank and level of experience. The Management Loan Committee can approve new loans up to their authority. The Board Loan Committee approves all loans which exceed the authority of the Management Loan Committee. The full Board of Directors must approve loans which exceed the authority of the Board Loan Committee, up to the Bank's legal lending limit. The Board Loan Committee currently consists of four directors, three of which are non-management directors. The Board Loan Committee approves the Bank's Loan Policy and reviews watch list reports, concentrations of credit and other risk management reports. The Board Loan Committee meets on a monthly basis and the Chairman of the Committee then reports to the Board of Directors.

Residential loan originations are primarily generated by mortgage loan officer solicitations, referrals by real estate professionals and customers. Commercial real estate loan originations are obtained through direct solicitation and additional business from existing customers. All completed loan applications are reviewed by the Bank's loan officers. As part of the application process, information is obtained concerning the income, financial condition, employment and credit history of the applicant. Loan quality is analyzed based on the Bank's experience and credit underwriting guidelines depending on the type of loan involved. Real estate collateral is valued by independent appraisers who have been pre-approved by the Board Loan Committee.

As part of the ongoing monitoring of the credit quality of the Company's loan portfolio, certain appraisals are analyzed by management or by an outsourced appraisal review specialist throughout the year in order to ensure standards of quality are met. The Company also obtains an independent review of loans within the portfolio on an annual basis to analyze loan risk ratings and validate specific reserves on impaired loans.

In the normal course of business, the Bank makes various commitments and incurs certain contingent liabilities which are disclosed but not reflected in its financial statements, including commitments to extend credit. At December 31, 2015, commitments to extend credit, stand-by letters of credit and rate lock commitments totaled \$79.6 million.

#### Construction and Land Development Lending

The Bank makes local construction loans, including residential and land acquisition and development loans. These loans are secured by the property under construction and the underlying land for which the loan was obtained. The majority of these loans have an average life of approximately one year and re-price monthly as key rates change. Construction lending entails significant additional risks, compared with residential mortgage lending. Construction loans sometimes involve larger loan balances concentrated with single borrowers or groups of related borrowers. Another risk involved in construction lending is the fact that loan funds are advanced upon the security of the land or property under construction, which value is estimated based on the completion of construction. Thus, there is risk associated with failure to complete construction and potential cost overruns. To mitigate the risks associated with construction lending, the Bank generally limits loan amounts to 80% of the appraised value, in addition to analyzing the creditworthiness of its borrowers. The Bank typically obtains a first lien on the property as security for its construction loans, typically requires personal guarantees from the borrower's principal owners, and typically monitors the progress of the construction project during the draw period.

#### 1-4 Family Residential Real Estate Lending



1-4 family residential lending activity may be generated by Bank loan officer solicitations, referrals by real estate professionals and existing or new bank customers. Loan applications are taken by a Bank loan officer. As part of the application process, information is gathered concerning income, employment and credit history of the applicant. Residential mortgage loans generally are made on the basis of the borrower's ability to make payments from employment and other income and are secured by real estate whose value tends to be readily ascertainable. In addition to the Bank's underwriting standards, loan quality may be analyzed based on guidelines issued by a secondary market investor. The valuation of residential collateral is generally provided by independent fee appraisers who have been approved by the Board Loan Committee. In addition to originating fixed rate mortgage loans with the intent to sell to correspondent lenders or broker to wholesale lenders, the Bank originates balloon and other mortgage loans for the portfolio. Depending on the financial goals of the Company, the Bank occasionally originates and retains these loans.

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### **Commercial Real Estate Lending**

Commercial real estate loans are secured by various types of commercial real estate typically in the Bank's market area, including multi-family residential buildings, commercial buildings and offices, hotels, small shopping centers, farms and churches. Commercial real estate loan originations are obtained through direct solicitation of customers and potential customers. The valuation of commercial real estate collateral is provided by independent appraisers who have been approved by the Board Loan Committee. Commercial real estate lending entails significant additional risk, compared with residential mortgage lending. Commercial real estate loans typically involve larger loan balances concentrated with single borrowers or groups of related borrowers. Additionally, the payment experience on loans secured by income producing properties is typically dependent on the successful operation of a business or a real estate project and thus may be subject, to a greater extent, to adverse conditions in the real estate market or in the economy in general. The Bank's commercial real estate loan underwriting criteria require an examination of debt service coverage ratios, the borrower's creditworthiness, prior credit history and reputation. The Bank typically requires personal guarantees of the borrowers' principal owners and considers the valuation of the real estate collateral.

### **Commercial and Industrial Lending**

Commercial and industrial loans generally have a higher degree of risk than loans secured by real estate, but typically have higher yields. Commercial business loans typically are made on the basis of the borrower's ability to make repayment from cash flow from its business and are secured by business assets, such as accounts receivable, equipment and inventory. As a result, the availability of funds for the repayment of commercial business loans is substantially dependent on the success of the business itself. Furthermore, the collateral for commercial business loans may depreciate over time and generally cannot

be appraised with as much reliability as residential real estate.

### **Consumer Lending**

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

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

## **Results of Operations**

### **General**

Net interest income represents the primary source of earnings for the Company. Net interest income equals the amount by which interest income on interest-earning assets, predominantly loans and securities, exceeds interest expense on interest-bearing liabilities, including deposits, other borrowings, subordinated debt and junior subordinated debt. Changes in the volume and mix of interest-earning assets and interest-bearing liabilities, as well as their respective yields and rates, are the components that impact the level of net interest income. The net interest margin is calculated by dividing tax-equivalent net interest income by average earning assets. The provision for loan losses, noninterest income and noninterest expense are the other components that determine net income. Noninterest income and expense primarily consists of income from service charges on deposit accounts; revenue from wealth management services; ATM and check card income; revenue from other customer services; income from bank owned life insurance; general and administrative expenses and other real estate owned expenses.

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**Table of Contents****Net Interest Income**

Net interest income increased \$2.1 million or 11% to \$20.7 million for the year ended December 31, 2015, compared to \$18.6 million for the prior year. The increase in net interest income resulted primarily from a \$107.3 million increase in average earning assets as well as a reduction in the cost of funds when comparing the periods. The increase in average earning assets resulted primarily from the Acquisition, and was comprised of a \$47.7 million increase in average interest-bearing deposits in banks, a \$26.0 million increase in average securities, and a \$33.6 million increase in average loans.

The net interest margin decreased 34 basis points to 3.52%, compared to 3.86% for the prior year. The decrease resulted primarily from a 46 basis point decrease in the total earning asset yield, which was partially offset by a 12 basis point decrease in interest expense as a percentage of average earning assets. The decrease in the total earning asset yield was primarily a result of a change in the composition of average earning assets. Average interest-bearing deposits in banks increased from 3% of average earning assets in 2014 to 11% in 2015, while average loans decreased from 75% to 67% of average earning assets, when comparing the same periods. These changes were largely impacted by the receipt of \$186.1 million in cash from the Acquisition. The decrease in the yield on total earning assets for 2015 resulted primarily from the change in the earning asset composition (or mix) as the yield on interest-bearing deposits in banks of 0.31% was significantly lower than the yield on loans of 4.82%

Interest expense as a percentage of average earning assets decreased 12 basis points from 0.36% in 2014 to 0.24% in 2015. The decrease in expense was also primarily attributable to the Acquisition as yields on deposits assumed decreased the total cost of funds for the year and had a positive impact on net interest income and the net interest margin.

The net interest margin was 3.52% in 2015, 3.86% in 2014 and 3.72% in 2013. Tax-equivalent interest income as a percent of average earning assets was 3.76% in 2015, 4.22% in 2014 and 4.26% in 2013. Interest expense as a percent of average earning assets was 0.24% in 2015, 0.36% in 2014 and 0.54% in 2013. The interest rate spread was 3.43% in 2015, 3.73% in 2014 and 3.57% in 2013.

The following table provides information on average interest-earning assets and interest-bearing liabilities for the years ended December 31, 2015, 2014 and 2013, as well as amounts and rates of tax equivalent interest earned and interest paid (dollars in thousands). The volume and rate analysis table analyzes the changes in net interest income for the periods broken down by their rate and volume components (in thousands).

**Table of Contents****Average Balances, Income and Expense, Yields and Rates (Taxable Equivalent Basis)**

	Years Ending December 31,								
	Average Balance	2015 Interest Income/Expense	Yield/Rate	Average Balance	2014 Interest Income/Expense	Yield/Rate	Average Balance	2013 Interest Income/Expense	Yield/Rate
<b>Assets</b>									
Interest-bearing deposits in other banks	\$ 64,395	\$ 197	0.31%	\$ 16,718	\$ 38	0.22%	\$ 25,091	\$ 61	0.24%
<b>Securities:</b>									
Taxable	116,441	2,358	2.03%	94,689	2,144	2.26%	91,290	1,870	2.05%
Tax-exempt <sup>(1)</sup>	16,412	599	3.65%	11,963	542	4.53%	7,949	465	5.85%
Restricted	1,435	77	5.39%	1,667	82	4.94%	1,843	75	4.07%
Total securities	134,288	3,034	2.26%	108,319	2,768	2.56%	101,082	2,410	2.38%
<b>Loans: <sup>(2)</sup></b>									
Taxable	391,963	18,934	4.83%	358,259	17,568	4.90%	371,317	18,683	5.03%
Tax-exempt <sup>(1)</sup>	7,116	309	4.34%	7,176	317	4.41%	5,244	243	4.64%
Total loans	399,079	19,243	4.82%	365,435	17,885	4.89%	376,561	18,926	5.03%
Federal funds sold	1		0.21%				2		0.48%
Total earning assets	597,763	22,474	3.76%	490,472	20,691	4.22%	502,736	21,397	4.26%
Less: allowance for loan losses	(6,270)			(10,208)			(13,091)		
Total nonearning assets	51,485			44,764			44,079		
<b>Total assets</b>	<b>\$ 642,978</b>			<b>\$ 525,028</b>			<b>\$ 533,724</b>		
<b>Liabilities and Shareholders Equity</b>									
<b>Interest-bearing deposits:</b>									
Checking	\$ 135,976	\$ 195	0.14%	\$ 112,972	\$ 172	0.15%	\$ 111,341	\$ 289	0.26%
Money market accounts	46,161	59	0.13%	19,155	21	0.11%	16,581	21	0.13%
Savings accounts	114,632	96	0.08%	101,793	89	0.09%	99,670	150	0.15%
<b>Certificates of deposit:</b>									
Less than \$100	83,280	326	0.39%	62,623	540	0.86%	77,399	922	1.19%
Greater than \$100	49,511	470	0.95%	47,963	592	1.23%	61,579	923	1.50%
Brokered deposits	767	4	0.50%	4,756	28	0.59%	9,604	63	0.65%
<b>Total interest-bearing</b>	<b>430,327</b>	<b>1,150</b>	<b>0.27%</b>	<b>349,262</b>	<b>1,442</b>	<b>0.41%</b>	<b>376,174</b>	<b>2,368</b>	<b>0.63%</b>

deposits									
Federal funds purchased	213	2	0.72%	357	3	0.87%	2		0.70%
Subordinated debt	855	62	7.26%						
Junior subordinated debt	9,279	224	2.41%	9,279	218	2.35%	9,279	222	2.39%
Other borrowings	1,211	3	0.28%	5,891	115	1.95%	6,064	119	1.96%
Total interest-bearing liabilities									
	441,885	1,441	0.33%	364,789	1,778	0.49%	391,519	2,709	0.69%
Noninterest-bearing liabilities									
Demand deposits	138,193			101,209			92,339		
Other liabilities	4,972			2,451			4,727		
Total liabilities	585,050			468,449			488,585		
Shareholders equity	57,928			56,579			45,139		
Total liabilities and shareholders equity									
	\$ 642,978			\$ 525,028			\$ 533,724		
Net interest income	\$ 21,033			\$ 18,913			\$ 18,688		
Interest rate spread			3.43%			3.73%			3.57%
Cost of funds			0.25%			0.38%			0.56%
Interest expense as a percent of average earning assets									
			0.24%			0.36%			0.54%
Net interest margin			3.52%			3.86%			3.72%

(1) Income and yields are reported on a taxable-equivalent basis assuming a federal tax rate of 34%. The tax-equivalent adjustment was \$309 thousand, \$292 thousand and \$240 thousand for 2015, 2014 and 2013, respectively.

(2) Loans placed on a non-accrual status are reflected in the balances.

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	<b>Volume and Rate</b>					
	Years Ending December 31,					
	2015			2014		
	Volume	Rate	Change in	Volume	Rate	Change in
	Effect	Effect	Income/ Expense	Effect	Effect	Income/ Expense
Interest-bearing deposits in other banks	\$ 139	\$ 20	\$ 159	\$ (19)	\$ (5)	\$ (24)
Loans, taxable	1,610	(244)	1,366	(642)	(472)	(1,114)
Loans, tax-exempt	(3)	(5)	(8)	84	(11)	73
Securities, taxable	384	(170)	214	73	201	274
Securities, tax-exempt	118	(61)	57	140	(62)	78
Securities, restricted	(14)	9	(5)	(6)	13	7
Federal funds sold						
<b>Total earning assets</b>	<b>\$ 2,234</b>	<b>\$ (451)</b>	<b>\$ 1,783</b>	<b>\$ (370)</b>	<b>\$ (336)</b>	<b>\$ (706)</b>
Checking	\$ 34	\$ (11)	\$ 23	\$ 4	\$ (121)	\$ (117)
Money market accounts	34	4	38	8	(8)	
Savings accounts	54	(47)	7	3	(64)	(61)
Certificates of deposits:						
Less than \$100	324	(538)	(214)	(157)	(227)	(384)
Greater than \$100	20	(142)	(122)	(182)	(148)	(330)
Brokered deposits	(20)	(4)	(24)	(29)	(5)	(34)
Federal funds purchased	(1)		(1)	3		3
Subordinated debt	62		62			
Junior subordinated debt		6	6		(4)	(4)
Other borrowings	(54)	(58)	(112)	(3)	(1)	(4)
<b>Total interest-bearing liabilities</b>	<b>\$ 453</b>	<b>\$ (790)</b>	<b>\$ (337)</b>	<b>\$ (353)</b>	<b>\$ (578)</b>	<b>\$ (931)</b>
<b>Change in net interest income</b>	<b>\$ 1,781</b>	<b>\$ 339</b>	<b>\$ 2,120</b>	<b>\$ (17)</b>	<b>\$ 242</b>	<b>\$ 225</b>

**Provision for (Recovery of) Loan Losses**

The provision for (or recovery of) loan losses represents management's analysis of the existing loan portfolio and related credit risks. The provision for (or recovery of) loan losses is based upon management's estimate of the amount required to maintain an adequate allowance for loan losses reflective of the risks in the loan portfolio.

The recovery of loan losses totaled \$100 thousand for 2015, which resulted in a total allowance for loan losses of \$5.5 million or 1.26% of total loans at December 31, 2015. This compared to a recovery of loan losses of \$3.9 million for 2014 and an allowance for loan losses of \$6.7 million, or 1.77% of total loans, at the prior year end.

The recovery of loan losses recorded in 2015 resulted primarily from a decrease in the specific reserve component of the allowance for loan losses, when comparing the allowance for loan losses at December 31, 2015 and 2014. Overall, the general reserve increased as a result of \$60.6 million of loan growth during the year, but improvements in the historical loss rate and qualitative adjustment factors mitigated the effect of the loan growth on allowance for loan losses at December 31, 2015. Improvements in qualitative adjustment factors resulted from improving value trends on residential real estate properties, economic conditions, and asset quality. The increase in the general reserve

component of the allowance for loan losses was offset by the decrease in the specific reserve component primarily from principal payments received and increases in collateral values on impaired loans based on updated appraisals.

For the year ended December 31, 2014, the recovery of loan losses resulted primarily from a decrease in the general reserve component of the allowance for loan losses, when comparing the allowance for loan losses at December 31, 2014 and 2013. The decrease was driven primarily by lower historical net charge-offs, along with changes in qualitative adjustment factors. The impact on the general reserve from historical net charge-offs was attributable to the significant decrease, or improvement, in net charge-offs experienced during the three year period ended December 31, 2014, compared to the three year period ended December 31, 2013. The primary reason for the improvement was a significant amount of net charge-offs experienced during 2011 were no longer included in the three year loss history that determines the required general reserve component of the allowance for loan loss estimate at December 31, 2014.



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The Company has consistently applied its allowance for loan loss methodology and regularly reviews the three year historical charge-off look back period to ensure it is indicative of the risk that remains in the loan portfolio. As evidenced in the changes in the allowance for loan losses table appearing in the Asset Quality section, loan losses experienced in 2011 were not repeated in 2012, 2013, 2014, or 2015 and the Company has no reason to believe that net charge-offs of that magnitude will be experienced in 2016.

### Noninterest Income

Noninterest income increased 12% to \$8.3 million for the year ended December 31, 2015 from \$7.4 million for the same period in 2014. Noninterest income, excluding a bargain purchase gain of \$201 thousand and \$55 thousand of net losses on calls and sales of securities in 2015 and \$696 thousand of net gains on calls and sales of securities in 2014, increased by \$1.4 million, or 21%, compared to \$6.7 million for the same period one year ago. Revenues from service charges on deposit accounts increased by \$470 thousand, or 18%, ATM and check card fees increased by \$476 thousand, or 34%, fees for other customer services increased by \$209 thousand, or 53%, net gains on sale of loans increased by \$181 thousand, and bargain purchase gain totaled \$201 thousand. The increases in revenue from service charges on deposit accounts and ATM and check card fees were driven by the increase in the number of transaction-based deposit accounts following the Acquisition. The increases in fees for other customer services and net gains on sale of loans resulted from increased volume of loan originations from the Bank's mortgage department. The mortgage department, which began operations in the second quarter of 2014, did not originate loans until the end of the third quarter of 2014 and did not begin generating gains on sale of loans until the fourth quarter of 2014. The bargain purchase gain was a direct result of the Acquisition.

### Noninterest Expense

Noninterest expense increased \$6.8 million, or 36%, to \$25.6 million for the year ended December 31, 2015, compared to \$18.8 million for the same period in 2014. The increase in noninterest expense was primarily due to a \$3.3 million, or 31%, increase in expenses related to salaries and employee benefits, a \$241 thousand, or 20%, increase in occupancy expense, a \$310 thousand, or 26%, increase in equipment expense, a \$450 thousand increase in supplies expense, a \$317 thousand, or 31%, increase in legal and professional fees, a \$626 thousand increase in amortization expense, and a \$565 thousand increase in other real estate owned expense, when comparing the periods. Salaries and employee benefits increased primarily from the addition of six banking offices in the Acquisition, the increased staffing needed to accommodate the larger organization following the Acquisition, and the addition of a regional president and appointment of two market executives in the Bank's new southern region. Occupancy and equipment expenses were also impacted by the increased number of bank offices following the Acquisition. Amortization expense increased due to the amortization of the core deposit intangible that resulted from the assumed deposit liabilities in the Acquisition. Increases in expenses related to other real estate owned resulted primarily from decreased gains on the sale of OREO property and higher write-downs in the carrying value of OREO property, when compared to the prior year.

Included in the increases in supplies expense and legal and professional fees in the paragraph above, were integration expenses related to the Acquisition of \$325 thousand and \$258 thousand, respectively. Total integration expenses related to the Acquisition totaled \$908 thousand for the year ended December 31, 2015.

### Income Taxes

The Company's income tax provision differed from the amount of income tax determined by applying the U.S. federal income tax rate to pretax income for the years ended December 31, 2015 and 2014. The difference was a result of net permanent tax deductions, primarily comprised of tax-exempt interest income. For a more detailed discussion of the

Company's tax calculation, see Note 11 to the consolidated financial statements, included in Item 8 of this Form 10-K.

## **Financial Condition**

### General

Total assets increased by \$174.2 million to \$692.3 million at December 31, 2015 compared to \$518.2 million at December 31, 2014. The increase was primarily attributable to a \$61.8 million, or 17%, increase in net loans and an \$88.8 million, or 105%, increase in securities, when comparing the periods. The increase in loan balances was primarily the result of the efforts of employees across the Bank's entire market area combined with a slight improvement in loan demand. The increase in securities during 2015 was the result of investing excess liquidity that resulted from increases in total deposits assumed from the Acquisition.

**Table of Contents****Loans**

The Bank is an active lender with a loan portfolio that includes commercial and residential real estate loans, commercial loans, consumer loans, construction and land development loans and home equity loans. The Bank's lending activity is concentrated on individuals, small and medium-sized businesses and local governmental entities primarily in its market area. As a provider of community-oriented financial services, the Bank does not attempt to geographically diversify its loan portfolio by undertaking significant lending activity outside its market area.

Gross loan balances increased 16% or \$60.6 million to \$439.0 million at December 31, 2015, compared to \$378.4 million at December 31, 2014. The increase in loan balances was primarily the result of a slight improvement in loan demand, along with the efforts of employees in both the Bank's legacy region in the northern Shenandoah Valley and its new south region following the Acquisition. The Bank also experienced less pay-offs on loans, including classified loans, compared to prior years.

The Bank's loan portfolio is summarized in the table below for the periods indicated (dollars in thousands).

	<b>Loan Portfolio</b>									
	2015		2014		2013		2012		2011	
Commercial, financial, and agricultural	\$ 24,048	5.48%	\$ 21,166	5.59%	\$ 22,803	6.39%	\$ 23,071	6.01%	\$ 29,446	7.50%
Real estate - construction	33,135	7.55%	29,475	7.79%	34,060	9.54%	43,524	11.35%	48,363	12.33%
Real estate - mortgage:										
Residential (1-4 family)	189,286	43.12%	163,727	43.27%	141,961	39.76%	134,964	35.18%	122,339	31.17%
Other real estate loans	181,447	41.33%	151,802	40.12%	145,968	40.87%	174,220	45.42%	181,141	46.16%
Consumer	4,312	0.98%	5,070	1.34%	5,214	1.46%	7,144	1.86%	10,085	2.57%
All other loans	6,771	1.54%	7,170	1.89%	7,087	1.98%	671	0.18%	1,066	0.27%
<b>Total loans</b>	<b>\$ 438,999</b>	<b>100%</b>	<b>\$ 378,410</b>	<b>100%</b>	<b>\$ 357,093</b>	<b>100%</b>	<b>\$ 383,594</b>	<b>100%</b>	<b>\$ 392,440</b>	<b>100%</b>
Less: allowance for loan losses	5,524		6,718		10,644		13,075		12,937	
<b>Loans, net of allowance for loan losses</b>	<b>\$ 433,475</b>		<b>\$ 371,692</b>		<b>\$ 346,449</b>		<b>\$ 370,519</b>		<b>\$ 379,503</b>	

There was no category of loans that exceeded 10% of outstanding loans at December 31, 2015 that were not disclosed in the above table.

