PEOPLES BANCORP OF NORTH CAROLINA INC
Form 10-Q
May 09, 2016
UNITED STATES
SECURITIES AND
EXCHANGE
COMMISSION
Washington, D.C.
20549

FORM 10-Q

[X] QUARTERLY
REPORT
PURSUANT TO
SECTION 13 OR
15(d)
OF THE
SECURITIES
EXCHANGE ACT
OF 1934

For the quarterly
period ended: March
31, 2016

OR

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

For the transition
period from
__________ to
____

PEOPLES BANCORP
OF NORTH
CAROLINA, INC.
(Exact name of
registrant as specified
in its charter)

North Carolina
(State or other jurisdiction of incorporation or organization)

000-27205	56-2132396
(Commission File No.)	(IRS Employer Identification No.)

518 West C Street, Newton, North Carolina	28658
(Address of principal executive offices)	(Zip Code)

(828) 464-5620
(Registrant's telephone number, including area code)

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

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

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

Large Accelerate Filer Accelerated Filer X Non-Accelerated Filer

Smaller Reporting Company

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

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date.

5,510,538 shares of common stock, outstanding at April 30, 2016.

INDEX

Statements made in this Form 10-Q, other than those concerning historical information, should be considered forward-looking statements pursuant to the safe harbor provisions of the Securities Exchange Act of 1934 and the Private Securities Litigation Act of 1995. These forward-looking statements involve risks and uncertainties and are based on the beliefs and assumptions of management and on the information available to management at the time that this Form 10-Q was prepared. These statements can be identified by the use of words like "expect," "anticipate," "estimate," and "believe," variations of these words and other similar expressions. Readers should not place undue reliance on forward-looking statements as a number of important factors could cause actual results to differ materially from those in the forward-looking statements. Factors that could cause actual results to differ include, but are not limited to, (1) competition in the markets served by Peoples Bank, (2) changes in the interest rate environment, (3) general national, regional or local economic conditions may be less favorable than expected, resulting in, among other things, a deterioration in credit quality and the possible impairment of collectibility of loans, (4) legislative or regulatory changes, including changes in accounting standards, (5) significant changes in the federal and state legal and regulatory environments and tax laws, (6) the impact of changes in monetary and fiscal policies, laws, rules and regulations and (7) other risks and factors identified in other filings with the Securities and Exchange Commission, including but not limited to, those described in Peoples Bancorp of North Carolina, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2015.

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

PEOPLES BANCORP OF NORTH CAROLINA, INC. AND SUBSIDIARIES

Consolidated Balance Sheets

March 31, 2016 and December 31, 2015

(Dollars in thousands)

Assets	March 31, 2016 (Unaudited)	December 31, 2015 (Audited)
Cash and due from banks, including reserve requirements of $15,589 and $14,587	$ 45,566	29,194
Interest-bearing deposits	30,826	10,569
Cash and cash equivalents	76,392	39,763
Investment securities available for sale	264,092	268,530
Other investments	3,633	3,636
Total securities	267,725	272,166
Mortgage loans held for sale	996	4,149
Loans	693,033	689,091
Less allowance for loan losses	(9,116)	(9,589)
Net loans	683,917	679,502
Premises and equipment, net	16,408	16,976
Cash surrender value of life insurance	14,652	14,546
Other real estate	85	739
Accrued interest receivable and other assets	10,169	10,640
Total assets	$ 1,070,344	1,038,481
Liabilities and Shareholders' Equity		
Deposits:		
Noninterest-bearing demand	$ 246,677	244,231
NOW, MMDA & savings	452,158	431,052
Time, $250,000 or more	26,352	26,891
Other time	127,930	130,001
Total deposits	853,117	832,175
Securities sold under agreements to repurchase	36,056	27,874
FHLB borrowings	43,500	43,500
Junior subordinated debentures	20,619	20,619
Accrued interest payable and other liabilities	9,292	9,449

Total liabilities	962,584	933,617
Commitments		
Shareholders' equity:		
Series A preferred stock, $1,000 stated value; authorized 5,000,000 shares; no shares issued and outstanding	-	-
Common stock, no par value; authorized 20,000,000 shares; issued and outstanding 5,510,538 shares at March 31, 2016 and December 31, 2015	46,171	46,171
Retained earnings	55,189	53,183
Accumulated other comprehensive income	6,400	5,510
Total shareholders' equity	107,760	104,864
Total liabilities and shareholders' equity	$ 1,070,344	1,038,481

See accompanying Notes to Consolidated Financial Statements.

