CONSOLIDATED FINANCIAL STATEMENTS
AND INDEPENDENT AUDITORS' REPORT

VERUS ACQUISITION GROUP, INC.
AND SUBSIDIARY

December 31, 2015 and 2014

FORTNER, BAYENS, LEVKULICH
▪
& GARRISON, P.C.

INDEPENDENT AUDITORS' REPORT

Board of Directors
Verus Acquisition Group, Inc.
Fort Collins, Colorado

Report on the Financial Statements

We have audited the accompanying consolidated financial statements of Verus Acquisition Group, Inc. and Subsidiary which are comprised of the consolidated balance sheets as of December 31, 2015 and 2014, and the related consolidated statements of income, stockholders' equity and cash flows for the years then ended, and the related notes to the consolidated financial statements.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Verus Acquisition Group, Inc. and Subsidiary at December 31, 2015 and 2014 and the results of their operations and their cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

Fortner, Bayens, Levkulich & Garrison, P.C.

Denver, Colorado
March 17, 2016

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Certified Public Accountants • A Professional Corporation

Verus Acquisition Group, Inc. and Subsidiary
CONSOLIDATED BALANCE SHEETS

	December 31, 2015	December 31, 2014
	(in thousands)	
ASSETS		
Cash and due from banks	$ 2,268	$ 2,291
Interest-bearing deposits with banks	14,949	8,557
Federal funds sold	495	496
Total cash and cash equivalents	17,712	11,344
Interest-bearing time deposits with banks	5,808	5,559
Nonmarketable equity securities	1,757	1,821
Loans	245,211	246,088
Less allowance for loan losses	(2,240)	(2,081)
Total loans	242,971	244,007
Foreclosed real estate	198	683
Premises and equipment, net	79	161
Accrued interest receivable	662	510
Core deposit intangible	180	299
Goodwill	733	733
Other assets	1,620	2,481
	$ 271,720	$ 267,598
LIABILITIES AND STOCKHOLDERS' EQUITY		
Liabilities		
Deposits		
Noninterest-bearing	$ 41,310	$ 39,012
Interest-bearing	167,602	165,191
Total deposits	208,912	204,203
Federal Home Loan Bank borrowings	2,500	2,500
Short-term borrowings	13,300	15,100
Accrued interest payable	42	48
Other liabilities	4,191	5,903
Total liabilities	228,945	227,754
Commitments (notes D and I)		
Stockholders' equity		
Preferred stock - 9,740 shares authorized, no par value per share, 9,740 shares issued and outstanding	9,740	9,740
Common stock - 5,000,000 shares authorized, no par value per share, 1,196,695 and 1,201,741 shares issued and outstanding at December 31, 2015 and 2014, respectively	11,936	11,992
Retained earnings	4,737	3,107
Total equity attributable to common stock	26,413	24,839
Noncontrolling interest	16,362	15,005
Total stockholders' equity	42,775	39,844
	$ 271,720	$ 267,598

The accompanying notes are an integral part of these consolidated financial statements.

Verus Acquisition Group, Inc. and Subsidiary
CONSOLIDATED STATEMENTS OF INCOME

	Years Ended December 31, 2015	Years Ended December 31, 2014
	(in thousands)	
Interest and dividend income		
Interest and fees on loans	$ 14,021	$ 14,464
Interest on federal funds sold	1	1
Interest-bearing deposits with banks	129	96
Dividends	93	72
Total interest and dividend income	14,244	14,633
Interest expense		
Deposits	1,332	1,465
Federal Home Loan Bank borrowings	64	73
Total interest expense	1,396	1,538
Net interest income	12,848	13,095
Provision for loan losses	165	371
Net interest income after provision for loan losses	12,683	12,724
Noninterest income		
Service charges on deposit accounts	515	358
Fees from servicing government guaranteed loans	30	53
Gain on sale of foreclosed real estate	29	70
Loss on disposal of premises and equipment	-	(93)
Other	218	200
	792	588
Noninterest expenses		
Salaries and employee benefits	2,978	2,560
Occupancy and equipment	386	541
Core deposit amortization	119	189
Other expenses	1,031	1,181
	4,514	4,471
Income before income taxes	8,961	8,841
Income tax expense	3,431	3,345
Net income before noncontrolling interests	5,530	5,496
Less net income attributable to noncontrolling interests	(2,941)	(2,865)
NET INCOME	$ 2,589	$ 2,631
Net income	$ 2,589	$ 2,631
Less: Preferred dividends	97	97
Net income available to common shareholders	$ 2,492	$ 2,534

The accompanying notes are an integral part of these consolidated financial statements.

Verus Acquisition Group, Inc. and Subsidiary
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
Years ended December 31, 2015 and 2014

	Preferred stock	Common stock	Retained earnings	Total	Non-controlling interests	Total equity
			(in thousands)			
Balance at December 31, 2013	$ 9,740	$ 12,050	$ 2,664	$ 24,454	$ 14,067	$ 38,521
Repurchase of common stock	-	(58)	-	(58)	-	(58)
Repurchase of minority interest common stock	-	-	-	-	(46)	(46)
Issuance of minority interest common stock	-	-	-	-	588	588
Comprehensive income						
Net income	-	-	2,631	2,631	2,865	5,496
Less dividends on common stock	-	-	(2,091)	(2,091)	(2,469)	(4,560)
Less dividends on preferred stock	-	-	(97)	(97)	-	(97)
Balance at December 31, 2014	9,740	11,992	3,107	24,839	15,005	39,844
Repurchase of common stock	-	(24)	-	(24)	-	(24)
Repossession of common stock	-	(32)	-	(32)	-	(32)
Issuance of minority interest common stock	-	-	-	-	614	614
Repurchase of minority interest common stock	-	-	-	-	(17)	(17)
Comprehensive income						
Net income	-	-	2,589	2,589	2,941	5,530
Less dividends on common stock	-	-	(862)	(862)	(2,181)	(3,043)
Less dividends on preferred stock	-	-	(97)	(97)	-	(97)
Balance at December 31, 2015	$ 9,740	$ 11,936	$ 4,737	$ 26,413	$ 16,362	$ 42,775

The accompanying notes are an integral part of these consolidated financial statements.