The following table sets forth the maturities of the loan portfolio at December 31, 2015 (in thousands):

**Remaining Maturities of Selected Loans**

At December 31, 2015

	Less than One Year	One to Five Years	Greater than Five Years	Total
Commercial, financial, and agricultural	\$ 10,108	\$ 12,613	\$ 1,327	\$ 24,048
Real estate construction and land development	22,782	9,561	792	33,135
Real estate - mortgage:				
Residential (1-4 family)	19,041	61,876	108,369	189,286
Other real estate loans	27,599	65,251	88,597	181,447
Consumer	1,277	2,910	125	4,312
All other loans	60	6,567	144	6,771
 Total loans	 \$ 80,867	 \$ 158,778	 \$ 199,354	 \$ 438,999
 For maturities over one year:				
Fixed rates	\$ 274,378			
Variable rates	83,754			
	\$ 358,132			

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**Table of Contents****Asset Quality**

Management classifies non-performing assets as non-accrual loans and other real estate owned (OREO). OREO represents real property taken by the Bank when its customers do not meet the contractual obligation of their loans, either through foreclosure or through a deed in lieu thereof from the borrower and properties originally acquired for branch expansion but no longer intended to be used for that purpose. OREO is recorded at the lower of cost or fair value, less estimated selling costs, and is marketed by the Bank through brokerage channels. The Bank's OREO, net of valuation allowance, totaled \$2.7 million at December 31, 2015 and \$1.9 million at December 31, 2014. The valuation allowance for other real estate owned totaled \$224 thousand and \$375 thousand at December 31, 2015 and December 31, 2014, respectively.

Non-performing assets were \$6.5 million and \$9.9 million at December 31, 2015 and 2014, representing 0.94% and 1.91% of total assets, respectively. Non-performing assets included \$3.9 million in non-accrual loans and \$2.7 million in OREO, net of the valuation allowance, at December 31, 2015. This compares to \$8.0 million in non-accrual loans and \$1.9 million in OREO, net of the valuation allowance at December 31, 2014.

The levels of non-performing assets at December 31, 2015 and December 31, 2014 were primarily attributable to business customers involved in commercial real estate and construction and land development that have not been able to meet their debt requirements because they have not fully recovered from the recent recession. At December 31, 2015, 47% of non-performing assets related to commercial real estate loans, 44% related to construction and land development loans, 8% related to residential real estate loans, and 1% related to commercial and industrial loans. Non-performing assets could increase due to other loans identified by management as potential problem loans. Other potential problem loans are defined as performing loans that possess certain risks, including the borrower's ability to pay and the collateral value securing the loan, that management has identified that may result in the loans not being repaid in accordance with their terms. Other potential problem loans totaled \$10.3 million and \$15.8 million at December 31, 2015 and December 31, 2014, respectively. The amount of other potential problem loans in future periods may be dependent on economic conditions and other factors influencing our customers' ability to meet their debt requirements.

Loans greater than 90 days past due and still accruing totaled \$92 thousand at December 31, 2015, which was comprised of one loan expected to pay all principal and interest amounts contractually due to the Bank. There were no loans greater than 90 days past due and still accruing at December 31, 2014.

The allowance for loan losses represents management's analysis of the existing loan portfolio and related credit risks. The provision for loan losses is based upon management's estimate of the amount required to maintain an adequate allowance for loan losses reflective of the risks in the loan portfolio. The allowance for loan losses totaled \$5.5 million at December 31, 2015 and \$6.7 million at December 31, 2014, representing 1.26% and 1.77% of total loans, respectively. After analyzing the composition of the loan portfolio, related credit risks, and improvements in asset quality during recent years, the Company determined that the three year loss period and the qualitative adjustment factors that established the general reserve component of the allowance for loan losses were appropriate at December 31, 2015. For further discussion regarding the decrease in the allowance for loan losses, see Provision for (Recovery of) Loan Losses above.

Impaired loans totaled \$7.7 million at December 31, 2015, compared to \$13.9 million at December 31, 2014. The related allowance for loan losses provided for these loans totaled \$544 thousand and \$1.9 million at December 31, 2015 and 2014. The average recorded investment in impaired loans during 2015 and 2014 was \$10.5 million and \$19.2 million, respectively. Included in the impaired loans total are loans classified as troubled debt restructurings (TDRs) totaling \$982 thousand and \$1.9 million at December 31, 2015 and 2014. These loans represent situations in

which a modification to the contractual interest rate or repayment structure has been granted to address a financial hardship. As of December 31, 2015, \$317 thousand of these TDRs were performing under the restructured terms and were not considered non-performing assets.

Management believes, based upon its review and analysis, that the Bank has sufficient reserves to cover losses inherent within the loan portfolio. For each period presented, the provision for loan losses charged to expense was based on management's judgment after taking into consideration all factors connected with the collectability of the existing portfolio. Management considers economic conditions, historical loss factors, past due percentages, internally generated loan quality reports and other relevant factors when evaluating the loan portfolio. There can be no assurance, however, that an additional provision for loan losses will not be required in the future, including as a result of changes in the qualitative factors underlying management's estimates and judgments, adverse developments in the economy, on a national basis or in the Company's market area, or changes in the circumstances of particular borrowers. For further discussion regarding the allowance for loan losses, see "Critical Accounting Policies" above. The following table shows a detail of loans charged-off, recovered and the changes in the allowance for loan losses (dollars in thousands).

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	<b>Allowance for Loan Losses</b>				
	At December 31,				
	2015	2014	2013	2012	2011
Balance, beginning of period	\$ 6,718	\$ 10,644	\$ 13,075	\$ 12,937	\$ 16,036
Loans charged-off:					
Commercial, financial and agricultural	59	43	37	261	348
Real estate-construction and land development		91	2,962	431	2,983
Real estate-mortgage					
Residential (1-4 family)	142	272	260	761	4,639
Other real estate loans	1,125	203	1,070	2,154	7,551
Consumer	512	318	163	186	268
All other loans					
<b>Total loans charged off</b>	<b>\$ 1,838</b>	<b>\$ 927</b>	<b>\$ 4,492</b>	<b>\$ 3,793</b>	<b>\$ 15,789</b>
Recoveries:					
Commercial, financial and agricultural	\$ 72	\$ 18	\$ 179	\$ 35	\$ 3
Real estate-construction and land development	4	80		1	50
Real estate-mortgage					
Residential (1-4 family)	373	15	823	68	6
Other real estate loans	2	509	1,304	64	
Consumer	293	229	180	208	251
All other loans					
<b>Total recoveries</b>	<b>\$ 744</b>	<b>\$ 851</b>	<b>\$ 2,486</b>	<b>\$ 376</b>	<b>\$ 310</b>
<b>Net charge-offs</b>	<b>\$ 1,094</b>	<b>\$ 76</b>	<b>\$ 2,006</b>	<b>\$ 3,417</b>	<b>\$ 15,479</b>
Provision for (recovery of) loan losses	(100)	(3,850)	(425)	3,555	12,380
<b>Balance, end of period</b>	<b>\$ 5,524</b>	<b>\$ 6,718</b>	<b>\$ 10,644</b>	<b>\$ 13,075</b>	<b>\$ 12,937</b>
Ratio of net charge-offs during the period to average loans outstanding during the period	0.27%	0.02%	0.53%	0.88%	3.70%

The following table shows the balance of the Bank's allowance for loan losses allocated to each major category of loans and the ratio of related outstanding loan balances to total loans (dollars in thousands).

	<b>Allocation of Allowance for Loan Losses</b>									
	At December 31,									
	2015		2014		2013		2012		2011	
Commercial, financial and agricultural	\$ 306	5.48%	\$ 310	5.59%	\$ 442	6.39%	\$ 608	6.01%	\$ 963	7.50%
Real estate-construction and land development	1,532	7.55%	1,403	7.79%	2,710	9.54%	2,481	11.35%	2,843	12.33%

Real estate- mortgage Residential (1-4 family)	939	43.12%	1,204	43.27%	2,975	39.76%	3,712	35.18%	3,766	31.17%
Other real estate loans	2,534	41.33%	3,658	40.12%	4,418	40.87%	6,163	45.42%	5,192	46.16%
Consumer	140	0.98%	67	1.34%	24	1.46%	101	1.86%	158	2.57%
All other loans	73	1.54%	76	1.89%	75	1.98%	10	0.18%	15	0.27%
	\$ 5,524	100.0%	\$ 6,718	100.0%	\$ 10,644	100.0%	\$ 13,075	100.0%	\$ 12,937	100.0%



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The following table provides information on the Bank's non-performing assets at the dates indicated (dollars in thousands).

	<b>Non-performing Assets</b>				
	At December 31,				
	2015	2014	2013	2012	2011
Non-accrual loans	\$ 3,854	\$ 8,000	\$ 11,678	\$ 8,393	\$ 11,841
Other real estate owned	2,679	1,888	3,030	5,590	6,374
<b>Total non-performing assets</b>	<b>\$ 6,533</b>	<b>\$ 9,888</b>	<b>\$ 14,708</b>	<b>\$ 13,983</b>	<b>\$ 18,215</b>
Loans past due 90 days accruing interest	92		49	228	459
<b>Total non-performing assets and past due loans</b>	<b>\$ 6,625</b>	<b>\$ 9,888</b>	<b>\$ 14,757</b>	<b>\$ 14,211</b>	<b>\$ 18,674</b>
Troubled debt restructurings	\$ 982	\$ 1,918	\$ 1,941	\$ 6,326	\$ 11,385
Allowance for loan losses to period end loans	1.26%	1.77%	2.98%	3.41%	3.30%
Non-performing assets to period end loans	1.49%	2.61%	4.12%	3.65%	4.64%

**Securities**

Securities at December 31, 2015 totaled \$173.5 million, an increase of \$88.8 million or 105%, from \$84.7 million at the end of 2014. The increase in the investment portfolio during 2015 was the result of investing excess liquidity that resulted from increases in total deposits from the Acquisition. Investment securities are comprised of U.S. agency and mortgage-backed securities, obligations of state and political subdivisions and corporate equity securities. As of December 31, 2015, neither the Company nor the Bank held any derivative financial instruments in their respective investment security portfolios. Gross unrealized gains in the available for sale portfolio totaled \$601 thousand and \$704 thousand at December 31, 2015 and 2014, respectively. Gross unrealized losses in the available for sale portfolio totaled \$893 thousand and \$906 thousand at December 31, 2015 and 2014, respectively. Gross unrealized gains and gross unrealized losses in the held to maturity portfolio totaled \$264 thousand and \$345 thousand at December 31, 2015, respectively. Neither the Company nor the Bank designated any securities as held to maturity at December 31, 2014; therefore, there were no gross unrealized gains or losses in the held to maturity portfolio at December 31, 2014. Investments in an unrealized loss position were considered temporarily impaired at December 31, 2015 and 2014. The change in the unrealized gains and losses of investment securities from December 31, 2014 to December 31, 2015 was related to changes in market interest rates.

The following table summarizes the Company's securities portfolio on the dates indicated (in thousands).

	<b>Securities Portfolio</b>		
	At December 31,		
	2015	2014	2013
Securities available for sale, at fair value:			
U.S. agency and mortgage-backed securities	\$ 89,337	\$ 67,029	\$ 84,897
Obligations of state and political subdivisions	16,214	16,257	18,399
Corporate equity securities	8	6	5

	\$ 105,559	\$ 83,292	\$ 103,301
Securities held to maturity, at carrying value			
U.S. agency and mortgage-backed securities	\$ 49,662	\$	\$
Obligations of state and political subdivisions	15,357		
Corporate debt securities	1,500		
	\$ 66,519	\$	\$
Restricted securities, at cost			
Federal Home Loan Bank stock	\$ 466	\$ 470	\$ 908
Federal Reserve Bank stock	875	846	846
Community Bankers Bank stock	50	50	50
	\$ 1,391	\$ 1,366	\$ 1,804
Total Securities	\$ 173,469	\$ 84,658	\$ 105,105

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The following table shows the maturities of debt and equity securities at amortized cost and market value at December 31, 2015 and approximate weighted average yields of such securities (dollars in thousands). Yields on state and political subdivision securities are shown on a tax equivalent basis, assuming a 34% federal income tax rate. The Company attempts to maintain diversity in its portfolio and maintain credit quality and re-pricing terms that are consistent with its asset/liability management and investment practices and policies. For further information on securities, see Note 2 to the consolidated financial statements, included in Item 8 of this Form 10-K.

**Securities Portfolio Maturity Distribution/Yield Analysis**

At December 31, 2015

	Less than One Year	One to Five Years	Five to Ten Years	Greater than Ten Years and Equity Securities	Total
<b>U.S. agency and mortgage-backed securities</b>					
Amortized cost	\$ 12	\$ 9,248	\$ 21,405	\$ 108,916	\$ 139,581
Market value	\$ 12	\$ 9,157	\$ 21,352	\$ 108,188	\$ 138,709
Weighted average yield	4.44%	1.53%	2.15%	2.10%	2.07%
<b>Obligations of state and political subdivisions</b>					
Amortized cost	\$ 370	\$ 3,117	\$ 12,618	\$ 15,183	\$ 31,288
Market value	\$ 371	\$ 3,171	\$ 12,825	\$ 15,413	\$ 31,780
Weighted average yield	6.21%	2.89%	3.19%	3.75%	3.47%
<b>Corporate equity securities</b>					
Amortized cost	\$	\$	\$	\$ 1	\$ 1
Market value	\$	\$	\$	\$ 8	\$ 8
Weighted average yield	0.00%	0.00%	0.00%	1.29%	1.29%
<b>Corporate debt securities</b>					
Amortized cost	\$	\$	\$ 1,500	\$	\$ 1,500
Market value	\$	\$	\$ 1,500	\$	\$ 1,500
Weighted average yield	0.00%	0.00%	6.68%	0.00%	6.68%
<b>Restricted securities</b>					
Amortized cost	\$	\$	\$	\$ 1,391	\$ 1,391
Market value	\$	\$	\$	\$ 1,391	\$ 1,391
Weighted average yield	0.00%	0.00%	0.00%	5.39%	5.39%
<b>Total portfolio</b>					
Amortized cost	\$ 382	\$ 12,365	\$ 35,523	\$ 125,491	\$ 173,761
Market value	\$ 383	\$ 12,328	\$ 35,677	\$ 125,000	\$ 173,388
Weighted average yield <sup>(1)</sup>	6.16%	1.87%	2.71%	2.33%	2.39%

<sup>(1)</sup> Yields on tax-exempt securities have been calculated on a tax-equivalent basis.

The above table was prepared using the contractual maturities for all securities with the exception of mortgage-backed securities (MBS) and collateralized mortgage obligations (CMO). Both MBS and CMO securities were recorded using the yield book prepayment model that incorporates four causes of prepayments including home sales, refinancing, defaults, and curtailments/full payoffs.

Deposits

At December 31, 2015, deposits totaled \$627.1 million, an increase of \$182.8 million, from \$444.3 million at December 31, 2014. The increases in all deposit categories during 2015 resulted primarily from the Acquisition. Although total deposits increased by 41% from December 31, 2014 to December 31, 2015, there was not a significant change in the deposit mix when comparing the periods. At December 31, 2015, noninterest-bearing demand deposits, savings and interest-bearing demand deposits, and time deposits composed 25%, 52%, and 23% of total deposits, respectively, compared to 24%, 53%, and 23% at December 31, 2014.

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The following tables include a summary of average deposits and average rates paid and maturities of CD s greater than \$100,000 (dollars in thousands).

**Average Deposits and Rates Paid**

Year Ended December 31,

	2015		2014		2013	
	Amount	Rate	Amount	Rate	Amount	Rate
Noninterest-bearing deposits	\$ 138,193		\$ 101,209		\$ 92,339	
Interest-bearing deposits:						
Interest checking	\$ 135,976	0.14%	\$ 112,972	0.15%	\$ 111,341	0.26%
Money market	46,161	0.13%	19,155	0.11%	16,581	0.13%
Savings	114,632	0.08%	101,793	0.09%	99,670	0.15%
Time deposits:						
Less than \$100	83,280	0.39%	62,623	0.86%	77,399	1.19%
Greater than \$100	49,511	0.95%	47,963	1.23%	61,579	1.50%
Brokered deposits	767	0.50%	4,756	0.59%	9,604	0.65%
Total interest-bearing deposits	\$ 430,327	0.27%	\$ 349,262	0.41%	\$ 376,174	0.63%
Total deposits	\$ 568,520		\$ 450,471		\$ 468,513	

**Maturities of CD s Greater than \$100,000**

	Less than Three Months	Three to Six Months	Six to Twelve Months	Greater	Total
				than One Year	
At December 31, 2015	\$ 9,247	\$ 7,301	\$ 12,542	\$ 20,613	\$ 49,703

The table above includes brokered deposits greater than \$100 thousand.

**Liquidity**

Liquidity represents the ability to meet present and future financial obligations through either the sale or maturity of existing assets or with borrowings from correspondent banks or other deposit markets. The Company classifies cash, interest-bearing and noninterest-bearing deposits with banks, federal funds sold, investment securities and loans maturing within one year as liquid assets. As part of the Bank s liquidity risk management, stress tests and cash flow modeling are performed quarterly.

As a result of the Bank s management of liquid assets and the ability to generate liquidity through liability funding, management believes that the Bank maintains overall liquidity sufficient to satisfy its depositors requirements and to meet its customers borrowing needs.

At December 31, 2015, cash, interest-bearing and noninterest-bearing deposits with banks, federal funds sold, securities and loans maturing within one year totaled \$120.6 million. At December 31, 2015, 18% or \$80.9 million of

the loan portfolio would mature within one year. Non-deposit sources of available funds totaled \$128.1 million at December 31, 2015, which included \$83.6 million available from Federal Home Loan Bank of Atlanta (FHLB), \$42.0 million of unsecured federal funds lines of credit with other correspondent banks and \$2.5 million available through the Federal Reserve Discount Window.

**Subordinated Debt**

See Note 9 to the consolidated financial statements, included in Item 8 of this Form 10-K, for discussion of subordinated debt.

**Table of Contents****Junior Subordinated Debt**

See Note 10 to the consolidated financial statements, included in Item 8 of this Form 10-K, for discussion of junior subordinated debt.

**Off-Balance Sheet Arrangements**

The Company, through the Bank, is a party to credit related financial instruments with risk not reflected in the consolidated financial statements in the normal course of business to meet the financing needs of its customers. These financial instruments include commitments to extend credit, standby letters of credit and commercial letters of credit. Such commitments involve, to varying degrees, elements of credit and interest rate risk in excess of the amount recognized in the consolidated balance sheets. The Bank's exposure to credit loss is represented by the contractual amount of these commitments. The Bank follows the same credit policies in making commitments as it does for on-balance-sheet instruments.

At December 31, 2015 and 2014, the following financial instruments were outstanding whose contract amounts represent credit risk (in thousands):

	2015	2014
Commitments to extend credit and unfunded commitments under lines of credit	\$ 61,115	\$ 60,019
Stand-by letters of credit	7,732	9,763

Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. The commitments for lines of credit may expire without being drawn upon. Therefore, the total commitment amounts do not necessarily represent future cash requirements. The amount of collateral obtained, if it is deemed necessary by the Bank, is based on management's credit evaluation of the customer.

Unfunded commitments under commercial lines of credit, revolving credit lines and overdraft protection agreements are commitments for possible future extensions of credit to existing customers. These lines of credit are collateralized as deemed necessary and usually do not contain a specified maturity date and may or may not be drawn upon to the total extent to which the Bank is committed.

Commercial and standby letters of credit are conditional commitments issued by the Bank to guarantee the performance of a customer to a third party. Those letters of credit are primarily issued to support public and private borrowing arrangements. Essentially all letters of credit issued have expiration dates within one year. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loan facilities to customers. The Bank generally holds collateral supporting those commitments if deemed necessary.

At December 31, 2015, the Bank had \$10.8 million in locked-rate commitments to originate mortgage loans. Risks arise from the possible inability of counterparties to meet the terms of their contracts. The Bank does not expect any counterparty to fail to meet its obligations.

**Capital Resources**

The adequacy of the Company's capital is reviewed by management on an ongoing basis with reference to the size, composition, and quality of the Company's asset and liability levels and consistent with regulatory requirements and

industry standards. Management seeks to maintain a capital structure that will assure an adequate level of capital to support anticipated asset growth and absorb potential losses. The Company meets eligibility criteria of a small bank holding company in accordance with the Federal Reserve Board's Small Bank Holding Company Policy Statement issued in February 2015, and is no longer obligated to report consolidated regulatory capital.

In July 2013, the U.S. banking regulators adopted a final rule which implements the Basel III regulatory capital reforms from the Basel Committee on Banking Supervision, and certain changes required by the Dodd-Frank Act. The final rule established an integrated regulatory capital framework and introduces the Standardized Approach for risk-weighted assets, which replaced the Basel I risk-based guidance for determining risk-weighted assets as of January 1, 2015, the date the Bank became subject to the new rules. Based on the Bank's current capital composition and levels, the Bank believes it is in compliance with the requirements as set forth in the final rules.