PEOPLES BANCORP OF NORTH CAROLINA, INC. AND SUBSIDIARIES

Consolidated Statements of Earnings

Three Months Ended March 31, 2016 and 2015

(Dollars in thousands, except per share amounts)

	2016 (Unaudited)	2015 (Unaudited)
Interest income:		
Interest and fees on loans	$ 8,023	7,593
Interest on due from banks	17	10
Interest on investment securities:		
U.S. Government sponsored enterprises	658	713
State and political subdivisions	1,127	1,163
Other	80	88
Total interest income	9,905	9,567
Interest expense:		
NOW, MMDA & savings deposits	120	111
Time deposits	162	247
FHLB borrowings	406	418
Junior subordinated debentures	113	97
Other	8	11
Total interest expense	809	884
Net interest income	9,096	8,683
Provision for (reduction of provision for) loan losses	(216)	173
Net interest income after provision for loan losses	9,312	8,510
Non-interest income:		
Service charges	1,041	1,134
Other service charges and fees	334	355
Mortgage banking income	369	239
Insurance and brokerage commissions	158	161
Gain/(loss) on sale and write-down of other real estate	77	87
Miscellaneous	1,345	1,269
Total non-interest income	3,324	3,245
Non-interest expense:		
Salaries and employee benefits	4,581	4,801
Occupancy	1,754	1,483
Professional fees	935	256
Advertising	162	186
Debit card expense	266	235
FDIC Insurance	171	177

Other	1,623	1,610
Total non-interest expense	9,492	8,748
Earnings before income taxes	3,144	3,007
Income tax expense	691	679
Net earnings	$ 2,453	2,328
Basic net earnings per share	$ 0.45	0.41
Diluted net earnings per share	$ 0.44	0.41
Cash dividends declared per share	$ 0.08	0.06

See accompanying Notes to Consolidated Financial Statements.

4

PEOPLES BANCORP OF NORTH CAROLINA, INC. AND SUBSIDIARIES

Consolidated Statements of Comprehensive Income

Three Months Ended March 31, 2016 and 2015

(Dollars in thousands)

	2016 (Unaudited)	2015 (Unaudited)
Net earnings	$ 2,453	2,328
Other comprehensive income:		
Unrealized holding gains on securities available for sale	1,472	1,413
Total other comprehensive income, before income taxes	1,472	1,413
Income tax expense related to other comprehensive income:		
Unrealized holding gains on securities available for sale	582	550
Total income tax expense related to other comprehensive income	582	550
Total other comprehensive income, net of tax	890	863
Total comprehensive income	$ 3,343	3,191

See accompanying Notes to Consolidated Financial Statements.

PEOPLES BANCORP OF NORTH CAROLINA, INC. AND SUBSIDIARIES

Consolidated Statements of Changes in Shareholders' Equity

Three Months Ended March 31, 2016 and 2015

(Dollars in thousands)

	Common Stock		Retained	Accumulated Other Comprehensive	
	Shares	Amount	Earnings	Income	Total
Balance, December 31, 2015	5,510,538	$46,171	53,183	5,510	104,864
Cash dividends declared on common stock	-	-	(447)	-	(447)
Net earnings	-	-	2,453	-	2,453
Change in accumulated other comprehensive loss, net of tax	-	-	-	890	890
Balance, March 31, 2016	5,510,538	$46,171	55,189	6,400	107,760
Balance, December 31, 2014	5,612,588	$48,088	45,124	5,453	98,665
Cash dividends declared on common stock	-	-	(342)	-	(342)
Net earnings	-	-	2,328	-	2,328
Change in accumulated other comprehensive income, net of tax	-	-	-	863	863
Balance, March 31, 2015	5,612,588	$48,088	47,110	6,316	101,514

See accompanying Notes to Consolidated Financial Statements.

PEOPLES BANCORP OF NORTH CAROLINA, INC. AND SUBSIDIARIES

Consolidated Statements of Cash Flows

Three Months Ended March 31, 2016 and 2015

(Dollars in thousands)