Verus Acquisition Group, Inc. and Subsidiary
CONSOLIDATED STATEMENTS OF CASH FLOWS

	Year ended December 31, 2015	Year ended December 31, 2014
	(in thousands)	
Cash flows from operating activities		
Net income	$ 2,589	$ 2,631
Adjustments to reconcile net income to net cash flows from operating activities		
Depreciation and amortization	99	152
Core deposit amortization	119	188
Provision for loan losses	165	371
Federal Home Loan Bank stock dividends	(31)	(11)
Gain on sale of foreclosed real estate	(29)	(70)
Accretion of loan discount	(273)	(748)
Loss on disposal of premises and equipment	-	93
Minority interest in subsidiary	2,941	2,865
Deferred income taxes	(59)	804
Net change in:		
Accrued interest receivable and other assets	768	(508)
Accrued interest payable and other liabilities	(1,718)	231
Net cash provided by operating activities	4,571	5,998
Cash flows from investing activities		
Net change in interest-bearing time deposits with banks	(249)	-
Purchase of nonmarketable equity securities	(1,361)	(877)
Redemptions on nonmarketable equity securities	1,456	630
Loan originations and principal collections, net	1,144	(4,982)
Expenditures for premises and equipment	(17)	(61)
Proceeds from the sale of foreclosed real estate	514	2,318
Net cash provided (used) by investing activities	1,487	(2,972)
Cash flows from financing activities		
Net change in deposits	4,709	(13,096)
Advances on Federal Home Loan Bank borrowings	-	2,000
Payments on Federal Home Loan Bank borrowings	-	(3,711)
Repurchase of common stock	(56)	(104)
Repossession of common stock	(17)	-
Proceeds from sale of common stock	614	588
Change in short-term borrowings	(1,800)	13,800
Cash dividends paid on common stock	(3,043)	(4,560)
Cash dividends paid on preferred stock	(97)	(97)
Net cash provided (used) by financing activities	310	(5,180)
Net change in cash and cash equivalents	6,368	(2,154)
Cash and cash equivalents at beginning of period	11,344	13,498
Cash and cash equivalents at end of period	$ 17,712	$ 11,344
Supplemental Disclosures of Cash Flow Information		
Cash paid during the period for:		
Interest expense	$ 1,402	$ 1,540
Income taxes	2,690	3,020

The accompanying notes are an integral part of these consolidated financial statements.

NOTE A - SUMMARY OF ACCOUNTING POLICIES

The accounting and reporting policies of Verus Acquisition Group, Inc. and Subsidiary conform to accounting principles generally accepted in the United States of America and to general practice within the banking industry. The following is a summary of the significant accounting and reporting policies:

Organization and Principles of Consolidation

Verus Acquisition Group, Inc. (Verus) was incorporated on March 2, 2010 for the purpose of becoming a bank holding company. On October 29, 2010, Verus purchased the 51% interests in the following banks (the Banks) from subsidiaries of Capital Bancorp Limited, a national community bank development company: Fort Collins Commerce Bank (FCCB), Larimer Bank of Commerce (LRBC) and Loveland Bank of Commerce (LVBC). The entities are collectively referred to as "the Company."

On February 14, 2011, LRBC and LVBC were merged into FCCB. Following the merger, the name of the Bank was changed to Verus Bank of Commerce (Bank). The merger was accounted for as a combination of commonly controlled entities.

The accompanying consolidated financial statements include the consolidated totals of the accounts of Verus and its subsidiary. The consolidated financial statements include the operations of the Bank for the period endings December 31, 2015 and 2014, respectively.

All significant intercompany accounts and transactions have been eliminated in consolidation.

Nature of Operations

The Company provides a full range of banking and mortgage services to individual and corporate customers, principally in Larimer County, Colorado and the surrounding area. The Company is subject to competition from other financial institutions for loan and deposit accounts. The Company is also subject to regulation by certain governmental agencies and undergoes periodic examinations by those regulatory agencies.

Use of Estimates

The consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America. In preparing the consolidated financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the date of the balance sheet and revenues and expenses for the period. Actual results could differ significantly 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 and valuation of foreclosed real estate.

In connection with the determination of the allowance for loan losses, management obtains independent appraisals for significant properties and assesses estimated future cash flows from borrowers' operations and the liquidation of loan collateral.

Management believes that the allowance for loan losses is adequate. While management uses available information to recognize loan losses, changes in economic conditions may necessitate revisions in future years.

Significant Group Concentrations of Credit Risk

Most of the Company's activities are with customers located in the Larimer County, Colorado area. Note B discusses the types of lending that the Company engages in.

Cash and Cash Equivalents

For purposes of the statements of cash flows, cash and cash equivalents include cash and balances due from banks, interest-bearing deposits with banks and federal funds sold.

Interest-Bearing Time Deposits with Banks

Interest-bearing time deposits with banks are carried at cost, mature within four years and are fully covered by federal deposit insurance.

Nonmarketable Equity Securities

Nonmarketable equity securities, consisting of Federal Home Loan Bank and Federal Reserve Bank stock, are recorded at cost.

Loans

The Company primarily grants construction, land and land development and real estate loans to customers primarily in the Larimer County, Colorado area. The ability of the Company's borrowers to honor their contracts is dependent upon 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 adjusted for charge-offs and the allowance for loan losses. Interest income is accrued on the unpaid principal balance. Loan origination fees, net of certain direct origination costs, are deferred and recognized as an adjustment on the related loan yield using the effective yield method.