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The rules included new risk-based capital and leverage ratios, which are being phased in from 2015 to 2019, and refined the definition of what constitutes capital for purposes of calculating those ratios. The new minimum capital level requirements applicable to the Bank under the final rules were as follows: a new common equity Tier 1 capital ratio of 4.5%; a Tier 1 capital ratio of 6% (increased from 4%); a total capital ratio of 8% (unchanged from previous rules); and a Tier 1 leverage ratio of 4% for all institutions. The final rules also established a capital conservation buffer above the new regulatory minimum capital requirements. The capital conservation buffer will be phased-in over four years beginning on January 1, 2016, as follows: the maximum buffer will be 0.625% of risk-weighted assets for 2016, 1.25% for 2017, 1.875% for 2018, and 2.5% for 2019 and thereafter. This will result in the following minimum ratios beginning in 2019: a common equity Tier 1 capital ratio of 7.0%, a Tier 1 capital ratio of 8.5%, and a total capital ratio of 10.5%. Under the final rules, institutions are subject to limitations on paying dividends, engaging in share repurchases, and paying discretionary bonuses if its capital level falls below the buffer amount. These limitations establish a maximum percentage of eligible retained income that could be utilized for such actions.

The Bank's capital and related ratios decreased during 2015 primarily due to the declaration and payment of cash dividends on common stock to the Company totaling \$13.5 million combined with the net increase of \$187.0 million in assets from the Acquisition. The following table summarizes the Bank's regulatory capital and related ratios at December 31, 2015, 2014 and 2013 (dollars in thousands).

	<b>Analysis of Capital</b>		
	At December 31,		
	2015	2014	2013
Common equity Tier 1 capital	\$ 55,989	\$ N/A	\$ N/A
Tier 1 capital	55,989	67,217	55,947
Tier 2 capital	5,524	4,724	4,631
Total risk-based capital	61,513	71,941	60,578
Risk-weighted assets	443,717	375,956	364,503
Capital ratios:			
Common equity tier 1 capital ratio	12.62%	N/A	N/A
Tier 1 capital ratio	12.62%	17.88%	15.35%
Total capital ratio	13.86%	19.14%	16.62%
Leverage ratio (Tier 1 capital to average assets)	8.12%	12.90%	10.68%

The final rules also contain revisions to the prompt corrective action framework, which is designed to place restrictions on insured depository institutions if their capital levels begin to show signs of weakness. Under the prompt corrective action requirements, which are designed to complement the capital conservation buffer, insured depository institutions are now required to meet the following increased capital level requirements in order to qualify as well capitalized: a new common equity Tier 1 capital ratio of 6.5%; a Tier 1 capital ratio of 8% (increased from 6%); a total capital ratio of 10% (unchanged from previous rules); and a Tier 1 leverage ratio of 5% (unchanged from previous rules).

On November 6, 2015, the Company redeemed all 13,900 outstanding shares of its Fixed Rate Perpetual Preferred Stock, Series A totaling \$13.9 million, and all 695 shares of outstanding Fixed Rate Perpetual Preferred Stock, Series B totaling \$695 thousand. While the preferred stock was outstanding, the Company's Series A Preferred Stock paid a dividend of 5% per annum until May 14, 2014 and 9% thereafter, and the Series B Preferred Stock which paid a dividend of 9% per annum.

During 2015, the Bank declared and paid cash dividends on common stock to the Company totaling \$13.5 million. In addition, the Company entered into a Subordinated Loan Agreement on October 30, 2015 to which the Company issued a subordinated term note in the aggregate principal amount of \$5.0 million (the Note). The Note bears interest at a fixed rate of 6.75% per annum. The Note is intended to qualify as Tier 2 capital for regulatory capital purposes. The Note has a maturity date of October 1, 2025. The Company used the proceeds from the dividends and from the issuance of the Note to redeem all outstanding preferred stock.

**Table of Contents****Recent Accounting Pronouncements**

See Note 1 to the consolidated financial statements, included in Item 8 of this Form 10-K, for discussion of recent accounting pronouncements.

**Quarterly Results**

The table below lists the Company's quarterly performance for the years ended December 31, 2015 and 2014 (in thousands, except per share data).

	<b>2015</b>				
	Fourth	Third	Second	First	Total
Interest and dividend income	\$ 6,021	\$ 5,764	\$ 5,392	\$ 4,988	\$ 22,165
Interest expense	423	338	324	356	1,441
Net interest income	5,598	5,426	5,068	4,632	20,724
Recovery of loan losses			(100)		(100)
Net interest income after recovery of loan losses	5,598	5,426	5,168	4,632	20,824
Noninterest income	2,198	2,244	2,309	1,591	8,342
Noninterest expense	6,512	6,701	6,855	5,487	25,555
Income before income taxes	1,284	969	622	736	3,611
Income tax expense	343	243	178	192	956
Net income	\$ 941	\$ 726	\$ 444	\$ 544	\$ 2,655
Net income available to common shareholders	\$ 813	\$ 398	\$ 116	\$ 215	\$ 1,542
Net income per share, basic	\$ 0.17	\$ 0.08	\$ 0.02	\$ 0.04	\$ 0.31
Net income per share, diluted	\$ 0.17	\$ 0.08	\$ 0.02	\$ 0.04	\$ 0.31
	<b>2014</b>				
	Fourth	Third	Second	First	Total
Interest and dividend income	\$ 5,214	\$ 5,181	\$ 5,095	\$ 4,909	\$ 20,399
Interest expense	409	430	456	483	1,778
Net interest income	4,805	4,751	4,639	4,426	18,621
Provision for (recovery of) loan losses	(3,150)	(100)	(400)	(200)	(3,850)
Net interest income after provision for (recovery of) loan losses	7,955	4,851	5,039	4,626	22,471
Noninterest income	2,449	1,654	1,725	1,616	7,444
Noninterest expense	4,871	4,753	4,548	4,613	18,785
Income (loss) before income taxes	5,533	1,752	2,216	1,629	11,130

Income tax expense (benefit)	1,837	505	674	483	3,499
Net income	\$ 3,696	\$ 1,247	\$ 1,542	\$ 1,146	\$ 7,631
Net income available to common shareholders	\$ 3,368	\$ 918	\$ 1,281	\$ 926	\$ 6,493
Net income per share, basic	\$ 0.68	\$ 0.19	\$ 0.26	\$ 0.19	\$ 1.32
Net income per share, diluted	\$ 0.68	\$ 0.19	\$ 0.26	\$ 0.19	\$ 1.32

**Item 7A. Quantitative and Qualitative Disclosures About Market Risk**

Not required.

**Item 8. Financial Statements and Supplementary Data**

The Consolidated Financial Statements and related footnotes of the Company are presented below followed by the financial statements of the Parent.

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To the Shareholders  
First National Corporation  
Strasburg, Virginia

March 30, 2016

**MANAGEMENT'S REPORT REGARDING THE EFFECTIVENESS OF INTERNAL CONTROLS  
OVER FINANCIAL REPORTING**

The management of First National Corporation (the Company) is responsible for the preparation, integrity and fair presentation of the financial statements included in the annual report as of December 31, 2015. The financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America and reflect management's judgments and estimates concerning the effects of events and transactions that are accounted for or disclosed.

Management is also responsible for establishing and maintaining an effective internal control structure over financial reporting. The Company's internal control over financial reporting includes those policies and procedures that pertain to the Company's ability to record, process, summarize and report reliable financial data. The internal control system contains monitoring mechanisms, and appropriate actions are taken to correct identified deficiencies. Management believes that internal controls over financial reporting, which are subject to scrutiny by management and the Company's internal auditor, support the integrity and reliability of the financial statements. Management recognizes that there are inherent limitations in the effectiveness of any internal control system, including the possibility of human error and the circumvention or overriding of internal controls. Accordingly, even effective internal control over financial reporting can provide only reasonable assurance with respect to financial statement preparation. In addition, because of changes in conditions and circumstances, the effectiveness of internal control over financial reporting may vary over time.

In order to insure that the Company's internal control structure over financial reporting is effective, management assessed these controls as they conformed to accounting principles generally accepted in the United States of America and related call report instructions as of December 31, 2015. This assessment was based on criteria for effective internal control over financial reporting as described in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on this assessment, management believes that the Company maintained effective internal controls over financial reporting as of December 31, 2015. Management's assessment did not determine any material weakness within the Company's internal control structure. The Company's annual report does not include an attestation report of the Company's registered public accounting firm, Yount, Hyde & Barbour, P.C. (YHB), regarding internal control over financial reporting. Management's report was not subject to attestation by YHB pursuant to rules of the Securities and Exchange Commission that permit the Company to provide only management's report in its annual report.

The 2015 end of year financial statements have been audited by the independent accounting firm of Yount, Hyde & Barbour, P.C. (YHB). Personnel from YHB were given unrestricted access to all financial records and related data, including minutes of all meetings of the Board of Directors and Committees thereof.

Management believes that all representations made to the independent auditors were valid and appropriate. The resulting report from YHB accompanies the financial statements.

The Board of Directors of the Company, acting through its Audit Committee (the Committee), is responsible for the oversight of the Company's accounting policies, financial reporting and internal control. The Audit Committee of the Board of Directors is comprised entirely of outside directors who are independent of management. The Audit Committee is responsible for the appointment and compensation of the independent auditors and approves decisions

regarding the appointment or removal of members of the internal audit function. The Committee meets periodically with management, the independent auditors, and the internal auditor to insure that they are carrying out their responsibilities. The Committee is also responsible for performing an oversight role by reviewing and monitoring the financial, accounting, and auditing procedures of the Company in addition to reviewing the Company's financial reports. The independent auditors and the internal auditor have full and unlimited access to the Audit Committee, with or without the presence of the management of the Company, to discuss the adequacy of internal control over financial reporting, and any other matters which they believe should be brought to the attention of the Audit Committee.

/s/ Scott C. Harvard  
Scott C. Harvard  
President  
Chief Executive Officer

/s/ M. Shane Bell  
M. Shane Bell  
Executive Vice President  
Chief Financial Officer

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Shareholders and Board of Directors

First National Corporation

Strasburg, Virginia

We have audited the accompanying consolidated balance sheets of First National Corporation and subsidiary as of December 31, 2015 and 2014, and the related consolidated statements of income, comprehensive income, changes in shareholders' equity, and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of First National Corporation and subsidiary as of December 31, 2015 and 2014, and the results of their operations and their cash flows for the years then ended, in conformity with U.S. generally accepted accounting principles.

/s/ Yount, Hyde & Barbour, P.C.

Winchester, Virginia

March 30, 2016

**Table of Contents****FIRST NATIONAL CORPORATION****Consolidated Balance Sheets**

December 31, 2015 and 2014

*(in thousands, except share and per share data)*

	<b>2015</b>	<b>2014</b>
<b>Assets</b>		
Cash and due from banks	\$ 8,247	\$ 6,043
Interest-bearing deposits in banks	31,087	18,802
Securities available for sale, at fair value	105,559	83,292
Securities held to maturity, at carrying value (fair value, 2015, \$66,438; 2014, \$0)	66,519	
Restricted securities, at cost	1,391	1,366
Loans held for sale	323	328
Loans, net of allowance for loan losses, 2015, \$5,524, 2014, \$6,718	433,475	371,692
Other real estate owned, net of valuation allowance, 2015, \$224, 2014, \$375	2,679	1,888
Premises and equipment, net	21,389	16,126
Accrued interest receivable	1,661	1,261
Bank owned life insurance	11,742	11,357
Core deposit intangibles, net	2,322	55
Other assets	5,927	5,955
<b>Total assets</b>	<b>\$ 692,321</b>	<b>\$ 518,165</b>
<b>Liabilities &amp; Shareholders Equity</b>		
<b>Liabilities</b>		
Deposits:		
Noninterest-bearing demand deposits	\$ 157,070	\$ 104,986
Savings and interest-bearing demand deposits	328,945	237,618
Time deposits	141,101	101,734
<b>Total deposits</b>	<b>\$ 627,116</b>	<b>\$ 444,338</b>
Federal funds purchased		52
Other borrowings		26
Subordinated debt	4,913	
Junior subordinated debt	9,279	9,279
Accrued interest payable and other liabilities	5,060	4,906
<b>Total liabilities</b>	<b>\$ 646,368</b>	<b>\$ 458,601</b>
<b>Shareholders Equity</b>		
Preferred stock, \$1,000 per share liquidation preference; authorized 1,000,000 shares; issued and outstanding, 2014, 14,595 shares	\$	\$ 14,595
	6,145	6,131



Common stock, par value \$1.25 per share; authorized 8,000,000 shares; issued and outstanding, 2015, 4,916,130 shares, 2014, 4,904,577 shares		
Surplus	6,956	6,835
Retained earnings	34,440	33,557
Accumulated other comprehensive loss, net	(1,588)	(1,554)
<b>Total shareholders' equity</b>	<b>\$ 45,953</b>	<b>\$ 59,564</b>
Total liabilities and shareholders' equity	\$ 692,321	\$ 518,165

*See Notes to Consolidated Financial Statements*

**Table of Contents****FIRST NATIONAL CORPORATION****Consolidated Statements of Income**

Years Ended December 31, 2015 and 2014

*(in thousands, except per share data)*

	<b>2015</b>	<b>2014</b>
<b>Interest and Dividend Income</b>		
Interest and fees on loans	\$ 19,138	\$ 17,777
Interest on deposits in banks	197	38
Interest and dividends on securities:		
Taxable interest	2,358	2,144
Tax-exempt interest	395	358
Dividends	77	82
 Total interest and dividend income	 \$ 22,165	 \$ 20,399
<b>Interest Expense</b>		
Interest on deposits	\$ 1,150	\$ 1,442
Interest on federal funds purchased	2	3
Interest on subordinated debt	62	
Interest on junior subordinated debt	224	218
Interest on other borrowings	3	115
 Total interest expense	 \$ 1,441	 \$ 1,778
 Net interest income	 \$ 20,724	 \$ 18,621
Recovery of loan losses	(100)	(3,850)
 Net interest income after recovery of loan losses	 \$ 20,824	 \$ 22,471
<b>Noninterest Income</b>		
Service charges on deposit accounts	\$ 3,042	\$ 2,572
ATM and check card fees	1,895	1,419
Wealth management fees	1,975	1,915
Fees for other customer services	606	397
Income from bank owned life insurance	373	367
Net (losses) gains on calls and sales of securities available for sale	(55)	696
Net gains on sale of loans	201	20
Bargain purchase gain	201	
Other operating income	104	58
 Total noninterest income	 \$ 8,342	 \$ 7,444

*See Notes to Consolidated Financial Statements*

**Table of Contents****FIRST NATIONAL CORPORATION****Consolidated Statements of Income**

(Continued)

Years Ended December 31, 2015 and 2014

*(in thousands, except per share data)*

	2015	2014
<b>Noninterest Expense</b>		
Salaries and employee benefits	\$ 13,850	\$ 10,586
Occupancy	1,452	1,211
Equipment	1,501	1,191
Marketing	530	426
Supplies	783	333
Legal and professional fees	1,336	1,019
ATM and check card fees	781	661
FDIC assessment	384	454
Bank franchise tax	513	410
Telecommunications expense	436	300
Data processing expense	700	518
Postage expense	341	189
Amortization expense	642	16
Other real estate owned expense (income), net	352	(213)
Net loss on disposal of premises and equipment		2
Other operating expense	1,954	1,682
Total noninterest expense	\$ 25,555	\$ 18,785
Income before income taxes	\$ 3,611	\$ 11,130
Income tax expense	956	3,499
<b>Net income</b>	<b>\$ 2,655</b>	<b>\$ 7,631</b>
Effective dividend and accretion on preferred stock	1,113	1,138
<b>Net income available to common shareholders</b>	<b>\$ 1,542</b>	<b>\$ 6,493</b>
<b>Earnings per common share</b>		
Basic	\$ 0.31	\$ 1.32
Diluted	\$ 0.31	\$ 1.32

*See Notes to Consolidated Financial Statements*



**Table of Contents****FIRST NATIONAL CORPORATION****Consolidated Statements of Comprehensive Income**

Years Ended December 31, 2015 and 2014

*(in thousands)*

	<b>2015</b>	<b>2014</b>
Net income	\$ 2,655	\$ 7,631
Other comprehensive loss, net of tax:		
Unrealized holding (losses) gains on available for sale securities, net of tax (\$50) and \$750, respectively	(95)	1,456
Reclassification adjustment for losses (gains) included in net income, net of tax \$19 and (\$236), respectively	36	(460)
Pension liability adjustment, net of tax \$13 and (\$642), respectively	25	(1,246)
Total other comprehensive loss	(34)	(250)
Total comprehensive income	\$ 2,621	\$ 7,381

*See Notes to Consolidated Financial Statements*

**Table of Contents****FIRST NATIONAL CORPORATION****Consolidated Statements of Cash Flows**

Years Ended December 31, 2015 and 2014

*(in thousands)*

	2015	2014
<b>Cash Flows from Operating Activities</b>		
Net income	\$ 2,655	\$ 7,631
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	1,231	967
Amortization of core deposit intangibles	642	16
Amortization of debt issuance costs	3	
Origination of loans held for sale	(14,163)	(1,503)
Proceeds from sale of loans held for sale	14,369	2,645
Net gains on sales of loans	(201)	(20)
Recovery of loan losses	(100)	(3,850)
Provision for other real estate owned	230	12
Net losses (gains) on calls and sales of securities available for sale	55	(696)
Net gains on sale of other real estate owned	(74)	(307)
Deferred gains recognized on other real estate owned		73
Income from bank owned life insurance	(373)	(367)
Accretion of discounts and amortization of premiums on securities, net	721	655
Accretion of premium on time deposits	(227)	
Stock-based compensation	99	
Bargain purchase gain on branch acquisition	(201)	
Losses on disposal of premises and equipment		2
Deferred income tax expense	134	1,971
Changes in assets and liabilities:		
(Increase) decrease in interest receivable	(400)	41
Decrease (increase) in other assets	40	(636)
Increase in accrued expenses and other liabilities	161	372
Net cash provided by operating activities	\$ 4,601	\$ 7,006
<b>Cash Flows from Investing Activities</b>		
Proceeds from maturities, calls, principal payments, and sales of securities available for sale	\$ 17,725	\$ 35,781
Proceeds from maturities, calls, and principal payments of securities held to maturity	2,341	
Proceeds from redemption of restricted securities	638	438
Purchases of securities available for sale	(40,723)	(14,219)
Purchases of securities held to maturity	(68,995)	
Purchases of restricted securities	(663)	
Purchase of premises and equipment	(1,999)	(475)

Proceeds from sale of premises and equipment		22
Proceeds from sale of other real estate owned	717	1,502
Purchase of bank owned life insurance	(12)	(12)
Net increase in loans	(63,346)	(22,982)
Acquisition of branches, net cash paid	179,501	
Net cash provided by investing activities	\$ 25,184	\$ 55

*See Notes to Consolidated Financial Statements*



**Table of Contents****FIRST NATIONAL CORPORATION****Consolidated Statements of Cash Flows**

(Continued)

Years Ended December 31, 2015 and 2014

*(in thousands)*

	2015	2014
<b>Cash Flows from Financing Activities</b>		
Net increase in demand deposits and savings accounts	\$ 17,514	\$ 15,649
Net decrease in time deposits	(21,311)	(22,022)
(Decrease) increase in federal funds purchased	(52)	52
Proceeds from other borrowings	15,000	
Principal payments on other borrowings	(15,026)	(6,026)
Proceeds from subordinated debt, net of issuance costs	4,910	
Cash dividends paid on common stock, net of reinvestment	(454)	(342)
Cash dividends paid on preferred stock	(1,281)	(1,035)
Repurchase of common stock	(1)	
Redemption of preferred stock	(14,595)	
Net cash used in financing activities	\$ (15,296)	\$ (13,724)
Increase (decrease) in cash and cash equivalents	\$ 14,489	\$ (6,663)
<b>Cash and Cash Equivalents</b>		
Beginning	24,845	31,508
Ending	\$ 39,334	\$ 24,845
<b>Supplemental Disclosures of Cash Flow Information</b>		
Cash payments for:		
Interest	\$ 1,685	\$ 1,820
Income taxes	\$ 929	\$ 601
<b>Supplemental Disclosures of Noncash Transactions</b>		
Unrealized (losses) gains on securities available for sale	\$ (90)	\$ 1,510
Change in pension liability	\$ (38)	\$ 1,888
Transfer from loans to loans held for sale	\$	\$ 1,450
Transfer from loans to other real estate owned	\$ 1,664	\$ 139

Issuance of common stock, dividend reinvestment plan	\$ 37	\$ 26
<b>Transactions Related to Acquisition</b>		
Assets acquired	\$ 193,638	\$
Liabilities assumed	186,819	
Net assets acquired	\$ 6,819	\$

*See Notes to Consolidated Financial Statements*

**Table of Contents****FIRST NATIONAL CORPORATION****Consolidated Statements of Changes in Shareholders' Equity**

Years Ended December 31, 2015 and 2014

*(in thousands, except share and per share data)*

	Preferred Stock	Common Stock	Surplus	Retained Earnings	Accumulated Other Comprehensive Loss	Total
<b>Balance, December 31, 2013</b>	\$ 14,564	\$ 6,127	\$ 6,813	\$ 27,360	\$ (1,304)	\$ 53,560
Net income				7,631		7,631
Other comprehensive loss					(250)	(250)
Cash dividends on common stock (\$0.075 per share)				(368)		(368)
Issuance of 3,113 shares common stock, dividend reinvestment plan		4	22			26
Cash dividends on preferred stock				(1,035)		(1,035)
Accretion of preferred stock discount	31			(31)		
<b>Balance, December 31, 2014</b>	\$ 14,595	\$ 6,131	\$ 6,835	\$ 33,557	\$ (1,554)	\$ 59,564

	Preferred Stock	Common Stock	Surplus	Retained Earnings	Accumulated Other Comprehensive Loss	Total
<b>Balance, December 31, 2014</b>	\$ 14,595	\$ 6,131	\$ 6,835	\$ 33,557	\$ (1,554)	\$ 59,564
Net income				2,655		2,655
Other comprehensive loss					(34)	(34)
Cash dividends on common stock (\$0.10 per share)				(491)		(491)
Stock-based compensation			99			99
Issuance of 4,109 shares common stock, dividend reinvestment plan		5	32			37
Issuance of 7,582 shares common stock, stock incentive plan		9	(9)			
Repurchase of 138 shares common stock, stock incentive plan			(1)			(1)
Cash dividends on preferred stock				(1,281)		(1,281)
Redemption of preferred stock	(14,595)					(14,595)
<b>Balance, December 31, 2015</b>	\$	\$ 6,145	\$ 6,956	\$ 34,440	\$ (1,588)	\$ 45,953

*See Notes to Consolidated Financial Statements*

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### **FIRST NATIONAL CORPORATION**

#### **Notes to Consolidated Financial Statements**

##### **Note 1. Nature of Banking Activities and Significant Accounting Policies**

First National Corporation (the Company) is the bank holding company of First Bank (the Bank), First National (VA) Statutory Trust II (Trust II) and First National (VA) Statutory Trust III (Trust III). The Trusts were formed for the purpose of issuing redeemable capital securities, commonly known as trust preferred securities and are not included in the Company's consolidated financial statements. The Bank owns First Bank Financial Services, Inc., which invests in entities that provide title insurance and investment services. The Bank owns Shen-Valley Land Holdings, LLC which holds other real estate owned. The Bank provides loan, deposit, wealth management and other products and services in the Shenandoah Valley and central regions of Virginia. Loan products and services include personal loans, residential mortgages, home equity loans and commercial loans. Deposit products and services include checking, savings, NOW accounts, money market accounts, IRA accounts, certificates of deposit and cash management accounts. The Bank offers other services, including internet banking, mobile banking, remote deposit capture and other traditional banking services.

