

GABELLI GLOBAL UTILITY & INCOME TRUST  
Form N-CSRS  
September 01, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**FORM N-CSR**

**CERTIFIED SHAREHOLDER REPORT OF REGISTERED MANAGEMENT**

**INVESTMENT COMPANIES**

Investment Company Act file number 811-21529

The Gabelli Global Utility & Income Trust  
(Exact name of registrant as specified in charter)

One Corporate Center  
Rye, New York 10580-1422  
(Address of principal executive offices) (Zip code)

Bruce N. Alpert  
Gabelli Funds, LLC  
One Corporate Center  
Rye, New York 10580-1422  
(Name and address of agent for service)

Registrant's telephone number, including area code: 1-800-422-3554

Date of fiscal year end: December 31

Date of reporting period: June 30, 2016

Form N-CSR is to be used by management investment companies to file reports with the Commission not later than 10 days after the transmission to stockholders of any report that is required to be transmitted to stockholders under Rule 30e-1 under the Investment Company Act of 1940 (17 CFR 270.30e-1). The Commission may use the information provided on Form N-CSR in its regulatory, disclosure review, inspection, and policymaking roles.

A registrant is required to disclose the information specified by Form N-CSR, and the Commission will make this information public. A registrant is not required to respond to the collection of information contained in Form N-CSR unless the Form displays a currently valid Office of Management and Budget (OMB) control number. Please direct comments concerning the accuracy of the information collection burden estimate and any suggestions for reducing the burden to Secretary, Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549. The OMB has reviewed this collection of information under the clearance requirements of 44 U.S.C. § 3507.

**Item 1. Reports to Stockholders.**

The Report to Shareholders is attached herewith.

## The Gabelli Global Utility & Income Trust

Semiannual Report June 30, 2016

**Mario J. Gabelli, CFA**  
Portfolio Manager

### To Our Shareholders,

For the six months ended June 30, 2016, the net asset value ( NAV ) total return of The Gabelli Global Utility & Income Trust (the Fund ) was 14.7%, compared with a total return of 23.4% for the Standard & Poor's ( S&P ) 500 Utilities Index. The total return for the Fund's publicly traded shares was 15.3%. The Fund's NAV per share was \$21.78, while the price of the publicly traded shares closed at \$18.59 on the NYSE MKT. See below for additional performance information.

Enclosed are the financial statements, including the schedule of investments, as of June 30, 2016.

### Comparative Results

#### Average Annual Returns through June 30, 2016 (a) (Unaudited)

	<u>Year to Date</u>	<u>1 Year</u>	<u>5 Year</u>	<u>10 Year</u>	<u>Since Inception (05/28/04)</u>
<b>Gabelli Global Utility &amp; Income Trust</b>					
<b>NAV Total Return (b)</b>	14.68%	9.12%	7.05%	6.71%	7.69%
<b>Investment Total Return (c)</b>	15.31	9.78	5.04	7.29	6.44
S&P 500 Utilities Index	23.41	31.47	13.82	9.21	11.13
Lipper Utility Fund Average	19.78	14.79	10.79	8.32	10.48
S&P 500 Index	3.84	3.99	12.10	7.42	7.54

- (a) Returns represent past performance and do not guarantee future results. Investment returns and the principal value of an investment will fluctuate. When shares are sold, they may be worth more or less than their original cost. Current performance may be lower or higher than the performance data presented. Visit [www.gabelli.com](http://www.gabelli.com) for performance information as of the most recent month end. Performance returns for periods of less than one year are not annualized. Investors should carefully consider the investment objectives, risks, charges, and expenses of the Fund before investing. The S&P 500 Utilities Index is an unmanaged indicator of electric and gas utility stock performance. The Lipper Utility Fund Average reflects the average performance of mutual funds classified in this particular category. The S&P 500 Index is an unmanaged indicator of stock market performance. Dividends are considered reinvested. You cannot invest directly in an index.
- (b) Total returns and average annual returns reflect changes in the NAV per share, reinvestment of distributions at NAV on the ex-dividend date, and adjustments for the rights offering and are net of expenses. Since inception return is based on an initial NAV of \$19.06.
- (c) Total returns and average annual returns reflect changes in closing market values on the NYSE MKT, reinvestment of distributions, and adjustments for the rights offering. Since inception return is based on an initial offering price of \$20.00.



**Summary of Portfolio Holdings (Unaudited)**

The following table presents portfolio holdings as a percent of total investments as of June 30, 2016:

**The Gabelli Global Utility & Income Trust**

Energy and Utilities: Integrated	23.9%
Telecommunications	14.9%
U.S. Government Obligations	14.6%
Natural Gas Utilities	6.9%
Cable and Satellite	6.4%
Food and Beverage	5.2%
Water	3.8%
Electric Transmission and Distribution	3.5%
Wireless Communications	3.3%
Natural Gas Integrated	3.1%
Electronics	2.3%
Financial Services	1.9%
Services	1.4%
Diversified Industrial	1.3%
Entertainment	1.2%
Health Care	1.0%
Oil	0.9%
Hotels and Gaming	0.7%
Aerospace	0.7%
Business Services	0.5%
Alternative Energy	0.5%
Specialty Chemicals	0.5%
Building and Construction	0.3%
Machinery	0.3%
Real Estate	0.2%
Environmental Services	0.2%
Transportation	0.2%
Independent Power Producers and Energy Traders	0.1%
Consumer Products	0.1%
Automotive	0.1%
Metals and Mining	0.0%*
Retail	0.0%*
	100.0%

\* Amount represents less than 0.05%

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The Fund files a complete schedule of portfolio holdings with the Securities and Exchange Commission ( SEC ) for the first and third quarters of each fiscal year on Form N-Q. Shareholders may obtain this information at [www.gabelli.com](http://www.gabelli.com) or by calling the Fund at 800-GABELLI (800-422-3554). The Fund's Form N-Q is available on the SEC's website at [www.sec.gov](http://www.sec.gov) and may also be reviewed and copied at the SEC's Public Reference Room in Washington, DC. Information on the operation of the Public Reference Room may be obtained by calling 800-SEC-0330.

### **Proxy Voting**

The Fund files Form N-PX with its complete proxy voting record for the twelve months ended June 30, no later than August 31 of each year. A description of the Fund's proxy voting policies, procedures, and how the Fund voted proxies relating to portfolio securities is available without charge, upon request, by (i) calling 800-GABELLI (800-422-3554); (ii) writing to The Gabelli Funds at One Corporate Center, Rye, NY 10580-1422; or (iii) visiting the SEC's website at [www.sec.gov](http://www.sec.gov).

**The Gabelli Global Utility & Income Trust****Schedule of Investments June 30, 2016 (Unaudited)**

Shares		Cost	Market Value
<b>COMMON STOCKS 85.0%</b>			
<b>ENERGY AND UTILITIES 45.4%</b>			
<b>Alternative Energy 0.5%</b>			
<b>U.S. Companies</b>			
15,000	NextEra Energy Partners LP	\$ 373,624	\$ 455,700
6,000	Ormat Technologies Inc.	164,111	262,560
		537,735	718,260
<b>Electric Transmission and Distribution 3.5%</b>			
<b>Non U.S. Companies</b>			
6,000	Algonquin Power & Utilities Corp.	30,772	55,219
28,000	Enersis Chile SA, ADR	78,326	163,240
11,000	Fortis Inc.	336,284	371,818
8,775	National Grid plc, ADR	401,681	652,246
5,000	Red Electrica Corporacion SA	227,553	444,845
<b>U.S. Companies</b>			
3,000	Consolidated Edison Inc.	143,440	241,320
12,000	Twin Disc Inc.	197,787	128,880
2,000	Unitil Corp.	85,144	85,340
42,000	WEC Energy Group Inc.	1,584,719	2,742,600
		3,085,706	4,885,508
<b>Energy and Utilities: Integrated 23.9%</b>			
<b>Non U.S. Companies</b>			
150,000	A2A SpA	276,010	196,094
3,000	Areva SA	57,303	10,820
20,000	BP plc, ADR	749,559	710,200
180	Brookfield Business Partners LP	5,081	3,436
11,000	Chubu Electric Power Co. Inc.	194,672	154,297
152,000	Datang International Power Generation Co. Ltd., Cl. H	59,610	42,320
1,000	E.ON SE	12,547	10,017
12,000	E.ON SE, ADR	214,172	121,440
9,760	EDP - Energias de Portugal SA, ADR	262,599	299,437
10,000	Electric Power Development Co. Ltd.	252,321	230,378
5,500	Emera Inc.	152,289	206,982
10,000	Endesa SA	238,331	200,089

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76,000	Enel SpA	432,811	335,679
28,000	Enersis Americas SA, ADR	88,325	240,240
1,000	Eni SpA	20,630	16,114
217,100	Hera SpA	426,556	592,200
12,000	Hokkaido Electric Power Co. Inc.	127,300	96,102
18,000	Hokuriku Electric Power Co.	274,290	220,501
17,000	Huaneng Power International Inc., ADR	551,217	424,490
101,904	Iberdrola SA	536,347	688,370
5,000	Iberdrola SA, ADR	158,624	135,500

**Market**

<b>Shares</b>		<b>Cost</b>	<b>Value</b>
34,000	Korea Electric Power Corp., ADR	\$ 392,916	\$ 881,620
22,000	Kyushu Electric Power Co. Inc.	297,967	217,731
10,000	Shikoku Electric Power Co. Inc.	171,759	116,787
12,000	The Chugoku Electric Power Co. Inc.	188,947	150,951
18,000	The Kansai Electric Power Co. Inc.	233,505	172,810
8,000	Tohoku Electric Power Co. Inc.	126,339	99,705
2,000	Verbund AG	33,429	28,210

**U.S. Companies**

2,000	ALLETE Inc.	71,269	129,260
21,000	Ameren Corp.	816,820	1,125,180
29,000	American Electric Power Co. Inc.	911,867	2,032,610
5,000	Avista Corp.	145,830	224,000
4,500	Black Hills Corp.	120,509	283,680
10,000	Dominion Resources Inc.	406,566	779,300
17,000	Duke Energy Corp.(a)	754,741	1,458,430
4,000	El Paso Electric Co.	77,953	189,080
32,000	Eversource Energy(a)	700,615	1,916,800
25,000	Great Plains Energy Inc.	523,930	760,000
16,000	Hawaiian Electric Industries Inc.	394,905	524,640
15,500	MGE Energy Inc.	339,986	875,983
10,000	NextEra Energy Inc.	487,760	1,304,000
45,000	NiSource Inc.	354,194	1,193,400
11,000	NorthWestern Corp.	321,444	693,770
39,000	OGE Energy Corp.	481,892	1,277,250
28,251	Otter Tail Corp.	752,137	946,126
1,000	PG&E Corp.	33,930	63,920
15,000	Pinnacle West Capital Corp.	610,094	1,215,900
7,000	PPL Corp.	197,367	264,250
29,000	Public Service Enterprise Group Inc.	965,990	1,351,690
18,000	SCANA Corp.	646,320	1,361,880
1,000	Talen Energy Corp.	10,910	13,550
38,000	The AES Corp.	360,232	474,240
13,000	The Empire District Electric Co.	404,500	441,610
38,000	The Southern Co.	1,120,131	2,037,940
15,000	Vectren Corp.	360,570	790,050
36,000	Westar Energy Inc.	763,859	2,019,240
27,000	Xcel Energy Inc.	457,904	1,209,060



20,129,681 33,559,359

<b>Natural Gas Integrated 3.1%</b>			
<b>Non U.S. Companies</b>			
80,000	Snam SpA	288,733	475,863
<b>U.S. Companies</b>			
6,000	Anadarko Petroleum Corp.	527,039	319,500
3,000	Apache Corp.	145,616	167,010
12,000	CONSOL Energy Inc.	162,324	193,080
1,000	Energen Corp.	30,935	48,210
10,000	Kinder Morgan Inc.	185,160	187,200

See accompanying notes to financial statements.

**The Gabelli Global Utility & Income Trust****Schedule of Investments (Continued) June 30, 2016 (Unaudited)**

Shares		Cost	Market Value
	<b>COMMON STOCKS (Continued)</b>		
	<b>ENERGY AND UTILITIES (Continued)</b>		
	<b>Natural Gas Integrated (Continued)</b>		
	<b>U.S. Companies (Continued)</b>		
30,000	National Fuel Gas Co.	\$ 1,324,590	\$ 1,706,400
4,000	ONEOK Inc.	45,265	189,800
30,000	Spectra Energy Corp.	634,201	1,098,900
		3,343,863	4,385,963
	<b>Natural Gas Utilities</b>	<b>6.9%</b>	
	<b>Non U.S. Companies</b>		
1,500	Enagas SA	37,053	45,453
1,890	Engie	49,337	30,434
9,954	Engie, ADR	302,490	161,354
	<b>U.S. Companies</b>		
20,000	AGL Resources Inc.	894,170	1,319,400
10,000	Atmos Energy Corp.	246,554	813,200
2,400	Chesapeake Utilities Corp.	46,490	158,832
190,000	Columbia Pipeline Group Inc.	4,220,845	4,843,100
1,000	ONE Gas Inc.	6,172	66,590
14,500	Piedmont Natural Gas Co. Inc.	702,590	871,740
5,000	Questar Corp.	124,950	126,850
14,000	Southwest Gas Corp.	547,985	1,101,940
2,000	Spire Inc.	70,415	141,680
		7,249,051	9,680,573

	<b>Oil 0.9%</b>		<b>Non U.S.</b>		<b>Companies</b>					
	3,600		PetroChina Co.							
			Ltd., ADR		253,612	-	-	(24)	24	-
Cash in lieu of fractional shares	-	-	-	-	-	-	-	-	(7)	(7)
Amortization of deferred compensation on restricted stock	-	-	-	-	28	-	-	-	-	28
Compensation expense related to stock options, net of tax	-	-	-	-	-	210	-	-	-	210
Other comprehensive loss	-	-	-	-	-	(1,801)	-	-	(1,801)	
<b>June 30, 2013</b>	<b>4,269,437</b>	<b>\$43</b>	<b>15,299</b>	<b>\$15,299</b>	<b>\$(156)</b>	<b>\$42,751</b>	<b>\$(623)</b>	<b>\$6,248</b>	<b>\$63,562</b>	
<b>December 31, 2013</b>	<b>4,319,750</b>	<b>\$43</b>	<b>15,299</b>	<b>\$15,299</b>	<b>\$(636)</b>	<b>\$43,581</b>	<b>\$(1,348)</b>	<b>\$8,722</b>	<b>\$65,665</b>	
Net income	-	-	-	-	-	-	-	2,816	2,816	
Preferred stock transactions:										
Redemption of preferred stock	-	-	(4,057)	(4,057)	-	-	-	-	(4,057)	
Cash dividends on Series T preferred stock	-	-	-	-	-	-	-	(434)	(434)	
Issuance of common stock	475,000	5	-	-	-	5,945	-	-	5,950	
Proceeds from exercise of stock options	32,764	-	-	-	-	287	-	-	287	
Issuance of restricted stock	2,000	-	-	-	(27)	27	-	-	-	
Amortization of deferred compensation on restricted stock	-	-	-	-	98	-	-	-	98	
Compensation expense related to stock options, net of tax	-	-	-	-	-	222	-	-	222	
Other comprehensive income	-	-	-	-	-	(1,339)	-	-	1,339	
<b>June 30, 2014</b>	<b>4,829,514</b>	<b>\$48</b>	<b>11,242</b>	<b>\$11,242</b>	<b>\$(565)</b>	<b>\$ 50,066</b>	<b>\$(9)</b>	<b>\$ 11,104</b>	<b>\$ 71,886</b>	

See notes to consolidated financial statements that are an integral part of these consolidated statements.