Past due loans are any loans for which payments of interest, principal or both have not been received within the timeframes designated by the loan agreements. Loans with payments in arrears but for which borrowers have resumed making scheduled payments are considered past due until arrearages are brought current. Loans that experience insignificant payment delays or payment shortfalls generally are not considered past due. Management determines the significance of payment delays and payment shortfalls on a case-by-case basis, taking into consideration all of the circumstances surrounding the loan and the borrower, including the length of the delay, the reasons for the delay, the borrower’s prior payment record, and the amount of the shortfall in relation to the principal and interest owed.

The accrual of interest on all loans is discontinued at the time a loan is 90 days delinquent unless the loan is well secured and in process of collection. Additionally, loans are placed on nonaccrual at an earlier date if collection of principal or interest is considered doubtful. When placing a loan on nonaccrual status, interest accrued to date is generally reversed and is charged against the current year's interest income. Payments received on a loan on nonaccrual status are applied against the balance of the loan. A loan is returned to accrual status when principal and interest are no longer past due and collectability is no longer doubtful.

Troubled debt restructurings are loans for which concessions in terms have been made as a result of the borrower experiencing financial difficulty. Generally, concessions granted to customers include lower interest rates and modification of the payment stream to lower or defer payments. Interest on troubled debt restructurings is accrued under the new terms if the loans are performing and full collection of principal and interest is expected. However, interest accruals are discontinued on troubled debt restructurings that meet the Company’s nonaccrual criteria.

Generally, loans are charged off in whole or in part on a loan-by-loan basis after they become significantly past due and based upon management’s review of the collectability of all or a portion of the loan unless the loan is in the process of restructuring. Charge off amounts are determined based upon the carrying amount of loans and the amount estimated to be collectible as determined by analyses of expected future cash flows and the liquidation of loan collateral.

Purchased Loans

With the application of purchase accounting due to the previously described merger, the Company was deemed to have acquired all of its loans at fair value on October 29, 2010, without the carryover of the Banks' previously accrued allowance for loan losses. Losses on these loans that are incurred subsequent to the date of acquisition are recognized by a provision for loan losses.

Loan discounts on unimpaired loans are accreted into income over the anticipated life of the portfolio. For impaired loans, the difference between the contractual balance and the estimated fair value has been treated as a non-accretable discount and, if applicable, will be recognized as interest income after the carrying amount of these loans has been recovered.

Allowance for Loan Losses

The allowance for loan losses is a valuation allowance for probable incurred credit losses, and is established through a provision for loan losses charged to earnings. Loan losses are charged against the allowance when management believes the uncollectibility of a loan balance is confirmed. Subsequent recoveries, if any, are credited to the allowance.

The allowance consists of specific and general components as follows:

> The specific component relates to loans that are considered impaired, and is comprised of valuation allowances calculated on a loan-by-loan basis. Impaired loans are all specifically identified loans for which it is probable that the Company will not collect all amounts due according to the contractual terms of the loan agreement. Factors considered by management in determining whether a loan is impaired include payment status, collateral value, the borrower's financial condition and overall loan quality as determined by an internal loan grading system. Included in impaired loans are all nonaccrual loans and all accruing troubled debt restructurings . Loans that experience insignificant payment delays or payment shortfalls generally are not considered impaired. For impaired loans for which repayment is expected solely from the collateral, impairment is measured based on the fair value of the collateral. For other impaired loans, impairment may be measured based on the fair value of the collateral or on the present value of expected future cash flows discounted at the loan's original effective interest rate. When the measure of the impaired loan is less than the recorded investment in the loan, the impairment is recorded through a valuation allowance.
>
> The general component relates to non-impaired loans, and is based on historical loss experience adjusted for the effects of qualitative factors that are likely to cause estimated credit losses as of the evaluation date to differ from the portfolio's historical loss experience. Qualitative factors include the following: economic conditions;

industry conditions; changes in lending policies and procedures; trends in the volume and terms of loans; the experience, ability and depth of lending staff; levels and trends in delinquencies; levels and trends in charge-off and recovery activity; levels and trends of loan quality as determined by an internal loan grading system; and portfolio concentrations.

Although the allowance contains a specific component, the entire allowance is available for any loan that, in management's judgment, should be charged-off.

On a monthly basis, management estimates the allowance balance required using the criteria identified above in relation to the relevant risks for each of the Company's major loan segments. Significant overall risk factors for both the Company's real estate, commercial and consumer portfolios include the strength of the real estate market and the strength of economy in the Company's lending area.

The quality of the Company's loan portfolio is assessed as a function of the levels of past due loans and impaired loans, and internal credit quality ratings which are updated monthly by management. The ratings on the Company's internal credit scale are broadly grouped into the categories "non-classified" and "classified." Non-classified loans are those loans with minimal identified credit risk, as well as loans with potential credit weaknesses which deserve management's attention but for which full collection of contractual principal and interest is not significantly at risk. Classified loans are those loans that have well-defined weakness that put full collection of contractual principal or interest at risk, and classified loans for which it is probable that the Company will not collect all contractual principal or interest are also considered impaired. The credit quality ratings are an important part of the Company's overall credit risk management process and are considered in the determination of the allowance for loan losses.

Determination of the allowance is inherently subjective as it requires estimates that are susceptible to significant revision as more information becomes available. In addition, various regulatory agencies, as an integral part of their examination process, periodically review the Company's allowance. Such agencies may require the Company to recognize additional losses based on their judgments about information available to them at the time of their examination.

Off- Balance Sheet Financial Instruments

In the ordinary course of business, the Company enters into off-balance-sheet financial instruments consisting of commitments to extend credit, unused lines of credit, standby letters of credit and undisbursed loans in process. These financial instruments are recorded in the financial statements when they are funded.

In conjunction with the determination of the allowance for loan losses, and using the same criteria, the Company determines the extent of credit risk on its off-balance sheet financial instruments and whether there are probable incurred credit losses on those instruments for which a loss provision is necessary. The Company has determined that there is minimal credit risk on its off-balance sheet financial instruments, and accordingly has not recorded a loss provision or allowance for those instruments.