The accounting and reporting policies of the Company conform to accounting principles generally accepted in the United States of America and to accepted practices within the banking industry.

##### **Principles of Consolidation**

The consolidated financial statements of First National Corporation include the accounts of all six companies. All material intercompany balances and transactions have been eliminated in consolidation, except for balances and transactions related to the Trusts. The subordinated debt of these Trusts is reflected as a liability of the Company.

##### **Use of Estimates**

In preparing consolidated financial statements in conformity with accounting principles generally accepted in the United States, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the date of the consolidated balance sheet and reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Material estimates that are particularly susceptible to significant change in the near term relate to the determination of the allowance for loan losses, valuation of other real estate owned, valuation of assets and liabilities included in the acquisition of six branch banking operations from Bank of America, National Association (the Acquisition), pension obligations and other-than-temporary impairment of securities.

##### **Significant Group Concentrations of Credit Risk**

Most of the Company's activities are with customers located within the Shenandoah Valley and central regions of Virginia. The types of lending that the Company engages in are included in Note 3. The Company does not have a significant concentration to any one customer.

##### **Cash and Cash Equivalents**

For purposes of the consolidated statements of cash flows, the Company has defined cash equivalents as those amounts included in the balance sheet captions "Cash and due from banks" and "Interest-bearing deposits in banks."

## Securities

Investments in debt securities with readily determinable fair values are classified as either held to maturity (HTM), available for sale (AFS) or trading based on management's intent. Currently, all of the Company's debt securities are classified as either AFS or HTM. Equity investments in the FHLB, the Federal Reserve Bank of Richmond and Community Bankers Bank are separately classified as restricted securities and are carried at cost. AFS securities are carried at estimated fair value with the corresponding unrealized gains and losses excluded from earnings and reported in other comprehensive income, and HTM securities are carried at amortized cost. Purchase premiums and discounts are recognized in interest income using the interest method over the terms of the securities. Gains or losses on the sale of securities are recorded on the trade date using the amortized cost of the specific security sold.

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Impairment of securities occurs when the fair value of a security is less than its amortized cost. For debt securities, impairment is considered other-than-temporary and recognized in its entirety in net income if either the Company (1) intends to sell the security or (2) it is more likely than not that it will be required to sell the security before recovery of its amortized cost basis. If, however, the Company does not intend to sell the security and it is not more-than-likely that it will be required to sell the security before recovery, the Company must determine what portion of the impairment is attributable to a credit loss, which occurs when the amortized cost of the security exceeds the present value of the cash flows expected to be collected from the security. If there is no credit loss, there is no other-than-temporary impairment. If there is a credit loss, other-than-temporary impairment exists, and the credit loss must be recognized in net income and the remaining portion of impairment must be recognized in other comprehensive income.

For equity securities carried at cost as restricted securities, impairment is considered to be other-than-temporary based on the Company's ability and intent to hold the investment until a recovery of fair value. Other-than-temporary impairment of an equity security results in a write-down that must be included in income.

The Company regularly reviews each security for other-than-temporary impairment based on criteria that include the extent to which cost exceeds market price, the duration of that market decline, the financial health of and specific prospects for the issuer, the best estimate of the present value of cash flows expected to be collected from debt securities, the Company's intention with regard to holding the security to maturity and the likelihood that the Company would be required to sell the security before recovery.

## **Loans Held for Sale**

Loans originated and intended for sale in the secondary market are carried at the lower of aggregate cost or estimated fair value. The Company, through its banking subsidiary, requires a firm purchase commitment from a permanent investor before loans held for sale can be closed, thus limiting interest rate risk. Net unrealized losses, if any, are recognized through a valuation allowance by charges to income.

The Bank enters into commitments to originate mortgage loans whereby the interest rate on the loan is determined prior to funding (rate lock commitments). Rate lock commitments on mortgage loans that are intended to be sold are considered to be derivatives. The period of time between issuance of a loan commitment and closing and sale of the loan generally ranges from 30 to 60 days. The Bank protects itself from changes in interest rates through the use of best efforts forward delivery commitments, whereby the Bank commits to sell a loan at the time the borrower commits to an interest rate with the intent that the buyer has assumed interest rate risk on the loan. As a result, the Bank is not exposed to losses nor will it realize significant gains related to its rate lock commitments due to changes in interest rates. The correlation between the rate lock commitments and the best efforts contracts is very high due to their similarity.

The market value of rate lock commitments and best efforts contracts is not readily ascertainable with precision because rate lock commitments and best efforts contracts are not actively traded in stand-alone markets. The Bank determines the fair value of rate lock commitments and best efforts contracts by measuring the change in the value of the underlying asset while taking into consideration the probability that the rate lock commitments will close. Because of the high correlation between rate lock commitments and best efforts contracts, no gain or loss occurs on the rate lock commitments.

## **Loans**

The Company, through its banking subsidiary, grants mortgage, commercial and consumer loans to customers. The bank segments its loan portfolio into real estate loans, commercial and industrial loans, and consumer and other loans. Real estate loans are further divided into the following classes: Construction and Land Development; 1-4 Family Residential; and Other Real Estate Loans. Descriptions of the Company's loan classes are as follows:

**Real Estate Loans – Construction and Land Development:** The Company originates construction loans for the acquisition and development of land and construction of condominiums, townhomes, and one-to-four family residences.

**Real Estate Loans – 1-4 Family:** This class of loans includes loans secured by one-to-four family homes. In addition to traditional residential mortgage loans secured by a first or junior lien on the property, the Bank offers home equity lines of credit.



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**Real Estate Loans Other:** This loan class consists primarily of loans secured by various types of commercial real estate typically in the Bank's market area, including multi-family residential buildings, commercial buildings and offices, hotels, small shopping centers, farms and churches.

**Commercial and Industrial Loans:** Commercial loans are typically secured with non-real estate commercial property. The Company makes commercial loans primarily to businesses located within its market area.

**Consumer and Other Loans:** Consumer loans include all loans made to individuals for consumer or personal purposes. They include new and used automobile loans, unsecured loans and lines of credit.

A substantial portion of the loan portfolio is represented by residential and commercial loans secured by real estate located in the Bank's market area. The ability of the Bank's debtors to honor their contracts may be impacted by the real estate and general economic conditions in this area.

Loans that management has the intent and ability to hold for the foreseeable future or until maturity or pay-off generally are reported at their outstanding unpaid principal balances less the allowance for loan losses and any deferred fees or costs on originated loans. Interest income is accrued and credited to income based on the unpaid principal balance. Loan origination fees, net of certain origination costs, are deferred and recognized as an adjustment of the related loan yield using the interest method.

A loan's past due status is based on the contractual due date of the most delinquent payment due. Loans are generally placed on non-accrual status when the collection of principal or interest is 90 days or more past due, or earlier, if collection is uncertain based on an evaluation of the net realizable value of the collateral and the financial strength of the borrower. Loans greater than 90 days past due may remain on accrual status if management determines it has adequate collateral to cover the principal and interest. For those loans that are carried on non-accrual status, payments are first applied to principal outstanding. A loan may be returned to accrual status if the borrower has demonstrated a sustained period of repayment performance in accordance with the contractual terms of the loan and there is reasonable assurance the borrower will continue to make payments as agreed. These policies are applied consistently across the loan portfolio.

All interest accrued but not collected for loans that are placed on non-accrual or charged off is reversed against interest income. The interest on these loans is accounted for on the cost-recovery method, until qualifying for return to accrual. Loans are returned to accrual status when all the principal and interest amounts contractually due are brought current and future payments are reasonably assured. When a loan is returned to accrual status, interest income is recognized based on the new effective yield to maturity of the loan.

Any unsecured loan that is deemed uncollectible is charged-off in full. Any secured loan that is considered by management to be uncollectible is partially charged-off and carried at the fair value of the collateral less estimated selling costs. This charge-off policy applies to all loan segments.

## **Impaired Loans**

A loan is considered impaired when, based on current information and events, it is probable that the Company will be unable to collect all scheduled payments of principal or interest when due according to the contractual terms of the loan agreement. Factors considered by management in determining impairment include payment status, collateral value (net of selling costs), and the probability of collecting scheduled principal and interest payments when due. Additionally, management generally evaluates substandard and doubtful loans greater than \$250 thousand for impairment. Loans that experience insignificant payment delays and payment shortfalls generally are not classified as

impaired. Management determines the significance of payment delays and payment shortfalls on a case-by-case basis, taking into consideration all of the circumstances surrounding the loan and the borrower, including the length of the delay, the reasons for the delay, the borrower's prior payment record, and the amount of the shortfall in relation to the principal and interest owed. Impairment is measured on a loan-by-loan basis by either the present value of expected future cash flows discounted at the loan's effective interest rate, the loan's obtainable market price, or the fair market value of the collateral, net of selling costs, if the loan is collateral dependent. Large groups of smaller balance homogeneous loans are collectively evaluated for impairment. Accordingly, the Company typically does not separately identify individual consumer, residential and certain small commercial loans that are less than \$250 thousand for impairment disclosures, except for troubled debt restructurings (TDRs) as noted below.

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### **Troubled Debt Restructurings (TDR)**

In situations where, for economic or legal reasons related to a borrower's financial condition, management may grant a concession to the borrower that it would not otherwise consider, the related loan is classified as a TDR. TDRs are considered impaired loans. Upon designation as a TDR, the Company evaluates the borrower's payment history, past due status and ability to make payments based on the revised terms of the loan. If a loan was accruing prior to being modified as a TDR and if the Company concludes that the borrower is able to make such payments, and there are no other factors or circumstances that would cause it to conclude otherwise, the loan will remain on an accruing status. If a loan was on non-accrual status at the time of the TDR, the loan will remain on non-accrual status following the modification and may be returned to accrual status based on the policy noted above. There were \$982 thousand and \$1.9 million in loans classified as TDRs as of December 31, 2015 and 2014, respectively.

### **Allowance for Loan Losses**

The allowance for loan losses is established as losses are estimated to have occurred through a provision for loan losses charged to earnings. Loan losses are charged against the allowance when management determines that the loan balance is uncollectible. Subsequent recoveries, if any, are credited to the allowance. For further information about the Company's loans and the allowance for loan losses, see Notes 3 and 4.

The allowance for loan losses is evaluated on a quarterly basis by management and is based upon management's periodic review of the collectability of the loans in light of historical experience, the nature and volume of the loan portfolio, adverse situations that may affect the borrower's ability to repay, estimated value of any underlying collateral and prevailing economic conditions. This evaluation is inherently subjective as it requires estimates that are susceptible to significant revision as more information becomes available.

The Company performs regular credit reviews of the loan portfolio to review credit quality and adherence to underwriting standards. The credit reviews consist of reviews by its internal credit administration department and reviews performed by an independent third party. Upon origination, each loan is assigned a risk rating ranging from one to nine, with loans closer to one having less risk. This risk rating scale is our primary credit quality indicator. The Company has various committees that review and ensure that the allowance for loans losses methodology is in accordance with GAAP and loss factors used appropriately reflect the risk characteristics of the loan portfolio.

The allowance represents an amount that, in management's judgment, will be adequate to absorb any losses on existing loans that may become uncollectible. Management's judgment in determining the level of the allowance is based on evaluations of the collectability of loans while taking into consideration such factors as trends in delinquencies and charge-offs, changes in the nature and volume of the loan portfolio, current economic conditions that may affect a borrower's ability to repay and the value of the collateral, overall portfolio quality and review of specific potential losses. The evaluation also considers the following risk characteristics of each loan portfolio class:

1-4 family residential mortgage loans carry risks associated with the continued creditworthiness of the borrower and changes in the value of the collateral.

Real estate construction and land development loans carry risks that the project may not be finished according to schedule, the project may not be finished according to budget and the value of the collateral may, at any point in time, be less than the principal amount of the loan. Construction loans also bear the risk

that the general contractor, who may or may not be a loan customer, may be unable to finish the construction project as planned because of financial pressure or other factors unrelated to the project.

Other real estate loans carry risks associated with the successful operation of a business or a real estate project, in addition to other risks associated with the ownership of real estate, because repayment of these loans may be dependent upon the profitability and cash flows of the business or project.

Commercial and industrial loans carry risks associated with the successful operation of a business because repayment of these loans may be dependent upon the profitability and cash flows of the business. In addition, there is risk associated with the value of collateral other than real estate which may depreciate over time and cannot be appraised with as much reliability.

Consumer and other loans carry risk associated with the continued creditworthiness of the borrower and the value of the collateral, i.e. rapidly depreciating assets such as automobiles, or lack thereof. Consumer loans are likely to be immediately adversely affected by job loss, divorce, illness or personal bankruptcy, or other changes in circumstances.

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The allowance for loan losses consists of specific and general components. The specific component relates to loans that are classified as impaired, and is established when the discounted cash flows, collateral value or observable market price of the impaired loan is lower than the carrying value of that loan. For collateral dependent loans, an updated appraisal is ordered if a current one is not on file. Appraisals are performed by independent third-party appraisers with relevant industry experience. Adjustments to the appraised value may be made based on recent sales of like properties or general market conditions among other considerations.

The general component covers loans that are not considered impaired and is based on historical loss experience adjusted for qualitative factors. The historical loss experience is calculated by loan type and uses an average loss rate during the preceding twelve quarters. The qualitative factors are assigned by management based on delinquencies and asset quality, national and local economic trends, effects of the changes in the value of underlying collateral, trends in volume and terms of loans, effects of changes in lending policy, the experience and depth of management, concentrations of credit, quality of the loan review system and the effect of external factors such as competition and regulatory requirements. The factors assigned differ by loan type. The general allowance estimates losses whose impact on the portfolio has yet to be recognized by a specific allowance. Allowance factors and the overall size of the allowance may change from period to period based on management's assessment of the above described factors and the relative weights given to each factor.

## **Premises and Equipment**

Land is carried at cost. Premises and equipment are stated at cost, less accumulated depreciation and amortization. Premises and equipment are depreciated over their estimated useful lives ranging from three years to forty years; leasehold improvements are amortized over the lives of the respective leases or the estimated useful life of the leasehold improvement, whichever is less. Software is amortized over its estimated useful life ranging from three to seven years. Depreciation and amortization are recorded on the straight-line method.

Costs of maintenance and repairs are charged to expense as incurred. Costs of replacing structural parts of major units are considered individually and are expensed or capitalized as the facts dictate. Gains and losses on routine dispositions are reflected in current operations.

## **Other Real Estate Owned**

Other real estate owned (OREO) consists of properties obtained through a foreclosure proceeding or through an in-substance foreclosure in satisfaction of loans and properties originally acquired for branch expansion but no longer intended to be used for that purpose. OREO is initially recorded at fair value less estimated costs to sell to establish a new cost basis. OREO is subsequently reported at the lower of cost or fair value less costs to sell, determined on the basis of current appraisals, comparable sales, and other estimates of fair value obtained principally from independent sources, adjusted for estimated selling costs. Management also considers other factors or recent developments, such as changes in absorption rates or market conditions from the time of valuation and anticipated sales values considering management's plans for disposition, which could result in adjustments to the collateral value estimates indicated in the appraisals. Significant judgments and complex estimates are required in estimating the fair value of other real estate, and the period of time within which such estimates can be considered current is significantly shortened during periods of market volatility. In response to market conditions and other economic factors, management may utilize liquidation sales as part of its distressed asset disposition strategy. As a result of the significant judgments required in estimating fair value and the variables involved in different methods of disposition, the net proceeds realized from sales transactions could differ significantly from appraisals, comparable sales, and other estimates used to determine the fair value of other real estate. Management reviews the value of other real estate owned each quarter and adjusts the values as appropriate. Revenue and expenses from operations and changes in the valuation allowance are included in other

real estate owned expenses (income).

### **Bank-Owned Life Insurance**

The Company owns insurance on the lives of a certain group of key employees. The policies were purchased to help offset the increase in the costs of various fringe benefit plans, including healthcare. The cash surrender value of these policies is included as an asset on the consolidated balance sheets, and any increase in cash surrender value is recorded as other income on the consolidated statements of operations. In the event of the death of an insured individual under these policies, the Company would receive a death benefit which would be recorded as other income.

### **Intangible Assets**

Intangible assets consist of core deposit intangible assets arising from branch acquisitions which are amortized on an accelerated method over their estimated useful lives, which range from six to nine years.

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### **Stock Based Compensation**

Compensation cost is recognized for restricted stock units and other stock awards issued to employees and directors based on the fair value of the awards at the date of grant. The market price of the Company's common stock at the date of grant is used to estimate the fair value of restricted stock units and other stock awards.

### **Retirement Plans**

Pension expense is the net of service and interest cost, return on plan assets and amortization of gains and losses not immediately recognized. Employee 401(k) and profit sharing plan expense is the amount of matching contributions.

### **Transfers of Financial Assets**

Transfers of financial assets, including loan participations, are accounted for as sales, when control over the assets has been surrendered. Control over transferred assets is deemed to be surrendered when (1) the assets have been isolated from the Company, (2) the transferee obtains the right (free of conditions that constrain it from taking advantage of that right) to pledge or exchange the transferred assets, and (3) the Company does not maintain effective control over the transferred assets through an agreement to repurchase them before maturity.

### **Income Taxes**

The Company accounts for income taxes in accordance with ASC Topic 740, *Income Taxes*. Under this guidance, deferred taxes are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates that will apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized as income or expense in the period that includes the enactment date. See Note 11 for details on the Company's income taxes.

The Company regularly reviews the carrying amount of its net deferred tax assets to determine if the establishment of a valuation allowance is necessary. If based on the available evidence, it is more likely than not that all or a portion of the Company's net deferred tax assets will not be realized in future periods, a deferred tax valuation allowance would be established. Consideration is given to various positive and negative factors that could affect the realization of the deferred tax assets. In evaluating this available evidence, management considers, among other things, historical performance, expectations of future earnings, the ability to carry back losses to recoup taxes previously paid, length of statutory carry forward periods, experience with utilization of operating loss and tax credit carry forwards not expiring, tax planning strategies and timing of reversals of temporary differences. Significant judgment is required in assessing future earnings trends and the timing of reversals of temporary differences. The Company's evaluation is based on current tax laws as well as management's expectations of future performance.

When tax returns are filed, it is highly certain that some positions taken would be sustained upon examination by the taxing authorities, while others are subject to uncertainty about the merits of the position taken or the amount of the position that would be ultimately sustained. The benefit of a tax position is recognized in the financial statements in the period during which, based on all available evidence, management believes it is more likely than not that the position will be sustained upon examination, including the resolution of appeals or litigation processes, if any. Tax positions taken are not offset or aggregated with other positions. Tax positions that meet the more-likely-than-not recognition threshold are measured as the largest amount of tax benefit that is more than 50 percent likely of being realized upon settlement with the applicable taxing authority. The portion of the benefits associated with tax positions

taken that exceeds the amount measured as described above is reflected as a liability for unrecognized tax benefits in the accompanying consolidated balance sheet along with any associated interest and penalties that would be payable to the taxing authorities upon examination. There was no liability for unrecognized tax benefits recorded as of December 31, 2015 and 2014. Interest and penalties associated with unrecognized tax benefits, if any, are classified as additional income taxes in the consolidated statement of operations.

**Wealth Management Department**

Securities and other property held by the wealth management department in a fiduciary or agency capacity are not assets of the Company and are not included in the accompanying consolidated financial statements.



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### **Earnings Per Common Share**

Basic earnings per common share represents income available to common shareholders divided by the weighted-average number of common shares outstanding during the period. Diluted earnings per common share reflect additional common shares that would have been outstanding if dilutive potential common shares had been issued, as well as any adjustment to income that would result from the assumed issuance. Shares not committed to be released under the Company's leveraged Employee Stock Ownership Plan (ESOP) are not considered to be outstanding. See Note 14 for further information regarding earnings per common share and see Note 13 for further information on the Company's ESOP.

### **Advertising Costs**

The Company follows the policy of charging the production costs of advertising to expense as incurred. Total advertising expense incurred for 2015 and 2014 was \$400 thousand and \$313 thousand, respectively.

### **Comprehensive Income**

Accounting principles generally require that recognized revenue, expenses, gains, and losses be included in net income. Although certain changes in assets and liabilities, such as unrealized gains and losses on available-for-sale securities and pension liability adjustments, are reported as a separate component of the equity section of the consolidated balance sheets, such items, along with net income, are components of comprehensive income.

### **Loss Contingencies**

Loss contingencies, including claims and legal actions arising in the ordinary course of business, are recorded as liabilities when the likelihood of loss is probable and an amount or range of loss can be reasonably estimated. Management does not believe there now are such matters that will have a material effect on the financial statements.

### **Reclassifications**

Some items in the prior year financial statements were reclassified to conform to the current presentation. Reclassifications had no effect on prior year net income or shareholders' equity.