***SOUTHERN FIRST BANCSHARES, INC. AND SUBSIDIARY***  
***CONSOLIDATED STATEMENTS OF CASH FLOWS***

**(Unaudited)**

(dollars in thousands)	For the six months ended June 30,	
	2014	2013
Operating activities		
Net income	\$ 2,816	2,262
Adjustments to reconcile net income to cash provided by operating activities:		
Provision for loan losses	1,950	1,875
Depreciation and other amortization	591	596
Accretion and amortization of securities discounts and premium, net	200	380
Gain on sale of investment securities	(230)	-
Gain on sale and write-down of real estate owned	-	(22)
Compensation expense related to stock options and grants	320	238
Increase in cash surrender value of bank owned life insurance	(329)	(318)
Increase in deferred tax asset	(856)	(50)
(Increase) decrease in other assets, net	90	(12)
Decrease in other liabilities, net	(13)	(1,010)
Net cash provided by operating activities	4,539	3,939
Investing activities		
Increase (decrease) in cash realized from:		
Origination of loans, net	(83,970)	(43,939)
Purchase of property and equipment	(1,456)	(1,834)
Purchase of investment securities:		
Available for sale	(2,073)	-
Other	-	(675)
Payments and maturity of investment securities:		
Available for sale	2,427	5,429
Other	157	2,353
Purchase of bank owned life insurance	-	(2,000)
Proceeds from sale of investment securities	10,427	200
Proceeds from sale of real estate owned	75	1,432
Net cash used for investing activities	(74,413)	(39,034)
Financing activities		
Increase (decrease) in cash realized from:		
Increase in deposits, net	67,050	55,773
Decrease in short-term borrowings	-	(13,190)

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Increase in other borrowings	3,000	-	
Cash dividend on preferred stock	(434	)	(396 )
Redemption of preferred stock	(4,057	)	(980 )
Issuance of common stock	5,950	-	
Cash in lieu of fractional shares	-	(7	)
Proceeds from the exercise of stock options and warrants	287	121	
Net cash provided by financing activities	71,796	41,321	
Net increase in cash and cash equivalents	1,922	6,226	
Cash and cash equivalents at beginning of the period	39,203	29,413	
Cash and cash equivalents at end of the period	\$41,125	35,639	
Supplemental information			
Cash paid for			
Interest	\$ 3,320	4,059	
Income taxes	2,207	1,150	
Schedule of non-cash transactions			
Real estate acquired in settlement of loans	154	1,001	
Unrealized gain (loss) on securities, net of income taxes	1,491	(1,801	)

See notes to consolidated financial statements that are an integral part of these consolidated statements.

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***SOUTHERN FIRST BANCSHARES, INC. AND SUBSIDIARY  
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS***

**NOTE 1 Nature of Business and Basis of Presentation**

*Business Activity*

***Southern First Bancshares, Inc.*** (the Company) is a South Carolina corporation that owns all of the capital stock of Southern First Bank (the Bank) and all of the stock of Greenville First Statutory Trust I and II (collectively, the Trusts). The Trusts are special purpose non-consolidated entities organized for the sole purpose of issuing trust preferred securities. The Bank's primary federal regulator is the Federal Deposit Insurance Corporation (the FDIC). The Bank is also regulated and examined by the South Carolina Board of Financial Institutions. The Bank is primarily engaged in the business of accepting demand deposits and savings deposits insured by the FDIC, and providing commercial, consumer and mortgage loans to the general public.

*Basis of Presentation*

The accompanying consolidated financial statements have been prepared in accordance with generally accepted accounting principles ( GAAP ) for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the three and six month periods ended June 30, 2014 are not necessarily indicative of the results that may be expected for the year ending December 31, 2014. For further information, refer to the consolidated financial statements and footnotes thereto included in the Company s Annual Report on Form 10-K for the year ended December 31, 2013 as filed with the Securities and Exchange Commission on March 4, 2014. The consolidated financial statements include the accounts of the Company and the Bank. In accordance with Financial Accounting Standards Board ( FASB ) Accounting Standards Codification ( ASC ) 810, Consolidation, the financial statements related to the Trusts have not been consolidated.

*Use of Estimates*

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the consolidated financial statements and the reported amount of income and expenses during the reporting periods. 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, real estate acquired in the settlement of loans, fair value of financial instruments, evaluating other-than-temporary-impairment of investment securities and valuation of deferred tax assets.

*Reclassifications*

Certain amounts, previously reported, have been reclassified to state all periods on a comparable basis and had no effect on shareholders equity or net income.

*Subsequent Events*

Subsequent events are events or transactions that occur after the balance sheet date but before financial statements are issued. Recognized subsequent events are events or transactions that provide additional evidence about conditions that

existed at the date of the balance sheet, including the estimates inherent in the process of preparing financial statements. Non-recognized subsequent events are events that provide evidence about conditions that did not exist at the date of the balance sheet but arose after that date. Management performed an evaluation to determine whether there have been any subsequent events since the balance sheet date and determined that no subsequent events occurred requiring accrual or disclosure.

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*Recently Adopted Accounting Pronouncements*

The following is a summary of recently adopted authoritative pronouncements that have impacted the accounting, reporting, and/or disclosure of financial information by the Company.

In April 2013, the FASB issued guidance addressing application of the liquidation basis of accounting. The guidance is intended to clarify when an entity should apply the liquidation basis of accounting. In addition, the guidance provides principles for the recognition and measurement of assets and liabilities and requirements for financial statements prepared using the liquidation basis of accounting. The amendments went into effect for entities that determine liquidation is imminent during annual reporting periods beginning after December 15, 2013, and interim reporting periods therein and those requirements should be applied prospectively from the day that liquidation becomes imminent. Early adoption is permitted. The amendments did not have a material effect on the Company's financial statements.

The Comprehensive Income topic of the ASC was amended in June 2011. The amendment eliminated the option to present other comprehensive income as a part of the statement of changes in stockholders' equity and required consecutive presentation of the statement of net income and other comprehensive income. The amendments were applicable to the Company January 1, 2012 and have been applied retrospectively. In December 2011, the topic was further amended to defer the effective date of presenting reclassification adjustments from other comprehensive income to net income on the face of the financial statements while the FASB redeliberated the presentation requirements for the reclassification adjustments. In February 2013, the FASB further amended the Comprehensive Income topic clarifying the conclusions from such redeliberations. Specifically, the amendments do not change the current requirements for reporting net income or other comprehensive income in financial statements. However, the amendments do require an entity to provide information about the amounts reclassified out of accumulated other comprehensive income by component. In addition, in certain circumstances an entity is required to present, either on the face of the statement where net income is presented or in the notes, significant amounts reclassified out of accumulated other comprehensive income by the respective line items of net income. The amendments were effective for the Company on a prospective basis for reporting periods beginning after December 15, 2013. These amendments did not have a material effect on the Company's financial statements.

**NOTE 2 Preferred and Common Stock**

On February 27, 2009, as part of the Capital Purchase Program ( CPP ), the Company entered into a Securities Purchase Agreement with the U.S. Department of the Treasury (the Treasury ), pursuant to which the Company sold 17,299 shares of its Fixed Rate Cumulative Perpetual Preferred Stock, Series T (the Series T Preferred Stock ) and a warrant to purchase 399,970.34 shares of the Company s common stock (the Warrant ) for an aggregate purchase price of \$17.3 million in cash. The Series T Preferred Stock qualifies as Tier 1 capital and is entitled to cumulative dividends at a rate of 5% per annum for the first five years, which increased to a rate of 9% per annum on May 15, 2014. The Warrant had a 10-year term and was immediately exercisable upon its issuance, with an exercise price, subject to anti-dilution adjustments equal to \$6.487 per share of the common stock.

On June 28, 2012, the Treasury sold its Series T Preferred Stock through a public offering structured as a modified Dutch auction. The Company bid on a portion of the Series T Preferred Stock in the auction after receiving approval from its regulators to do so. The clearing price per share for the preferred shares was \$904 (compared to a par value of \$1,000 per share), and the Company was successful in repurchasing 1,000 shares of the 17,299 shares of Series T Preferred Stock outstanding through the auction process. The remaining 16,299 shares of Series T Preferred Stock held by the Treasury were sold to unrelated third-parties through the auction process. Included in the September 30, 2012 operating results are approximately \$130,000 of costs incurred by the Company related to the offering. These costs are not tax-deductible. The net balance sheet impact was a reduction to shareholders equity of \$904,000 which is comprised of a decrease in Series T Preferred Stock of \$1.0 million and a \$96,000 increase to retained earnings related to the discount on the shares repurchased.

In addition, on July 25, 2012, the Company completed its repurchase of the Warrant from the Treasury for a mutually agreed upon price of \$1.1 million. The difference between the fair value of the Warrant, as originally

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recorded, and the \$1.1 million repurchase price was \$343,000 which resulted in a decrease to additional paid in capital. The Company also recorded the remaining accretion of \$180,000 on the Series T Preferred Stock which brought the Series T Preferred Stock to its par value. Following the settlement of the Warrant on July 25, 2012, the Treasury has completely eliminated its equity stake in the Company through the Capital Purchase Program.

On January 3, 2013 and April 1, 2013, the Company redeemed a total of \$1.0 million of its outstanding Series T



Preferred Stock from three of its preferred shareholders.

On January 27, 2014, the Company issued a total of 475,000 shares of its common stock at \$13.00 per share in a private placement offering. Immediately following the consummation of the Private Placement, the Company redeemed 4,057 shares of the Series T Preferred Stock at a redemption price of \$1,000 per share, or par, using the proceeds from the private placement. The redemption of the 4,057 shares of Series T Preferred Stock will reduce the Company's annual preferred dividend expenses by approximately \$200,000.

Since July of 2012, the Company has redeemed shares of its outstanding Series T Preferred Stock with a cumulative par value of \$6,057,000, thus reducing the balance to shares with a par value of \$11,242,000. The Company will continue to explore options and opportunities to repurchase the remaining Series T Preferred Stock outstanding.

### NOTE 3 Investment Securities

The amortized costs and fair value of investment securities are as follows:

(dollars in thousands)	<b>June 30, 2014</b>			
	<b>Amortized Cost</b>	<b>Gross Gains</b>	<b>Unrealized Losses</b>	<b>Fair Value</b>
<b>Available for sale</b>				
US government agencies	\$ 8,760	11	468	8,303
SBA securities	5,533	-	312	5,221
State and political subdivisions	17,784	535	91	18,228
Mortgage-backed securities	26,655	418	107	26,966
Total investment securities available for sale	\$58,732	964	978	58,718

	<b>December 31, 2013</b>			
	<b>Amortized Cost</b>	<b>Gross Gains</b>	<b>Unrealized Losses</b>	<b>Fair Value</b>
<b>Available for sale</b>				
US government agencies	\$ 8,756	-	1,001	7,755
SBA securities	5,758	-	487	5,271
State and political subdivisions	23,622	331	583	23,370
Mortgage-backed securities	31,347	246	549	31,044
Total investment securities available for sale	\$69,483	577	2,620	67,440

Contractual maturities and yields on our investment securities at June 30, 2014 and December 31, 2013 are shown in the following table. Expected maturities may differ from contractual maturities because issuers may have the right to call or prepay obligations with or without call or prepayment penalties.

(dollars in thousands)	June 30, 2014									
	Less than one year		One to five years		Five to ten years		Over ten years		Total	
	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield
<b>Available for sale</b>										
US government agencies	\$ -	-	-	-	987	2.13%	7,316	2.43%	8,303	2.40%
SBA securities	-	-	-	-	-	-	5,221	1.88%	5,221	1.88%
State and political subdivisions	1,495	0.51%	2,508	1.05%	7,657	3.31%	6,568	2.94%	18,228	2.62%
Mortgage-backed securities	-	-	-	-	2,427	1.80%	24,539	2.72%	26,966	2.63%
Total	\$ 1,495	0.51%	2,508	1.05%	11,071	2.86%	43,644	2.59%	58,718	2.52%
(dollars in thousands)	December 31, 2013									
	Less than one year		One to five years		Five to ten years		Over ten years		Total	
	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield
<b>Available for sale</b>										
US government agencies	\$ -	-	-	-	956	2.13%	6,799	2.43%	7,755	2.40%
SBA securities	-	-	-	-	-	-	5,271	1.88%	5,271	1.88%
State and political subdivisions	1,507	0.51%	2,114	0.67%	7,398	3.22%	12,351	2.88%	23,370	2.63%
Mortgage-backed securities	-	-	-	-	2,072	1.77%	28,972	2.69%	31,044	2.62%
Total	\$ 1,507	0.51%	2,114	0.67%	10,426	2.82%	53,393	2.61%	67,440	2.54%

The tables below summarize gross unrealized losses on investment securities and the fair market value of the related securities at June 30, 2014 and December 31, 2013, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position.

										<b>June 30, 2014</b>					
										<b>Total</b>					
										<b>Less than 12 months</b>		<b>12 months or longer</b>		<b>Total</b>	
(dollars in thousands)	#	Fair value	Unrealized losses	#	Fair value	Unrealized losses	#	Fair value	Unrealized losses	Fair value	Unrealized losses				
<b>Available for sale</b>															
US government agencies	-	\$ -	\$ -	2	\$ 7,316	\$ 468	2	\$ 7,316	\$ -	\$ 7,316	\$ 468				
SBA securities	-	-	-	2	5,221	312	2	5,221	-	5,221	312				
State and political subdivisions	2	762	1	7	3,464	90	9	4,226	-	-	91				
Mortgage-backed securities	-	-	-	4	8,976	107	4	8,976	-	-	107				
<b>Total</b>	<b>2</b>	<b>\$ 762</b>	<b>\$ 1</b>	<b>15</b>	<b>\$24,977</b>	<b>\$ 977</b>	<b>17</b>	<b>\$25,739</b>	<b>\$ -</b>	<b>\$25,739</b>	<b>\$ 978</b>				

										<b>December 31, 2013</b>					
										<b>Total</b>					
										<b>Less than 12 months</b>		<b>12 months or longer</b>		<b>Total</b>	
(dollars in thousands)	#	Fair value	Unrealized losses	#	Fair value	Unrealized losses	#	Fair value	Unrealized losses	Fair value	Unrealized losses				
<b>Available for sale</b>															
US government agencies	3	\$ 7,755	\$1,001	-	\$ -	\$ -	3	\$ 7,755	\$ -	\$ 7,755	\$ 1,001				
SBA securities	-	-	-	2	5,271	487	2	5,271	-	5,271	487				
State and political subdivisions	22	8,482	364	9	3,705	219	31	12,187	-	-	583				
Mortgage-backed securities	10	16,146	549	-	-	-	10	16,146	-	-	549				
<b>Total</b>	<b>35</b>	<b>\$32,383</b>	<b>\$1,914</b>	<b>11</b>	<b>\$8,976</b>	<b>\$ 706</b>	<b>46</b>	<b>\$41,359</b>	<b>\$ -</b>	<b>\$41,359</b>	<b>\$ 2,620</b>				

At June 30, 2014, the Company had two individual investments with a fair market value of \$762 thousand that were in an unrealized loss position for less than 12 months and 15 individual investments with a fair market value of \$25.0 million that were in an unrealized loss position for 12 months or longer. The unrealized losses were primarily attributable to changes in interest rates, rather than deterioration in credit quality. The individual securities are each investment grade securities. The Company considers the length of time and extent to which the fair value of available-for-sale debt securities have been less than cost to conclude that such securities are not other-than-temporarily impaired. We also consider other factors such as the financial condition of the issuer including credit ratings and specific events affecting the operations of the issuer, volatility of the security,

underlying assets that collateralize the debt security, and other industry and macroeconomic conditions. As the Company has no intent to sell securities with unrealized losses and it is not more-likely-than-not that the Company will be required to sell these securities before recovery of amortized cost, we have concluded that the securities are not impaired on an other-than-temporary basis.

During the second quarter of 2014, we developed a need for additional liquidity as we experienced increased loan demand and, as a result, sold \$10.4 million of our mortgage-backed securities and state and municipal obligations and recorded a net gain on sale of investment securities of \$230,000.

Other investments are comprised of the following and are recorded at cost which approximates fair value.

(dollars in thousands)	<b>June 30, 2014</b>	<b>December 31, 2013</b>
Federal Home Loan Bank stock	\$ 5,458	5,614
Certificates of deposit with other banks	99	99
Investment in Trust Preferred securities	403	403
Total other investments	\$ 5,960	6,116

The Company has evaluated the Federal Home Loan Bank ( FHLB ) stock for impairment and determined that the investment in the FHLB stock is not other than temporarily impaired as of June 30, 2014 and ultimate recoverability of the par value of this investment is probable. All of the FHLB stock is used to collateralize advances with the FHLB.