Foreclosed Real Estate

Real estate acquired through, or in lieu of, loan foreclosure is held for sale and is initially recorded at fair value less cost to sell at the date of acquisition, establishing a new cost basis. Subsequent to foreclosure, valuations are periodically performed by management and the assets are carried at the lower of carrying amount or fair value less cost to sell. Revenue and expenses from operations and changes in the valuation allowance are included in other expenses.

Premises and Equipment

Land is carried at cost. Buildings, leasehold improvements, furniture and equipment are carried at cost, less accumulated depreciation computed on the straight-line method over the estimated useful lives of the assets or the expected terms of the lease for financial statement purposes. Expected terms include lease option periods to the extent that the exercise of such option is reasonable assured. Normal costs of maintenance and repairs are charged to expense as incurred.

Intangible Assets

Core Deposit Intangible

The core deposit intangible resulted from Verus' acquisition of the Banks, and represents the excess of the fair value of deposits acquired over their book value at the time of acquisition. The core deposit intangible is amortized to expense over a ten year period. In addition, the core deposit intangible is assessed at least annually for impairment, and any impairment losses are recognized in earnings in the period identified.

Goodwill

Goodwill resulting from Verus' acquisition of the Banks represents the excess of the purchase price over the fair value of acquired tangible assets and liabilities and identifiable intangible assets. Goodwill is assessed at least annually for impairment, and any impairment losses are recognized in earnings in the period identified.

Income Taxes

Verus and its subsidiary each file separate federal and state returns. The Company is no longer subject to U.S. federal income tax examinations by tax authorities for years before 2012.

Deferred income tax assets and liabilities are determined using the liability (or balance sheet) method. Under this method, the net deferred tax asset or liability is determined based on the tax effects of the temporary differences between the book and tax bases of the various balance sheet assets and liabilities and gives current recognition to changes in tax rates and laws. Realization of deferred tax assets is dependent upon the generation of a sufficient level of future taxable income and recoverable taxes paid in prior years. Management periodically assesses the deferred tax asset, and a valuation allowance is recorded if the full amount is not expected to be realized.

The Company has adopted guidance issued by the Financial Accounting Standards Board with respect to accounting for uncertainty in income taxes. A tax position is recognized as a benefit only if it is "more likely than not" that the tax position would be sustained in a tax examination, with a tax examination being presumed to occur. The amount recognized is the largest amount of tax benefit that is greater than 50% likely of being realized on examination. For tax positions not meeting the "more likely than not" test, no tax benefit is recorded. Deferred tax assets are reduced by a valuation allowance if, based on the weight of evidence available, it is more likely than not that a portion of the deferred tax asset may not be realized within one year.

Transfers of Financial Assets

Transfers of financial assets are accounted for as sales when control over the assets has been relinquished. Control over transferred assets is deemed to be relinquished when the assets have been isolated from the Company, 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 the Company does not maintain effective control over the transferred assets through an agreement to repurchase them before maturity.

Fair Value Measurement

Fair value is the exchange price that would be received for an asset or paid to transfer a liability (exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. There are three levels of inputs that may be used to measure fair values:

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

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

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

Subsequent Events

Management evaluates events occurring subsequent to the balance sheet date, through the date the financial statements are eligible to be issued, to determine whether the events require recognition or disclosure in the financial statements. If a subsequent event evidences conditions existing at the balance sheet date, the effects are recognized in the financial statements (recognized subsequent event). If a subsequent event evidences conditions arising after the balance sheet date, the effects are not recognized in the financial statements but rather disclosed in the notes to the consolidated financial statements (non-recognized subsequent events). The effects of subsequent events are only recognized if material, or disclosed if the financial statements would otherwise be misleading.

The Company has evaluated subsequent events for recognition and disclosure through March 17, 2016, which is the date the financial statements were available to be issued.

New Accounting Pronouncements

The Financial Accounting Standards Board recently issued Accounting Standards Update 2016-01, Financial Instruments – Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities. Under the new standard, certain equity investments are required to be carried at fair value, with changes in fair value recognized in net income. This applies to equity investments with readily determinable fair values that are not consolidated or carried on the equity method. Debt securities classified as available-for-sale will continue to be carried at fair value with changes in fair value recorded through other comprehensive income. The standard also reduces or eliminates several financial reporting disclosure requirements. The standard is effective for the Company beginning January 1, 2019; however, for 2015 the Company has early adopted a provision that eliminates the disclosures of the fair values of financial instruments carried at amortized cost. Other provisions of the standard are not expected to have a significant impact to the consolidated financial statements.

Comprehensive Income

Comprehensive income consists of net income and other comprehensive income. The Company has no other comprehensive income for the years ended December 31, 2015 and 2014.

Reclassifications

Certain reclassifications have been made to 2014 amounts to conform to the current year presentation. Reclassifications had no effect on prior year income or stockholders’ equity.

NOTE B - LOANS AND ALLOWANCE FOR LOAN LOSSES

A summary of the balances of loans follows:

	December 31, 2015	December 31, 2014
	(in thousands)	
Construction, land and land development		
Residential 1-4 family	$ 4,426	$ 4,216
Other	7,273	12,327
	11,699	16,543
Real estate		
Residential 1-4 family	27,017	28,560
Multifamily	17,078	13,309
Commercial	178,629	171,047
Farmland	1,213	2,484
	223,937	215,400
Commercial and industrial	9,500	14,097
Consumer and other	75	321
	245,211	246,361
Less loan discount	-	(273)
	$ 245,211	$ 246,088

At December 31, 2015, the Company had approximately $53,017,000 of SBA 504 and $3,022,000 of SBA 7A loans. Management believes these loans are considered liquid assets given the active and mature secondary market for these loans as well as their associated premiums. Management includes these assets as part of its liquidity measurement and includes them in the Company's Contingent Liquidity Plan, which is updated quarterly. These loans may be periodically sold for liquidity purposes and to manage industry concentrations and interest rate risk.