	2016 (Unaudited)	2015 (Unaudited)
Cash flows from operating activities:		
Net earnings	$ 2,453	2,328
Adjustments to reconcile net earnings to net cash provided by operating activities:		
Depreciation, amortization and accretion	1,475	1,471
(Reduction)/Provision for loan losses	(216)	173
Deferred income taxes	(547)	-
Gain on sale of other real estate	(79)	(87)
Write-down of other real estate	2	-
Restricted stock expense	70	117
Change in:		
Mortgage loans held for sale	3,153	569
Cash surrender value of life insurance	(106)	(104)
Other assets	435	(344)
Other liabilities	(227)	580
Net cash provided by operating activities	6,413	4,703
Cash flows from investing activities:		
Purchases of investment securities available for sale	(94)	(7,359)
Proceeds from sales, calls and maturities of investment securities available for sale	40	505
Proceeds from paydowns of investment securities available for sale	5,130	5,872
Purchases of FHLB stock	-	(6)
FHLB stock redemption	2	125
Net change in loans	(4,254)	(11,601)
Purchases of premises and equipment	(71)	(297)
Proceeds from sale of other real estate and repossessions	786	1,283
Net cash provided (used) by investing activities	1,539	(11,478)
Cash flows from financing activities:		
Net change in deposits	20,942	15,260
Net change in securities sold under agreement to repurchase	8,182	(9,728)
Cash dividends paid on common stock	(447)	(342)
Net cash provided by financing activities	28,677	5,190
Net change in cash and cash equivalents	36,629	(1,585)

Cash and cash equivalents at beginning of period	39,763	69,098
Cash and cash equivalents at end of period	$ 76,392	67,513

PEOPLES BANCORP OF NORTH CAROLINA, INC. AND SUBSIDIARIES

Consolidated Statements of Cash Flows, continued

Three Months Ended March 31, 2016 and 2015

(Dollars in thousands)

	2016 (Unaudited)	2015 (Unaudited)
Supplemental disclosures of cash flow information:		
Cash paid during the period for:		
Interest	$ 809	904
Income taxes	$ 397	-
Noncash investing and financing activities:		
Change in unrealized gain on investment securities available for sale, net	$ 890	863
Transfers of loans to other real estate and repossessions	$ 55	2,603

See accompanying Notes to Consolidated Financial Statements.

PEOPLES BANCORP OF NORTH CAROLINA, INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements (Unaudited)

(1) Summary of Significant Accounting Policies

The consolidated financial statements include the financial statements of Peoples Bancorp of North Carolina, Inc. and its wholly owned subsidiaries, Peoples Bank (the "Bank") and Community Bank Real Estate Solutions, LLC, along with the Bank's wholly owned subsidiaries, Peoples Investment Services, Inc., Real Estate Advisory Services, Inc. ("REAS") and PB Real Estate Holdings, LLC (collectively called the "Company"). All significant intercompany balances and transactions have been eliminated in consolidation.

The Bank operates four banking offices focused on the Latino population under the name Banco de la Gente ("Banco"). These offices are operated as a division of the Bank. Banco offers normal and customary banking services as are offered in the Bank's other branches such as the taking of deposits and the making of loans and therefore is not considered a reportable segment of the Company. The Bank operates one Banco loan production office in Durham County and one Banco loan production office in Forsyth County specifically designed to serve the growing Latino market.

The consolidated financial statements in this report (other than the Consolidated Balance Sheet at December 31, 2015) are unaudited. In the opinion of management, all adjustments (none of which were other than normal accruals) necessary for a fair presentation of the financial position and results of operations for the periods presented have been included. Management of the Company has made a number of estimates and assumptions relating to the reporting of assets and liabilities and the disclosure of contingent assets and liabilities to prepare these consolidated financial statements in conformity with generally accepted accounting principles in the United States ("GAAP"). Actual results could differ from those estimates.

The Company's accounting policies are fundamental to understanding management's discussion and analysis of results of operations and financial condition. Many of the Company's accounting policies require significant judgment regarding valuation of assets and liabilities and/or significant interpretation of the specific accounting guidance. A description of the Company's significant accounting policies can be found in Note 1 of the Notes to Consolidated Financial Statements in the Company's 2015 Annual Report to Shareholders which is Appendix A to the Proxy Statement for the May 5, 2016 Annual Meeting of Shareholders.

Recently Issued Accounting Pronouncements

In January 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2016-01, (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities. ASU No. 2016-01 addresses certain aspects of recognition, measurement, presentation, and disclosure of financial instruments. ASU No. 2016-01 is effective for annual periods, and interim periods within those annual periods, beginning after December 15, 2017. The adoption of this guidance is not expected to have a material impact on the Company's results of operations, financial position or disclosures.

In February 2016, FASB issued ASU No. 2016-02, (Topic 842): Leases. ASU No. 2016-02 increases transparency and comparability among organizations by recognizing lease assets and lease liabilities on the balance sheet and disclosing key information about leasing arrangements. ASU No. 2016-02 is effective for annual periods, and interim periods within those annual periods, beginning after December 15, 2018. The adoption of this guidance is not expected to have a material impact on the Company's results of operations, financial position or disclosures.