At June 30, 2014 \$21.7 million of securities were pledged as collateral for repurchase agreements from brokers, and approximately \$5.1 million of securities were pledged to secure client deposits. At December 31, 2013, \$22.0 million of securities were pledged as collateral for repurchase agreements from brokers, and approximately \$25.0 million of securities were pledged to secure client deposits.

#### **NOTE 4 Loans and Allowance for Loan Losses**

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The following table summarizes the composition of our loan portfolio. Total gross loans are recorded net of deferred loan fees and costs, which totaled \$1.7 million and \$1.3 million as of June 30, 2014 and December 31, 2013, respectively.

(dollars in thousands)	June 30, 2014		December 31, 2013	
	Amount	% of Total	Amount	% of Total
<b>Commercial</b>				
Owner occupied RE	\$187,222	23.0%	\$185,129	25.2%
Non-owner occupied RE	175,683	21.6%	166,016	22.6%
Construction	42,753	5.3%	30,906	4.2%
Business	142,357	17.5%	129,687	17.7%
Total commercial loans	548,015	67.4%	511,738	69.7%
<b>Consumer</b>				
Real estate	135,988	16.7%	110,590	15.1%
Home equity	87,798	10.8%	78,479	10.7%
Construction	28,122	3.5%	19,888	2.7%
Other	12,910	1.6%	12,961	1.8%
Total consumer loans	264,818	32.6%	221,918	30.3%
Total gross loans, net of deferred fees	812,833	100.0%	733,656	100.0%
Less allowance for loan losses	(11,103)		(10,213)	
Total loans, net	\$801,730		\$723,443	

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*Maturities and Sensitivity of Loans to Changes in Interest Rates*

The information in the following tables summarizes the loan maturity distribution by type and related interest rate characteristics based on the contractual maturities of individual loans, including loans which may be subject to renewal at their contractual maturity. Renewal of such loans is subject to review and credit approval, as well as modification of terms upon maturity. Actual repayments of loans may differ from the maturities reflected below, because borrowers have the right to prepay obligations with or without prepayment penalties.

<b>June 30, 2014</b>			
(dollars in <b>One year or less</b> thousands)	<b>After one but within five years</b>	<b>After five years</b>	<b>Total</b>
<b>Commercial</b>			
Owner occupied RE	\$121,046	100,259	65,917
Non-owner occupied RE	50,794	96,678	28,211
Construction loans	12,797	16,916	13,040
Business loans	74,162	60,459	7,736
Total commercial loans	158,799	274,312	114,904
<b>Consumer</b>			
Real estate	22,220	36,044	77,724
Home equity	4,344	28,853	54,601
Construction loans	1,699	1,699	15,229
Other loans	5,663	5,909	1,338
Total consumer loans	34,926	72,505	148,892
Total gross loans, net of deferred fees	\$202,220	346,817	263,796
Loans maturing after one year with:			
Fixed interest rates			\$440,552
			170,061

Floating  
interest  
rates

	<b>December 31, 2013</b>			
	<b>One year or less</b>	<b>After one but within five years</b>	<b>After five years</b>	<b>Total</b>
<b>Commercial</b>				
Owner occupied RE	\$126,959	93,377	64,793	185,129
Non-owner occupied RE	45,637	96,891	23,188	166,016
Construction	11,610	13,844	5,443	30,906
Business	63,720	58,780	7,187	129,687
Total commercial loans	248,225	262,892	100,611	511,738
<b>Consumer</b>				
Real estate	14,786	34,068	61,736	110,590
Home equity	4,988	26,319	47,172	78,479
Construction	11,740	1,709	6,430	19,888
Other	6,451	5,334	1,176	12,961
Total consumer	37,974	67,430	116,514	221,918
Total gross loan, net of deferred fees	\$186,209	330,322	217,125	733,656
Loans maturing after one year with:				
Fixed interest rates			\$380,476	

Floating interest rates	166,971
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## **Portfolio Segment Methodology**

### *Commercial*

Commercial loans are assessed for estimated losses by grading each loan using various risk factors identified through periodic reviews. We apply historic grade-specific loss factors to each class of loan. In the development of our statistically derived loan grade loss factors, we observe historical losses over 12 quarters for each loan grade. These loss estimates are adjusted as appropriate based on additional analysis of external loss data or other risks identified from current economic conditions and credit quality trends. The allowance also includes an amount for the estimated impairment on nonaccrual commercial loans and commercial loans modified in a troubled debt restructuring ( TDR ), whether on accrual or nonaccrual status.

### *Consumer*

For consumer loans, we determine the allowance on a collective basis utilizing historical losses over 12 quarters to represent our best estimate of inherent loss. We pool loans, generally by loan class with similar risk characteristics. The allowance also includes an amount for the estimated impairment on nonaccrual consumer loans and consumer loans modified in a TDR, whether on accrual or nonaccrual status.

## **Credit Quality Indicators**

### *Commercial*

We manage a consistent process for assessing commercial loan credit quality by monitoring our loan grading trends and past due statistics. All loans are subject to individual risk assessment. Our risk categories include Pass, Special Mention, Substandard, and Doubtful, each of which is defined by banking regulatory agencies. Delinquency statistics are also an important indicator of credit quality in the establishment of our allowance for credit losses.



We categorize our loans into risk categories based on relevant information about the ability of the borrower to service their debt such as current financial information, historical payment experience, credit documentation, public information, and current economic trends, among other factors. A description of the general characteristics of the risk grades is as follows:

Pass These loans range from minimal credit risk to average however still acceptable credit risk.

Special mention A special mention loan has potential weaknesses that deserve management's close attention. If left uncorrected, these potential weaknesses may result in deterioration of the repayment prospects for the loan or the institution's credit position at some future date.

Substandard A substandard loan is inadequately protected by the current sound worth and paying capacity of the obligor or of the collateral pledged, if any. Loans so classified must have a well-defined weakness, or weaknesses, that may jeopardize the liquidation of the debt. A substandard loan is characterized by the distinct possibility that the Bank will sustain some loss if the deficiencies are not corrected.

Doubtful A doubtful loan has all of the weaknesses inherent in one classified as substandard with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of the currently existing facts, conditions and values, highly questionable and improbable.

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The tables below provide a breakdown of outstanding commercial loans by risk category.

(dollars in thousands)	June 30, 2014				
	Owner occupied RE	Non-owner occupied RE	Construction	Business	Total
Pass	\$178,883	159,241	39,713	133,321	511,158
Special mention	5,778	6,814	—	3,589	16,181
Substandard	2,561	9,628	3,040	5,447	20,676
Doubtful	—	—	—	—	—
Loss	—	—	—	—	—
	\$187,222	175,683	42,753	142,357	548,015

  

	December 31, 2013				
	Owner occupied RE	Non-owner occupied RE	Construction	Business	Total
Pass	\$176,320	147,378	27,797	120,254	471,749
Special mention	5,563	7,987	—	3,629	17,179
Substandard	3,246	10,651	3,109	5,804	22,810
Doubtful	—	—	—	—	—
Loss	—	—	—	—	—
	\$185,129	166,016	30,906	129,687	511,738

The following tables provide past due information for outstanding commercial loans and include loans on nonaccrual status as well as accruing TDRs.

(dollars in thousands)	June 30, 2014				
	Owner occupied RE	Non-owner occupied RE	Construction	Business	Total
Current	\$187,125	169,203	41,005	141,159	538,492
30-59 days past due	—	55	—	169	224
60-89 days past due	97	—	—	—	97
Greater than 90 Days	—	6,425	1,748	1,029	9,202
	\$187,222	175,683	42,753	142,357	548,015

  

	December 31, 2013				
	Owner occupied RE	Non-owner occupied RE	Construction	Business	Total
Current	\$183,609	161,758	29,992	128,883	504,242
30-59 days past due	791	859	—	44	1,694
60-89 days past due	—	—	—	—	—
Greater than 90 Days	729	3,399	914	760	5,802
	\$185,129	166,016	30,906	129,687	511,738

As of June 30, 2014 and December 31, 2013, loans 30 days or more past due represented 1.41% and 1.30% of our total loan portfolio, respectively. Commercial loans 30 days or more past due were 1.17% and 1.02% of our total loan

portfolio as of June 30, 2014 and December 31, 2013, respectively.

### Consumer

We manage a consistent process for assessing consumer loan credit quality by monitoring our loan grading trends and past due statistics. All loans are subject to individual risk assessment. Our categories include Pass, Special Mention, Substandard, and Doubtful, which are defined above. Delinquency statistics are also an important indicator of credit quality in the establishment of our allowance for loan losses.

The tables below provide a breakdown of outstanding consumer loans by risk category.

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	<b>June 30, 2014</b>				
(dollars in thousands)	<b>Real estate</b>	<b>Home equity</b>	<b>Construction</b>	<b>Other</b>	<b>Total</b>
Pass	\$131,515	83,924	28,122	12,470	256,031
Special mention	1,586	3,049	-	338	4,973
Substandard	2,887	825	-	102	3,814
Doubtful	-	-	-	-	-
Loss	-	-	-	-	-
	\$135,988	87,798	28,122	12,910	264,818

  

	<b>December 31, 2013</b>				
	<b>Real estate</b>	<b>Home equity</b>	<b>Construction</b>	<b>Other</b>	<b>Total</b>
Pass	\$106,693	75,304	19,888	12,641	214,526
Special mention	1,455	2,176	-	212	3,843
Substandard	2,442	999	-	108	3,549
Doubtful	-	-	-	-	-
Loss	-	-	-	-	-
	\$110,590	78,479	19,888	12,961	221,918

The following tables provide past due information for outstanding consumer loans and include loans on nonaccrual status as well as accruing TDRs.

	<b>June 30, 2014</b>				
(dollars in thousands)	<b>Real estate</b>	<b>Home equity</b>	<b>Construction</b>	<b>Other</b>	<b>Total</b>
Current	\$134,409	87,479	28,122	12,909	262,919
30-59 days past due	329	-	-	-	329
60-89 days past due	176	319	-	1	496
Greater than 90 Days	1,074	-	-	-	1,074
	\$135,988	87,798	28,122	12,910	264,818

  

	<b>December 31, 2013</b>				
	<b>Real estate</b>	<b>Home equity</b>	<b>Construction</b>	<b>Other</b>	<b>Total</b>
Current	\$108,703	78,402	19,888	12,877	219,870
30-59 days past due	806	-	-	84	890
60-89 days past due	467	-	-	-	467
Greater than 90 Days	614	77	-	-	691
	\$110,590	78,479	19,888	12,961	221,918

As of June 30, 2014 and December 31, 2013, consumer loans 30 days or more past due were 0.23% and 0.28%, respectively, of total loans.

### Nonperforming assets

The following table shows the nonperforming assets and the related percentage of nonperforming assets to total assets and gross loans. Generally, a loan is placed on nonaccrual status when it becomes 90 days past due as to principal or interest, or when we believe, after considering economic and business conditions and collection efforts, that the borrower's financial condition is such that collection of the contractual principal or interest on the loan is doubtful. A payment of interest on a loan that is classified as nonaccrual is recognized as a reduction in principal when received.

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Following is a summary of our nonperforming assets, including nonaccruing TDRs.

(dollars in thousands)	June 30, 2014	December 31, 2013
<b>Commercial</b>		
Owner occupied RE	\$ 671	1,199
Non-owner occupied RE	3,686	373
Construction	849	914
Business	730	712
<b>Consumer</b>		
Real estate	488	76
Home equity	-	77
Construction	-	-
Other	1	3
Nonaccruing troubled debt restructurings	5,871	4,983
Total nonaccrual loans, including nonaccruing TDRs	12,296	8,337
Other real estate owned	1,277	1,198
Total nonperforming assets	\$13,573	9,535
Nonperforming assets as a percentage of:		
Total assets	1.40%	1.07%
Gross loans	1.67%	1.30%
Total loans over 90 days past due	10,276	6,493
Loans over 90 days past due and still accruing	-	-
Accruing troubled debt restructurings	\$ 6,479	8,045

### Impaired Loans

The table below summarizes key information for impaired loans. Our impaired loans include loans on nonaccrual status and loans modified in a TDR, whether on accrual or nonaccrual status. These impaired loans may have estimated impairment which is included in the allowance for loan losses. Our commercial and consumer impaired loans are evaluated individually to determine the related allowance for loan losses.

June 30, 2014		
Recorded investment		
Impaired loans		
Unpaid	with related	Related
Principal Impaired	allowance for	allowance for

(dollars in thousands)	<b>Balance</b>	<b>loans</b>	<b>loan losses</b>	<b>loan losses</b>
<b>Commercial</b>				
Owner occupied RE	\$ 1,398	1,398	728	171
Non-owner occupied RE	9,555	8,136	6,185	1,914
Construction	4,491	1,749	1,802	194
Business	5,471	4,661	3,259	2,391
Total commercial	20,915	15,944	11,974	4,670
<b>Consumer</b>				
Real estate	2,355	2,333	2,017	841
Home equity	160	160	160	160
Construction	-	-	-	-
Other	338	338	124	124
Total consumer	2,853	2,831	2,301	1,125
Total	\$23,768	18,775	14,275	5,795

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**December 31, 2013**

	<b>Unpaid Principal Balance</b>	<b>Recorded investment Impaired loans with related allowance for loan losses</b>	<b>Related allowance for loan losses</b>
<b>Commercial</b>			
Owner occupied RE	\$ 1,935	1,935	1,666
Non-owner occupied RE	5,957	5,622	6,125
Construction	4,612	1,870	1,855
Business	5,494	4,684	2,807
Total commercial	17,998	14,111	12,453
<b>Consumer</b>			
Real estate	1,829	1,807	1,447
Home equity	239	239	239
Construction	-	-	-
Other	225	225	4

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Total consumer	2,293,271	1,690	896
Total	\$20,296,382	14,143	4,729

The following table provides the average recorded investment in impaired loans and the amount of interest income recognized on impaired loans after impairment by portfolio segment and class.

(dollars in thousands)	Three months ended June 30, 2014		Three months ended June 30, 2013	
	Average recorded investment	Recognized interest income	Average recorded investment	Recognized interest income
<b>Commercial</b>				
Owner occupied RE	\$ 1,662	2	1,191	4
Non-owner occupied RE	6,646	22	5,715	78
Construction	1,768	-	1,987	16
Business	4,713	42	4,473	57
Total commercial	14,789	66	13,366	155
<b>Consumer</b>				
Real estate	2,355	12	1,026	36
Home equity	161	2	726	3
Construction	-	-	-	-
Other	277	3	223	2
Total consumer	2,793	17	1,975	41
Total	\$17,582	83	15,341	196

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(dollars in thousands)	Six months ended June 30, 2014		Six months ended June 30, 2013		Year ended December 31, 2013	
	Average recorded	Recognized interest	Average recorded	Recognized interest	Average recorded	Recognized interest

	investment	income	investment	income	investment	income
<b>Commercial</b>						
Owner occupied RE	\$ 1,753	3	1,551	7	1,519	47
Non-owner occupied RE	6,305	53	6,198	145	5,932	261
Construction	1,802	14	2,018	26	2,054	57
Business	4,703	83	4,331	86	4,521	189
Total commercial	14,563	153	14,098	264	14,026	554
<b>Consumer</b>						
Real estate	2,172	25	239	43	1,186	100
Home equity	187	4	1,012	5	610	8
Construction	-	-	-	-	-	-
Other	260	5	741	4	234	9
Total consumer	2,619	34	1,992	52	2,030	117
Total	\$17,182	187	16,090	316	16,056	671

### Allowance for Loan Losses

The allowance for loan loss is management's estimate of credit losses inherent in the loan portfolio. 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 believes the uncollectibility of a loan balance is confirmed. Subsequent recoveries, if any, are credited to the allowance. The allowance for loan losses is evaluated on a regular 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.

We have an established process to determine the adequacy of the allowance for loan losses that assesses the losses inherent in our portfolio. While we attribute portions of the allowance to specific portfolio segments, the entire allowance is available to absorb credit losses inherent in the total loan portfolio. Our process involves procedures to appropriately consider the unique risk characteristics of our commercial and consumer loan portfolio segments. For each portfolio segment, impairment is measured individually for each impaired loan. Our allowance levels are influenced by loan volume, loan grade or delinquency status, historic loss experience and other economic conditions.