As a result of the previously described acquisition, and the application of purchase accounting on October 29, 2010, the Company was deemed to have acquired all loans on that date at fair value. For loans deemed to be impaired, it was probable that all contractually required payments would not be collected. However, the expected cash flows on these loans are uncertain and management has elected to treat the purchase discounts on these loans as non-accretable and to recognize those discounts in interest income on the cash basis after the initial purchase cost of the loans have been recovered.

Activity in the loan discount follows:

	Year ended December 31, 2015	Year ended December 31, 2014
	(in thousands)	
Beginning balance	$ 273	$ 1,021
Less amount accreted to income	(273)	(748)
Ending balance	$ -	$ 273

Transactions in the allowance for loan losses are as follows:

	Year ended December 31, 2015 (in thousands)				
	Construction, land and land development	Real estate	Commercial and industrial	Consumer and other	Total
Balance at December 31, 2014	$ 39	$ 1,907	$ 132	$ 3	$ 2,081
Provision for loan losses	65	122	(20)	(2)	165
Charge-offs	-	-	(15)	-	(15)
Recoveries	-	3	6	-	9
Net (charge-offs) recoveries	-	3	(9)	-	(6)
Balance at December 31, 2015	$ 104	$ 2,032	$ 103	$ 1	$ 2,240

	Year ended December 31, 2014 (in thousands)				
	Construction, land and land development	Real estate	Commercial and industrial	Consumer and other	Total
Balance at December 31, 2013	$ 493	$ 1,113	$ 1,516	$ 2	$ 3,124
Provision for loan losses	(454)	794	30	1	371
Charge-offs	-	-	(1,419)	-	(1,419)
Recoveries	-	-	5	-	5
Net (charge-offs) recoveries	-	-	(1,414)	-	(1,414)
Balance at December 31, 2014	$ 39	$ 1,907	$ 132	$ 3	$ 2,081

Components of the allowance for losses, and the related carrying amount of loans for which the allowance is determined, are as follows:

	December 31, 2015 (in thousands)				
	Construction, land and land development	Real estate	Commercial and industrial	Consumer and other	Total
Allocation of Allowance To:					
Impaired loans - evaluated individually	$ -	$ -	$ -	$ -	$ -
Impaired loans - evaluated collectively	-	48	-	-	48
Total impaired loans	-	48	-	-	48
Unimpaired loans - evaluated collectively	104	1,984	103	1	2,192
	$ 104	$ 2,032	$ 103	$ 1	$ 2,240
Recorded Investment In:					
Impaired loans - evaluated individually	$ -	$ -	$ -	$ -	$ -
Impaired loans - evaluated collectively	-	95	-	-	95
Total impaired loans	-	95	-	-	95
Unimpaired loans - evaluated collectively	11,699	223,842	9,500	75	245,116
	$ 11,699	$ 223,937	$ 9,500	$ 75	$ 245,211

	December 31, 2014 (in thousands)				
	Construction, land and land development	Real estate	Commercial and industrial	Consumer and other	Total
Allocation of Allowance To:					
Impaired loans - evaluated individually	$ -	$ -	$ -	$ -	$ -
Impaired loans - evaluated collectively	-	202	-	-	202
Total impaired loans	-	202	-	-	202
Unimpaired loans - evaluated collectively	39	1,705	132	3	1,879
	$ 39	$ 1,907	$ 132	$ 3	$ 2,081
Recorded Investment In:					
Impaired loans - evaluated individually	$ -	$ -	$ -	$ -	$ -
Impaired loans - evaluated collectively	-	716	-	-	716
Total impaired loans	-	716	-	-	716
Unimpaired loans - evaluated collectively	16,510	214,473	14,069	320	245,372
	$ 16,510	$ 215,189	$ 14,069	$ 320	$ 246,088

Information relative to impaired loans is as follows:

	As of and for the year ended December 31, 2015 (in thousands)						
	Recorded Investment In Impaired Loans With No Valuation Allowance	Recorded Investment In Impaired Loans With A Valuation Allowance	Total Impaired Loans	Valuation Allowance On Impaired Loans	Contractual Principal Of Impaired Loans	Commitments To Extend Credit On Impaired Loans	Average Impaired Loans
Construction, land and land development							
Residential 1-4 family	$ -	$ -	$ -	$ -	$ -	$ -	$ -
Other	-	-	-	-	-	-	-
	-	-	-	-	-	-	-
Real estate							
Residential 1-4 family	-	-	-	-	-	-	-
Multifamily	-	-	-	-	-	-	-
Commercial	-	95	95	48	95	-	305
Farmland	-	-	-	-	-	-	273
	-	95	95	48	95	-	578
Commercial and industrial	-	-	-	-	-	-	87
Consumer and other	-	-	-	-	-	-	-
	$ -	$ 95	$ 95	$ 48	$ 95	$ -	$ 665

	As of and for the year ended December 31, 2014 (in thousands)						
	Recorded Investment In Impaired Loans With No Valuation Allowance	Recorded Investment In Impaired Loans With A Valuation Allowance	Total Impaired Loans	Valuation Allowance On Impaired Loans	Contractual Principal Of Impaired Loans	Commitments To Extend Credit On Impaired Loans	Average Impaired Loans
Construction, land and land development							
Residential 1-4 family	$ -	$ -	$ -	$ -	$ -	$ -	$ -
Other	-	-	-	-	-	-	-
	-	-	-	-	-	-	-
Real estate							
Residential 1-4 family	-	-	-	-	-	-	-
Multifamily	-	-	-	-	-	-	-
Commercial	-	716	716	202	716	-	896
Farmland	-	-	-	-	-	-	-
	-	716	716	202	716	-	896
Commercial and industrial	-	-	-	-	-	-	591
Consumer and other	-	-	-	-	-	-	-
	$ -	$ 716	$ 716	$ 202	$ 716	$ -	$ 1,487

Interest income recognized on impaired loans was immaterial for the two years ended December 31, 2015 and 2014, respectively.