### **Recent Accounting Pronouncements**

In June 2014, the FASB issued ASU No. 2014-12, Compensation—Stock Compensation (Topic 718): Accounting for Share-Based Payments When the Terms of an Award Provide That a Performance Target Could Be Achieved after the Requisite Service Period. The new guidance applies to reporting entities that grant employees share-based payments in which the terms of the award allow a performance target to be achieved after the requisite service period. The amendments in the ASU require that a performance target that affects vesting and that could be achieved after the requisite service period be treated as a performance condition. Existing guidance in Compensation—Stock Compensation (Topic 718), should be applied to account for these types of awards. The amendments in this ASU are effective for annual periods and interim periods within those annual periods beginning after December 15, 2015. Early adoption is permitted and reporting entities may choose to apply the amendments in the ASU either on a prospective or retrospective basis. The Company does not expect the adoption of ASU 2014-12 to have an impact on its consolidated financial statements.

In August 2014, the FASB issued ASU No. 2014-15, Presentation of Financial Statements – Going Concern (Subtopic 205-40): Disclosure of Uncertainties about an Entity’s Ability to Continue as a Going Concern. This update is intended to provide guidance about management’s responsibility to evaluate whether there is substantial doubt about an entity’s ability to continue as a going concern and to provide related footnote disclosures. Management is required under the new guidance to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the entity’s ability to continue as a going concern within one year after the date the financial statements are issued when preparing financial statements for each interim and annual reporting period. If conditions or events are identified, the ASU specifies the process that must be followed by management and also clarifies the timing and content of going concern footnote disclosures in order to reduce diversity in practice. The amendments in this ASU are effective for annual periods and interim periods within those annual periods beginning after December 15, 2016. Early adoption is permitted. The Company does not expect the adoption of ASU 2014-15 to have an impact on its consolidated financial statements.

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In January 2015, the FASB issued ASU No. 2015-01, *Income Statement - Extraordinary and Unusual Items (Subtopic 225-20): Simplifying Income Statement Presentation by Eliminating the Concept of Extraordinary Items*. The amendments in this ASU eliminate from U.S. GAAP the concept of extraordinary items. Subtopic 225-20, *Income Statement - Extraordinary and Unusual Items*, required that an entity separately classify, present, and disclose extraordinary events and transactions. Presently, an event or transaction is presumed to be an ordinary and usual activity of the reporting entity unless evidence clearly supports its classification as an extraordinary item. If an event or transaction meets the criteria for extraordinary classification, an entity is required to segregate the extraordinary item from the results of ordinary operations and show the item separately in the income statement, net of tax, after income from continuing operations. The entity also is required to disclose applicable income taxes and either present or disclose earnings-per-share data applicable to the extraordinary item. The amendments in this ASU are effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2015. A reporting entity may apply the amendments prospectively. A reporting entity also may apply the amendments retrospectively to all prior periods presented in the financial statements. Early adoption is permitted provided that the guidance is applied from the beginning of the fiscal year of adoption. The Company does not expect the adoption of ASU 2015-01 to have an impact on its consolidated financial statements.

In April 2015, the FASB issued ASU No. 2015-03, *Interest - Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs*. The amendments in this ASU are intended to simplify the presentation of debt issuance costs. These amendments require that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. The recognition and measurement guidance for debt issuance costs are not affected by the amendments in this ASU. The amendments in this ASU are effective for public business entities for financial statements issued for fiscal years beginning after December 15, 2015, and interim periods within those fiscal years. Early adoption is permitted for financial statements that have not been previously issued. The Company's early adoption of ASU 2015-03 did not have a material impact on its consolidated financial statements.

In May 2015, the FASB issued ASU No. 2015-08, *Business Combinations (Topic 805): Pushdown Accounting Amendments to SEC Paragraphs Pursuant to Staff Accounting Bulletin No. 115*. The amendments in ASU 2015-08 amend various SEC paragraphs pursuant to the issuance of Staff Accounting Bulletin No. 115, *Topic 5: Miscellaneous Accounting*, regarding various pushdown accounting issues, and did not have a material impact on the Company's consolidated financial statements.

In July 2015, the FASB issued ASU No. 2015-12, *Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962), and Health and Welfare Benefit Plans (Topic 965) - 1. Fully Benefit-Responsive Investment Contracts, 2. Plan Investment Disclosures, and 3. Measurement Date Practical Expedient*. The amendments within this ASU are in 3 parts. Among other things, Part I amendments designate contract value as the only required measure for fully benefit-responsive investment contracts; Part II amendments eliminate the requirement that plans disclose: (a) individual investments that represent 5 percent or more of net assets available for benefits; and (b) the net appreciation or depreciation for investments by general type requirements for both participant-directed investments and nonparticipant-directed investments. Part III amendments provide a practical expedient to permit plans to measure investments and investment-related accounts (e.g., a liability for a pending trade with a broker) as of a month-end date that is closest to the plan's fiscal year-end, when the fiscal period does not coincide with month-end. The amendments in Parts 1 and 2 of this ASU are effective on a retrospective basis and Part 3 is effective on a prospective basis, for fiscal years beginning after December 15, 2015. Early adoption is permitted. The Company does not expect the adoption of ASU 2015-12 to have a material impact on its consolidated financial statements.

In August 2015, the FASB issued ASU No. 2015-14, Revenue from Contracts with Customers (Topic 606): Deferral of Effective Date. The amendments in ASU 2015-14 defer the effective date of ASU 2014-09 for all entities by one year. Public business entities, certain not-for-profit entities, and certain employee benefit plans should apply the guidance in ASU 2014-09 to annual reporting periods beginning after December 15, 2017, including interim reporting periods within that reporting period. Earlier application is permitted only as of annual reporting periods beginning after December 15, 2016, including interim reporting periods within that reporting period. All other entities should apply the guidance in ASU 2014-09 to annual reporting periods beginning after December 15, 2018, and interim reporting periods within annual reporting periods beginning after December 15, 2019. All other entities may apply the guidance in ASU 2014-09 earlier as of an annual reporting period beginning after December 15, 2016, including interim reporting periods within that reporting period. All other entities also may apply the guidance in ASU 2014-09 earlier as of an annual reporting period beginning after December 15, 2016, and interim reporting periods within annual reporting periods beginning one year after the annual reporting period in which the entity first applies the guidance in ASU 2014-09. The Company does not expect the adoption of ASU 2015-14 (or ASU 2014-09) to have a material impact on its consolidated financial statements.

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In August 2015, the FASB issued ASU 2015-15, Interest Imputation of Interest (Subtopic 835-30) Presentation and Subsequent Measurement of Debt Issuance Costs Associated with Line-of-Credit Arrangements (Amendments to SEC Paragraphs Pursuant to Staff Announcement at June 18, 2015 EITF Meeting). On April 7, 2015, the FASB issued ASU 2015-03, Interest Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs, which requires entities to present debt issuance costs related to a recognized debt liability as a direct deduction from the carrying amount of that debt liability. The guidance in ASU 2015-03 (see paragraph 835-30-45-1A) does not address presentation or subsequent measurement of debt issuance costs related to line-of-credit arrangements. Given the absence of authoritative guidance within ASU 2015-03 for debt issuance costs related to line-of-credit arrangements, the SEC staff stated that they would not object to an entity deferring and presenting debt issuance costs as an asset and subsequently amortizing the deferred debt issuance costs ratably over the term of the line-of-credit arrangement, regardless of whether there are any outstanding borrowings on the line-of-credit arrangement. ASU 2015-15 adds these SEC comments to the S section of the Codification. The adoption of ASU 2015-15 did not have a material impact on the Company's consolidated financial statements.

In September 2015, the FASB issued ASU 2015-16, Business Combinations (Topic 805): Simplifying the Accounting for Measurement-Period Adjustments. The amendments in ASU 2015-16 require that an acquirer recognize adjustments to estimated amounts that are identified during the measurement period in the reporting period in which the adjustment amounts are determined. The amendments require that the acquirer record, in the same period's financial statements, the effect on earnings of changes in depreciation, amortization, or other income effects, if any, as a result of the change to the estimated amounts, calculated as if the accounting had been completed at the acquisition date. The amendments also require an entity to present separately on the face of the income statement or disclose in the notes the portion of the amount recorded in current-period earnings by line item that would have been recorded in previous reporting periods if the adjustment to the estimated amounts had been recognized as of the acquisition date. The amendments in this ASU are effective for public business entities for fiscal years beginning after December 15, 2015, including interim periods within those fiscal years. For all other entities, the amendments are effective for fiscal years beginning after December 15, 2016, and interim periods within fiscal years beginning after December 15, 2017. The amendments should be applied prospectively to adjustments to provisional amounts that occur after the effective date with earlier application permitted for financial statements that have not been issued. The Company does not expect the adoption of ASU 2015-16 to have a material impact on its consolidated financial statements.

In January 2016, the FASB issued ASU 2016-01, Financial Instruments Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities. The amendments in ASU 2016-01, among other things: 1) Requires equity investments (except those accounted for under the equity method of accounting, or those that result in consolidation of the investee) to be measured at fair value with changes in fair value recognized in net income. 2) Requires public business entities to use the exit price notion when measuring the fair value of financial instruments for disclosure purposes. 3) Requires separate presentation of financial assets and financial liabilities by measurement category and form of financial asset (i.e., securities or loans and receivables). 4) Eliminates the requirement for public business entities to disclose the method(s) and significant assumptions used to estimate the fair value that is required to be disclosed for financial instruments measured at amortized cost. The amendments in this ASU are effective for public companies for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. The Company is currently assessing the impact that ASU 2016-01 will have on its consolidated financial statements.

In February 2016, the FASB issued ASU 2016-02, Leases (Topic 842). Among other things, in the amendments in ASU 2016-02, lessees will be required to recognize the following for all leases (with the exception of short-term leases) at the commencement date: (1) A lease liability, which is a lessee's obligation to make lease payments arising from a lease, measured on a discounted basis; and (2) 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. Under the new guidance, lessor accounting is

largely unchanged. Certain targeted improvements were made to align, where necessary, lessor accounting with the lessee accounting model and Topic 606, Revenue from Contracts with Customers. The amendments in this ASU are effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. Early application is permitted upon issuance. Lessees (for capital and operating leases) and lessors (for sales-type, direct financing, and operating leases) must apply a modified retrospective transition approach for leases existing at, or entered into after, the beginning of the earliest comparative period presented in the financial statements. The modified retrospective approach would not require any transition accounting for leases that expired before the earliest comparative period presented. Lessees and lessors may not apply a full retrospective transition approach. The Company is currently assessing the impact that ASU 2016-02 will have on its consolidated financial statements.

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In March 2016, the FASB issued ASU No. 2016-07, Investments – Equity Method and Joint Ventures (Topic 323): Simplifying the Transition to the Equity Method of Accounting. Among other things, the amendments in ASU 2016-07, eliminate the requirement that when an investment qualifies for use of the equity method as a result of an increase in the level of ownership interest or degree of influence, an investor must adjust the investment, results of operations, and retained earnings retroactively on a step-by-step basis as if the equity method had been in effect during all previous periods that the investment had been held. The amendments require that the equity method investor add the cost of acquiring the additional interest in the investee to the current basis of the investor's previously held interest and adopt the equity method of accounting as of the date the investment becomes qualified for equity method accounting. Therefore, upon qualifying for the equity method of accounting, no retroactive adjustment of the investment is required. The amendments require that an entity that has an available-for-sale equity security that becomes qualified for the equity method of accounting recognize through earnings the unrealized holding gain or loss in accumulated other comprehensive income at the date the investment becomes qualified for use of the equity method. The amendments are effective for all entities for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2016. The amendments should be applied prospectively upon their effective date to increases in the level of ownership interest or degree of influence that result in the adoption of the equity method. Early Adoption is permitted. The Company is currently assessing the impact that ASU 2016-07 will have on its consolidated financial statements.

**Note 2. Securities**

The Company invests in U.S. agency and mortgage-backed securities, obligations of states and political subdivisions and corporate equity securities. Amortized costs and fair values of securities at December 31, 2015 and 2014 were as follows (in thousands):

		<b>2015</b>		
	<b>Amortized Cost</b>	<b>Gross Unrealized Gains</b>	<b>Gross Unrealized (Losses)</b>	<b>Fair Value</b>
<b>Securities available for sale:</b>				
U.S. agency and mortgage-backed securities	\$ 89,919	\$ 261	\$ (843)	\$ 89,337
Obligations of states and political subdivisions	15,931	333	(50)	16,214
Corporate equity securities	1	7		8
<b>Total securities available for sale</b>	<b>\$ 105,851</b>	<b>\$ 601</b>	<b>\$ (893)</b>	<b>\$ 105,559</b>
<b>Securities held to maturity:</b>				
U.S. agency and mortgage-backed securities	\$ 49,662	\$ 36	\$ (326)	\$ 49,372
Obligations of states and political subdivisions	15,357	228	(19)	15,566
Corporate debt securities	1,500			1,500
<b>Total securities held to maturity</b>	<b>\$ 66,519</b>	<b>\$ 264</b>	<b>\$ (345)</b>	<b>\$ 66,438</b>
<b>Total securities</b>	<b>\$ 172,370</b>	<b>\$ 865</b>	<b>\$ (1,238)</b>	<b>\$ 171,997</b>

**2014**

	<b>Amortized Cost</b>	<b>Gross Unrealized Gains</b>	<b>Gross Unrealized (Losses)</b>	<b>Fair Value</b>
<b>Securities available for sale:</b>				
U.S. agency and mortgage-backed securities	\$ 67,462	\$ 374	\$ (807)	\$ 67,029
Obligations of states and political subdivisions	16,031	325	(99)	16,257
Corporate equity securities	1	5		6
<b>Total securities available for sale</b>	<b>\$ 83,494</b>	<b>\$ 704</b>	<b>\$ (906)</b>	<b>\$ 83,292</b>



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At December 31, 2015 and 2014, investments in an unrealized loss position that were temporarily impaired were as follows (in thousands):

	<b>2015</b>					
	<b>Less than 12 months Unrealized</b>		<b>12 months or more Unrealized</b>		<b>Total Unrealized</b>	
	<b>Fair Value</b>	<b>(Loss)</b>	<b>Fair Value</b>	<b>(Loss)</b>	<b>Fair Value</b>	<b>(Loss)</b>
<b>Securities available for sale:</b>						
U.S. agency and mortgage-backed securities	\$ 50,185	\$ (464)	\$ 13,409	\$ (379)	\$ 63,594	\$ (843)
Obligations of states and political subdivisions	2,395	(15)	1,053	(35)	3,448	(50)
<b>Total securities available for sale</b>	<b>\$ 52,580</b>	<b>\$ (479)</b>	<b>\$ 14,462</b>	<b>\$ (414)</b>	<b>\$ 67,042</b>	<b>\$ (893)</b>
<b>Securities held to maturity:</b>						
U.S. agency and mortgage-backed securities	\$ 32,791	\$ (326)	\$	\$	\$ 32,791	\$ (326)
Obligations of states and political subdivisions	3,052	(19)			3,052	(19)
<b>Total securities held to maturity</b>	<b>\$ 35,843</b>	<b>\$ (345)</b>	<b>\$</b>	<b>\$</b>	<b>\$ 35,843</b>	<b>\$ (345)</b>
<b>Total securities</b>	<b>\$ 88,423</b>	<b>\$ (824)</b>	<b>\$ 14,462</b>	<b>\$ (414)</b>	<b>\$ 102,885</b>	<b>\$ (1,238)</b>

	<b>2014</b>					
	<b>Less than 12 months Unrealized</b>		<b>12 months or more Unrealized</b>		<b>Total Unrealized</b>	
	<b>Fair Value</b>	<b>(Loss)</b>	<b>Fair Value</b>	<b>(Loss)</b>	<b>Fair Value</b>	<b>(Loss)</b>
<b>Securities available for sale:</b>						
U.S. agency and mortgage-backed securities	\$ 8,677	\$ (60)	\$ 32,527	\$ (747)	\$ 41,204	\$ (807)
Obligations of states and political subdivisions	715	(1)	2,841	(98)	3,556	(99)
<b>Total securities available for sale</b>	<b>\$ 9,392</b>	<b>\$ (61)</b>	<b>\$ 35,368</b>	<b>\$ (845)</b>	<b>\$ 44,760</b>	<b>\$ (906)</b>

The tables above provide information about securities that have been in an unrealized loss position for less than twelve consecutive months and securities that have been in an unrealized loss position for twelve consecutive months or more. Management evaluates securities for other-than-temporary impairment at least on a quarterly basis, and more frequently when economic or market concerns warrant such evaluation. Impairment is considered to be other-than

temporary if the Company (1) intends to sell the security, (2) more likely than not will be required to sell the security before recovering its cost, or (3) does not expect to recover the security's entire amortized cost basis. Presently, the Company does not intend to sell any of these securities, does not expect to be required to sell these securities, and expects to recover the entire amortized cost of all the securities.

At December 31, 2015, there were fifty-two U.S. agency and mortgage-backed securities and thirteen obligations of states and political subdivisions in an unrealized loss position. One hundred percent of the Company's investment portfolio is considered investment grade. The weighted-average re-pricing term of the portfolio was 4.6 years at December 31, 2015. At December 31, 2014, there were twenty-nine U.S. agency and mortgage-backed securities and seven obligations of states and political subdivisions in an unrealized loss position. One hundred percent of the Company's investment portfolio was considered investment grade at December 31, 2014. The weighted-average re-pricing term of the portfolio was 3.9 years at December 31, 2014. The unrealized losses at December 31, 2015 in the U.S. agency and mortgage-backed securities portfolio and the obligation of states and political subdivisions portfolio were related to changes in market interest rates and not credit concerns of the issuers.

The amortized cost and fair value of securities at December 31, 2015 by contractual maturity are shown below (in thousands). Expected maturities of mortgage-backed securities will differ from contractual maturities because borrowers may have the right to prepay obligations with or without call or prepayment penalties. Corporate equity securities are not included in the maturity categories in the following maturity summary because they do not have a stated maturity date.

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	<b>Available for Sale</b>		<b>Held to Maturity</b>	
	<b>Amortized</b>	<b>Fair</b>	<b>Amortized</b>	<b>Fair</b>
	<b>Cost</b>	<b>Value</b>	<b>Cost</b>	<b>Value</b>
Due within one year	\$ 382	\$ 383	\$	\$
Due after one year through five years	11,733	11,693	632	635
Due after five years through ten years	16,013	16,113	19,510	19,564
Due after ten years	77,722	77,362	46,377	46,239
Corporate equity securities	1	8		
	\$ 105,851	\$ 105,559	\$ 66,519	\$ 66,438

Proceeds from maturities, calls, principal payments, and sales of securities available for sale during 2015 and 2014 were \$17.7 million and \$35.8 million, respectively. There were no gross gains realized on calls and sales during 2015. Gross gains of \$787 thousand were realized on calls and sales during 2014. Gross losses of \$55 thousand and \$91 thousand were realized on calls and sales during 2015 and 2014, respectively.

There were no proceeds from sales of securities held to maturity during 2015 and 2014. Proceeds from maturities, calls, and principal payments of securities held to maturity during 2015 were \$2.3 million. During 2014, there were no proceeds from maturities, call and principal payments of securities held to maturity. The Company did not realize any gross gains or gross losses on held to maturity securities during 2015 or 2014.

Securities having a fair value of \$26.9 million and \$4.5 million at December 31, 2015 and 2014 were pledged to secure public deposits and for other purposes required by law.

Federal Home Loan Bank, Federal Reserve Bank and Community Bankers Bank stock are generally viewed as long-term investments and as restricted securities, which are carried at cost, because there is a minimal market for the stock. Therefore, when evaluating restricted securities for impairment, their value is based on the ultimate recoverability of the par value rather than by recognizing temporary declines in value. The Company does not consider these investments to be other-than-temporarily impaired at December 31, 2015, and no impairment has been recognized.

The composition of restricted securities at December 31, 2015 and 2014 was as follows (in thousands):

	<b>2015</b>	<b>2014</b>
Federal Home Loan Bank stock	\$ 466	\$ 470
Federal Reserve Bank stock	875	846
Community Bankers Bank stock	50	50
	\$ 1,391	\$ 1,366

**Note 3. Loans**

Loans at December 31, 2015 and 2014 are summarized as follows (in thousands):

	<b>2015</b>	<b>2014</b>
<b>Real estate loans:</b>		
Construction and land development	\$ 33,135	\$ 29,475
Secured by 1-4 family residential	189,286	163,727
Other real estate	181,447	151,802
Commercial and industrial loans	24,048	21,166
Consumer and other loans	11,083	12,240
<b>Total loans</b>	<b>\$ 438,999</b>	<b>\$ 378,410</b>
Allowance for loan losses	(5,524)	(6,718)
<b>Loans, net</b>	<b>\$ 433,475</b>	<b>\$ 371,692</b>

Net deferred loan costs included in the above loan categories were \$54 thousand and \$130 thousand at December 31, 2015 and 2014, respectively. Consumer and other loans included \$257 thousand and \$285 thousand of demand deposit overdrafts at December 31, 2015 and 2014, respectively.