The following table summarizes the activity related to our allowance for loan losses by commercial and consumer portfolio segments:



(dollars in thousands)	Six months ended June 30, 2014							
				Commercial		Consumer		Total
	Owner occupied RE	Non-owner occupied RE	Construction	Business	Home Equity	Construction	Other	
<b>Balance, beginning of period</b>	\$ 1,880	2,633	397	3,329	1,044	99	140	
Provision for loan losses	(299)	1,661	29	207	170	36	38	1,950
Loan charge-offs	-	(1,084)	-	-	(76)	-	(4)	(1,164)
Loan recoveries	-	-	-	103	-1	-	-	104
Net loan charge-offs	-	(1,084)	-	103	(75)	-	(4)	(1,060)
<b>Balance, end of period</b>	\$ 1,581	3,210	426	3,639	1,269	135	174	11,103
Net charge-offs to average loans (annualized)								0.28%
Allowance for loan losses to gross loans								1.37%
Allowance for loan losses to nonperforming loans								90.30%

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(dollars in thousands)	Six months ended June 30, 2013							
				Commercial		Consumer		Total
	Owner occupied RE	Non-owner occupied RE	Construction	Business	Home Equity	Construction	Other	
<b>Balance, beginning of period</b>	\$ 1,774	1,946	313	3,981	340	3	188	
Provision for loan losses	784	6	(26)	535	214	66	79	1,875
Loan charge-offs	(386)	(172)	-	(862)	(38)	-	(46)	(1,504)
Loan recoveries	2	-	-	90	-7	-	-	99
Net loan charge-offs	(384)	(172)	-	(772)	(31)	-	(46)	(1,405)
<b>Balance, end of period</b>	\$ 2,174	1,780	287	3,744	523	69	221	9,561
Net charge-offs to average loans (annualized)								0.43%
Allowance for loan losses to gross loans								1.39%
Allowance for loan losses to nonperforming loans								172.48%

The following table disaggregates our allowance for loan losses and recorded investment in loans by impairment methodology.

(dollars in thousands)	<b>Allowance for loan losses</b>			<b>Recorded investment in loans</b>		
	<b>Commercial Consumer Total</b>			<b>Commercial Consumer Total</b>		
	<b>Commercial</b>	<b>Consumer</b>	<b>Total</b>	<b>Commercial</b>	<b>Consumer</b>	<b>Total</b>
Individually evaluated	\$4,670	1,125	5,795	15,944	2,831	18,775
Collectively evaluated	4,186	1,122	5,308	532,071	261,987	794,058
Total	\$8,856	2,247	11,103	548,015	264,818	812,833

(dollars in thousands)	<b>Allowance for loan losses</b>			<b>Recorded investment in loans</b>		
	<b>Commercial Consumer Total</b>			<b>Commercial Consumer Total</b>		
	<b>Commercial</b>	<b>Consumer</b>	<b>Total</b>	<b>Commercial</b>	<b>Consumer</b>	<b>Total</b>
Individually evaluated	\$3,833	896	4,729	14,111	2,271	16,382
Collectively evaluated	4,406	1,078	5,484	497,627	219,647	717,274
Total	\$8,239	1,974	10,213	511,738	221,918	733,656

**NOTE 5 Troubled Debt Restructurings**

The Company considers a loan to be a TDR when the debtor experiences financial difficulties and the Company grants a concession to the debtor that it would not normally consider. Concessions can relate to the contractual interest rate, maturity date, or payment structure of the note. As part of our workout plan for individual loan relationships, we may restructure loan terms to assist borrowers facing financial challenges in the current economic environment. At June 30, 2014, we had 38 loans totaling \$12.4 million and at December 31, 2013 we had 34 loans totaling \$13.0 million, which we considered as TDRs. To date, we have restored four commercial loans previously classified as TDRs to accrual status.

The following table summarizes the concession at the time of modification and the recorded investment in our TDRs before and after their modification during the six months ended June 30, 2014 and 2013, respectively.

	<b>For the six months ended June 30, 2014</b>								
	<b>Renewals deemed a concession</b>	<b>Reduced or deferred payments</b>	<b>Converted to interest only</b>	<b>Maturity date extensions</b>	<b>Total number of loans</b>	<b>Pre-modification outstanding recorded investment</b>	<b>Post-modification outstanding recorded investment</b>		
(dollars in thousands)									
<b>Commercial</b>									
Owner occupied RE	-	-	-	-	-	\$ -	\$ -		-
Non-owner occupied RE	-	-	-	1	1		49		49
Construction	-	-	-	-	-		-		-
Business	1	-	-	2	3		371		372
<b>Consumer</b>									
Real estate	-	-	1	-	1		116		116
Home equity	-	-	-	-	-		-		-
Construction	-	-	-	-	-		-		-
Other	2	-	-	-	2		126		126
Total loans	3	-	1	3	7	\$	662	\$	663

	<b>For the six months ended June 30, 2013</b>								
	<b>Renewals deemed a concession</b>	<b>Reduced or deferred payments</b>	<b>Converted to interest only</b>	<b>Maturity date extensions</b>	<b>Total number of loans</b>	<b>Pre-modification outstanding recorded investment</b>	<b>Post-modification outstanding recorded investment</b>		
<b>Commercial</b>									
Owner occupied RE	-	-	-	-	-	\$ -	\$ -		-
Non-owner occupied RE	-	-	-	-	-		-		-
Construction	-	-	-	-	-		-		-
Business	6	-	-	-	6		1,144		1,144
<b>Consumer</b>									
Real estate	-	-	-	-	-		-		-
Home equity	-	-	-	-	-		-		-
Construction	-	-	-	-	-		-		-
Other	-	-	-	-	-		-		-
Total loans	6	-	-	-	6	\$	1,144	\$	1,144

The following table summarizes loans modified as TDRs for which there was a payment default that occurred during the six months ended June 30, 2014 and 2013 and within 12 months of the restructuring date.

**For the six months ended June 30,**

	2014		2013	
	Number of	Recorded	Number of	Recorded
(dollars in thousands)	Loans	Investment	Loans	Investment
<b>Commercial</b>				
Owner occupied RE	-	\$ -	-	\$ -
Non-owner occupied RE	2	3,357	-	-
Construction	-	-	-	-
Business	1	98	-	-
<b>Consumer</b>				
Real estate	-	-	-	-
Home equity	-	-	-	-
Construction	-	-	-	-
Other	-	-	-	-
Total loans	3	\$3,455	-	\$ -

**NOTE 6 Fair Value Accounting**

FASB ASC 820, Fair Value Measurement and Disclosures, defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market

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for the asset or liability in an orderly transaction between market participants on the measurement date. FASB ASC 820 also establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value:

**Level 1 Quoted market price in active markets**

Quoted prices in active markets for identical assets or liabilities. Level 1 assets and liabilities include certain debt and equity securities that are traded in an active exchange market.

**Level 2 Significant other observable inputs**

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 for substantially the full term of the assets or liabilities. Level 2 assets and liabilities include fixed income securities and mortgage-backed securities that are held in the Company's available-for-sale portfolio and valued by a third-party pricing service, as well as certain impaired loans.

**Level 3 Significant unobservable inputs**

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 the determination of fair value requires significant management judgment or estimation. These methodologies may result in a significant portion of the fair value being derived from unobservable data.

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

*Investment Securities*

Securities available for sale are valued on a recurring basis at quoted market prices where available. If quoted market prices are not available, fair values are based on quoted market prices of comparable securities. Level 1 securities include those traded on an active exchange, such as the New York Stock Exchange or U.S. Treasury securities that are traded by dealers or brokers in active over-the-counter markets and money market funds. Level 2 securities include mortgage-backed securities and debentures issued by government sponsored entities, municipal bonds and corporate debt securities. In certain cases where there is limited activity or less transparency around inputs to valuations, securities are classified as Level 3 within the valuation hierarchy. Securities held to maturity are valued at quoted market prices or dealer quotes similar to securities available for sale. The carrying value of Other Investments, such as Federal Reserve Bank and FHLB stock, approximates fair value based on their redemption provisions.

*Loans Held for Sale*

Loans held for sale include mortgage loans and are carried at the lower of cost or market value. The fair values of mortgage loans held for sale are based on commitments on hand from investors within the secondary market for loans with similar characteristics.

*Loans*

The Company does not record loans at fair value on a recurring basis. However, from time to time, a loan may be considered impaired and an allowance for loan losses may be established. Loans for which it is probable that payment of interest and principal will not be made in accordance with the contractual terms of the loan agreement are considered impaired. Once a loan is identified as individually impaired, management measures the impairment in accordance with FASB ASC 310, Receivables. The fair value of impaired loans is estimated using one of several

methods, including collateral value, market value of similar debt, enterprise value, liquidation value, and discounted cash flows. Those impaired loans not requiring an allowance represent loans for which the fair value of the expected repayments or collateral exceed the recorded investments in such loans. At June 30, 2014, substantially all of the impaired loans were evaluated based on the fair value of the collateral. In accordance with FASB ASC 820, Fair Value Measurement and Disclosures, impaired loans where an allowance is established

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based on the fair value of collateral require classification in the fair value hierarchy. When the fair value of the collateral is based on an observable market price or a current appraised value, the Company considers the impaired loan as nonrecurring Level 2. The Company's current loan and appraisal policies require the Bank to obtain updated appraisals on an as is basis at renewal, or in the case of an impaired loan, on an annual basis, either through a new external appraisal or an appraisal evaluation. When an appraised value is not available or management determines the fair value of the collateral is further impaired below the appraised value and there is no observable market price, the Company considers the impaired loan as nonrecurring Level 3. The fair value of impaired loans may also be estimated using the present value of expected future cash flows to be realized on the loan, which is also considered a Level 3 valuation. These fair value estimates are subject to fluctuations in assumptions about the amount and timing of expected cash flows as well as the choice of discount rate used in the present value calculation.

*Other Real Estate Owned ( OREO )*

OREO, consisting of properties obtained through foreclosure or in satisfaction of loans, is reported at the lower of cost or fair value, determined on the basis of current appraisals, comparable sales, and other estimates of value obtained principally from independent sources, adjusted for estimated selling costs (Level 2). At the time of foreclosure, any excess of the loan balance over the fair value of the real estate held as collateral is treated as a charge against the allowance for loan losses. Gains or losses on sale and generally any subsequent adjustments to the value are recorded as a component of real estate owned activity. When an appraised value is not available or management determines the fair value of the collateral is further impaired below the appraised value and there is no observable market price, the Company considers the OREO as nonrecurring Level 3.

*Assets and Liabilities Recorded at Fair Value on a Recurring Basis*

The tables below present the recorded amount of assets and liabilities measured at fair value on a recurring basis as of June 30, 2014 and December 31, 2013.

(dollars in thousands)	<b>June 30, 2014</b>			
	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
<b>Assets</b>				
Securities available for sale				
US government agencies	\$ -	8,303	-	8,303
SBA securities	-	5,221	-	5,221
State and political subdivisions	-	18,228	-	18,228
Mortgage-backed securities	-	26,966	-	26,966
Total assets measured at fair value on a recurring basis	\$ -	58,718	-	58,718

	<b>December 31, 2013</b>			
	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
<b>Assets</b>				
Securities available for sale				
US government agencies	\$ -	7,755	-	7,755
SBA securities	-	5,271	-	5,271
State and political subdivisions	-	23,370	-	23,370
Mortgage-backed securities	-	31,044	-	31,044
Total assets measured at fair value on a recurring basis	\$ -	67,440	-	67,440

The Company has no liabilities carried at fair value or measured at fair value on a recurring basis as of June 30, 2014 and December 31, 2013.

*Assets and Liabilities Recorded at Fair Value on a Nonrecurring Basis*

The Company is predominantly an asset based lender with real estate serving as collateral on more than 80% of loans as of June 30, 2014. Loans which are deemed to be impaired are valued net of the allowance for loan losses, and other real estate owned is valued at the lower of cost or net realizable value of the underlying real estate collateral. Such market values are generally obtained using independent appraisals, which the Company considers to be level 2 inputs.

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The tables below present the recorded amount of assets and liabilities measured at fair value on a nonrecurring basis as of June 30, 2014 and December 31, 2013.

(dollars in thousands)	<b>As of June 30, 2014</b>			
	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
Assets				
Impaired loans	\$ -	11,850	1,130	12,980
Other real estate owned	-	1,164	113	1,277
Total assets measured at fair value on a nonrecurring basis	\$ -	13,014	1,243	14,257

	<b>As of December 31, 2013</b>			
	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
Assets				
Impaired loans	\$ -	10,495	1,158	11,653
Other real estate owned	-	1,085	113	1,198
Total assets measured at fair value on a nonrecurring basis	\$ -	11,580	1,271	12,851

The Company has no liabilities carried at fair value or measured at fair value on a nonrecurring basis as of June 30, 2014 and December 31, 2013.

For Level 3 assets and liabilities measured at fair value on a recurring or non-recurring basis as of June 30, 2014, the significant unobservable inputs used in the fair value measurements were as follows:

	<b>Valuation Technique</b>	<b>Significant Unobservable Inputs</b>
Impaired loans	Appraised Value/ Discounted Cash Flows	Discounts to appraisals or cash flows for estimated holding and/or selling costs
Other real estate owned	Appraised Value/ Comparable Sales	Discounts to appraisals for estimated holding or selling costs

*Fair Value of Financial Instruments*

Financial instruments require disclosure of fair value information, whether or not recognized in the consolidated balance sheets, when it is practical to estimate the fair value. A financial instrument is defined as cash, evidence of an ownership interest in an entity or a contractual obligation which requires the exchange of cash. Certain items are



specifically excluded from the disclosure requirements, including the Company's common stock, premises and equipment and other assets and liabilities.

The following is a description of valuation methodologies used to estimate fair value for certain other financial instruments.

Fair value approximates carrying value for the following financial instruments due to the short-term nature of the instrument: cash and due from banks, federal funds sold, federal funds purchased, and securities sold under agreement to repurchase.

*Deposits* Fair value for demand deposit accounts and interest-bearing accounts with no fixed maturity date is equal to the carrying value. The fair value of certificate of deposit accounts are estimated by discounting cash flows from expected maturities using current interest rates on similar instruments.

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*FHLB Advances and Other Borrowings* Fair value for FHLB advances and other borrowings are estimated by discounting cash flows from expected maturities using current interest rates on similar instruments.

*Junior subordinated debentures* Fair value for junior subordinated debentures are estimated by discounting cash flows from expected maturities using current interest rates on similar instruments.

The Company has used management's best estimate of fair value based on the above assumptions. Thus, the fair values presented may not be the amounts that could be realized in an immediate sale or settlement of the instrument. In addition, any income taxes or other expenses, which would be incurred in an actual sale or settlement, are not taken into consideration in the fair value presented.

The estimated fair values of the Company's financial instruments at June 30, 2014 and December 31, 2013 are as follows:

	<b>June 30, 2014</b>				
(dollars in thousands)	<b>Carrying Amount</b>	<b>Fair Value</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>
<b>Financial Assets:</b>					
Cash and cash equivalents	\$ 41,125	41,125	41,125	-	-
Other investments, at cost	5,960	5,960	-	-	5,960
Loans held for sale	7,189	7,189	-	7,189	-
Loans, net	801,730	818,115	-	11,850	806,265
<b>Financial Liabilities:</b>					
Deposits	747,369	710,732	-	710,732	-
FHLB and other borrowings	127,100	137,137	-	137,137	-
Junior subordinated debentures	13,403	5,198	-	5,198	-

	<b>December 31, 2013</b>				
(dollars in thousands)	<b>Carrying Amount</b>	<b>Fair Value</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>
<b>Financial Assets:</b>					
Cash and cash equivalents	\$ 39,203	39,203	39,203	-	-
Other investments, at cost	6,116	6,116	-	-	6,116
Loans held for sale	3,611	3,611	-	3,611	-
Loans, net	723,443	732,328	-	10,676	721,652
<b>Financial Liabilities:</b>					
Deposits	680,319	643,399	-	643,399	-
FHLB and other borrowings	124,100	135,411	-	135,411	-
Junior subordinated debentures	13,403	5,145	-	5,145	-

**NOTE 7 Earnings Per Common Share**

The following schedule reconciles the numerators and denominators of the basic and diluted earnings per share computations for the three and six month periods ended June 30, 2014 and 2013. Dilutive common shares arise from the potentially dilutive effect of the Company's stock options that were outstanding at June 30, 2014. The assumed conversion of stock options can create a difference between basic and dilutive net income per common share. At June 30, 2014 and 2013, 114,124 and 47,193 options, respectively, were anti-dilutive in the calculation of earnings per share as their exercise price exceeded the fair market value.