The Company had one troubled debt restructuring with a principal balance of $95,000 and a related valuation allowance of $48,000 for the year ended December 31, 2015.The Company had no troubled debt restructurings for the year ended December 31, 2014.

The carrying amounts of loans by performance status and credit quality indicator are as follows:

	December 31, 2015 (in thousands)							
	Loans By Past Due and Performance Status					Loans By Credit Quality Indicator		
	Accruing Loans						Classified	
	Current	30-89 Days Past Due	90 Days or More Past Due	Nonaccrual Loans	Total Loans	Non-classified	Unimpaired	Impaired
Construction, land and land development								
Residential 1-4 family	$ 4,426	$ -	$ -	$ -	$ 4,426	$ 4,426	$ -	$ -
Other	7,273	-	-	-	7,273	7,174	99	-
	11,699	-	-	-	11,699	11,600	99	-
Real estate								
Residential 1-4 family	27,017	-	-	-	27,017	26,604	413	-
Multifamily	17,078	-	-	-	17,078	17,078	-	-
Commercial	178,534	-	-	95	178,629	174,367	4,167	95
Farmland	1,213	-	-	-	1,213	1,213	-	-
	223,842	-	-	95	223,937	219,262	4,580	95
Commercial and industrial	9,500	-	-	-	9,500	9,410	90	-
Consumer and other	75	-	-	-	75	75	-	-
	$ 245,116	$ -	$ -	$ 95	$ 245,211	$ 240,347	$ 4,769	$ 95

December 31, 2014 (in thousands)								
	Loans By Past Due and Performance Status					Loans By Credit Quality Indicator		
	Accruing Loans						Classified	
	Current	30-89 Days Past Due	90 Days or More Past Due	Nonaccrual Loans	Total Loans	Non-classified	Unimpaired	Impaired
Construction, land and land development								
Residential 1-4 family	$ 4,211	$ -	$ -	$ -	$ 4,211	$ 4,211	$ -	$ -
Other	12,299	-	-	-	12,299	10,716	1,583	-
	16,510	-	-	-	16,510	14,927	1,583	-
Real estate								
Residential 1-4 family	28,519	-	-	-	28,519	28,102	417	-
Multifamily	13,299	-	-	-	13,299	13,299	-	-
Commercial	170,349	-	-	548	170,897	169,588	593	716
Farmland	2,474	-	-	-	2,474	2,474	-	-
	214,641	-	-	548	215,189	213,463	1,010	716
Commercial and industrial	14,069	-	-	-	14,069	13,969	100	-
Consumer and other	320	-	-	-	320	319	1	-
	$ 245,540	$ -	$ -	$ 548	$ 246,088	$ 242,678	$ 2,694	$ 716

NOTE C – FORECLOSED REAL ESTATE

A summary of the activity in foreclosed real estate held for sale is as follows:

	Year Ended December 31, 2015	2014
	(in thousands)	
Balance at beginning of year	$ 683	$ 2,724
Transfers from loans	-	207
Valuation allowances recorded	-	-
Disposition	(485)	(2,248)
Balance at end of year	$ 198	$ 683

Net (income) expense from foreclosed real estate included in noninterest expenses is as follows:

	Year Ended December 31, 2015	Year Ended December 31, 2014
	(in thousands)	
Net (gain) loss on disposition	$ (29)	$ (70)
Valuation allowances recorded	-	-
Other related expenses	21	137
	$ (8)	$ 67

NOTE D - PREMISES AND EQUIPMENT

At December 31, premises and equipment, less accumulated depreciation and amortization consisted of the following:

	December 31, 2015	December 31, 2014
	(in thousands)	
Leasehold improvements	$ 650	$ 650
Furniture, fixtures and equipment	1,292	1,308
	1,942	1,958
Accumulated depreciation and amortization	(1,863)	(1,797)
	$ 79	$ 161

The Company rents office space under an operating lease. The lease is for five years with renewal options. Rent expense in 2015 and 2014 was $187,000 and $261,000, respectively.

Future lease payments under the lease are as follows:

Years ending December 31,	(in thousands)
2016	$ 129
2017	132
2018	135
2019	138
2020	11
Thereafter	-
	$ 545

NOTE E – CORE DEPOSIT INTANGIBLE

The core deposit intangible asset consists of the:

	December 31, 2015	December 31, 2014
	(in thousands)	
Core deposit intangible	$ 2,166	$ 2,166
Less accumulated amortization	(1,986)	(1,867)
	$ 180	$ 299

Future annual amortization of the core deposit intangible is as follows:

Years ending December 31,	(in thousands)
2016	$ 75
2017	47
2018	30
2019	18
2020	10
Thereafter	-
	$ 180

NOTE F – DEPOSITS

The aggregate amount of time deposits in denominations of $250,000 or more at December 31, 2015 and 2014 was $33,880,000 and $35,717,000, respectively.

At December 31, 2015, the scheduled maturities of certificates of deposit are as follows:

Years ending December 31,	(in thousands)
2016	$ 36,186
2017	20,754
2018	17,080
2019	3,020
2020	571
Thereafter	3,613
	$ 81,224

NOTE G – BORROWINGS

At December 31, 2015 and 2014, long-term debt (debt with original maturities of more than one year) of $2,500,000, consisted of a Federal Home Loan Bank fixed-rate advances with rates ranging from 0.95 – 1.68%, with a weighted average interest rate of 1.10%.

At December 31, 2015 and 2014, short-term borrowings of $13,300,000 and $15,100,000, consisted of Federal Home Loan Bank fixed-rate advances with an interest rate of 0.48% and 0.25%, respectively. These borrowings mature within 30 days.