In March 2016, FASB issued ASU No. 2016-07, (Topic 323): Simplifying the Transition to the Equity Method of Accounting. ASU No. 2016-07 eliminates the requirement to retrospectively apply the equity method to an investment that subsequently qualifies for such accounting as a result of an increase in the level of ownership interest or degree of influence. ASU No. 2016-07 is effective for annual periods, and interim periods within those annual periods, beginning after December 15, 2016. The adoption of this guidance is not expected to have a material impact on the Company's results of operations, financial position or disclosures.

In March 2016, FASB issued ASU No. 2016-08, (Topic 606): Principal Versus Agent Considerations (Reporting Revenue Gross Versus Net). ASU No. 2016-08 addresses how an entity should assess whether it is the principal or the agent in contracts that include three or more parties. ASU No. 2016-08 is effective for annual periods, and interim periods within those annual periods, beginning after December 15, 2017. The adoption of this guidance is not expected to have a material impact on the Company's results of operations, financial position or disclosures.

In March 2016, FASB issued ASU No. 2016-09, (Topic 718): Improvements to Employee Share-Based Payment Accounting. ASU No. 2016-09 was issued in an effort to improve the accounting for employee share-based payments. ASU No. 2016-09 is effective for annual periods beginning after December 15, 2016. The adoption of this guidance is not expected to have a material impact on the Company's results of operations, financial position or disclosures.

In April 2016, FASB issued ASU No. 2016-10, (Topic 606): Identifying Performance Obligations and Licensing. ASU No. 2016-10 clarifies guidance on the recognition of revenue from contracts with customers. ASU No. 2016-10 is effective for annual periods, and interim periods within those annual periods, beginning after December 15, 2017. The adoption of this guidance is not expected to have a material impact on the Company's results of operations, financial position or disclosures.

Other accounting standards that have been issued or proposed by FASB or other standards-setting bodies are not expected to have a material impact on the Company's results of operations, financial position or disclosures.

(2) Investment Securities

Investment securities available for sale at March 31, 2016 and December 31, 2015 are as follows:

(Dollars in thousands)

	March 31, 2016			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Mortgage-backed securities	$72,066	1,836	23	73,879
U.S. Government sponsored enterprises	37,021	622	126	37,517
State and political subdivisions	141,091	7,688	14	148,765
Corporate bonds	1,918	11	18	1,911
Trust preferred securities	750	-	-	750
Equity securities	748	522	-	1,270
Total	$253,594	10,679	181	264,092

(Dollars in thousands)

	December 31, 2015			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Mortgage-backed securities	$76,406	1,526	45	77,887
U.S. Government sponsored enterprises	38,173	399	155	38,417
State and political subdivisions	141,500	6,817	72	148,245
Corporate bonds	1,928	-	22	1,906
Trust preferred securities	750	-	-	750
Equity securities	748	577	-	1,325
Total	$259,505	9,319	294	268,530

The current fair value and associated unrealized losses on investments in securities with unrealized losses at March 31, 2016 and December 31, 2015 are summarized in the tables below, with the length of time the individual securities have been in a continuous loss position.

(Dollars in thousands)

	March 31, 2016					
	Less than 12 Months		12 Months or More		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Mortgage-backed securities	$4,277	23	-	-	4,277	23
U.S. Government sponsored enterprises	-	-	10,684	126	10,684	126
State and political subdivisions	3,749	14	596	-	4,345	14
Corporate bonds	982	18	-	-	982	18
Total	$9,008	55	11,280	126	20,288	181

(Dollars in thousands)

	December 31, 2015					
	Less than 12 Months		12 Months or More		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Mortgage-backed securities	$7,891	45	-	-	7,891	45
U.S. Government sponsored enterprises	3,074	13	10,828	142	13,902	155
State and political subdivisions	2,198	4	3,930	68	6,128	72
Corporate bonds	1,500	22	-	-	1,500	22
Total	$14,663	84	14,758	210	29,421	294

At March 31, 2016, unrealized losses in the investment securities portfolio relating to debt securities totaled $181,000. The unrealized losses on these debt securities arose due to changing interest rates and are considered to be temporary. From the March 31, 2016 tables above, five out of 174 securities issued by state and political subdivisions contained unrealized losses, seven out of 78 securities issued by U.S. Government sponsored enterprises, including mortgage-backed securities, contained unrealized losses, and one out of three securities issued by corporations contained unrealized losses. These unrealized losses are considered temporary because of acceptable financial condition and results of operations of entities that issued each security and the repayment sources of principal and interest on U.S. Government sponsored enterprises, including mortgage-backed securities, are government backed.