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The following tables provide a summary of loan classes and an aging of past due loans as of December 31, 2015 and 2014 (in thousands):

	December 31, 2015							90 Days or More Past Due and Accruing
	30-59 Days Past Due	60-89 Days Past Due	> 90 Days Past Due	Total Past Due	Current	Total Loans	Non- Accrual Loans	
Real estate loans:								
Construction and land development	\$	\$	\$	\$	\$ 33,135	\$ 33,135	\$ 1,269	\$
1-4 family residential	635	18	264	917	188,369	189,286	346	
Other real estate loans	387	358	790	1,535	179,912	181,447	2,145	
Commercial and industrial			92	92	23,956	24,048	94	92
Consumer and other loans	20			20	11,063	11,083		
<b>Total</b>	<b>\$ 1,042</b>	<b>\$ 376</b>	<b>\$ 1,146</b>	<b>\$ 2,564</b>	<b>\$ 436,435</b>	<b>\$ 438,999</b>	<b>\$ 3,854</b>	<b>\$ 92</b>

	December 31, 2014							90 Days or More Past Due and Accruing
	30-59 Days Past Due	60-89 Days Past Due	> 90 Days Past Due	Total Past Due	Current	Total Loans	Non- Accrual Loans	
Real estate loans:								
Construction and land development	\$ 2,441	\$ 71	\$	\$ 2,512	\$ 26,963	\$ 29,475	\$ 1,787	\$
1-4 family residential	504	323	754	1,581	162,146	163,727	1,342	
Other real estate loans	554	800	2,519	3,873	147,929	151,802	4,756	
Commercial and industrial	10	106		116	21,050	21,166	115	
Consumer and other loans	14			14	12,226	12,240		
<b>Total</b>	<b>\$ 3,523</b>	<b>\$ 1,300</b>	<b>\$ 3,273</b>	<b>\$ 8,096</b>	<b>\$ 370,314</b>	<b>\$ 378,410</b>	<b>\$ 8,000</b>	<b>\$</b>

**Credit Quality Indicators**

As part of the ongoing monitoring of the credit quality of the Company's loan portfolio, management tracks certain credit quality indicators including trends related to the risk grading of specified classes of loans. The Company utilizes

a risk grading matrix to assign a rating to each of its loans. The loan ratings are summarized into the following categories: pass, special mention, substandard, doubtful and loss. Pass rated loans include all risk rated credits other than those included in special mention, substandard or doubtful. Loans classified as loss are charged-off. Loan officers assign risk grades to loans at origination and as renewals arise. The Bank's Credit Administration department reviews risk grades for accuracy on a quarterly basis and as credit issues arise. In addition, a certain amount of loans are reviewed each year through the Company's internal and external loan review process. A description of the general characteristics of the loan grading categories is as follows:

**Pass** Loans classified as pass exhibit acceptable operating trends, balance sheet trends, and liquidity. Sufficient cash flow exists to service the loan. All obligations have been paid by the borrower as agreed.

**Special Mention** Loans classified as special mention have a potential weakness that deserves management's close attention. If left uncorrected, these potential weaknesses may result in deterioration of the repayment prospects for the loan or the Bank's credit position at some future date.

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**Substandard** Loans classified as substandard are inadequately protected by the current net worth and payment capacity of the obligor or of the collateral pledged, if any. Loans so classified have a well-defined weakness or weaknesses that jeopardize the liquidation of the debt. They are characterized by the distinct possibility that the institution will sustain some loss if the deficiencies are not corrected.

**Doubtful** Loans classified as doubtful have all the weakness inherent in those classified as substandard, with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of currently existing facts, conditions and values, highly questionable and improbable. The Company considers all doubtful loans to be impaired and places the loan on non-accrual status.

**Loss** Loans classified as loss are considered uncollectable and of such little value that their continuance as bankable assets is not warranted.

The following tables provide an analysis of the credit risk profile of each loan class as of December 31, 2015 and 2014 (in thousands):

	December 31, 2015				Total
	Pass	Special Mention	Substandard	Doubtful	
Real estate loans:					
Construction and land development	\$ 26,371	\$ 2,587	\$ 4,177	\$	\$ 33,135
Secured by 1-4 family residential	182,595	3,376	3,315		189,286
Other real estate loans	165,310	9,977	6,160		181,447
Commercial and industrial	23,351	432	265		24,048
Consumer and other loans	11,083				11,083
<b>Total</b>	<b>\$ 408,710</b>	<b>\$ 16,372</b>	<b>\$ 13,917</b>	<b>\$</b>	<b>\$ 438,999</b>

	December 31, 2014				Total
	Pass	Special Mention	Substandard	Doubtful	
Real estate loans:					
Construction and land development	\$ 20,476	\$ 2,962	\$ 6,037	\$	\$ 29,475
Secured by 1-4 family residential	152,004	5,058	6,665		163,727
Other real estate loans	126,211	14,776	10,815		151,802
Commercial and industrial	20,428	463	275		21,166
Consumer and other loans	12,240				12,240
<b>Total</b>	<b>\$ 331,359</b>	<b>\$ 23,259</b>	<b>\$ 23,792</b>	<b>\$</b>	<b>\$ 378,410</b>

**Table of Contents****Note 4. Allowance for Loan Losses**

The following tables present, as of December 31, 2015 and 2014, the total allowance for loan losses, the allowance by impairment methodology and loans by impairment methodology (in thousands).

	December 31, 2015					
	Construction and Land Development	Secured by 1-4 Family Residential	Other Real Estate	Commercial and Industrial	Consumer and Other Loans	Total
<b>Allowance for loan losses:</b>						
Beginning Balance, December 31, 2014	\$ 1,403	\$ 1,204	\$ 3,658	\$ 310	\$ 143	\$ 6,718
Charge-offs		(142)	(1,125)	(59)	(512)	(1,838)
Recoveries	4	373	2	72	293	744
Provision for (recovery of) loan losses	125	(496)	(1)	(17)	289	(100)
Ending Balance, December 31, 2015	\$ 1,532	\$ 939	\$ 2,534	\$ 306	\$ 213	\$ 5,524
<b>Ending Balance:</b>						
Individually evaluated for impairment	326	23	195			544
Collectively evaluated for impairment	1,206	916	2,339	306	213	4,980
<b>Loans:</b>						
Ending Balance	33,135	189,286	181,447	24,048	11,083	438,999
Individually evaluated for impairment	2,544	2,044	3,023	94		7,705
Collectively evaluated for impairment	30,591	187,242	178,424	23,954	11,083	431,294
	December 31, 2014					
	Construction and Land Development	Secured by 1-4 Family Residential	Other Real Estate	Commercial and Industrial	Consumer and Other Loans	Total
<b>Allowance for loan losses:</b>						
Beginning Balance, December 31, 2013	\$ 2,710	\$ 2,975	\$ 4,418	\$ 442	\$ 99	\$ 10,644
Charge-offs	(91)	(272)	(203)	(43)	(318)	(927)
Recoveries	80	15	509	18	229	851
	(1,296)	(1,514)	(1,066)	(107)	133	(3,850)



Provision for (recovery of) loan losses						
Ending Balance, December 31, 2014	\$ 1,403	\$ 1,204	\$ 3,658	\$ 310	\$ 143	\$ 6,718
<b>Ending Balance:</b>						
Individually evaluated for impairment	245	173	1,456	33		1,907
Collectively evaluated for impairment	1,158	1,031	2,202	277	143	4,811
<b>Loans:</b>						
Ending Balance	29,475	163,727	151,802	21,166	12,240	378,410
Individually evaluated for impairment	3,205	3,414	7,183	120		13,922
Collectively evaluated for impairment	26,270	160,313	144,619	21,046	12,240	364,488

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Impaired loans and the related allowance at December 31, 2015 and 2014, were as follows (in thousands):

	December 31, 2015						
	Unpaid Principal Balance	Recorded Investment with No Allowance	Recorded Investment with Allowance	Total Recorded Investment	Related Allowance	Average Recorded Investment	Interest Income Recognized
Real estate loans:							
Construction and land development	\$ 2,741	\$ 2,206	\$ 338	\$ 2,544	\$ 326	\$ 2,967	\$ 60
Secured by 1-4 family	2,116	2,021	23	2,044	23	2,526	107
Other real estate loans	3,492	2,463	560	3,023	195	4,933	58
Commercial and industrial	107	94		94		118	
Consumer and other loans							
<b>Total</b>	<b>\$ 8,456</b>	<b>\$ 6,784</b>	<b>\$ 921</b>	<b>\$ 7,705</b>	<b>\$ 544</b>	<b>\$ 10,544</b>	<b>\$ 225</b>

	December 31, 2014						
	Unpaid Principal Balance	Recorded Investment with No Allowance	Recorded Investment with Allowance	Total Recorded Investment	Related Allowance	Average Recorded Investment	Interest Income Recognized
Real estate loans:							
Construction and land development	\$ 3,299	\$ 2,800	\$ 405	\$ 3,205	\$ 245	\$ 5,532	\$ 40
Secured by 1-4 family	4,327	2,526	888	3,414	173	3,433	138
Other real estate loans	7,623	3,708	3,475	7,183	1,456	10,115	206
Commercial and industrial	127	5	115	120	33	159	1
Consumer and other loans							
<b>Total</b>	<b>\$ 15,376</b>	<b>\$ 9,039</b>	<b>\$ 4,883</b>	<b>\$ 13,922</b>	<b>\$ 1,907</b>	<b>\$ 19,239</b>	<b>\$ 385</b>

The Recorded Investment amounts in the table above represent the outstanding principal balance on each loan represented in the table. The Unpaid Principal Balance represents the outstanding principal balance on each loan represented in the table plus any amounts that have been charged off on each loan and/or payments that have been applied towards principal on non-accrual loans.

As of December 31, 2015, loans classified as troubled debt restructurings (TDRs) and included in impaired loans in the disclosure above totaled \$982 thousand. At December 31, 2015, \$317 thousand of the loans classified as TDRs were performing under the restructured terms and were not considered non-performing assets. There were \$1.9 million in TDRs at December 31, 2014, \$790 thousand of which were performing under the restructured terms. Modified terms under TDRs may include rate reductions, extension of terms that are considered to be below market, conversion to interest only, and other actions intended to minimize the economic loss and to avoid foreclosure or repossession of the collateral. There were no loans modified under TDRs during the year ended December 31, 2015. There was one loan modified under a TDR during the year ended December 31, 2014 because the loan term was extended at a below

market rate of interest. The recorded investment for this loan prior to the modification totaled \$283 thousand and the recorded investment after the modification totaled \$344 thousand. The Bank disbursed an additional \$61 thousand to the borrower at modification for improvements to the collateral for the loan, which enabled the borrower to secure a tenant, thus improving their cash flow and their ability to repay the loan. The following table provides further information regarding loans modified under TDRs during the year ended December 31, 2014 (dollars in thousands):

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		For the year ended December 31, 2014	
	Number of Contracts	Pre-modification outstanding recorded investment	Post- modification outstanding recorded investment
<b>Real estate loans:</b>			
Construction		\$	\$
Secured by 1-4 family			
Other real estate loans	1	283	344
Commercial and industrial			
Consumer and other loans			
<b>Total</b>	<b>1</b>	<b>\$ 283</b>	<b>\$ 344</b>

For the years ended December 31, 2015 and 2014, there were no troubled debt restructurings that subsequently defaulted within twelve months of the loan modification.

Management defines default as over ninety days past due or the foreclosure and repossession of the collateral and charge-off of the loan during the twelve month period subsequent to the modification.

There were no non-accrual loans excluded from impaired loan disclosure at December 31, 2015 and December 31, 2014. Had non-accrual loans performed in accordance with their original contract terms, the Company would have recognized additional interest income in the amount of \$243 thousand and \$423 thousand during the years ended December 31, 2015 and 2014, respectively.

**Note 5. Other Real Estate Owned**

OREO was primarily comprised of raw land, non-residential properties and residential properties, and are located primarily in the Commonwealth of Virginia. Changes in the balance for OREO are as follows (in thousands):

	<b>2015</b>	<b>2014</b>
Balance at the beginning of year, gross	\$ 2,263	\$ 4,695
Transfers in	1,664	139
Charge-offs	(381)	(1,302)
Sales proceeds	(717)	(1,502)
Gain on disposition	74	307
Deferred gain recognized		(73)
Depreciation		(1)
Balance at the end of year, gross	2,903	2,263
Less: valuation allowance	(224)	(375)
Balance at the end of year, net	\$ 2,679	\$ 1,888

At December 31, 2015, the carrying amount of residential real estate properties included in OREO was \$627 thousand. There were no residential real estate properties included in OREO at December 31, 2014. The Bank did not have any consumer mortgage loans secured by residential real estate properties for which formal foreclosure proceedings were in process as of December 31, 2015.

Changes in the allowance for OREO losses are as follows (in thousands):

	<b>2015</b>	<b>2014</b>
Balance at beginning of year	\$ 375	\$ 1,665
Provision for losses	230	12
Charge-offs, net	(381)	(1,302)
Balance at end of year	\$ 224	\$ 375

Net expenses applicable to OREO, other than the provision for losses, were \$196 thousand and \$81 thousand for the years ended December 31, 2015 and 2014, respectively.

**Table of Contents****Note 6. Premises and Equipment**

Premises and equipment are summarized as follows at December 31, 2015 and 2014 (in thousands):

	<b>2015</b>	<b>2014</b>
Land	\$ 4,974	\$ 4,393
Buildings and leasehold improvements	19,390	15,041
Furniture and equipment	11,251	9,686
Construction in process	20	42
	<b>\$ 35,635</b>	<b>\$ 29,162</b>
Less accumulated depreciation	14,246	13,036
	<b>\$ 21,389</b>	<b>\$ 16,126</b>

Depreciation expense included in operating expenses for 2015 and 2014 was \$1.2 million and \$967 thousand, respectively.

**Note 7. Deposits**

The aggregate amount of time deposits, in denominations of \$250 thousand or more, was \$10.6 million and \$11.4 million at December 31, 2015 and 2014, respectively.

The Bank obtains certain deposits through the efforts of third-party brokers. At December 31, 2015 and 2014, brokered deposits totaled \$600 thousand and \$1.9 million, respectively, and were included in time deposits on the Company's consolidated financial statements.

At December 31, 2015, the scheduled maturities of time deposits were as follows (in thousands):

2016	\$ 80,485
2017	16,826
2018	15,141
2019	11,843
2020	15,013
Thereafter	1,793
	<b>\$ 141,101</b>

**Note 8. Other Borrowings**

The Bank had unused lines of credit totaling \$128.1 million and \$121.1 million available with non-affiliated banks at December 31, 2015 and 2014, respectively. These amounts primarily consist of a blanket floating lien agreement with the Federal Home Loan Bank of Atlanta in which the Bank can borrow up to 19% of its total assets. The unused line of credit with FHLB totaled \$83.6 million at December 31, 2015. The Bank had collateral pledged on the borrowing

line at December 31, 2015, including real estate loans totaling \$105.1 million and Federal Home Loan Bank stock of \$466 thousand.

The Bank also had a letter of credit from the FHLB totaling \$23.0 million at December 31, 2014, which was terminated by the Bank on September 1, 2015. The Bank had collateral pledged on the borrowing line and letter of credit at December 31, 2014, including real estate loans totaling \$101.9 million and Federal Home Loan Bank stock of \$470 thousand.

At December 31, 2014, the Bank had a note payable totaling \$26 thousand, secured by a deed of trust, for land purchased to construct a banking office, which was paid-off by the Bank on December 17, 2015. The note required monthly payments of \$2 thousand. The fixed interest rate on this loan was 4.00%.

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**Table of Contents****Note 9. Subordinated Debt**

On October 30, 2015, the Company entered into a Subordinated Loan Agreement (the Agreement) to which the Company issued an interest only subordinated term note due 2025 in the aggregate principal amount of \$5.0 million (the Note). The Note bears interest at a fixed rate of 6.75% per annum. The Note qualifies as Tier 2 capital for regulatory capital purposes and at December 31, 2015, the total amount of subordinated debt issued was included in the Company's Tier 2 capital.

The Note has a maturity date of October 1, 2025. Subject to regulatory approval, the Company may prepay the Note, in part or in full, beginning on October 30, 2020. The Note will be an unsecured, subordinated obligation of the Company and will rank junior in right of payment to the Company's senior indebtedness and to the Company's obligations to its general creditors. The Note ranks equally with all other unsecured subordinated debt, except any which by its terms is expressly stated to be subordinated to the Note. The Note ranks senior to all current and future junior subordinated debt obligations, preferred stock and common stock of the Company.

The Note is not convertible into common stock or preferred stock. The Agreement contains customary events of default such as the bankruptcy of the Company and the non-payment of principal or interest when due. The holder of the Note may accelerate the repayment of the Note only in the event of bankruptcy or similar proceedings and not for any other event of default.

**Note 10. Junior Subordinated Debt**

On June 8, 2004, First National (VA) Statutory Trust II (Trust II), a wholly-owned subsidiary of the Company, was formed for the purpose of issuing redeemable capital securities, commonly known as trust preferred securities. On June 17, 2004, \$5.0 million of trust preferred securities were issued through a pooled underwriting. The securities have a LIBOR-indexed floating rate of interest. The interest rate at December 31, 2015 and 2014 was 3.13% and 2.84%, respectively. The securities have a mandatory redemption date of June 17, 2034, and were subject to varying call provisions that began September 17, 2009. The principal asset of Trust II is \$5.2 million of the Company's junior subordinated debt with maturities and interest rates comparable to the trust preferred securities. The Trust's obligations under the trust preferred securities are fully and unconditionally guaranteed by the Company. The Company is current on its interest payments on the junior subordinated debt.

On July 24, 2006, First National (VA) Statutory Trust III (Trust III), a wholly-owned subsidiary of the Company, was formed for the purpose of issuing redeemable capital securities. On July 31, 2006, \$4.0 million of trust preferred securities were issued through a pooled underwriting. The securities have a LIBOR-indexed floating rate of interest. The interest rate at December 31, 2015 and 2014 was 1.93% and 1.84%, respectively. The securities have a mandatory redemption date of October 1, 2036, and were subject to varying call provisions that began October 1, 2011. The principal asset of Trust III is \$4.1 million of the Company's junior subordinated debt with maturities and interest rates comparable to the trust preferred securities. The Trust's obligations under the trust preferred securities are fully and unconditionally guaranteed by the Company. The Company is current on its interest payments on the junior subordinated debt.

While these securities are debt obligations of the Company, they are included in capital for regulatory capital ratio calculations. Under present regulations, the junior subordinated debt may be included in Tier 1 capital for regulatory capital adequacy purposes as long as their amount does not exceed 25% of Tier 1 capital, including total junior subordinated debt. The portion of the junior subordinated debt not considered as Tier 1 capital, if any, may be included in Tier 2 capital. At December 31, 2015 and December 31, 2014, the total amount of junior subordinated debt issued by the Trusts was included in the Company's Tier 1 capital.





**Table of Contents****Note 11. Income Taxes**

The Company is subject to U.S. federal and Virginia income tax as well as bank franchise tax in the state of Virginia. With few exceptions, the Company is no longer subject to U.S. federal, state and local income tax examinations by tax authorities for years prior to 2012.

Net deferred tax assets consisted of the following components at December 31, 2015 and 2014 (in thousands):

	<b>2015</b>	<b>2014</b>
<b>Deferred Tax Assets</b>		
Allowance for loan losses	\$ 1,878	\$ 2,284
Allowance for other real estate owned	76	127
Unfunded pension liability	719	732
Gain on other real estate owned	672	639
Securities available for sale	102	71
Accrued pension	568	392
Core deposit intangible	179	13
Unvested stock-based compensation	11	
	\$ 4,205	\$ 4,258
<b>Deferred Tax Liabilities</b>		
Depreciation	\$ 693	\$ 604
Discount accretion	2	2
Loan origination fees, net	18	44
	\$ 713	\$ 650
Net deferred tax assets	\$ 3,492	\$ 3,608

The income tax expense for the years ended December 31, 2015 and 2014 consisted of the following (in thousands):

	<b>2015</b>	<b>2014</b>
Current tax expense	\$ 822	\$ 1,528
Deferred tax expense	134	1,971
	\$ 956	\$ 3,499

The income tax expense differs from the amount of income tax determined by applying the U.S. federal income tax rate to pretax income for the years ended December 31, 2015 and 2014, due to the following (in thousands):

<b>2015</b>	<b>2014</b>
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Computed tax expense at statutory federal rate	\$ 1,227	\$ 3,784
Decrease in income taxes resulting from:		
Tax-exempt interest and dividend income	(201)	(189)
Other	(70)	(96)
	\$ 956	\$ 3,499

**Table of Contents****Note 12. Funds Restrictions and Reserve Balance**

Transfers of funds from the banking subsidiary to the parent company in the form of loans, advances and cash dividends are restricted by federal and state regulatory authorities. At December 31, 2015, the aggregate amount of unrestricted funds which could be transferred from the banking subsidiary to the parent company, without prior regulatory approval, totaled \$7.8 million. The amount of unrestricted funds is determined by subtracting the total dividend payments of the Bank from the Bank's net income for that year, combined with the Bank's retained net income for the preceding two years. Beginning on January 1, 2016, the Bank could not transfer funds to the Company without prior approval from regulatory authorities under current supervisory practices.

The Bank must maintain a reserve against its deposits in accordance with Regulation D of the Federal Reserve Act. For the final weekly reporting period in the years ended December 31, 2015 and 2014, the aggregate amounts of daily average required balances were approximately \$5.6 million and \$613 thousand, respectively.

**Note 13. Benefit Plans***Pension Plan*

The Bank has a noncontributory, defined benefit pension plan for all full-time employees over 21 years of age with at least one year of credited service and hired prior to May 1, 2011. Effective May 1, 2011, the plan was frozen to new participants. Only individuals employed on or before April 30, 2011 were eligible to become participants in the plan upon satisfaction of the eligibility requirements. Benefits are generally based upon years of service and average compensation for the five highest-paid consecutive years of service. The Bank's funding practice has been to make at least the minimum required annual contribution permitted by the Employee Retirement Income Security Act of 1974, as amended, and the Internal Revenue Code of 1986, as amended.

The following tables provide a reconciliation of the changes in the plan benefit obligation and the fair value of assets for the periods ended December 31, 2015 and 2014 (in thousands).