At December 31, 2015 and 2014, loans totaling $132,819,000 and $129,058,000 were pledged to secure all Federal Home Loan Bank borrowings. At December 31, 2015, the Company had additional borrowing capacity at the Federal Home Loan Bank of approximately $72,180,000.

At December 31, 2015, the Company maintained various additional short and long-term lines of credit from the Federal Home Loan Bank and other institutions with available facilities of $16,000,000.

At December 31, 2015, scheduled maturities of long-term borrowings were as follows:

Years ending December 31,	(in thousands)
2016	$ 2,500
Thereafter	-
	$ 2,500

NOTE H – INCOME TAXES

Following is an analysis of income taxes included in the statements of income:

	2015	2014
	(in thousands)	
Current tax expense		
Federal	$ 3,054	$ 2,224
State	436	317
	3,490	2,541
Deferred tax expense		
Federal	(52)	704
State	(7)	100
	(59)	804
	$ 3,431	$ 3,345

Listed below are the components of the net deferred tax assets, which are included in other assets:

	December 31,	
	2015	2014
	(in thousands)	
Deferred tax assets		
Allowance for loan losses	$ 830	$ 771
Basis of loans	-	101
Organizational costs	172	201
Writedowns on foreclosed real estate	-	4
Deferred loan fees	275	182
Other	120	111
Total deferred tax assets	1,397	1,370
Deferred tax liabilities		
Core deposit intangible	(67)	(111)
Other	(30)	(18)
Total deferred tax liabilities	(97)	(129)
Net deferred tax asset	$ 1,300	$ 1,241

The reasons for the differences between the statutory federal income tax rate and the effective tax rate are summarized as follows:

	Year Ended December 31,	
	2015	2014
	(percentage)	
Statutory federal tax rate	34.0	34.0
Increase resulting from:		
State tax, net of federal tax benefit	3.1	3.1
Taxable dividends from Bank	-	-
Other	0.7	0.7
Effective rate	37.8	37.8

NOTE I - FINANCIAL INSTRUMENTS WITH OFF-BALANCE SHEET RISK

The Company is a party to financial instruments with off-balance sheet risk in the normal course of business to meet the financing needs of its customers. These financial instruments include commitments to extend credit and stand-by letters of credit.

Those instruments involve, to a varying degree, elements of credit risk in excess of the amount recognized in the statement of financial position. The contract amounts of those instruments reflect the extent of involvement the Company has in particular classes of financial instruments.

The Company's exposure to credit loss in the event of non-performance by the other party to the financial instrument for commitments to extend credit and stand-by letters of credit is represented by the contractual notional amount of those instruments. The Company uses the same credit policies in making commitments and conditional obligations 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:

	2015	2014
Commitments to extend credit	$ 22,533	$ 20,123
Letters of credit	807	571

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.

Since many of the commitments may expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. The Company evaluates each customer's credit-worthiness on a case-by-case basis. The amount of collateral obtained if deemed necessary by the Company upon extension of credit is based on management's credit evaluation. Collateral held varies, but may include accounts receivable, inventory, property, plant and equipment and income-producing commercial properties.

Stand-by letters of credit are conditional commitments issued by the Company to guarantee the performance of a customer to a third party. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loan facilities to customers.

NOTE J - EMPLOYEE BENEFIT AND COMPENSATION PLANS

401(k) Plan

The Company maintains a 401(k) retirement plan whereby substantially all employees who meet certain age and length of service requirements may participate in the plan. For 2015 and 2014, expense attributable to the Plan amounted to $62,000 and $48,000, respectively.

Employment Agreements

The Company has employment agreements with its CEO and President. The agreements establish a salary that is increased annually based on performance factors relating to Company earnings, asset growth and asset quality. The CEO and President are also entitled to participate in annual bonuses based on Company earnings and asset quality. These are subject to annual review and approval by the Board of Directors.

Stock Appreciation Rights

The Company has a Stock Appreciation Rights (SAR) plan for senior officers. Under the plan, participants are granted a number of SARs at the discretion of the Company's Board of Directors. Each SAR entitles the holder to the book value appreciation in one share of the Company's common stock for the periods following the date of grant. The value of the stock appreciation vests immediately, at which time the holder is entitled to receive the value in cash. Expense attributable to the plan in 2015 and 2014 was $595,000 and $462,000, respectively. All expenses were paid as part of 2015 and 2014 compensation, and no liability related to this expense existed as of December 31, 2015 and 2014.

NOTE K – RELATED PARTY TRANSACTIONS

In the ordinary course of business, the Company may make loans to executive officers, directors and principal shareholders of the Company, including their immediate families and companies in which they are principal owners. At December 31, 2015 and 2014, loans to these persons totaled $4,516,000 and $4,921,000, respectively. Deposits by related parties held by the Company at December 31, 2015 and 2014 amounted to $3,931,000 and $2,862,000, respectively.

NOTE L – STOCKHOLDERS' EQUITY AND DIVIDENDS

Preferred Stock

In 2011, the Company issued 9,740 shares of perpetual, non-cumulative preferred stock ($1,000 per share liquidation preference) to the United States Department of Treasury as part of the Treasury's Small Business Lending Fund (SBLF) program. Total proceeds from the transaction were $9,740,000.

The SBLF is a dedicated investment fund that encourages lending to small businesses by providing capital to qualified community banks. The SBLF is structured to encourage small business lending through a tiered dividend structure where the dividend rate on the preferred stock is based on the growth of the Company's small business lending. The initial dividend rate payable on SBLF capital is, at most, 5%, and the rate falls to 1% if a company's small business lending increases by 10% or more. Companies that increase their lending by less than 10% pay dividend rates between 2% and 4%. If a company's lending does not increase in the first two years after issuance, however, the dividend rate increases to 7%. Four and one-half years after issuance, the dividend rate for all companies increases to 9%. Dividends on the SBLF preferred stock are payable quarterly in arrears each January 1, April 1, July 1 and October 1. The Company's dividend rate in 2015 and 2014 was 1%.