The amortized cost and estimated fair value of investment securities available for sale at March 31, 2016, by contractual maturity, are shown below. Expected maturities of mortgage-backed securities will differ from contractual maturities because borrowers have the right to call or prepay obligations with or without call or prepayment penalties.

March 31, 2016
(Dollars in thousands)

	Amortized Cost	Estimated Fair Value
Due within one year	$ 5,360	5,414
Due from one to five years	73,089	69,928
Due from five to ten years	87,563	98,330
Due after ten years	14,768	15,271

Mortgage-backed securities	72,066	73,879
Equity securities	748	1,270
Total	$ 253,594	264,092

No securities available for sale were sold during the three months ended March 31, 2016 and 2015.

Securities with a fair value of approximately $88.0 million and $91.0 million at March 31, 2016 and December 31, 2015, respectively, were pledged to secure public deposits and for other purposes as required by law.

11

(3) Loans

Major classifications of loans at March 31, 2016 and December 31, 2015 are summarized as follows:

(Dollars in thousands)

	March 31, 2016	December 31, 2015
Real estate loans:		
Construction and land development	$63,973	65,791
Single-family residential	223,104	220,690
Single-family residential - Banco de la Gente stated income	42,951	43,733
Commercial	228,166	228,526
Multifamily and farmland	18,122	18,080
Total real estate loans	576,316	576,820
Loans not secured by real estate:		
Commercial loans	91,784	91,010
Farm loans	2	3
Consumer loans	9,705	10,027
All other loans	15,226	11,231
Total loans	693,033	689,091
Less allowance for loan losses	9,116	9,589
Total net loans	$683,917	679,502

The Bank grants loans and extensions of credit primarily within the Catawba Valley region of North Carolina, which encompasses Catawba, Alexander, Iredell and Lincoln counties, and also in Mecklenburg, Union, Wake, Durham and Forsyth counties of North Carolina. Although the Bank has a diversified loan portfolio, a substantial portion of the loan portfolio is collateralized by improved and unimproved real estate, the value of which is dependent upon the real estate market. Risk characteristics of the major components of the Bank's loan portfolio are discussed below:

· Construction and land development loans – The risk of loss is largely dependent on the initial estimate of whether the property's value at completion equals or exceeds the cost of property construction and the availability of take-out financing. During the construction phase, a number of factors can result in delays or cost overruns. If the estimate is inaccurate or if actual construction costs exceed estimates, the value of the property securing the loan may be insufficient to ensure full repayment when completed through a permanent loan, sale of the property, or by seizure of collateral. As of March 31, 2016, construction and land development loans comprised approximately 9% of the Bank's total loan portfolio.

· Single-family residential loans – Declining home sales volumes, decreased real estate values and higher than normal levels of unemployment could contribute to losses on these loans. As of March 31, 2016, single-family residential loans comprised approximately 38% of the Bank's total loan portfolio, and include Banco's single-family residential stated income loans, which were approximately 6% of the Bank's total loan portfolio.

· Commercial real estate loans – Repayment is dependent on income being generated in amounts sufficient to cover operating expenses and debt service. These loans also involve greater risk because they are generally not fully amortizing over a loan period, but rather have a balloon payment due at maturity. A borrower's ability to make a balloon payment typically will depend on being able to either refinance the loan or timely sell the underlying property. As of March 31, 2016, commercial real estate loans comprised approximately 33% of the Bank's total loan portfolio.

- Commercial loans – Repayment is generally dependent upon the successful operation of the borrower's business. In addition, the collateral securing the loans may depreciate over time, be difficult to appraise, be illiquid or fluctuate in value based on the success of the business. As of March 31, 2016, commercial loans comprised approximately 13% of the Bank's total loan portfolio.

Loans are considered past due if the required principal and interest payments have not been received as of the date such payments were due. Loans are placed on non-accrual status when, in management's opinion, the borrower may be unable to meet payment obligations as they become due, as well as when required by regulatory provisions. Loans may be placed on non-accrual status regardless of whether or not such loans are considered past due. When interest accrual is discontinued, all unpaid accrued interest is reversed. Interest income is subsequently recognized only to the extent cash payments are received in excess of principal due. Loans are returned to accrual status when all the principal and interest amounts contractually due are brought current and future payments are reasonably assured.