	2015	2014
<b>Change in Benefit Obligation</b>		
Benefit obligation, beginning of year	\$ 7,729	\$ 5,501
Service cost	446	347
Interest cost	302	269
Actuarial (gain) loss	(271)	1,769
Benefits paid	(99)	(157)
Benefit obligation, end of year	\$ 8,107	\$ 7,729
<b>Changes in Plan Assets</b>		
Fair value of plan assets, beginning of year	\$ 4,368	\$ 4,329
Actual return on plan assets	(5)	196
Benefits paid	(99)	(157)
Fair value of assets, end of year	\$ 4,264	\$ 4,368

<b>Funded Status, end of year</b>	\$ (3,843)	\$ (3,361)
<b>Amount Recognized in Other Liabilities</b>	\$ (3,843)	\$ (3,361)
<b>Amounts Recognized in Accumulated Other Comprehensive Loss, net of tax</b>		
Net loss	\$ 2,115	\$ 2,153
Deferred income tax benefit	(719)	(732)
Amount recognized	\$ 1,396	\$ 1,421
<b>Weighted Average Assumptions Used to Determine Benefit Obligation</b>		
Discount rate used for disclosure	4.25%	4.00%
Expected return on plan assets	7.50%	7.50%
Rate of compensation increase	3.00%	3.00%

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	2015	2014
<b>Components of Net Periodic Benefit Cost</b>		
Service cost	\$ 446	\$ 347
Interest cost	302	269
Expected return on plan assets	(314)	(315)
Recognized net actuarial loss	86	
Net periodic benefit cost	\$ 520	\$ 301
<b>Other Changes in Plan Assets and Benefit Obligations Recognized in Other Comprehensive Loss</b>		
Net (gain) loss	\$ (38)	\$ 1,888
Total recognized in other comprehensive loss	\$ (38)	\$ 1,888
<b>Total Recognized in Net Periodic Benefit Cost and Other Comprehensive Loss</b>	<b>\$ 482</b>	<b>\$ 2,189</b>
<b>Weighted Average Assumptions Used to Determine Net Periodic Benefit Cost</b>		
Discount rate	4.00%	5.00%
Expected return on plan assets	7.50%	7.50%
Rate of compensation increase	3.00%	3.00%

The plan sponsor selects the expected long-term rate of return on assets assumption in consultation with their investment advisors and actuary. This rate is intended to reflect the average rate of earnings expected to be earned on the funds invested or to be invested to provide plan benefits. Historical performance is reviewed, especially with respect to real rates of return (net of inflation), for the major asset classes held or anticipated to be held by the trust, and for the trust itself. Undue weight is not given to recent experience, which may not continue over the measurement period, with higher significance placed on current forecasts of future long-term economic conditions.

Because assets are held in a qualified trust, anticipated returns are not reduced for taxes. Further, solely for this purpose, the plan is assumed to continue in force and not terminate during the period during which assets are invested. However, consideration is given to the potential impact of current and future investment policy, cash flow into and out of the trust, and expenses (both investment and non-investment) typically paid from plan assets (to the extent such expenses are not explicitly estimated within periodic cost).

The process used to select the discount rate assumption takes into account the benefit cash flow and the segmented yields on high-quality corporate bonds that would be available to provide for the payment of the benefit cash flow. A single effective discount rate, rounded to the nearest .25%, is then established that produces an equivalent discounted present value.

The pension plan's weighted-average asset allocations at the end of the plan year for 2015 and 2014, by asset category were as follows:

	2015	2014
<b>Asset Category</b>		

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Mutual funds - fixed income	40%	39%
Mutual funds - equity	60%	61%
Total	100%	100%

The trust fund is sufficiently diversified to maintain a reasonable level of risk without imprudently sacrificing return, with a targeted asset allocation of 40% fixed income and 60% equities. The Investment Manager selects investment fund managers with demonstrated experience and expertise, and funds with demonstrated historical performance for the implementation of the plan's investment strategy. The investment manager will consider both actively and passively managed investment strategies and will allocate funds across the asset classes to develop an efficient investment structure.

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It is the responsibility of the trustee to administer the investments of the trust within reasonable costs, being careful to avoid sacrificing quality. These costs include, but are not limited to, management and custodial fees, consulting fees, transaction costs and other administrative costs chargeable to the trust.

Following is a description of the valuation methodologies used for assets measured at fair value.

*Fixed income and equity funds:* Valued at the net asset value of shares held at year-end.

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

Level 1 Inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.

Level 2 Inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement. The following tables set forth by level, within the fair value hierarchy, the Company's pension plan assets at fair value as of December 31, 2015 and 2014 (in thousands):

	Fair Value Measurements at December 31, 2015			
	Total	Level 1	Level 2	Level 3
Fixed income funds	\$ 1,720	\$ 1,720	\$	\$
Equity funds	2,544	2,544		
<b>Total</b>	<b>\$ 4,264</b>	<b>\$ 4,264</b>	<b>\$</b>	<b>\$</b>

	Fair Value Measurements at December 31, 2014			
	Total	Level 1	Level 2	Level 3
Fixed income funds	\$ 1,711	\$ 1,711	\$	\$
Equity funds	2,657	2,657		
<b>Total</b>	<b>\$ 4,368</b>	<b>\$ 4,368</b>	<b>\$</b>	<b>\$</b>

The Company did not make a cash contribution during the years ended December 31, 2015 and 2014, and expects to make no contribution during the year ended December 31, 2016. The accumulated benefit obligation for the defined benefit pension plan was \$5.6 million and \$5.3 million at December 31, 2015 and 2014, respectively.



Estimated future benefit payments, which reflect expected future service, as appropriate, were as follows at December 31, 2015 (in thousands):

2016	\$ 620
2017	188
2018	30
2019	31
2020	463
Years 2021-2025	2,544

**Table of Contents***401(k) Plan*

The Company maintains a 401(k) plan for all eligible employees. Participating employees may elect to contribute up to the maximum percentage allowed by the Internal Revenue Service, as defined in the plan. The Company makes matching contributions, on a dollar-for-dollar basis, for the first one percent of an employee's compensation contributed to the Plan and fifty cents for each dollar of the employee's contribution between two percent and six percent. The Company also makes an additional contribution for eligible employees hired on or after May 1, 2011. This contribution is allocated based on years of service to participants who were hired on or after May 1, 2011 who have completed at least one thousand hours of service during the year and who are employed on the last day of the Plan Year. The amount that the Company matches is contributed for the benefit of the respective employee to the employee stock ownership plan (ESOP). All employees who are age nineteen or older are eligible. Employee contributions vest immediately. Employer matching contributions vest after two plan service years with the Company. The Company has the discretion to make a profit sharing contribution to the plan each year based on overall performance, profitability, and other economic factors. For the years ended December 31, 2015 and 2014, expense attributable to the Plan amounted to \$451 thousand and \$306 thousand, respectively.

*Employee Stock Ownership Plan*

On January 1, 2000, the Company established an employee stock ownership plan. The ESOP provides an opportunity for the Company to award shares of First National Corporation stock to employees at its discretion. Employees are eligible to participate in the ESOP effective immediately upon beginning service with the Company. Participants become 100% vested after two years of credited service. In addition to the 401(k) matching contributions made by the Company to the ESOP, the Board of Directors may make discretionary contributions, within certain limitations prescribed by federal tax regulations. There was no compensation expense for the ESOP for the years ended December 31, 2015 and 2014. Shares of the Company held by the ESOP at December 31, 2015 and 2014 were 208,168 and 173,823, respectively.

**Note 14. Earnings per Common Share**

Basic earnings per common share represents income available to common shareholders divided by the weighted-average number of common shares outstanding during the period. Diluted earnings per common share reflects additional common shares that would have been outstanding if dilutive potential common shares had been issued, as well as any adjustment to income that would result from the assumed issuance.

The following table presents the computation of basic and diluted earnings per share for the years ended December 31, 2015 and 2014 (dollars in thousands, except per share data):

	<b>2015</b>	<b>2014</b>
<b>(Numerator):</b>		
Net income	\$ 2,655	\$ 7,631
Effective dividend and accretion on preferred stock	1,113	1,138
Net income available to common shareholders	\$ 1,542	\$ 6,493
<b>(Denominator):</b>		
Weighted average shares outstanding basic	4,910,608	4,902,389

Potentially dilutive common shares	restricted stock		
units		2,566	
Weighted average shares outstanding	diluted	4,913,174	4,902,389
Income per common share			
Basic		\$ 0.31	\$ 1.32
Diluted		\$ 0.31	\$ 1.32

**Table of Contents****Note 15. Commitments and Unfunded Credits**

The Company, through its banking subsidiary is a party to credit related financial instruments with risk not reflected in the consolidated financial statements in the normal course of business to meet the financing needs of its customers. These financial instruments include commitments to extend credit, standby letters of credit and commercial letters of credit. Such commitments involve, to varying degrees, elements of credit and interest rate risk in excess of the amount recognized in the consolidated balance sheets.

The Bank's exposure to credit loss is represented by the contractual amount of these commitments. The Bank follows the same credit policies in making commitments as it does for on-balance-sheet instruments.

At December 31, 2015 and 2014, the following financial instruments were outstanding whose contract amounts represent credit risk (in thousands):

	<b>2015</b>	<b>2014</b>
Commitments to extend credit and unfunded commitments under lines of credit	\$ 61,115	\$ 60,019
Stand-by letters of credit	7,732	9,763

Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. The commitments for lines of credit may expire without being drawn upon. Therefore, the total commitment amounts do not necessarily represent future cash requirements. The amount of collateral obtained, if it is deemed necessary by the Bank, is based on management's credit evaluation of the customer.

Unfunded commitments under commercial lines of credit, revolving credit lines and overdraft protection agreements are commitments for possible future extensions of credit to existing customers. These lines of credit are collateralized as deemed necessary and usually do not contain a specified maturity date and may not be drawn upon to the total extent to which the Bank is committed.

Commercial and standby letters of credit are conditional commitments issued by the Bank to guarantee the performance of a customer to a third party. Those letters of credit are primarily issued to support public and private borrowing arrangements. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loan facilities to customers. The Bank generally holds collateral supporting those commitments if deemed necessary.

At December 31, 2015, the Bank had \$10.8 million in locked-rate commitments to originate mortgage loans and \$323 thousand in loans held for sale. Risks arise from the possible inability of counterparties to meet the terms of their contracts. The Bank does not expect any counterparty to fail to meet its obligations.

The Bank has cash accounts in other commercial banks. The amount on deposit at these banks at December 31, 2015 exceeded the insurance limits of the Federal Deposit Insurance Corporation by \$18 thousand.

**Note 16. Transactions with Related Parties**

During the year, executive officers and directors (and companies controlled by them) were customers of and had transactions with the Company in the normal course of business. In management's opinion, these transactions were made on substantially the same terms as those prevailing for other customers.

At December 31, 2015 and 2014, these loans totaled \$593 thousand and \$2.4 million, respectively. During 2015, total principal additions were \$1 thousand and total principal payments were \$29 thousand. Adjustments to related party loan balances during 2015 due to transition of related parties totaled approximately \$1.8 million.

Deposits from related parties held by the Bank at December 31, 2015 and 2014 amounted to \$3.2 million and \$5.7 million, respectively.

**Table of Contents****Note 17. Lease Commitments**

The Company was obligated under noncancelable leases for banking premises. Total rental expense for operating leases for 2015 and 2014 was \$112 thousand and \$99 thousand, respectively. Minimum rental commitments under noncancelable leases with terms in excess of one year as of December 31, 2015 were as follows (in thousands):

	<b>Operating Leases</b>
2016	\$ 60
2017	43
2018	22
2019	4
<b>Total minimum payments</b>	<b>\$ 129</b>

**Note 18. Dividend Reinvestment Plan**

The Company has in effect a Dividend Reinvestment Plan (DRIP) which provides an automatic conversion of dividends into common stock for enrolled shareholders. The Company may issue common shares to the DRIP or purchase on the open market. Common shares are purchased at a price which is based on the average closing prices of the shares as quoted on the Over-the-Counter Markets Group exchange for the 10 business days immediately preceding the dividend payment date.

The Company issued 4,109 and 3,113 common shares to the DRIP during the years ended December 31, 2015 and 2014, respectively.

**Note 19. Fair Value Measurements****Determination of Fair Value**

The Company uses fair value measurements to record fair value adjustments to certain assets and liabilities and to determine fair value disclosures. In accordance with the Fair Value Measurement and Disclosures topic of FASB ASC, the fair value of a financial instrument is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value is best determined based upon quoted market prices. However, in many instances, there are no quoted market prices for the Company's various financial instruments. In cases where quoted market prices are not available, fair values are based on estimates using present value or other valuation techniques. Those techniques are significantly affected by the assumptions used, including the discount rate and estimates of future cash flows. Accordingly, the fair value estimates may not be realized in an immediate settlement of the instrument.

The fair value guidance provides a consistent definition of fair value, which focuses on exit price in an orderly transaction (that is, not a forced liquidation or distressed sale) between market participants at the measurement date under current market conditions. If there has been a significant decrease in the volume and level of activity for the asset or liability, a change in valuation technique or the use of multiple valuation techniques may be appropriate. In such instances, determining the price at which willing market participants would transact at the measurement date under current market conditions depends on the facts and circumstances and requires the use of significant

judgment. The fair value is a reasonable point within the range that is most representative of fair value under current market conditions.

**Fair Value Hierarchy**

In accordance with this guidance, the Company groups its assets and liabilities generally measured at fair value in three levels, based on the markets in which the assets and liabilities are traded and the reliability of the assumptions used to determine fair value.

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- Level 1 Valuation is based on quoted prices in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date. Level 1 assets and liabilities generally include debt and equity securities that are traded in an active exchange market. Valuations are obtained from readily available pricing sources for market transactions involving identical assets or liabilities.
- Level 2 Valuation is based on inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly. The valuation may be based on quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the asset or liability.
- Level 3 Valuation is based on unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. Level 3 assets and liabilities include financial instruments whose value is determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which determination of fair value requires a significant management judgment or estimation.

An instrument's categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

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

**Securities available for sale**

Securities available for sale are recorded at fair value on a recurring basis. Fair value measurement is based upon quoted market prices, when available (Level 1). If quoted market prices are not available, fair values are measured utilizing independent valuation techniques of identical or similar securities for which significant assumptions are derived primarily from or corroborated by observable market data. Third party vendors compile prices from various sources and may determine the fair value of identical or similar securities by using pricing models that consider observable market data (Level 2).

The following tables present the balances of assets measured at fair value on a recurring basis as of December 31, 2015 and 2014 (in thousands).

Description	Fair Value Measurements at December 31, 2015			
	Balance as of December 31, 2015	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Securities available for sale				
U.S. agency and mortgage-backed securities	\$ 89,337	\$	\$ 89,337	\$
Obligations of states and political subdivisions	16,214		16,214	
Corporate equity securities	8	8		



\$ 105,559 \$ 8 \$ 105,551 \$

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Description	Fair Value Measurements at December 31, 2014			
	Balance as of December 31, 2014	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Securities available for sale				
U.S. agency and mortgage-backed securities	\$ 67,029	\$	\$ 67,029	\$
Obligations of states and political subdivisions	16,257		16,257	
Corporate equity securities	6	6		
	\$ 83,292	\$ 6	\$ 83,286	\$

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

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

**Loans held for sale**

Loans held for sale are carried at the lower of cost or market value. These loans currently consist of one-to-four family residential loans originated for sale in the secondary market. Fair value is based on the price secondary markets are currently offering for similar loans using observable market data which is not materially different than cost due to the short duration between origination and sale (Level 2). As such, the Company records any fair value adjustments on a nonrecurring basis. No nonrecurring fair value adjustments were recorded on loans held for sale during the years ended December 31, 2015 and 2014.

**Impaired Loans**

Loans are designated as impaired when, in the judgment of management based on current information and events, it is probable that all amounts due according to the contractual terms of the loan agreements will not be collected. The measurement of loss associated with impaired loans can be based on the present value of expected future cash flows discounted at the loan's effective interest rate, the observable market price of the loan, or the fair value of the collateral. Collateral may be in the form of real estate or business assets including equipment, inventory, and accounts receivable. The vast majority of the Company's collateral is real estate. The value of real estate collateral is determined utilizing a market valuation approach based on an appraisal conducted by an independent, licensed appraiser using observable market data (Level 2) within the last twelve months. However, if the collateral is a house or building in the process of construction or if an appraisal of the property is more than one year old and not solely based on observable market comparables or management determines the fair value of the collateral is further impaired below the appraised value, then a Level 3 valuation is considered to measure the fair value. The value of business equipment is based upon an outside appraisal, of one year or less, if deemed significant, or the net book value on the applicable business's financial statements if not considered significant using observable market data. Likewise, values for inventory and accounts receivables collateral are based on financial statement balances or aging reports (Level 3). Impaired loans

allocated to the allowance for loan losses are measured at fair value on a nonrecurring basis. Any fair value adjustments are recorded in the period incurred as provision for loan losses on the Consolidated Statements of Income.

Other real estate owned

Loans are transferred to other real estate owned when the collateral securing them is foreclosed on or acquired through a deed in lieu of foreclosure. The measurement of loss associated with other real estate owned is based on the appraisal documents and assessed the same way as impaired loans described above. Any fair value adjustments are recorded in the period incurred as other real estate owned expense on the Consolidated Statements of Income.

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The following tables summarize the Company's assets that were measured at fair value on a nonrecurring basis as of December 31, 2015 and 2014 (dollars in thousands).

Description	Balance as of December 31, 2015	Fair Value Measurements at December 31, 2015		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Impaired loans, net	\$ 377	\$	\$	\$ 377
Other real estate owned, net	2,679			2,679

Description	Balance as of December 31, 2014	Fair Value Measurements at December 31, 2014		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Impaired loans, net	\$ 2,976	\$	\$	\$ 2,976
Other real estate owned, net	1,888			1,888

## Quantitative information about Level 3 Fair Value Measurements for December 31, 2015

	Fair Value	Valuation Technique	Unobservable Input	Range (Weighted-Average)
Impaired loans, net	\$ 377	Property appraisals	Selling cost	2-10% (5%)
Other real estate owned, net	2,679	Property appraisals	Selling cost	7%

## Quantitative information about Level 3 Fair Value Measurements for December 31, 2014

	Fair Value	Valuation Technique	Unobservable Input	Range (Weighted-Average)
Impaired loans, net	\$ 2,976	Property appraisals	Selling cost	10%
Other real estate owned, net	1,888	Property appraisals	Selling cost	7%



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Accounting guidance requires disclosure of the fair value of financial assets and financial liabilities, including those financial assets and financial liabilities that are not measured and reported at fair value on a recurring basis or non-recurring basis. The methodologies for estimating the fair value of financial assets and financial liabilities that are measured at fair value on a recurring or non-recurring basis are discussed above. The methodologies for other financial assets and financial liabilities are discussed below:

### **Cash and Cash Equivalents and Federal Funds Sold**

The carrying amounts of cash and short-term instruments approximate fair values.

### **Securities Held to Maturity**

Certain debt securities that management has the positive intent and ability to hold until maturity are recorded at amortized cost. Fair values are determined in a manner that is consistent with securities available for sale.

### **Restricted Stock**

The carrying value of restricted stock approximates fair value based on redemption.

### **Loans**

For variable-rate loans that re-price frequently and with no significant change in credit risk, fair values are based on carrying values. Fair values for all other loans are estimated using discounted cash flow analyses, using interest rates currently being offered for loans with similar terms to borrowers of similar credit quality. Fair values for non-performing loans are estimated using discounted cash flow analyses or underlying collateral values, where applicable.

### **Deposit Liabilities**

The fair value of demand deposits, savings accounts, and certain money market deposits is the amount payable on demand at the reporting date. The fair value of fixed-rate certificates of deposit is estimated using the rates currently offered for deposits of similar remaining maturities.

### **Accrued Interest**

Accrued interest receivable and payable were estimated to equal the carrying value due to the short-term nature of these financial instruments.

### **Borrowings and Federal Funds Purchased**

The carrying amounts of federal funds purchased and other short-term borrowings maturing within ninety days approximate their fair values. Fair values of all other borrowings are estimated using discounted cash flow analyses based on the Company's current incremental borrowing rates for similar types of borrowing arrangements.

### **Bank Owned Life Insurance**

Bank owned life insurance represents insurance policies on officers, directors, and past directors of the Company. The cash values of these policies are estimates using information provided by insurance carriers. These policies are carried

at their cash surrender value, which approximates the fair value.

### **Commitments and Unfunded Credits**

The fair value of commitments to extend credit is estimated using the fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreements and the present creditworthiness of the counterparties. For fixed-rate loan commitments, fair value also considers the difference between current levels of interest rates and the committed rates.

The fair value of stand-by letters of credit is based on fees currently charged for similar agreements or on the estimated cost to terminate them or otherwise settle the obligations with the counterparties at the reporting date. At December 31, 2015 and 2014, fair value of loan commitments and standby letters of credit was immaterial.

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The carrying values and estimated fair values of the Company's financial instruments at December 31, 2015 and 2014 are as follows (in thousands):

	Fair Value Measurements at December 31, 2015 Using				
	Carrying Amount	Quoted Prices in Active Markets for Identical Assets Level 1	Significant Other Observable Inputs Level 2	Significant Unobservable Inputs Level 3	Fair Value
<b>Financial Assets</b>					
Cash and short-term investments	\$ 39,334	\$ 39,334	\$	\$	\$ 39,334
Securities available for sale	105,559	8	105,551		105,559
Securities held to maturity	66,519		64,938	1,500	66,438
Restricted securities	1,391		1,391		1,391
Loans held for sale	323		323		323
Loans, net	433,475			438,392	438,392
Bank owned life insurance	11,742		11,742		11,742
Accrued interest receivable	1,661		1,661		1,661
<b>Financial Liabilities</b>					
Deposits	\$ 627,116	\$	\$ 486,015	\$ 140,306	\$ 626,321
Subordinated debt	4,913			4,913	4,913
Junior subordinated debt	9,279			8,141	8,141
Accrued interest payable	117		117		117

	Fair Value Measurements at December 31, 2014 Using				
	Carrying Amount	Quoted Prices in Active Markets for Identical Assets Level 1	Significant Other Observable Inputs Level 2	Significant Unobservable Inputs Level 3	Fair Value
<b>Financial Assets</b>					
Cash and short-term investments	\$ 24,845	\$ 24,845	\$	\$	\$ 24,845
Securities	83,292	6	83,286		83,292
Restricted securities	1,366		1,366		1,366
Loans held for sale	328		328		328
Loans, net	371,692			378,930	378,930
Bank owned life insurance	11,357		11,357		11,357
Accrued interest receivable	1,261		1,261		1,261
<b>Financial Liabilities</b>					
Deposits	\$ 444,338	\$	\$ 342,604	\$ 101,606	\$ 444,210
Federal funds purchased	52		52		52



Other borrowings	26		26	26
Junior subordinated debt	9,279		9,756	9,756
Accrued interest payable	135	135		135

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

**Note 20. Regulatory Matters**

The Bank is subject to various regulatory capital requirements administered by the federal banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory and possibly additional discretionary actions by regulators that, if undertaken, could have a direct material effect on the Bank's financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Bank must meet specific capital guidelines that involve quantitative measures of their assets, liabilities, and certain off-balance-sheet items as calculated under regulatory accounting practices. The capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk-weightings and other factors. Prompt corrective action provisions are not applicable to bank holding companies.