Dividends

Federal banking regulations place certain restrictions on dividends paid by the Bank to its shareholders. Approval by the banking regulators is required if the total of all dividends declared by the Bank exceeds the total of their net profits for the year combined with their retained net profits of the preceding two years.

In addition, dividends paid by the Bank would be prohibited if the effect thereof would cause the Banks capital to be deemed below the applicable minimum capital requirements.

NOTE M - MINIMUM REGULATORY CAPITAL REQUIREMENTS

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 and Tier 1 capital (as defined in the regulations) to risk-weighted assets (as defined), Common Equity Tier 1 capital (as defined in the regulations) to risk-weighted assets (as defined), and of Tier 1 capital (as defined) to average assets (as defined). Management believes, as of December 31, 2015 and 2014, that the Bank meets all capital adequacy requirements to which it is subject.

When fully phased in on January 1, 2019, the Basel III capital rules will require the Bank to maintain a minimum ratio of common equity tier 1 capital to risk-weighted assets of at least 4.5%, plus a 2.5% "capital conservation buffer" (which is added to the 4.5% common equity tier 1 capital ratio as the buffer is phased in, effectively resulting in a minimum ratio of common equity tier 1 capital to risk-weighted assets of 7% upon full phase in). The Bank will also be required to maintain a tier 1 capital to risk-weighted assets ratio of 6.0% (8.5% including the capital conservation buffer), a total capital to risk-weighted assets ratio of 8.0% (10.5% including the capital conservation buffer), and a tier 1 capital to quarterly average assets ratio of 4.0%.

The aforementioned capital conservation buffer phases in at 0.625% annually over a four year period beginning January 1, 2016, and is designed to absorb losses during periods of economic stress. Banking institutions with capital ratios above the base minimums but below the effective minimums (which include the buffer) will face constraints on dividends, equity repurchases and compensation based on the amount of the shortfall.

The following table presents actual and required capital ratios as of December 31, 2015 for the Bank under the Basel III Capital Rules. The minimum required capital amounts presented include the minimum required capital levels as of December 31, 2015 based on the phase-in provisions of the Basel III Capital Rules. Capital levels required to be considered well capitalized are based on prompt corrective action regulations, as amended to reflect changes under the Basel III Capital Rules.

	Actual		Minimum required for capital adequacy purposes - Basel III phase-in schedule		Required to be considered well capitalized	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
			(in thousands)			
As of December 31, 2015						
Total capital (to risk weighted assets)	$ 41,576	17.4%	$ 19,102	8.0%	$ 23,877	10.0%
Tier 1 capital (to risk weighted assets)	39,337	16.5	14,326	6.0	19,102	8.0
Common Tier 1 capital (to risk weighted assets)	31,375	13.1	10,745	4.5	15,520	6.5
Tier 1 capital (to average assets)	39,337	14.7	10,722	4.0	13,402	5.0

The following table presents the Bank's actual and required capital ratios as of December 31, 2014 under the regulatory capital rules then in effect.

	Actual		Minimum capital requirement		Minimum to be well capitalized under prompt corrective action provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
			(in thousands)			
As of December 31, 2014						
Total capital (to risk weighted assets)	$ 40,928	17.6%	$ 18,570	8.0%	$ 23,213	10.0%
Tier 1 capital (to risk weighted assets)	38,672	16.7	9,285	4.0	13,928	6.0
Tier 1 capital (to average assets)	38,672	14.5	10,688	4.0	13,360	5.0

NOTE N – FAIR VALUE MEASUREMENT

The Company used the following methods and significant assumptions to estimate fair value:

Impaired Loans - The Company does not record loans at fair value on a recurring basis. However, from time to time, fair value adjustments are recorded on these loans to reflect (1) partial write-downs that are based on the current appraised or market-quoted value of the underlying collateral or (2) the full charge-off of the loan carrying value. In some cases, the properties for which market quotes or appraised values have been obtained are located in areas where comparable sales data is limited, outdated, or unavailable. Fair value estimates for impaired loans are obtained from independent appraisers or other third-party consultants (Level 3).

Foreclosed Real Estate - Nonrecurring adjustments to certain commercial and residential real estate properties classified as foreclosed real estate are measured at the lower of carrying amount or fair value, less costs to sell. Fair values are generally based on third party appraisals of the property, resulting in Level 3 classification. In cases where the carrying amount exceeds the fair value, less costs to sell, an impairment loss is recognized.

Assets and liabilities measured at fair value on a non-recurring basis are summarized below:

	December 31, 2015			
	Level 1	Level 2	Level 3	Total
	(in thousands)			
Impaired loans	$ -	$ -	$ -	$ -
Foreclosed real estate	-	-	198	198

	December 31, 2014			
	Level 1	Level 2	Level 3	Total
	(in thousands)			
Impaired loans	$ -	$ -	$ 514	$ 514
Foreclosed real estate	-	-	683	683

At December 31, 2015 and 2014, impaired loans, which are measured for impairment using the fair value of the collateral, with a carrying value of $0 and $716,000, respectively, were written down to their fair value of $0 and $514, resulting in an additional provision for loan losses, which was included in earnings for the year.

At December 31, 2015 and 2014, foreclosed real estate with a cost basis of $198,000 and $694,000, respectively, is carried at its estimated fair value of $198,000 and $683,000, respectively. The valuation allowance of $0 and $11,000, respectively, has been recorded through expense.

During 2015 and 2014, there were no changes or amounts in Level 3 assets or liabilities recorded at fair value on a recurring basis.

NOTE O – SUBSEQUENT EVENT

On January 13, 2016 the Company paid the United States Department of Treasury $9,740,000 to redeem all outstanding preferred stock outstanding under the SBLF program.