The following tables present an age analysis of past due loans, by loan type, as of March 31, 2016 and December 31, 2015:

March 31, 2016
(Dollars in thousands)

	Loans 30-89 Days Past Due	Loans 90 or More Days Past Due	Total Past Due Loans	Total Current Loans	Total Loans	Accruing Loans 90 or More Days Past Due
Real estate loans:						
Construction and land development	$76	17	93	63,880	63,973	-
Single-family residential	2,964	1,101	4,065	219,039	223,104	-
Single-family residential -						
Banco de la Gente stated income	6,416	315	6,731	36,220	42,951	127
Commercial	860	1,824	2,684	225,482	228,166	-
Multifamily and farmland	-	-	-	18,122	18,122	-
Total real estate loans	10,316	3,257	13,573	562,743	576,316	127
Loans not secured by real estate:						
Commercial loans	74	23	97	91,687	91,784	-
Farm loans	-	-	-	2	2	-
Consumer loans	83	7	90	9,615	9,705	-
All other loans	16	-	16	15,210	15,226	-
Total loans	$10,489	3,287	13,776	679,257	693,033	127

December 31, 2015
(Dollars in thousands)

	Loans 30-89 Days Past Due	Loans 90 or More Days Past Due	Total Past Due Loans	Total Current Loans	Total Loans	Accruing Loans 90 or More Days Past Due
Real estate loans:						
Construction and land development	$330	17	347	65,444	65,791	-
Single-family residential	2,822	1,385	4,207	216,483	220,690	-
Single-family residential -						
Banco de la Gente stated income	7,021	114	7,135	36,598	43,733	-
Commercial	2,619	157	2,776	225,750	228,526	-

Multifamily and farmland	-	-	-	18,080	18,080	-
Total real estate loans	12,792	1,673	14,465	562,355	576,820	-
Loans not secured by real estate:						
Commercial loans	185	40	225	90,785	91,010	17
Farm loans	-	-	-	3	3	-
Consumer loans	136	8	144	9,883	10,027	-
All other loans	-	-	-	11,231	11,231	-
Total loans	$13,113	1,721	14,834	674,257	689,091	17

13

The following table presents non-accrual loans as of March 31, 2016 and December 31, 2015:

(Dollars in thousands)

	March 31, 2016	December 31, 2015
Real estate loans:		
Construction and land development	$149	146
Single-family residential	3,540	4,023
Single-family residential - Banco de la Gente stated income	1,007	1,106
Commercial	3,431	2,992
Multifamily and farmland	-	-
Total real estate loans	8,127	8,267
Loans not secured by real estate:		
Commercial loans	102	113
Consumer loans	39	52
Total	$8,268	8,432

At each reporting period, the Bank determines which loans are impaired. Accordingly, the Bank's impaired loans are reported at their estimated fair value on a non-recurring basis. An allowance for each impaired loan that is collateral-dependent is calculated based on the fair value of its collateral. The fair value of the collateral is based on appraisals performed by REAS, a subsidiary of the Bank. REAS is staffed by certified appraisers that also perform appraisals for other companies. Factors, including the assumptions and techniques utilized by the appraiser, are considered by management. If the recorded investment in the impaired loan exceeds the measure of fair value of the collateral, a valuation allowance is recorded as a component of the allowance for loan losses. An allowance for each impaired loan that is not collateral dependent is calculated based on the present value of projected cash flows. If the recorded investment in the impaired loan exceeds the present value of projected cash flows, a valuation allowance is recorded as a component of the allowance for loan losses. Impaired loans under $250,000 are not individually evaluated for impairment with the exception of the Bank's troubled debt restructured ("TDR") loans in the residential mortgage loan portfolio, which are individually evaluated for impairment. Accruing impaired loans were $24.8 million, $25.0 million and $25.9 million at March 31, 2016, December 31, 2015 and March 31, 2015, respectively. Interest income recognized on accruing impaired loans was $314,000, $335,000 and $1.3 million for the three months ended March 31, 2016, the three months ended March 31, 2015 and the year ended December 31, 2015, respectively. No interest income is recognized on non-accrual impaired loans subsequent to their classification as non-accrual.