The final rules implementing the Basel Committee on Banking Supervision's capital guidelines for U.S. banks (Basel III rules) became effective January 1, 2015, with full compliance of all the requirements being phased in over a multi-year schedule, and becoming fully phased in by January 1, 2019. As part of the new requirements, the common equity Tier 1 capital ratio is calculated and utilized in the assessment of capital for all institutions. Capital amounts and ratios for December 31, 2014 were calculated using Basel I rules, which were effective until January 1, 2015.

Quantitative measures established by regulation to ensure capital adequacy require the Bank to maintain minimum amounts and ratios (set forth in the following table) of total (as defined in the regulations), Tier 1 (as defined), and common equity Tier 1 capital (as defined) to risk-weighted assets (as defined), and of Tier 1 capital to average assets. Management believes, as of December 31, 2015 and December 31, 2014, that the Bank met all capital adequacy requirements to which it is subject.

As of December 31, 2015, the most recent notification from the Federal Reserve Bank categorized the Bank as well capitalized under the regulatory framework for prompt corrective action. To be categorized as well capitalized, the Bank must maintain minimum risk-based capital and leverage ratios as set forth in the following table. There are no conditions or events since that notification that management believes have changed the Bank's category.

The Bank declared and paid cash dividends on common stock to the Company totaling \$13.5 million during 2015. A comparison of the capital of the Bank at December 31, 2015 and December 31, 2014 with the minimum regulatory guidelines were as follows (dollars in thousands):

Actual	Minimum Capital Requirement	Minimum To Be Well Capitalized Under Prompt Corrective
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	Amount	Ratio	Amount	Ratio	Action Provisions	
					Amount	Ratio
<b>December 31, 2015:</b>						
Total Capital (to Risk-Weighted Assets)	\$ 61,513	13.86%	\$ 35,497	8.00%	\$ 44,372	10.00%
Tier 1 Capital (to Risk-Weighted Assets)	\$ 55,989	12.62%	\$ 26,623	6.00%	\$ 35,497	8.00%
Common Equity Tier 1 Capital (to Risk-Weighted Assets)	\$ 55,989	12.62%	\$ 19,967	4.50%	\$ 28,842	6.50%
Tier 1 Capital (to Average Assets)	\$ 55,989	8.12%	\$ 27,571	4.00%	\$ 34,464	5.00%
<b>December 31, 2014:</b>						
Total Capital (to Risk-Weighted Assets)	\$ 71,941	19.14%	\$ 30,077	8.00%	\$ 37,596	10.00%
Tier 1 Capital (to Risk-Weighted Assets)	\$ 67,217	17.88%	\$ 15,038	4.00%	\$ 22,557	6.00%
Tier 1 Capital (to Average Assets)	\$ 67,217	12.90%	\$ 20,841	4.00%	\$ 26,051	5.00%

**Table of Contents****Note 21. Accumulated Other Comprehensive Loss**

Changes in each component of accumulated other comprehensive loss were as follows (in thousands):

	Net Unrealized Gains (Losses) on Securities	Adjustments Related to Pension Benefits	Accumulated Other Comprehensive Loss
<b>Balance at December 31, 2013</b>	\$ (1,129)	\$ (175)	\$ (1,304)
Unrealized holding gains (net of tax, \$750)	1,456		1,456
Reclassification adjustment (net of tax, (\$236))	(460)		(460)
Pension liability adjustment (net of tax, (\$642))		(1,246)	(1,246)
Change during period	996	(1,246)	(250)
<b>Balance at December 31, 2014</b>	\$ (133)	\$ (1,421)	\$ (1,554)
Unrealized holding losses (net of tax, (\$50))	(95)		(95)
Reclassification adjustment (net of tax, \$19)	36		36
Pension liability adjustment (net of tax, \$13)		25	25
Change during period	(59)	25	(34)
<b>Balance at December 31, 2015</b>	\$ (192)	\$ (1,396)	\$ (1,588)

The following table presents information related to reclassifications from accumulated other comprehensive loss for the years ended December 31, 2015 and 2014 (in thousands):

Details About Accumulated Other Comprehensive Loss	Amount Reclassified from Accumulated Other Comprehensive Loss For the year ended December 31,		Affected Line Item in the Consolidated Statements of Income
	2015	2014	
Securities available for sale:			
Net securities losses (gains) reclassified into earnings	\$ 55	\$ (696)	Net (losses) gains on calls and sales of securities available for sale

Related income tax (benefit) expense	(19)	236	Income tax expense
Total reclassifications	\$ 36	\$ (460)	Net of tax

**Note 22. Preferred Stock**

On November 6, 2015, the Company redeemed all 13,900 outstanding shares of its Fixed Rate Perpetual Preferred Stock, Series A at par for \$13.9 million and all 695 outstanding shares of its Fixed Rate Perpetual Preferred Stock, Series B at par for \$695 thousand.

The Company had (i) 13,900 shares of Fixed Rate Cumulative Perpetual Preferred Stock, Series A, with a par value of \$1.25 per share and liquidation preference of \$1,000 per share (the Preferred Stock) and (ii) 695 shares of Fixed Rate Cumulative Perpetual Preferred Stock, Series B, with a par value of \$1.25 per share and liquidation preference of \$1,000 per share (the Warrant Preferred Stock). The Preferred Stock paid cumulative dividends at a rate of 5% per annum until May 14, 2014, and thereafter at a rate of 9% per annum. The Warrant Preferred Stock pays cumulative dividends at a rate of 9% per annum from the date of issuance. The discount on the Preferred Stock was fully amortized over a five year period through March 12, 2014, using the constant effective yield method.

Table of Contents**Note 23. Stock Compensation Plans**

On May 13, 2014, the Company's shareholders approved the First National Corporation 2014 Stock Incentive Plan, which makes available up to 240,000 shares of common stock for the granting of stock options, restricted stock awards, stock appreciation rights and other stock-based awards. Awards are made at the discretion of the Board of Directors and compensation cost equal to the fair value of the award is recognized over the vesting period.

Stock Awards

Whenever the Company deems it appropriate to grant a stock award, the recipient receives a specified number of unrestricted shares of employer stock. Stock awards may be made by the Company at its discretion without cash consideration and may be granted as settlement of a performance-based compensation award.

During 2015, the Company granted and issued 960 shares of common stock to employees for their service during the recent branch acquisition and 2,440 shares of common stock to members of the Board of Directors for their dedicated service and support over the past several years. Compensation expense related to the awards totaled \$28 thousand for the year ended December 31, 2015.

Restricted Stock Units

Restricted stock units are an award of units that correspond in number and value to a specified number of shares of employer stock which the recipient receives according to a vesting plan and distribution schedule after achieving required performance milestones or upon remaining with the employer for a particular length of time. Each restricted stock unit that vests entitles the recipient to receive one share of common stock on a specified issuance date.

In 2015, 12,546 restricted stock units were granted to employees, with 4,182 units vesting immediately and 8,364 units subject to a two year vesting schedule with one half of the units vesting each year on the grant date anniversary. The recipient does not have any stockholder rights, including voting, dividend or liquidation rights, with respect to the shares underlying awarded restricted stock units until vesting has occurred and the recipient becomes the record holder of those shares. The unvested restricted stock units will vest on the established schedule if the employees remain employed by the Company on future vesting dates.

A summary of the activity for the Company's restricted stock units for the period indicated is presented in the following table:

	Shares	2015 Weighted Average Grant Date Fair Value
Balance at January 1, 2015		\$
Granted	12,546	9.00
Vested	(4,182)	9.00
Forfeited		

Balance at December 31, 2015	8,364	\$	9.00
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At December 31, 2015, based on restricted stock unit awards outstanding at that time, the total unrecognized pre-tax compensation expense related to unvested restricted stock unit awards was \$42 thousand. This expense is expected to be recognized through 2017. Compensation expense related to restricted stock unit awards recognized for the year ended December 31, 2015 totaled \$71 thousand. As of December 31, 2015, the Company does not expect the forfeiture of any unvested restricted stock units.

**Table of Contents****Note 24. Acquisition**

On April 17, 2015, the Bank completed its acquisition of six branch banking operations located in Virginia from Bank of America, National Association (the Acquisition). The Bank paid cash of \$6.6 million for the deposits and premises and equipment. The Bank acquired all related premises and equipment valued at \$4.5 million and assumed \$186.8 million of deposit liabilities. No loans were acquired in the transaction.

The transaction was accounted for using the acquisition method of accounting and, accordingly, assets acquired, liabilities assumed, and consideration exchanged were recorded at estimated fair values on the acquisition date. Fair values are preliminary and subject to refinement for up to one year after the closing date of the Acquisition as additional information regarding the closing date fair values becomes available. The Bank engaged third party specialists to assist in valuing certain assets, including the real estate, core deposit intangible, and goodwill (bargain purchase gain) that resulted from the Acquisition.

The following table provides a preliminary assessment of the consideration transferred, assets purchased, and the liabilities assumed (in thousands):

	<b>As Recorded by Bank of America</b>	<b>Fair Value and Other Merger Related Adjustments</b>	<b>As Recorded by the Company</b>
<b>Consideration paid:</b>			
Cash paid			\$ 6,618
<b>Total consideration</b>			<b>\$ 6,618</b>
<b>Assets acquired:</b>			
Cash and cash equivalents	\$ 186,119	\$	\$ 186,119
Premises and equipment, net	2,165	2,330	4,495
Other assets	114		114
Core deposit intangibles		2,910	2,910
<b>Total assets acquired</b>	<b>\$ 188,398</b>	<b>\$ 5,240</b>	<b>\$ 193,638</b>
<b>Liabilities assumed:</b>			
Deposits	\$ 186,119	\$ 683	\$ 186,802
Other liabilities	17		17
<b>Total liabilities assumed</b>	<b>\$ 186,136</b>	<b>\$ 683</b>	<b>\$ 186,819</b>
<b>Net identifiable assets acquired over liabilities assumed</b>	<b>\$ 2,262</b>	<b>\$ 4,557</b>	<b>\$ 6,819</b>
<b>Goodwill (bargain purchase gain)</b>			<b>\$ (201)</b>



The bargain purchase gain from the transaction may have resulted from Bank of America's decision to no longer operate bank branches in certain markets and their willingness to sell the related premises and equipment lower than fair value.

**Note 25. Subsequent Events**

On February 10, 2016, the Board of Directors of the Company declared a quarterly cash dividend of \$0.03 per common share, which is payable on March 18, 2016 to shareholders of record as of March 4, 2016.

**Table of Contents****Note 26. Parent Company Only Financial Statements****FIRST NATIONAL CORPORATION**

(Parent Company Only)

**Balance Sheets**

December 31, 2015 and 2014

*(in thousands)*

	<b>2015</b>	<b>2014</b>
<b>Assets</b>		
Cash	\$ 4,412	\$ 2,421
Investment in subsidiaries, at cost, plus undistributed net income	55,334	65,744
Other assets	408	685
<b>Total assets</b>	<b>\$ 60,154</b>	<b>\$ 68,850</b>
<b>Liabilities and Shareholders Equity</b>		
Subordinated debt	\$ 4,913	\$
Junior subordinated debt	9,279	9,279
Other liabilities	9	7
<b>Total liabilities</b>	<b>\$ 14,201</b>	<b>\$ 9,286</b>
Preferred stock	\$	\$ 14,595
Common stock	6,145	6,131
Surplus	6,956	6,835
Retained earnings	34,440	33,557
Accumulated other comprehensive loss, net	(1,588)	(1,554)
<b>Total shareholders equity</b>	<b>\$ 45,953</b>	<b>\$ 59,564</b>
<b>Total liabilities and shareholders equity</b>	<b>\$ 60,154</b>	<b>\$ 68,850</b>

**Table of Contents****FIRST NATIONAL CORPORATION**

(Parent Company Only)

**Statements of Income**

Years Ended December 31, 2015 and 2014

*(in thousands)*

	<b>2015</b>	<b>2014</b>
<b>Income</b>		
Dividends from subsidiary	\$ 13,500	\$
Other income		26
	\$ 13,500	\$ 26
<b>Expense</b>		
Interest expense	\$ 286	\$ 218
Supplies	17	18
Legal and professional fees	78	37
Data processing	60	67
Management fee-subsiary	250	251
Other expense	21	13
Total expense	\$ 712	\$ 604
Income (loss) before allocated tax benefits and undistributed income of subsidiary	\$ 12,788	\$ (578)
Allocated income tax benefit	242	197
Income (loss) before equity in undistributed income of subsidiary	\$ 13,030	\$ (381)
Equity in (distributed) undistributed income of subsidiary	(10,375)	8,012
Net income	\$ 2,655	\$ 7,631
Effective dividend and accretion on preferred stock	1,113	1,138
Net income available to common shareholders	\$ 1,542	\$ 6,493

**Table of Contents****FIRST NATIONAL CORPORATION**

(Parent Company Only)

**Statements of Cash Flows**

Years Ended December 31, 2015 and 2014

(in thousands)

	<b>2015</b>	<b>2014</b>
<b>Cash Flows from Operating Activities</b>		
Net income	\$ 2,655	\$ 7,631
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Equity in undistributed loss (income) of subsidiary	10,375	(8,012)
Amortization of debt issuance costs	3	
(Increase) decrease in other assets	279	(216)
Increase in other liabilities	1	
Net cash provided by (used in) operating activities	\$ 13,313	\$ (597)
<b>Cash Flows from Investing Activities</b>		
Distribution of capital to subsidiary	\$	\$ (1,000)
Net cash used in investing activities	\$	\$ (1,000)
<b>Cash Flows from Financing Activities</b>		
Proceeds from subordinated debt, net of issuance costs	\$ 4,910	\$
Cash dividends paid on common stock, net of reinvestment	(454)	(342)
Cash dividends paid on preferred stock	(1,281)	(1,035)
Net proceeds from issuance of common stock	99	
Repurchase of common stock	(1)	
Redemption of preferred stock	(14,595)	
Net cash used in financing activities	\$ (11,322)	\$ (1,377)
Increase (decrease) in cash and cash equivalents	\$ 1,991	\$ (2,974)
<b>Cash and Cash Equivalents</b>		
Beginning	2,421	5,395
Ending	\$ 4,412	\$ 2,421

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**Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure**

None.

**Item 9A. Controls and Procedures**

The Company's management has evaluated, under the supervision and with the participation of the Chief Executive Officer and Chief Financial Officer, the effectiveness of disclosure controls and procedures as of December 31, 2015 pursuant to Rule 13a-15(b) under the Securities Exchange Act of 1934 (the Exchange Act). Based on that evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that, as of December 31, 2015, the disclosure controls and procedures are effective in ensuring that the information required to be disclosed in Exchange Act reports is (1) recorded, processed, summarized and reported in a timely manner and (2) accumulated and communicated to the Company's management, including the Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure. Refer to Item 8 of this report for the Management's Report on the Effectiveness of Internal Controls over Financial Reporting.

There were no changes in the Company's internal control over financial reporting identified in connection with the evaluation of it that occurred during the Company's last fiscal quarter that materially affected, or is reasonably likely to materially affect, internal control over financial reporting.

**Item 9B. Other Information**

None.

**PART III**

**Item 10. Directors, Executive Officers and Corporate Governance**

Information required by this Item is set forth under the headings Election of Directors Nominees, Executive Officers Who Are Not Directors, Section 16(a) Beneficial Ownership Reporting Compliance, Code of Conduct and Ethics, Committees and Director Selection Process in the Company's Proxy Statement for the 2016 Annual Meeting of Shareholders (the Proxy Statement), which information is incorporated herein by reference.

**Item 11. Executive Compensation**

Information required by this Item is set forth under the headings Executive Compensation and Director Compensation in the Proxy Statement, which information is incorporated herein by reference.

**Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters**

Information required by this Item is set forth under the heading Stock Ownership of Directors and Executive Officers and Stock Ownership of Certain Beneficial Owners in the Proxy Statement, which information is incorporated herein by reference.

**Item 13. Certain Relationships and Related Transactions, and Director Independence**

Information required by this Item is set forth under the headings Certain Relationships and Related Party Transactions and Director Independence in the Proxy Statement, which information is incorporated herein by reference.

**Item 14. Principal Accounting Fees and Services**

Information required by this Item is set forth under the headings Auditor Fees and Services and Policy for Approval of Audit and Permitted Non-Audit Services in the Proxy Statement, which information is incorporated herein by reference.

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**PART IV**

**Item 15. Exhibits, Financial Statement Schedules**

- (a) (1) The response to this portion of Item 15 is included in Item 8 above.
- (2) The response to this portion of Item 15 is included in Item 8 above.
- (3) The following documents are attached hereto or incorporated herein by reference to Exhibits:
- 2.1 Purchase and Assumption Agreement, dated as of November 18, 2014, between Bank of America, National Association and First Bank (incorporated by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K filed with the SEC on November 19, 2014).
  - 3.1 Amended and Restated Articles of Incorporation, as amended and restated on March 3, 2009 (incorporated herein by reference to Exhibit 3.1 to the Company's Form 10-K for the year ended December 31, 2008).
  - 3.2 Articles of Amendment to the Articles of Incorporation (incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the SEC on March 17, 2009).
  - 3.3 By-laws of First National Corporation (as restated in electronic format as of May 11, 2015), attached as Exhibit 3.1 to the Current Report on Form 8-K filed May 15, 2015 and incorporated by reference herein.
  - 4.1 Specimen of Common Stock Certificate (incorporated herein by reference to Exhibit 1 to the Company's Form 10 filed with SEC on May 2, 1994).
  - 4.2 Form of Certificate for Fixed Rate Cumulative Perpetual Preferred Stock, Series A (incorporated herein by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed with the SEC on March 17, 2009).
  - 4.3 Form of Certificate for Fixed Rate Cumulative Perpetual Preferred Stock, Series B (incorporated herein by reference to Exhibit 4.3 to the Company's Current Report on Form 8-K filed with the SEC on March 17, 2009).
  - 10.1 Amended and Restated Employment Agreement, dated as of June 1, 2007, between the Company and Dennis A. Dysart (incorporated by reference to Exhibit 10.1 to the Company's Form 10-Q for the quarter ended September 30, 2007).

- 10.2 Amended and Restated Employment Agreement, dated as of June 1, 2007, between the Company and M. Shane Bell (incorporated by reference to Exhibit 10.2 to the Company's Form 10-Q for the quarter ended June 30, 2007).
- 10.3 Amended and Restated Employment Agreement, dated as of June 1, 2007, between the Company and Marshall J. Beverley, Jr. (incorporated by reference to Exhibit 10.3 to the Company's Form 10-Q for the quarter ended June 30, 2007).
- 10.4 Amendment to Employment Agreement between the Company and Dennis A. Dysart and M. Shane Bell (incorporated by reference to Exhibit 10.6 to the Company's Form 10-K for the year ended December 31, 2008).
- 10.5 Amendment to Employment Agreement between the Company and Marshall J. Beverley, Jr. (incorporated by reference to Exhibit 10.7 to the Company's Form 10-K for the year ended December 31, 2008).
- 10.8 Employment Agreement between the Company and Scott C. Harvard (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the SEC on May 22, 2014).
- 10.9 Executive Incentive Plan (incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, filed with the SEC on March 19, 2013).



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- 10.10 2014 Stock Incentive Plan (incorporated by reference to Exhibit 99.1 to the Company's Registration Statement on Form S-8, filed February 11, 2015).
  - 10.11 Form of Restricted Stock Unit (incorporated herein by reference to Exhibit 10.1 to the Company's Form 10-Q for the quarter ended March 31, 2015).
  - 10.12 Subordinated Loan Agreement, dated October 30, 2015, between First National Corporation and Community Funding CLO, Ltd. (incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, filed with the SEC on November 5, 2015).
  - 14.1 Code of Conduct and Ethics (incorporated herein by reference to Exhibit 14.1 to the Company's Current Report on Form 8-K, filed on April 11, 2008).
  - 21.1 Subsidiaries of the Company.
  - 23.1 Consent of Yount, Hyde & Barbour, P.C.
  - 31.1 Certification of Chief Executive Officer, Section 302 Certification.
  - 31.2 Certification of Chief Financial Officer, Section 302 Certification.
  - 32.1 Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350.
  - 32.2 Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350.
  - 101 The following materials from First National Corporation's Annual Report on Form 10-K for the year ended December 31, 2015 formatted in eXtensible Business Reporting Language (XBRL): (i) Consolidated Balance Sheets, (ii) Consolidated Statements of Operations, (iii) Consolidated Statements of Cash Flows, (iv) Consolidated Statements of Changes in Shareholders' Equity, and (v) Notes to Consolidated Financial Statements.
- (b) Exhibits
- See Item 15(a)(3) above.
- (c) Financial Statement Schedules
- See Item 15(a)(2) above.



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**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) 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.

**FIRST NATIONAL CORPORATION**

By: /s/ Scott C. Harvard

President and Chief Executive Officer

(on behalf of the registrant and as

principal executive officer)

Date: March 30, 2015

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

/s/ Scott C. Harvard

Date: March 30, 2015

President & Chief Executive Officer Director

(principal executive officer)

/s/ M. Shane Bell

Date: March 30, 2015

Executive Vice President & Chief Financial Officer

(principal financial officer and principal accounting officer)

/s/ Douglas C. Arthur

Date: March 30, 2015

Chairman of the Board of Directors

/s/ Elizabeth H. Cottrell

Date: March 30, 2015

Vice Chairman of the Board of Directors

/s/ Emily Marlow Beck

Date: March 30, 2015

Director

/s/ Dr. Miles K. Davis

Date: March 30, 2015

Director

/s/ Christopher E. French

Date: March 30, 2015

Director

/s/ W. Michael Funk

Date: March 30, 2015

Director

/s/ Gerald F. Smith, Jr.

Date: March 30, 2015

Director

/s/ James R. Wilkins, III

Date: March 30, 2015

Director

**Table of Contents****EXHIBIT INDEX**

Number	Document
2.1	Purchase and Assumption Agreement, dated as of November 18, 2014, between Bank of America, National Association and First Bank (incorporated by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K filed with the SEC on November 19, 2014).
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