(dollars in thousands, except share data)	Three months ended June 30,		Six months ended June 30,	
	2014	2013	2014	2013
Numerator:				
Net income	\$1,566	1,300	2,816	\$2,262
Less: Preferred stock dividend	253	191	445	389
Add: Redemption of preferred stock	-	-	-	20
Net income available to common shareholders	\$1,313	1,109	2,371	\$1,893
Denominator:				
Weighted-average common shares outstanding basic	4,763,407	4,269,097	4,686,748	4,265,714
Common stock equivalents	273,146	154,044	270,252	131,519
Weighted-average common shares outstanding diluted	5,036,553	4,423,141	4,957,000	4,397,233
Earnings per common share:				
Basic	\$ 0.28	0.26	0.51	0.44
Diluted	\$ 0.26	0.25	0.48	0.43

## Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

*The following discussion reviews our results of operations for the three and six month periods ended June 30, 2014 as compared to the three and six month periods ended June 30, 2013 and assesses our financial condition as of June 30, 2014 as compared to December 31, 2013. You should read the following discussion and analysis in conjunction with the accompanying consolidated financial statements and the related notes and the consolidated financial statements and the related notes for the year ended December 31, 2013 included in our Annual Report on Form 10-K for that period. Results for the three and six month periods ended June 30, 2014 are not necessarily indicative of the results for the year ending December 31, 2014 or any future period.*

### CAUTIONARY WARNING REGARDING FORWARD-LOOKING STATEMENTS

This report, including information included or incorporated by reference in this report, contains statements which constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Forward-looking statements may relate to our financial condition, results of operation, plans, objectives, or future performance. These statements are based on many assumptions and estimates and are not guarantees of future performance. Our actual results may differ materially from those anticipated in any

forward-looking statements, as they will depend on many factors about which we are unsure, including many factors which are beyond our control. The words may, would, could, should, will, expect, anticipate, pre potential, believe, continue, assume, intend, plan, and estimate, as well as similar expressions, are meant in such forward-looking statements. Potential risks and uncertainties that could cause our actual results to differ from those anticipated in any forward-looking statements include, but are not limited to, those described under Item 1A- Risk Factors of our Annual Report on Form 10-K for the year ended December 31, 2013, as well as the following:

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credit losses as a result of declining real estate values, increasing interest rates, increasing unemployment, changes in payment behavior or other factors;

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credit losses due to loan concentration;

.  
changes in the amount of our loan portfolio collateralized by real estate and weaknesses in the real estate market;

.  
restrictions or conditions imposed by our regulators on our operations;

.  
increases in competitive pressure in the banking and financial services industries;

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changes in the interest rate environment which could reduce anticipated or actual margins;

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.  
our expectations regarding our operating revenues, expenses, effective tax rates and other results of operations;

.  
changes in political conditions or the legislative or regulatory environment, including governmental initiatives affecting the financial services industry;

changes in economic conditions resulting in, among other things, a deterioration in credit quality;

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changes occurring in business conditions and inflation;

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changes in access to funding or increased regulatory requirements with regard to funding;

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increased cybersecurity risk, including potential business disruptions or financial losses;

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changes in deposit flows;

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changes in technology;

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our current and future products, services, applications and functionality and plans to promote them;

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the adequacy of the level of our allowance for loan losses and the amount of loan loss provisions required in future periods;

.

examinations by our regulatory authorities, including the possibility that the regulatory authorities may, among other things, require us to increase our allowance for loan losses or write-down assets;

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changes in monetary and tax policies;

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changes in accounting policies and practices;

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the rate of delinquencies and amounts of loans charged-off;

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the rate of loan growth in recent years and the lack of seasoning of a portion of our loan portfolio;

.

our ability to maintain appropriate levels of capital and to comply with our capital ratio requirements, including the potential that the regulatory agencies may require higher levels of capital above the current standard regulatory-mandated minimums and the impact of the capital rules under Basel III;

.

our ability to attract and retain key personnel;

loss of consumer confidence and economic disruptions resulting from terrorist activities or other military actions;

our ability to retain our existing clients, including our deposit relationships;

adverse changes in asset quality and resulting credit risk-related losses and expenses; and

other risks and uncertainties detailed from time to time in our filings with the Securities and Exchange Commission (the "SEC").

If any of these risks or uncertainties materialize, or if any of the assumptions underlying such forward-looking statements proves to be incorrect, our results could differ materially from those expressed in, implied or projected by, such forward-looking statements. For information with respect to factors that could cause actual results to differ from the expectations stated in the forward-looking statements, see "Risk Factors" under Part I, Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2013. We urge investors to consider all of these factors carefully in evaluating the forward-looking statements contained in this Quarterly Report on Form 10-Q. We make these forward-looking statements as of the date of this document and we do not intend, and assume no obligation, to update the forward-looking statements or to update the reasons why actual results could differ from those expressed in, or implied or projected by, the forward-looking statements.

## OVERVIEW

We are a bank holding company headquartered in Greenville, South Carolina, and were incorporated in March 1999 under the laws of South Carolina. We provide a wide range of banking services and products to our clients through our wholly-owned subsidiary, Southern First Bank, a South Carolina state bank.

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The Bank is primarily engaged in the business of accepting demand deposits and savings deposits insured by the FDIC, and providing commercial, consumer and mortgage loans to the general public. We currently have eight offices located in Greenville, Lexington, Richland, and Charleston Counties of South Carolina. During the second quarter of 2013, we purchased a piece of property for a future full-service office in Mount Pleasant, South Carolina. This office

will be our second office in the Charleston, South Carolina market, which is expected to open in August 2014.

Our business model continues to be client-focused, utilizing relationship teams to provide our clients with a specific banker contact and support team responsible for all of their banking needs. The purpose of this structure is to provide a consistent and superior level of professional service, and we believe it provides us with a distinct competitive advantage. We consider exceptional client service to be a critical part of our culture, which we refer to as ClientFIRST.

At June 30, 2014, we had total assets of \$967.1 million, an 8.6% increase from total assets of \$890.8 million at December 31, 2013. The largest components of our total assets are net loans and securities which were \$801.7 million and \$64.7 million, respectively, at June 30, 2014. Comparatively, our net loans and securities totaled \$723.4 million and \$73.6 million, respectively, at December 31, 2013. Our liabilities and shareholders' equity at June 30, 2014 totaled \$895.2 million and \$71.9 million, respectively, compared to liabilities of \$825.2 million and shareholders' equity of \$65.7 million at December 31, 2013. The principal component of our liabilities is deposits which were \$747.4 million and \$680.3 million at June 30, 2014 and December 31, 2013, respectively.

Like most community banks, we derive the majority of our income from interest received on our loans and investments. Our primary source of funds for making these loans and investments is our deposits, on which we pay interest. Consequently, one of the key measures of our success is our amount of net interest income, or the difference between the income on our interest-earning assets, such as loans and investments, and the expense on our interest-bearing liabilities, such as deposits and borrowings. Another key measure is the spread between the yield we earn on these interest-earning assets and the rate we pay on our interest-bearing liabilities, which is called our net interest spread. In addition to earning interest on our loans and investments, we earn income through fees and other charges to our clients.

Our net income was \$1.6 million and \$1.3 million for the three months ended June 30, 2014 and 2013, respectively, an increase of \$266,000, or 20.5%. After our dividend payment to our preferred shareholders, net income to common shareholders was \$1.3 million, or diluted earnings per share (EPS) of \$0.26, for the second quarter of 2014 as compared to net income to common shareholders of \$1.1 million, or diluted EPS of \$0.25 for the same period in 2013. The increase in net income resulted primarily from increases in net interest income and noninterest income, partially offset by an increase in noninterest expense.

Our net income was \$2.8 million and \$2.3 million for the six months ended June 30, 2014 and 2013, respectively, an increase of \$554,000, or 24.5%. After our dividend payment to our preferred shareholders, net income to common shareholders was \$2.4 million, or diluted EPS of \$0.48, for the six months ended June 30, 2014 as compared to net income to common shareholders of \$1.9 million, or diluted EPS of \$0.43 for the same period in 2013.

Economic conditions, competition, and the monetary and fiscal policies of the Federal government significantly affect most financial institutions, including the Bank. Lending and deposit activities and fee income generation are

influenced by levels of business spending and investment, consumer income, consumer spending and savings, capital market activities, and competition among financial institutions, as well as customer preferences, interest rate conditions and prevailing market rates on competing products in our market areas.

### **Effect of Economic Trends**

Markets in the United States and elsewhere have experienced extreme volatility and disruption since the latter half of 2007. While the economy as a whole has steadily improved since 2009, the weaker economic conditions are expected to continue throughout 2014. Financial institutions likely will continue to experience credit losses

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above historical levels and elevated levels of non-performing assets, charge-offs and foreclosures. In light of these conditions, financial institutions also face heightened levels of scrutiny from federal and state regulators. These factors negatively influenced, and likely will continue to negatively influence, earning asset yields at a time when the market for deposits is intensely competitive. As a result, financial institutions experienced, and may continue to experience, pressure on credit costs, loan yields, deposit and other borrowing costs, liquidity, and capital.

### **RESULTS OF OPERATIONS**

#### *Net Interest Income and Margin*

Our level of net interest income is determined by the level of earning assets and the management of our net interest margin. For the three month period ended June 30, 2014 our net interest income was \$8.1 million, a 13.2% increase over net interest income of \$7.1 million for the same period in 2013. In comparison, our average earning assets increased 14.1%, or \$110.2 million, during the second quarter of 2014 compared to the second quarter of 2013, while our interest bearing liabilities increased by \$73.1 million during the same period. The increase in average earning assets is primarily related to an increase in average loans, partially offset by a decrease in investment securities and federal funds sold, while the increase in average interest-bearing liabilities is primarily a result of an increase in interest bearing deposits, offset in part by a decrease in FHLB advances and other borrowings.



We have included a number of tables to assist in our description of various measures of our financial performance. For example, the **Average Balances, Income and Expenses, Yields and Rates** table reflects the average balance of each category of our assets and liabilities as well as the yield we earned or the rate we paid with respect to each category during the three and six month periods ended June 30, 2014 and 2013. A review of this table shows that our loans typically provide higher interest yields than do other types of interest-earning assets, which is why we direct a substantial percentage of our earning assets into our loan portfolio. Similarly, the **Rate/Volume Analysis** table demonstrates the effect of changing interest rates and changing volume of assets and liabilities on our financial condition during the periods shown. We also track the sensitivity of our various categories of assets and liabilities to changes in interest rates, and we have included tables to illustrate our interest rate sensitivity with respect to interest-earning accounts and interest-bearing accounts.

The following tables set forth information related to our average balance sheets, average yields on assets, and average costs of liabilities. We derived these yields by dividing income or expense by the average balance of the corresponding assets or liabilities. We derived average balances from the daily balances throughout the periods indicated. During the same periods, we had no securities purchased with agreements to resell. All investments owned have an original maturity of over one year. Nonaccrual loans are included in the following tables. Loan yields have been reduced to reflect the negative impact on our earnings of loans on nonaccrual status. The net of capitalized loan costs and fees are amortized into interest income on loans.

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### Average Balances, Income and Expenses, Yields and Rates

	For the Three Months Ended June 30,					
	2014			2013		
(dollars in thousands)	Average Balance	Income/ Expense	Yield/ Rate(1)	Average Balance	Income/ Expense	Yield/ Rate(1)
<b>Interest-earning assets</b>						
Federal funds sold	\$ 23,367	\$ 16	0.27%	\$ 29,043	\$ 18	0.25%
Investment securities, taxable	\$ 4,619	324	2.62%	55,535	270	1.95%

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Investment securities, nontaxable (2)	227	4.14%	24,619	252	4.10%	
Loans	788,410	9,309	4.68%	673,930	8,468	5.04%
Total interest-bearing assets	893,347	9,876	4.43%	783,127	9,008	4.61%
Noninterest-earning assets	49,062			45,932		
Total assets	\$942,377			\$829,059		
<b>Interest-bearing liabilities</b>						
NOW accounts	\$143,972	52	0.14%	\$153,025	99	0.26%
Savings & money market	186,409	146	0.31%	148,530	121	0.33%
Time deposits	272,178	498	0.73%	223,195	504	0.91%
Total interest-bearing deposits	602,559	696	0.46%	524,750	724	0.55%
FHLB advances and other borrowings	25,434	944	3.02%	130,126	971	2.99%
Junior subordinated debentures	1,408	80	2.39%	13,403	87	2.60%
Total interest-bearing liabilities	711,396	1,720	0.93%	668,279	1,782	1.07%
Noninterest-bearing liabilities	129,572			95,849		
Shareholders equity	71,409			64,931		
Total liabilities and shareholders equity	\$942,377			\$829,059		
Net interest		3.50%			3.54%	

spread				
Net				
interest				
income				
(tax	\$8,156	3.66%	\$7,226	3.70%
equivalent)				
/				
margin				
Less:				
tax-equivalent	86		96	
adjustment				
(2)				
Net				
interest	\$8,070		\$7,130	
income				

(1)

Annualized for the three month period.

(2)

The tax-equivalent adjustment to net interest income adjusts the yield for assets earning tax-exempt income to a comparable yield on a taxable basis.

Our net interest margin, on a tax-equivalent basis, was 3.66% for the three months ended June 30, 2014 compared to 3.70% for the second quarter of 2013. The decrease in net interest margin as compared to the same period in 2013, was driven primarily by an 18 basis point reduction in the yield of our interest-earning assets, offset in part by a 14 basis point reduction in the cost of our interest-bearing liabilities.

Our interest-earning assets increased by \$110.2 million during the second quarter of 2014 as compared to the same quarter in 2013, while the yield on these assets decreased by 18 basis points. The decline in yield on our interest earning assets was driven primarily by reduced yields on our loan portfolio due to loans being originated or renewed at market rates which are lower than those in the past. Our average loan balances increased by \$124.5 million as of the second quarter of 2014, compared to the same period in 2013, while our loan yield decreased by 36 basis points during the same period.

While our interest-bearing liabilities increased by \$73.1 million during the second quarter of 2014 as compared to the second quarter of 2013, our interest expense decreased by \$62,000 due to a 14 basis point decline in the rate paid on these liabilities. During the past 12 months, we have continued to reduce rates on all of our deposit products as the Federal funds target rate has remained at a historical low. Consequently, the cost of our interest bearing deposits decreased 9 basis points from the second quarter of 2013. However, we do not anticipate this trend to continue for our deposit rates. As these rates are currently at historically low rates, we do not anticipate further significant reductions in the rates on our deposits or FHLB advances and other borrowings in the future.

Our net interest spread was 3.50% for the three months ended June 30, 2014 compared to 3.54% for the same period in 2013. The net interest spread is the difference between the yield we earn on our interest-earning assets and the rate we pay on our interest-bearing liabilities. The 18 basis point reduction in yield on our earning assets, partially offset by a 14 basis point decline in rate on our interest-bearing liabilities, resulted in a 4 basis point decrease in our net interest spread for the 2014 period.

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(dollars in thousands)	For the Six Months Ended June 30,					
	2014			2013		
Average Balance	Income/ Expense	Yield/ Rate(1)	Average Balance	Income/ Expense	Yield/ Rate(1)	
<b>Interest-earning assets</b>						
Federal funds sold	\$ 34,184	\$ 30	0.25%	\$ 26,239	\$ 32	0.25%
Investment securities, taxable	50,001	682	2.75%	58,007	578	2.01%
Investment securities, nontaxable (2)	22,928	477	4.20%	24,850	503	4.08%
Loans	776,144	18,126	4.71%	665,316	16,733	5.07%
Total interest-earning assets	873,257	19,315	4.46%	774,412	17,846	4.65%
Noninterest-earning assets	48,865			45,269		
Total assets	\$ 922,122			\$ 819,681		
<b>Interest-bearing liabilities</b>						
NOW accounts	\$ 147,435	111	0.15%	\$ 156,518	223	0.29%
	174,694	266	0.31%	133,637	202	0.30%

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Savings & money market						
Time deposits	272,710	999	0.74%	223,046	1,105	1.00%
Total interest-bearing deposits	504,839	1,376	0.47%	513,201	1,530	0.60%
Note payable and other borrowings	24,784	1,884	3.04%	134,361	1,944	2.92%
Junior subordinated debentures	1,400	160	2.41%	13,403	173	2.60%
Total interest-bearing liabilities	733,026	3,420	0.94%	660,965	3,647	1.11%
Noninterest-bearing liabilities	118,883			93,908		
Shareholders equity	70,213			64,808		
Total liabilities and shareholders equity	\$922,122			\$819,681		
Net interest spread			3.52%			3.54%
Net interest income (tax equivalent) / margin	\$15,895		3.67%	\$14,199		3.70%
Less: tax-equivalent adjustment (2)	181			191		
Net interest income	\$15,714			\$14,008		

(1)

Annualized for the six month period.