The following tables present impaired loans as of March 31, 2016 and December 31, 2015:

March 31, 2016
(Dollars in thousands)

	Unpaid Contractual Principal Balance	Recorded Investment With No Allowance	Recorded Investment With Allowance	Recorded Investment in Impaired Loans	Related Allowance	Average Outstanding Impaired Loans
Real estate loans:						
Construction and land development	$ 497	-	433	433	22	459
Single-family residential	8,097	1,479	6,206	7,685	179	11,287

Single-family residential -						
Banco de la Gente stated income	19,621	-	19,061	19,061	1,304	17,951
Commercial	5,984	4,720	604	5,324	4	6,739
Multifamily and farmland	78	-	78	78	-	80
Total impaired real estate loans	34,277	6,199	26,382	32,581	1,509	36,516
Loans not secured by real estate:						
Commercial loans	179	-	148	148	2	129
Consumer loans	245	-	238	238	4	245
Total impaired loans	$ 34,701	6,199	26,768	32,967	1,515	36,890

December 31, 2015
(Dollars in thousands)

	Unpaid Contractual Principal Balance	Recorded Investment With No Allowance	Recorded Investment With Allowance	Recorded Investment in Impaired Loans	Related Allowance	Average Outstanding Impaired Loans
Real estate loans:						
Construction and land development	$ 643	216	226	442	12	705
Single-family residential	8,828	1,489	6,805	8,294	189	10,852
Single-family residential - Banco de la Gente stated income	20,375	-	19,215	19,215	1,143	18,414
Commercial	4,556	-	4,893	4,893	179	5,497
Multifamily and farmland	96	-	83	83	-	93
Total impaired real estate loans	34,498	1,705	31,222	32,927	1,523	35,561
Loans not secured by real estate:						
Commercial loans	180	-	161	161	3	132
Consumer loans	286	-	260	260	4	283
Total impaired loans	$ 34,964	1,705	31,643	33,348	1,530	35,976

Changes in the allowance for loan losses for the three months ended March 31, 2016 and 2015 were as follows:

(Dollars in thousands)	Real Estate Loans									
	Construction and Land Development	Single-Family Residential	Single-Family Residential - Banco de la Gente Stated Income	Commercial	Multifamily and Farmland	Commercial	Farm	Consumer and All Other	Unallocated	Total
Three months ended March 31, 2016										
Allowance for loan losses:										
Beginning balance	$2,185	2,534	1,460	1,917	-	842	-	172	479	9,589
Charge-offs	-	(59)	-	(106)	-	(29)	-	(128)	-	(322
Recoveries	3	8	-	5	-	6	-	43	-	65
Provision	(344)	(8)	(37)	(28)	-	(9)	-	103	107	(216
Ending balance	$1,844	2,475	1,423	1,788	-	810	-	190	586	9,116

Allowance for loan losses March 31, 2016:

Ending balance: individually evaluated for impairment	$-	95	1,107	170	-	-	-	-	-	1,372
Ending balance: collectively evaluated for impairment	1,844	2,380	316	1,618	-	810	-	190	586	7,744
Ending balance	$1,844	2,475	1,423	1,788	-	810	-	190	586	9,116
Loans March 31, 2016:										
Ending balance	$63,973	223,104	42,951	228,166	18,122	91,784	2	24,931	-	693,0
Ending balance: individually evaluated for impairment	$-	2,612	17,711	4,890	-	-	-	-	-	25,21
Ending balance: collectively evaluated for impairment	$63,973	220,492	25,240	223,276	18,122	91,784	2	24,931	-	667,8

15

(Dollars in thousands)

	Real Estate Loans									
	Construction and Land Development	Single-Family Residential	Single-Family Residential - Banco de la Gente Stated Income	Commercial	Multifamily and Farmland	Commercial	Farm	Consumer and All Other	Unallocated	Total
Three months ended March 31, 2015										
Allowance for loan losses:										
Beginning balance	$2,785	2,566	1,610	1,902	7	1,098	-	233	881	11,08
Charge-offs	(88)	(291)	(42)	(2)	-	-	-	(107)	-	(530
Recoveries	5	6	22	5	-	36	-	44	-	118
Provision	56	318	(4)	(119)	(1)	47	-	38	(162)	173
Ending balance	$2,758	2,599	1,586	1,786	6	1,181	-	208	719	10,84
Allowance for loan losses March 31, 2015:										
Ending balance: individually evaluated for impairment	$-	82	1,145	245	-	-	-	-	-	1,472
Ending balance: collectively evaluated for impairment	2,758	2,517	441	1,541	6	1,181	-	208	719	9,371
Ending balance	$2,758	2,599	1,586	1,786	6	1,181	-	208	719	10,84
Loans March 31, 2015:										
Ending balance	$57,247	207,113	46,272	227,471	12,331	87,055	5	22,983	-	660,4
Ending balance: individually										

evaluated for impairment	$266	3,448	18,655	3,633	-	-	-	-	-	26,00
Ending balance: collectively evaluated for impairment	$56,981	203,665	27,617	223,838	12,331	87,055	5	22,983	-	634,4

The provision for loan losses for the three months ended March 31, 2016 was a credit of $216,000, as compared to an expense of $173,000 for the three months ended March 31, 2015. The decrease in the provision for loan losses is primarily attributable to a reduction in the required level of the allowance for loan losses resulting from lower historical loss rates used to calculate the FASB Accounting Standards Codification ("ASC") 450-20 reserve as the elevated level of loan losses incurred in 2011 and 2012 are no longer included in the historical loss calculations.