(2)

The tax-equivalent adjustment to net interest income adjusts the yield for assets earning tax-exempt income to a comparable yield on a taxable basis.

Our net interest margin, on a tax-equivalent basis, was 3.67% for the six months ended June 30, 2014 compared to 3.70% for the six months ended June 30, 2013. The three basis point decrease in net interest margin during the six months ended June 30, 2014 was driven primarily by a 19 basis point reduction in the yield on our interest-earning assets, partially offset by 17 basis point reduction in the cost of our interest bearing liabilities compared to the same period in 2013.

During the first six months of 2014, our average interest-earning assets increased by \$98.8 million as compared to the same period in 2013; however, the yield on our interest-earning assets declined by 19 basis points during 2014. The increase in interest-earning assets was driven by a \$110.8 million increase in average loans, partially offset by a \$9.9 million decrease in average investment securities, while the decline in yield on interest earning assets was driven primarily by reduced yields on our loan portfolio.

In addition, our average interest-bearing liabilities increased by \$72.1 million during the six month period ended June 30, 2014 as compared to the same period in 2013, while the cost of our interest-bearing liabilities declined by 17 basis points.

Our net interest spread was 3.52% for the six months ended June 30, 2014 compared to 3.53% for the same period in 2013. The 19 basis point reduction in yield on our earning assets, partially offset by a 17 basis point decline in rate on our interest-bearing liabilities, resulted in a slight decrease in our net interest spread for the 2014 period.

#### *Rate/Volume Analysis*

Net interest income can be analyzed in terms of the impact of changing interest rates and changing volume. The following table sets forth the effect which the varying levels of interest-earning assets and interest-bearing liabilities and the applicable rates have had on changes in net interest income for the periods presented.

(dollars in thousands)	<b>June 30, 2014 vs. 2013</b>				<b>Three Months Ended June 30, 2013 vs. 2012</b>			
	<b>Increase (Decrease) Due to</b>				<b>Increase (Decrease) Due to</b>			
	<b>Volume</b>	<b>Rate</b>	<b>Rate/ Volume</b>	<b>Total</b>	<b>Volume</b>	<b>Rate</b>	<b>Rate/ Volume</b>	<b>Total</b>
<b>Interest income</b>								
Loans	\$1,553	(601)	(111)	841	830	(349)	(36)	445
Investment securities	(45)	94	(10)	39	22	(82)	(4)	(64)
Federal funds sold	(3)	1	-	(2)	(2)	(1)	-	(3)
<b>Total interest income</b>	<b>1,505</b>	<b>(506)</b>	<b>(121)</b>	<b>878</b>	<b>850</b>	<b>(432)</b>	<b>(40)</b>	<b>378</b>
<b>Interest expense</b>								
Deposits	243	(230)	(41)	(28)	103	(377)	(39)	(313)
Note payable and other	(38)	11	-	(27)	60	(109)	(7)	(56)
Junior subordinated debt	-	(7)	-	(7)	-	(5)	-	(5)
<b>Total interest expense</b>	<b>205</b>	<b>(226)</b>	<b>(41)</b>	<b>(62)</b>	<b>163</b>	<b>(491)</b>	<b>(46)</b>	<b>(374)</b>
<b>Net interest income</b>	<b>\$1,300</b>	<b>(280)</b>	<b>(80)</b>	<b>940</b>	<b>687</b>	<b>59</b>	<b>6</b>	<b>752</b>

Net interest income, the largest component of our income, was \$8.1 million for the three month period ended June 30, 2014 and \$7.1 million for the three months ended June 30, 2013, a \$940,000, or 13.2% increase during the second quarter of 2014. The increase in net interest income is due to an \$878,000 increase in interest income, combined with a \$62,000 decrease in interest expense. Driving the increase in interest income during the 2014 period was a \$110.2 million increase in average earning assets compared to the second quarter of 2013.

(dollars in thousands)	<b>June 30, 2014 vs. 2013</b>				<b>Six Months Ended June 30, 2013 vs. 2012</b>			
	<b>Increase (Decrease) Due to</b>				<b>Increase (Decrease) Due to</b>			
	<b>Volume</b>	<b>Rate</b>	<b>Rate/ Volume</b>	<b>Total</b>	<b>Volume</b>	<b>Rate</b>	<b>Rate/ Volume</b>	<b>Total</b>
<b>Interest income</b>								
Loans	2,773	(1,182)	(197)	1,394	\$ 1,604	(802)	(78)	724
Investment securities	(112)	226	(27)	87	(66)	(97)	6	(157)
Federal funds sold	(2)	-	-	(2)	(2)	(1)	-	(3)
<b>Total interest income</b>	<b>2,659</b>	<b>(956)</b>	<b>(224)</b>	<b>1,479</b>	<b>1,536</b>	<b>(900)</b>	<b>(72)</b>	<b>564</b>
<b>Interest expense</b>								
Deposits	16	(169)	(1)	(154)	165	(870)	(64)	(769)

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Note payable and other	(128)	74	(6)	(60)	206	(327)	(31)	(152)
Junior subordinated debt	-	(13)	-	(13)	-	(15)	-	(15)
Total interest expense	(112)	(108)	(7)	(227)	371	(1,212)	(95)	(936)
Net interest income	2,771	(848)	(217)	1,706	\$ 1,165	312	23	1,500

Net interest income for the six months ended June 30, 2014 was \$15.7 million compared to \$14.0 million for the first six months ended June 30, 2013, a \$1.7 million, or 12.2% increase during the first six months of 2014 compared to the same period in 2013. The increase in net interest income is due to a \$1.5 million increase in interest income, combined with a \$227,000 decrease in interest expense. The \$98.8 million increase in average earning assets during the six months ended June 30, 2014 as compared to six months ended June 30, 2013 was the primary driver of the increase in net interest income during the 2014 period.

*Provision for Loan Losses*

We have established an allowance for loan losses through a provision for loan losses charged as an expense on our consolidated statements of income. We review our loan portfolio periodically to evaluate our outstanding loans and to measure both the performance of the portfolio and the adequacy of the allowance for loan losses. Please see the discussion below under *Balance Sheet Review Allowance for Loan Losses* for a description of the factors we consider in determining the amount of the provision we expense each period to maintain this allowance.

For the three months ended June 30, 2014 and 2013, we incurred a noncash expense related to the provision for loan losses of \$950,000 and \$750,000, respectively, resulting in an allowance for loan losses of \$11.1 million and

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\$9.6 million for the 2014 and 2013 periods, respectively. The increased provision for loan losses during the 2014 period relates primarily to the growth of our loan portfolio, in addition to the \$560,000 of net charge-offs during the second quarter of 2014. The \$11.1 million allowance represented 1.37% of gross loans at June 30, 2014 while the \$9.6 million allowance was 1.39% of gross loans at June 30, 2013.

During the past twelve months, our loan balances increased by \$127.2 million and our total nonperforming loans increased by \$6.8 million; however, the amount of our classified loans declined from 34% at June 30, 2013 to 26% at June 30, 2014. Factors such as these are also considered in determining the amount of loan loss provision necessary to maintain our allowance for loan losses at an adequate level.



*Noninterest Income*

The following table sets forth information related to our noninterest income.

(dollars in thousands)	<b>Three months ended</b>		<b>Six months ended</b>	
	<b>June 30,</b>		<b>June 30,</b>	
	<b>2014</b>	<b>2013</b>	<b>2014</b>	<b>2013</b>
Loan fee income	\$ 613	267	955	526
Service fees on deposit accounts	231	204	445	428
Income from bank owned life insurance	167	158	329	318
Gain on sale of investment securities	230	-	230	-
Other income	277	249	529	488
Total noninterest income	\$ 1,518	878	2,488	1,760

Noninterest income increased \$640,000, or 72.9%, for the second quarter of 2014 as compared to the same period in 2013. Excluding the \$230,000 gain on sale of investment securities, noninterest income increased \$410,000, or 46.7%, during the 2014 period. The increase in total noninterest income during the three months ended June 30, 2014 resulted primarily from the following:

Loan fee income increased \$346,000, or 129.6%, resulting primarily from increased mortgage origination fee income which totaled \$576,000 for the most recent three months.

Service fees on deposit accounts increased \$27,000, or 13.2%, primarily related to additional income from service charges on our checking, money market, and savings accounts.

Other income increased by \$28,000, or 11.2%, due primarily to increased income received from ATM and debit card transactions which is driven by the volume of these transactions. Partially offsetting these increases was a \$19,000 decrease in ACH processing fees related primarily to one client account.

Noninterest income increased \$728,000, or 41.4%, during the six months ended June 30, 2014 as compared to the same period in 2013. Excluding the \$230,000 gain on sale of investment securities, noninterest income increased \$498,000, or 28.3%, during the 2014 period. The increase in total noninterest income during the six months ended

June 30, 2014 resulted primarily from a \$429,000 increase in loan fee income, an increase of \$17,000 in service fees on deposit accounts, an \$11,000 increase in income from bank owned life insurance, and a \$41,000 increase in other income which consists primarily of income from ATM and debit card transactions and rent income from tenants at our Cayce, South Carolina office.

In accordance with the requirements set forth under the Dodd-Frank Wall Street Reform and Consumer Protection Act (the Dodd-Frank Act ) in June 2011, the Federal Reserve approved the final rule which caps an issuer's base fee at 21 cents per transaction and allows an additional 5 basis point charge per transaction to help cover fraud losses. Although the rule does not apply to institutions with less than \$10 billion in assets, such as our Bank, there is concern that the price controls may harm community banks, which could be pressured by the marketplace to lower their own interchange rates. Our ATM/Debit card fee income is included in other noninterest income and was \$169,000 and \$137,000 for the three months ended June 30, 2014 and 2013, respectively, and \$311,000 and \$256,000 for the six months ended June 30, 2014 and 2013, respectively.

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*Noninterest expenses*

The following table sets forth information related to our noninterest expenses.

	<b>Three months ended</b>		<b>Six months ended</b>	
	<b>June 30,</b>	<b>June 30,</b>	<b>June 30,</b>	<b>June 30,</b>
(dollars in thousands)	<b>2014</b>	<b>2013</b>	<b>2014</b>	<b>2013</b>
Compensation and benefits	\$3,514	3,018	6,925	5,970
Occupancy	730	744	1,457	1,452
Real estate owned activity	12	(14)	25	5
Data processing and related costs	622	594	1,216	1,170
Insurance	203	201	395	441
Marketing	197	218	398	404
Professional fees	294	183	517	364
Other	743	357	1,152	725
Total noninterest expense	\$6,315	5,301	12,085	10,531

Noninterest expense was \$6.3 million for the three months ended June 30, 2014, a \$1.0 million, or 19.1%, increase from noninterest expense of \$5.3 million for the three months ended June 30, 2013.

The increase in total noninterest expenses resulted primarily from the following:

·  
Compensation and benefits expense increased \$496,000, or 16.4%, relating primarily to increases in base compensation and benefits expenses. Base compensation increased by \$351,000 driven by the cost of 13 additional employees, seven of which were hired in relation to the expansion of our mortgage operations, with the remainder being hired to support our retail clients in both the loan and deposit areas, combined with annual company-wide salary increases. Incentive compensation, which is based on certain targeted financial performance goals met by management, increased by \$35,000, while benefit expenses increased by \$118,000 during the same period, compared to the second quarter of the prior year.

·  
Real estate owned expenses increased \$26,000 during the first six months of 2014 due primarily to \$17,000 of income recorded from the gain on sale of property during the prior year.

·  
Data processing and related costs increased 4.7%, or \$28,000, primarily related to increased ATM and debit card network fees, as well as increased courier fees for services we provide to our clients.

·  
Professional fees increased \$111,000, or 60.7%, driven primarily by increased legal fees related to a specific litigation issue.

·  
Other expenses increased by \$386,000, or 108.1%, primarily related to increased travel and entertainment expenses, collection costs, and a one-time \$250,000 litigation settlement expense.

Partially offsetting these increases in noninterest expense was a \$14,000 decrease in occupancy expense primarily related to lower depreciation expense during the 2014 period, combined with a \$21,000, or 9.6%, decrease in marketing expenses.

Our efficiency ratio, excluding gains on sale of investment securities and real estate owned activity, was 67.4% for the second quarter of 2014 compared to 66.4% for the same period in 2013. The efficiency ratio represents the percentage of one dollar of expense required to be incurred to earn a full dollar of revenue and is computed by dividing noninterest expense by the sum of net interest income and noninterest income. The slight increase in the efficiency ratio during the 2014 period relates primarily to the increase in noninterest expenses as compared to the prior year.

Noninterest expense for the six months ended June 30, 2014 increased 14.8%, or \$1.6 million, as compared to the six months ended June 30, 2013. The increase relates primarily to the \$955,000 increase in compensation and benefits expense, \$20,000 in real estate owned expenses, \$46,000 in data processing and related costs, \$153,000 in professional fees, and \$427,000 in other expenses. Partially offsetting the increases in noninterest expense was a decrease of \$46,000 in insurance expenses.

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We incurred income tax expense of \$757,000 for the three months ended June 30, 2014 as compared to \$657,000 during the same period in 2013. Income tax expense for the six months ended June 30, 2014 was \$1.4 million as compared to \$1.1 million for the same period of 2013. Our effective tax rate was 32.4% and 32.7% for the six months ended June 30, 2014 and 2013, respectively. The increase in income tax expense during the 2014 periods is primarily a result of the increase in our net income during the respective periods.

## **BALANCE SHEET REVIEW**

### *Investment Securities*

At June 30, 2014, the \$64.7 million in our investment securities portfolio represented approximately 6.7% of our total assets. We held investment securities with a fair value and amortized cost of \$58.7 million with an unrealized loss of \$14,000. At December 31, 2013, the \$73.6 million in our investment securities portfolio represented approximately 8.3% of our total assets. At December 31, 2013, we held investment securities with a fair value of \$67.4 million and an amortized cost of \$69.5 million for an unrealized loss of \$2.0 million.

### *Loans*

Since loans typically provide higher interest yields than other types of interest earning assets, a substantial percentage of our earning assets are invested in our loan portfolio. Average loans for the six months ended June 30, 2014 and 2013 were \$776.1 million and \$665.3 million, respectively. Before the allowance for loan losses, total loans outstanding at June 30, 2014 and December 31, 2013 were \$812.8 and \$733.7 million, respectively.

The principal component of our loan portfolio is loans secured by real estate mortgages. As of June 30, 2014, our loan portfolio included \$657.6 million, or 80.9%, of real estate loans. As of December 31, 2013, real estate loans made up

80.6% of our loan portfolio and totaled \$591.0 million. Most of our real estate loans are secured by residential or commercial property. We obtain a security interest in real estate, in addition to any other available collateral. This collateral is taken to increase the likelihood of the ultimate repayment of the loan. Generally, we limit the loan-to-value ratio on loans to coincide with the appropriate regulatory guidelines. We attempt to maintain a relatively diversified loan portfolio to help reduce the risk inherent in concentration in certain types of collateral and business types. We do not generally originate traditional long term residential mortgages to hold in our loan portfolio, but we do issue traditional second mortgage residential real estate loans and home equity lines of credit. Home equity lines of credit totaled \$87.8 million as of June 30, 2014, of which approximately 38% were in a first lien position, while the remaining balance was second liens, compared to \$78.5 million as of December 31, 2013, with approximately 37% in first lien positions. The average loan had a balance of approximately \$87,000 and a loan to value of 71% as of June 30, 2014, compared to an average loan balance of \$105,000 and a loan to value of approximately 67% as of December 31, 2013. Further, 0.36% and 0.10% of our total home equity lines of credit were over 30 days past due as of June 30, 2014 and December 31, 2013, respectively.

Following is a summary of our loan composition at June 30, 2014 and December 31, 2013. Of the \$79.2 million in loan growth during 2014, \$33.5 million was originated in the Greenville market, \$18.7 million originated in the Columbia market, and \$27.0 million originated in the Charleston market. In addition, \$66.6 million of the increase was in loans secured by real estate, and \$12.6 million in commercial business or consumer loans.

(dollars in thousands)	June 30, 2014		December 31, 2013	
	Amount	% of Total	Amount	% of Total
Commercial				
Owner occupied RE	\$187,222	23.0 %	\$185,129	25.2 %
Non-owner occupied RE	175,683	21.6 %	166,016	22.6 %
Construction	42,753	5.3 %	30,906	4.2 %
Business	142,357	17.5 %	129,687	17.7 %
Total commercial loans	548,015	67.4 %	511,738	69.7 %
Consumer				
Real estate	135,988	16.7 %	110,590	15.1 %
Home equity	87,798	10.8 %	78,479	10.7 %
Construction	28,122	3.5 %	19,888	2.7 %
Other	12,910	1.6 %	12,961	1.8 %
Total consumer loans	264,818	32.6 %	221,918	30.3 %
Total gross loans, net of deferred fees	812,833	100.0 %	733,656	100.0 %
Less—allowance for loan losses	(11,103 )		(10,213 )	
Total loans, net	\$801,730		\$723,443	

*Nonperforming assets*

Nonperforming assets include real estate acquired through foreclosure or deed taken in lieu of foreclosure and loans on nonaccrual status. Generally, a loan is placed on nonaccrual status when it becomes 90 days past due as to principal or interest, or when we believe, after considering economic and business conditions and collection efforts, that the borrower's financial condition is such that collection of the contractual principal or interest on the loan is doubtful. A payment of interest on a loan that is classified as nonaccrual is recognized as a reduction in principal when received. As of June 30, 2014 and December 31, 2013, we had no loans 90 days past due and still accruing.

Following is a summary of our nonperforming assets, including nonaccruing TDRs.

(dollars in thousands)	<b>June 30, 2014</b>	<b>December 31, 2013</b>
Commercial	\$ 5,936	3,198
Consumer	489	156
Nonaccruing troubled debt restructurings	5,871	4,983
Total nonaccrual loans	12,296	8,337
Other real estate owned	1,277	1,198
Total nonperforming assets	\$13,573	9,535
Accruing troubled debt restructurings	\$ 6,479	8,045

At June 30, 2014, nonperforming assets were \$13.6 million, or 1.40% of total assets and 1.67% of gross loans. Comparatively, nonperforming assets were \$9.5 million, or 1.07% of total assets and 1.30% of gross loans at December 31, 2013. Nonaccrual loans increased \$4.0 million to \$12.3 million at June 30, 2014 from \$8.3 million at December 31, 2013. Nonaccrual loans at June 30, 2014 include nine loans, or six relationships, which were put on nonaccrual status during the first six months of 2014. In addition, during the first six months of 2014, three nonaccrual loans were returned to accrual status, two nonaccrual loans were either fully or partially charged-off, and one nonaccrual loan was moved to other real estate owned. The amount of foregone interest income on the nonaccrual loans in the first six months of 2014 and 2013 was approximately \$314,000 and \$395,000, respectively.

Nonperforming assets include other real estate owned which increased by \$79,000 from December 31, 2013. During the first six months of 2014, we added one commercial property for \$154,000 and sold three real estate lots for \$75,000. The balance at June 30, 2014 includes five commercial properties totaling \$1.2 million and two

residential properties totaling \$64,000. All of these properties are located in the Upstate of South Carolina. We believe that these properties are appropriately valued at the lower of cost or market as of June 30, 2014.

At June 30, 2014 and 2013, the allowance for loan losses represented 90.3% and 172.5% of the total amount of nonperforming loans, respectively. A significant portion, or 95%, of nonperforming loans at June 30, 2014 is secured by real estate. Our nonperforming loans have been written down to approximately 71% of their original nonperforming balance. We have evaluated the underlying collateral on these loans and believe that the collateral on these loans is sufficient to minimize future losses. Based on the level of coverage on nonperforming loans and analysis of our loan portfolio, we believe the allowance for loan losses of \$11.1 million as of June 30, 2014 to be adequate.

As a general practice, most of our loans are originated with relatively short maturities of less than 10 years. As a result, when a loan reaches its maturity we frequently renew the loan and thus extend its maturity using the same credit standards as those used when the loan was first originated. Due to these loan practices, we may, at times, renew loans which are classified as nonperforming after evaluating the loan's collateral value and financial strength of its guarantors. Nonperforming loans are renewed at terms generally consistent with the ultimate source of repayment and rarely at reduced rates. In these cases the Company will seek additional credit enhancements, such as additional collateral or additional guarantees to further protect the loan. When a loan is no longer performing in accordance with its stated terms, the Company will typically seek performance under the guarantee.

In addition, at June 30, 2014, 80.9% of our loans are collateralized by real estate and 87.2% of our impaired loans are secured by real estate. The Company utilizes third party appraisers to determine the fair value of collateral dependent loans. Our current loan and appraisal policies require the Company to obtain updated appraisals on an annual basis, either through a new external appraisal or an appraisal evaluation. Impaired loans are individually reviewed on a quarterly basis to determine the level of impairment. As of June 30, 2014, we do not have any impaired real estate loans carried at a value in excess of the appraised value. We typically charge-off a portion or create a specific reserve for impaired loans when we do not expect repayment to occur as agreed upon under the original terms of the loan agreement.

As of June 30, 2014, impaired loans totaled \$18.8 million for which \$14.3 million of these loans have a reserve of approximately \$5.8 million allocated in the allowance. During the first six months of 2014, the average recorded investment in impaired loans was approximately \$17.2 million. Comparatively, impaired loans totaled \$16.4 million at December 31, 2013, and \$14.1 million of these loans had a reserve of approximately \$4.7 million allocated in the allowance. During 2013, the average recorded investment in impaired loans was approximately \$16.1 million.

We consider a loan to be a TDR when the debtor experiences financial difficulties and we provide concessions such that we will not collect all principal and interest in accordance with the original terms of the loan agreement.

Concessions can relate to the contractual interest rate, maturity date, or payment structure of the note. As part of our workout plan for individual loan relationships, we may restructure loan terms to assist borrowers facing challenges in the current economic environment. As of June 30, 2014, we determined that we had loans totaling \$12.4 million, that we considered TDRs. As of December 31, 2013, we had loans totaling \$13.0 million, that we considered TDRs.

*Allowance for Loan Losses*

The allowance for loan losses was \$11.1 million and \$9.6 million at June 30, 2014 and 2013, respectively, or 1.37% and 1.39% of outstanding loans, respectively. At December 31, 2013, our allowance for loan losses was \$10.2 million, or 1.39% of outstanding loans, and we had net loans charged-off of \$2.4 million for the year ended December 31, 2013.

During the six months ended June 30, 2014, we charged-off \$1.2 million of loans and recorded \$104,000 of recoveries on loans previously charged-off, for net charge-offs of \$1.1 million, or 0.28% of average loans, annualized. Comparatively, we charged-off \$1.5 million of loans and recorded \$99,000 of recoveries on loans previously charged-off, resulting in net charge-offs of \$1.4 million, or 0.43% of average loans, annualized, for the first six months of 2013.

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Following is a summary of the activity in the allowance for loan losses.

	Six months ended		Year ended
	June 30,		December 31,
(dollars in thousands)	2014	2013	2013
<b>Balance, beginning of period</b>	\$ 10,213	9,091	9,091
Provision	1,950	1,875	3,475
Loan charge-offs	(1,164)	(1,504)	(2,478)
Loan recoveries	104	99	125
Net loan charge-offs	(1,060)	(1,405)	(2,353)
<b>Balance, end of period</b>	\$ 11,103	9,561	10,213



*Deposits and Other Interest-Bearing Liabilities*

Our primary source of funds for loans and investments is our deposits, advances from the FHLB, and structured repurchase agreements. In the past, we have chosen to obtain a portion of our certificates of deposits from areas outside of our market in order to obtain longer term deposits than are readily available in our local market. We have adopted guidelines regarding our use of brokered deposits that limit such deposits to 25% of total deposits and dictate that our current interest rate risk profile determines the terms. In addition, we do not obtain time deposits of \$100,000 or more through the Internet. These guidelines allow us to take advantage of the attractive terms that wholesale funding can offer while mitigating the related inherent risk.

The following is a detail of our deposit accounts:

(dollars in thousands)	<b>June 30, 2014</b>	<b>December 31, 2013</b>
Non-interest bearing	\$ 123,548	101,971
Interest bearing:		
NOW accounts	146,515	153,376
Money market accounts	192,706	151,759
Savings	7,775	6,671
Time, less than \$100,000	65,669	68,190
Time and out-of-market deposits, \$100,000 and over	211,156	198,352
Total deposits	\$ 747,369	680,319

Our retail deposits represented \$681.3 million, or 91.2%, of total deposits at June 30, 2014, while our out-of-market, or brokered, deposits represented \$66.1 million, or 8.8%, of total deposits. At December 31, 2013, retail deposits represented \$617.0 million, or 90.7%, of our total deposits and brokered CDs were \$63.3 million, representing 9.3% of our total deposits. Of the \$64.3 million increase in retail deposits during the first six months of 2014, \$30.6 million is related to the Greenville market, \$11.2 million is related the Columbia market, and \$22.5 million is related to the Charleston market. Our loan-to-deposit ratio was 109% at June 30, 2014 and 108% at December 31, 2013.

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The following table shows the average balance amounts and the average rates paid on deposits.

**Six months ended June 30,**

(dollars in thousands)	2014		2013	
	Amount	Rate	Amount	Rate
Noninterest bearing demand deposits	\$112,178	-%	87,496	-%
Interest bearing demand deposits	147,435	0.15%	156,518	0.29%
Money market accounts	167,251	0.32%	127,380	0.32%
Savings accounts	7,443	0.09%	6,257	0.09%
Time deposits less than \$100,000	68,445	0.72%	74,526	0.90%
Time deposits greater than \$100,000	204,265	0.75%	148,520	1.05%
Total deposits	\$707,017	0.39%	600,697	0.51%

During the six months ended June 30, 2014, our average transaction account balances increased by \$56.7 million, or 15.0%, from the six months ended June 30, 2013. In addition, our average time deposit balances increased by \$49.7 million, or 22.3%, during the 2014 period, due primarily to a \$43.1 million increase in average brokered deposits. In addition, during the past 12 months, we have continued to reduce the rates we pay on our interest-bearing deposits, as these deposits repriced; however, we do not anticipate a significant reduction in our deposit costs in the future.

During the past 12 months, we continued our focus on increasing core deposits, which exclude out-of-market deposits and time deposits of \$100,000 or more, in order to provide a relatively stable funding source for our loan portfolio and other earning assets. Our core deposits were \$536.2 million and \$482.0 million at June 30, 2014 and December 31, 2013, respectively.

All of our time deposits are certificates of deposits. The maturity distribution of our time deposits of \$100,000 or more at June 30, 2014 was as follows:

(dollars in thousands)	June 30, 2014
Three months or less	\$ 27,701
Over three through six months	44,983
Over six through twelve months	76,496
Over twelve months	61,976
Total	\$211,156

At June 30, 2014, the Company had \$127.1 million in FHLB advances and other borrowings. Of the \$127.1 million, FHLB advances represented \$103.5 million, securities sold under structured agreements to repurchase represented \$19.2 million, and a line of credit represented \$4.4 million. During the first six months of 2014, we restructured five FHLB advances totaling \$59.5 million. In accordance with accounting guidance, we determined that the present value of the cash flows of the modified advance will not change by more than 10% from the present value of the cash flows of the original advances. Therefore, the modified FHLB advance is considered to be a restructuring and no gain or loss was recorded in the transaction. The original FHLB advances had a weighted rate of 2.31% and an average remaining

life of 40 months. Under the modified arrangement, the \$59.5 million in FHLB advances have a weighted average rate of 2.22% and an average remaining life of 43 months.

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## LIQUIDITY AND CAPITAL RESOURCES

Liquidity represents the ability of a company to convert assets into cash or cash equivalents without significant loss, and the ability to raise additional funds by increasing liabilities. Liquidity management involves monitoring our sources and uses of funds in order to meet our day-to-day cash flow requirements while maximizing profits. Liquidity management is made more complicated because different balance sheet components are subject to varying degrees of management control. For example, the timing of maturities of our investment portfolio is fairly predictable and subject to a high degree of control at the time investment decisions are made. However, net deposit inflows and outflows are far less predictable and are not subject to the same degree of control.

At June 30, 2014 and December 31, 2013, our liquid assets, consisting of cash and due from banks and federal funds sold, amounted to \$41.1 million and \$39.2 million, or 4.3% and 4.4% of total assets, respectively. Our investment securities at June 30, 2014 and December 31, 2013 amounted to \$64.7 million and \$73.6 million, or 6.7% and 8.3% of total assets, respectively. Investment securities traditionally provide a secondary source of liquidity since they can be converted into cash in a timely manner. However, approximately 37% of these securities are pledged against outstanding debt. Therefore, the related debt would need to be repaid prior to the securities being sold in order for these securities to be converted to cash. In addition, approximately 9% of our investment securities are pledged to secure client deposits.

Our ability to maintain and expand our deposit base and borrowing capabilities serves as our primary source of liquidity. We plan to meet our future cash needs through the liquidation of temporary investments, the generation of deposits, loan payoffs, and from additional borrowings. In addition, we will receive cash upon the maturity and sale of loans and the maturity of investment securities. We maintain three federal funds purchased lines of credit with correspondent banks totaling \$45.0 million for which there were no borrowings against the lines of credit at June 30, 2014.

We are also a member of the FHLB, from which applications for borrowings can be made. The FHLB requires that

securities, qualifying mortgage loans, and stock of the FHLB owned by the Bank be pledged to secure any advances from the FHLB. The unused borrowing capacity currently available from the FHLB at June 30, 2014 was \$68.6 million, based on the Bank's \$5.5 million investment in FHLB stock, as well as qualifying mortgages available to secure any future borrowings. However, we are able to pledge additional securities to the FHLB in order to increase our available borrowing capacity.

In addition, we have a line of credit with another financial institution for \$10 million, for which \$4.4 million was outstanding at June 30, 2014. The line of credit bears interest at LIBOR plus 2.90% with a floor of 3.25% and a ceiling of 5.15%, and matures on June 6, 2017.

We believe that our existing stable base of core deposits, borrowings from the FHLB, and short-term repurchase agreements will enable us to successfully meet our long-term liquidity needs. However, as short-term liquidity needs arise, we have the ability to sell a portion of our investment securities portfolio to meet those needs.

Total shareholders' equity at June 30, 2014 was \$71.9 million. At December 31, 2013, total shareholders' equity was \$65.7 million. The \$6.2 million increase from December 31, 2013 is primarily related to the \$6.0 million net proceeds from the issuance of 475,000 shares of common stock in a private placement, net income of \$2.8 million and other comprehensive income of \$1.3 million, partially offset by the repurchase of 4,057 shares of preferred stock for \$4.1 million.

The following table shows the return on average assets (net income divided by average total assets), return on average equity (net income divided by average equity), and equity to assets ratio (average equity divided by average assets) annualized for the six months ended June 30, 2014 and the year ended December 31, 2013. Since our inception, we have not paid cash dividends.

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	<b>June 30, 2014</b>	<b>December 31, 2013</b>
Return on average assets	0.62%	0.61%
Return on average equity	8.09%	7.88%
Return on average common equity	8.19%	8.81%
Average equity to average assets ratio	7.61%	7.74%
Tangible common equity to assets ratio	6.27%	5.65%

Under the capital adequacy guidelines, regulatory capital is classified into two tiers. These guidelines require an institution to maintain a certain level of Tier 1 and Tier 2 capital to risk-weighted assets. Tier 1 capital consists of common shareholders' equity, excluding the unrealized gain or loss on securities available for sale, minus certain intangible assets. In determining the amount of risk-weighted assets, all assets, including certain off-balance sheet assets, are multiplied by a risk-weight factor of 0% to 100% based on the risks believed to be inherent in the type of asset. Tier 2 capital consists of Tier 1 capital plus the general reserve for loan losses, subject to certain limitations. We are also required to maintain capital at a minimum level based on total average assets, which is known as the Tier 1 leverage ratio.

At both the holding company and bank level, we are subject to various regulatory capital requirements administered by the federal banking agencies. To be considered well-capitalized, we must maintain total risk-based capital of at least 10%, Tier 1 capital of at least 6%, and a leverage ratio of at least 5%. To be considered adequately capitalized under these capital guidelines, we must maintain a minimum total risk-based capital of 8%, with at least 4% being Tier 1 capital. In addition, we must maintain a minimum Tier 1 leverage ratio of at least 4%. As of June 30, 2014, our capital ratios exceed those required to be well-capitalized.

In July 2013, the Federal Reserve, the FDIC, and the Office of the Comptroller of the Currency each approved final rules to implement the Basel III regulatory capital reforms, among other changes required by the Dodd-Frank Act. The rules will apply to all national and state banks, such as the Bank, and savings associations and most bank holding companies and savings and loan holding companies, such as the Company, which we collectively refer to herein as covered banking organizations. Bank holding companies with less than \$500 million in total consolidated assets are not subject to the final rules, nor are savings and loan holding companies substantially engaged in commercial activities or insurance underwriting. The framework requires covered banking organizations to hold more and higher quality capital, which acts as a financial cushion to absorb losses, taking into account the impact of risk. The approved rules include a new minimum ratio of common equity Tier 1 capital to risk-weighted assets of 4.5% as well as a common equity Tier 1 capital conservation buffer of 2.5% of risk-weighted assets. The rules also raise the minimum ratio of Tier 1 capital to risk-weighted assets from 4% to 6% and include a minimum leverage ratio of 4% for all banking institutions. In terms of quality of capital, the final rules emphasize common equity Tier 1 capital and implement strict eligibility criteria for regulatory capital instruments. The final rules also change the methodology for calculating risk-weighted assets to enhance risk sensitivity. The requirements in the rules begin to phase in on January 1, 2015 for covered banking organizations such as the Company and the Bank. The requirements in the rules will be fully phased in by January 1, 2019. The ultimate impact of the new capital standards on the Company and the Bank is currently being reviewed.

The following table summarizes the capital amounts and ratios of the Bank and the regulatory minimum requirements.

	<b>June 30, 2014</b>	
<b>Actual</b>	<b>For capital adequacy purposes</b>	<b>To be well capitalized under prompt corrective</b>

(dollars in thousands)	<b>Amount</b>	<b>Ratio</b>	<b>minimum</b>		<b>action provisions minimum</b>	
			<b>Amount</b>	<b>Ratio</b>	<b>Amount</b>	<b>Ratio</b>
Total Capital (to risk weighted assets)	\$ 97,064	12.18%	63,733	8.0%	79,667	10.0%
Tier 1 Capital (to risk weighted assets)	87,092	10.93%	31,867	4.0%	47,800	6.0%
Tier 1 Capital (to average assets)	87,092	9.26%	37,618	4.0%	47,023	5.0%

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The following table summarizes the capital amounts and ratios of the Company and the minimum regulatory requirements.

(dollars in thousands)	<b>Actual</b>	<b>For capital adequacy purposes; minimum</b>	<b>June 30, 2014</b>			
			<b>To be well capitalized under prompt corrective action provisions minimum</b>		<b>Amount</b>	<b>Ratio</b>
	<b>Amount</b>	<b>Ratio</b>	<b>Amount</b>	<b>Ratio</b>	<b>Amount</b>	<b>Ratio</b>
Total Capital (to risk weighted assets)	\$94,867	11.91%	63,733	8.0%	N/A	N/A
Tier 1 Capital (to risk weighted assets)	84,895	10.66%	31,867	4.0%	N/A	N/A
Tier 1 Capital (to average assets)	84,895	9.01%	37,695	4.0%	N/A	N/A

The ability of the Company to pay cash dividends is dependent upon receiving cash in the form of dividends from the Bank. The dividends that may be paid by the Bank to the Company are subject to legal limitations and regulatory capital requirements. Further, the Company cannot pay cash dividends on its common stock during any calendar quarter unless full dividends on the Series T preferred stock for the dividend period ending during the calendar quarter have been declared and the Company has not failed to pay a dividend in the full amount of the Series T preferred stock with respect to the period in which such dividend payment in respect of its common stock would occur.

#### **EFFECT OF INFLATION AND CHANGING PRICES**

The effect of relative purchasing power over time due to inflation has not been taken into account in our consolidated financial statements. Rather, our financial statements have been prepared on an historical cost basis in accordance with

generally accepted accounting principles.

Unlike most industrial companies, our assets and liabilities are primarily monetary in nature. Therefore, the effect of changes in interest rates will have a more significant impact on our performance than will the effect of changing prices and inflation in general. In addition, interest rates may generally increase as the rate of inflation increases, although not necessarily in the same magnitude. As discussed previously, we seek to manage the relationships between interest sensitive assets and liabilities in order to protect against wide rate fluctuations, including those resulting from inflation.

#### **OFF-BALANCE SHEET RISK**

Commitments to extend credit are agreements to lend money to a client as long as the client has not violated any material condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require the payment of a fee. At June 30, 2014, unfunded commitments to extend credit were \$159.6 million, of which \$49.7 million was at fixed rates and \$109.9 million was at variable rates. At December 31, 2013, unfunded commitments to extend credit were \$138.7 million, of which approximately \$32.6 million was at fixed rates and \$106.1 million was at variable rates. A significant portion of the unfunded commitments related to consumer equity lines of credit. Based on historical experience, we anticipate that a significant portion of these lines of credit will not be funded. We evaluate each client's credit worthiness on a case-by-case basis. The amount of collateral obtained, if deemed necessary by us upon extension of credit, is based on our credit evaluation of the borrower. The type of collateral varies but may include accounts receivable, inventory, property, plant and equipment, and commercial and residential real estate.

At June 30, 2014 and December 31, 2013, there was a \$3.5 million and \$3.0 million, respectively, commitment under letters of credit. The credit risk and collateral involved in issuing letters of credit is essentially the same as that involved in extending loan facilities to customers. Since most of the letters of credit are expected to expire without being drawn upon, they do not necessarily represent future cash requirements.

A portion of our business is to originate mortgage loans that will be sold in the secondary market to investors. Loan types that we originate include conventional loans, jumbo loans and other governmental agency loan products. We

adhere to the legal lending limits and guidelines as set forth by the various governmental agencies and investors to whom we sell loans. Under a best efforts selling procedure, we make our best effort to process, fund, and deliver the loan to a particular investor. If the loan fails to fund, there is no immediate cost to us, as the market risk has been transferred to the investor. In the event of a customer loan default, we may be required to reimburse the investor.

Except as disclosed in this report, we are not involved in off-balance sheet contractual relationships, unconsolidated related entities that have off-balance sheet arrangements or transactions that could result in liquidity needs or other commitments that significantly impact earnings.

## **MARKET RISK AND INTEREST RATE SENSITIVITY**

Market risk is the risk of loss from adverse changes in market prices and rates, which principally arises from interest rate risk inherent in our lending, investing, deposit gathering, and borrowing activities. Other types of market risks, such as foreign currency exchange rate risk and commodity price risk, do not generally arise in the normal course of our business.

We actively monitor and manage our interest rate risk exposure in order to control the mix and maturities of our assets and liabilities utilizing a process we call asset/liability management. The essential purposes of asset/liability management are to ensure adequate liquidity and to maintain an appropriate balance between interest sensitive assets and liabilities in order to minimize potentially adverse impacts on earnings from changes in market interest rates. Our asset/liability management committee (ALCO) monitors and considers methods of managing exposure to interest rate risk. We have both an internal ALCO consisting of senior management that meets at various times during each month and a board ALCO that meets monthly. The ALCOs are responsible for maintaining the level of interest rate sensitivity of our interest sensitive assets and liabilities within board-approved limits.

As of June 30, 2014, the following table summarizes the forecasted impact on net interest income using a base case scenario given upward and downward movements in interest rates of 100, 200, and 300 basis points based on forecasted assumptions of prepayment speeds, nominal interest rates and loan and deposit repricing rates. Estimates are based on current economic conditions, historical interest rate cycles and other factors deemed to be relevant. However, underlying assumptions may be impacted in future periods which were not known to management at the time of the issuance of the Consolidated Financial Statements. Therefore, management's assumptions may or may not prove valid. No assurance can be given that changing economic conditions and other relevant factors impacting our net interest income will not cause actual occurrences to differ from underlying assumptions. In addition, this analysis does not consider any strategic changes to our balance sheet which management may consider as a result of changes in market conditions.

### **Interest rate scenario**



**Change in net interest  
income from base**

Up 300 basis points	11.67 %
Up 200 basis points	6.50 %
Up 100 basis points	2.77 %
Base	-
Down 100 basis points	(4.57)%
Down 200 basis points	(8.30)%
Down 300 basis points	(10.73)%

**CRITICAL ACCOUNTING POLICIES**

We have adopted various accounting policies that govern the application of accounting principles generally accepted in the United States and with general practices within the banking industry in the preparation of our financial statements. Our significant accounting policies are described in the footnotes to our audited consolidated financial statements as of December 31, 2013, as filed in our Annual Report on Form 10-K.

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Certain accounting policies involve significant judgments and assumptions by us that have a material impact on the carrying value of certain assets and liabilities. We consider these accounting policies to be critical accounting policies. The judgment and assumptions we use are based on historical experience and other factors, which we believe to be reasonable under the circumstances. Our Critical Accounting Policies are the allowance for loan losses, fair value of financial instruments, other-than-temporary impairment analysis, other real estate owned, and income taxes. Because of the nature of the judgment and assumptions we make, actual results could differ from these judgments and estimates that could have a material impact on the carrying values of our assets and liabilities and our results of operations.

**ACCOUNTING, REPORTING, AND REGULATORY MATTERS**

*Recently Issued Accounting Standards*

The following is a summary of recent authoritative pronouncements that could affect accounting, reporting, and disclosure of financial information by us:

In January 2014, the FASB amended the Receivables Troubled Debt Restructurings by Creditors subtopic of the Codification to address the reclassification of consumer mortgage loans collateralized by residential real estate upon foreclosure. The amendments clarify the criteria for concluding that an in substance repossession or foreclosure has occurred, and a creditor is considered to have received physical possession of residential real estate property collateralizing a consumer mortgage loan. The amendments also outline interim and annual disclosure requirements. The amendments will be effective for the Company for interim and annual reporting periods beginning after December 15, 2014. Companies are allowed to use either a modified retrospective transition method or a prospective transition method when adopting this update. Early adoption is permitted. The Company does not expect these amendments to have a material effect on its financial statements.

In January 2014, the FASB amended Receivables topic of the Accounting Standards Codification. The amendments are intended to resolve diversity in practice with respect to when a creditor should reclassify a collateralized consumer mortgage loan to OREO. In addition, the amendments require a creditor reclassify a collateralized consumer mortgage loan to OREO upon obtaining legal title to the real estate collateral, or the borrower voluntarily conveying all interest in the real estate property to the lender to satisfy the loan through a deed in lieu of foreclosure or similar legal agreement. The amendments will be effective for the Company for annual periods, and interim periods within those annual periods, beginning after December 15, 2014, with early implementation of the guidance permitted. In implementing this guidance, assets that are reclassified from real estate to loans are measured at the carrying value of the real estate at the date of adoption. Assets reclassified from loans to real estate are measured at the lower of the net amount of the loan receivable or the fair value of the real estate less costs to sell at the date of adoption. The Company does not expect these amendments to have a material effect on its financial statements.

In May 2014, the FASB issued guidance to change the recognition of revenue from contracts with customers. The core principle of the new guidance is that an entity should recognize revenue to reflect the transfer of goods and services to customers in an amount equal to the consideration the entity receives or expects to receive. The guidance will be effective for the Company for reporting periods beginning after December 15, 2016. The Company does not expect these amendments to have a material effect on its financial statements.

In June 2014, the FASB issued guidance which makes limited amendments to the guidance on accounting for certain repurchase agreements. The new guidance (1) requires entities to account for repurchase-to-maturity transactions as secured borrowings (rather than as sales with forward repurchase agreements), (2) eliminates accounting guidance on linked repurchase financing transactions, and (3) expands disclosure requirements related to certain transfers of financial assets that are accounted for as sales and certain transfers (specifically, repos, securities lending transactions, and repurchase-to-maturity transactions) accounted for as secured borrowings. The amendments will be effective for the Company for the first interim or annual period beginning after December 15, 2014. The Company does not expect these amendments to have a material effect on its financial statements.

Other accounting standards that have been issued or proposed by the FASB or other standards-setting bodies that do not require adoption until a future date are not expected to have a material impact on the consolidated financial statements upon adoption.

**Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.**

See Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations - Market Risk and Interest Rate Sensitivity and Liquidity Risk.

**Item 4. CONTROLS AND PROCEDURES.**

*Evaluation of Disclosure Controls and Procedures*

Management, including our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) as of the end of the period covered by this report. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective to ensure that information required to be disclosed in the reports we file and submit under the Exchange Act is (i) recorded, processed, summarized and reported as and when required and (ii) accumulated and communicated to our management, including our Chief Executive Officer and the Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

*Changes in Internal Control over Financial Reporting*

There has been no change in the Company's internal control over financial reporting during the three months ended June 30, 2014, that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

**PART II. OTHER INFORMATION**

**Item 1. LEGAL PROCEEDINGS.**

We are a party to claims and lawsuits arising in the course of normal business activities. Management is not aware of any material pending legal proceedings against the Company which, if determined adversely, would have a material adverse impact on the company's financial position, results of operations or cash flows.

**Item 1A. RISK FACTORS.**

Not applicable

**Item 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.**

Not applicable

**Item 3. DEFAULTS UPON SENIOR SECURITIES.**

Not applicable

**Item 4. MINE SAFETY DISCLOSURES.**

Not applicable

**Item 5. OTHER INFORMATION.**

Not applicable

**Item 6. EXHIBITS.**

The exhibits required to be filed as part of this Quarterly Report on Form 10-Q are listed in the Index to Exhibits attached hereto and are incorporated herein by reference.

## SIGNATURES

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

### SOUTHERN FIRST BANCSHARES, INC.

Registrant

Date: August 4, 2014

/s/R. Arthur Seaver, Jr.

R. Arthur Seaver, Jr.

Chief Executive Officer (Principal Executive Officer)

Date: August 4, 2014

/s/Michael D. Dowling

Michael D. Dowling

Chief Financial Officer (Principal Financial and Accounting Officer)

## INDEX TO EXHIBITS

Exhibit Number	Description
10.1	

	<p>Loan Agreement dated as of June 6, 2014 by and between Southern First Bancshares, Inc. and The Brand Banking Company (incorporated by reference to Exhibit 10.1 of the Company's Form 8-K filed June 9, 2014).</p>
10.2	<p>Revolving Promissory Note dated as of June 6, 2014 by and between Southern First Bancshares, Inc. and The Brand Banking Company (incorporated by reference to Exhibit 10.2 of the Company's Form 8-K filed June 9, 2014).</p>
10.3	<p>Stock Pledge Agreement dated as of June 6, 2014 by and between Southern First Bancshares, Inc. and The Brand Banking Company (incorporated by reference to Exhibit 10.3 of the Company's Form 8-K filed June 9, 2014).</p>
31.1	<p>Rule 13a-14(a) Certification of the Principal Executive Officer.</p>
31.2	<p>Rule 13a-14(a) Certification of the Principal Financial Officer.</p>
32	<p>Section 1350 Certifications.</p>
101	<p>The following materials from the Quarterly Report on Form 10-Q of Southern First Bancshares, Inc. for the quarter ended June 30, 2014, formatted in eXtensible Business Reporting Language (XBRL): (i) Consolidated Balance Sheets, (ii) Consolidated Statements of Operations, (iii) Consolidated Statements of Comprehensive Income, (iv) Consolidated Statement of Changes in Shareholders' Equity, (v) Consolidated Statements of Cash Flows and (vi) Notes to Unaudited Consolidated Financial Statements.</p>