The Company utilizes an internal risk grading matrix to assign a risk grade to each of its loans. Loans are graded on a scale of 1 to 8. These risk grades are evaluated on an ongoing basis. A description of the general characteristics of the eight risk grades is as follows:

- Risk Grade 1 – Excellent Quality: Loans are well above average quality and a minimal amount of credit risk exists. CD or cash secured loans or properly margined actively traded stock or bond secured loans would fall in this grade.
- Risk Grade 2 – High Quality: Loans are of good quality with risk levels well within the Company's range of acceptability. The organization or individual is established with a history of successful performance though somewhat susceptible to economic changes.
- Risk Grade 3 – Good Quality: Loans of average quality with risk levels within the Company's range of acceptability but higher than normal. This may be a new organization or an existing organization in a transitional phase (e.g. expansion, acquisition, market change).
- Risk Grade 4 – Management Attention: These loans have higher risk and servicing needs but still are acceptable. Evidence of marginal performance or deteriorating trends is observed. These are not problem credits presently, but may be in the future if the borrower is unable to change its present course.
- Risk Grade 5 – Watch: These loans are currently performing satisfactorily, but there has been some recent past due history on repayment and there are potential weaknesses that may, if not corrected, weaken the asset or inadequately protect the Company's position at some future date.
- Risk Grade 6 – Substandard: A Substandard loan is inadequately protected by the current sound net worth and paying capacity of the obligor or the collateral pledged (if there is any). There is a well-defined weakness or weaknesses that jeopardize the liquidation of the debt. There is a distinct possibility that the Company will sustain some loss if the deficiencies are not corrected.
- Risk Grade 7 – Doubtful: Loans classified as Doubtful have all the weaknesses inherent in loans classified as Substandard, plus the added characteristic that the weaknesses make collection or liquidation in full on the basis of currently existing facts, conditions, and values highly questionable and improbable. Doubtful is a temporary grade where a loss is expected but is presently not quantified with any degree of accuracy. Once the loss position is determined, the amount is charged off.
- Risk Grade 8 – Loss: Loans classified as Loss are considered uncollectable and of such little value that their continuance as bankable assets is not warranted. This classification does not mean that the asset has absolutely no recovery or salvage value, but rather that it is not practical or desirable to defer writing off this worthless loan even though partial recovery may be realized in the future. Loss is a temporary grade until the appropriate authority is obtained to charge the loan off.

The following tables present the credit risk profile of each loan type based on internally assigned risk grades as of March 31, 2016 and December 31, 2015:

March 31, 2016 (Dollars in thousands)	Real Estate Loans									
	Construction and Land Development	Single-Family Residential	Single-Family Residential - Banco de la Gente Stated Income	Commercial	Multifamily and Farmland	Commercial	Farm	Consumer	All Other	Total
1- Excellent Quality	$-	11,461	-	-	-	655	-	1,128	50	13,294
2- High Quality	9,033	88,332	-	39,327	2,971	28,890	-	3,431	2,836	174,820
3- Good Quality	35,088	85,158	18,719	151,666	11,232	56,311	2	4,495	10,546	373,217
4- Management Attention	12,766	28,689	16,057	28,887	1,251	5,506	-	564	1,794	95,514
5- Watch	6,792	3,520	2,849	3,506	2,668	254	-	32	-	19,621
6- Substandard	294	5,944	5,326	4,780	-	168	-	54	-	16,566
7- Doubtful	-	-	-	-	-	-	-	1	-	1
8- Loss	-	-	-	-	-	-	-	-	-	-
Total	$63,973	223,104	42,951	228,166	18,122	91,784	2	9,705	15,226	693,033

December 31, 2015 (Dollars in thousands)	Real Estate Loans									
	Construction and Land Development	Single-Family Residential	Single-Family Residential - Banco de la Gente Stated Income	Commercial	Multifamily and Farmland	Commercial	Farm	Consumer	All Other	Total
1- Excellent Quality	$-	15,189	-	-	-	700	-	1,091	-	16,980
2- High Quality	10,144	86,061	-	38,647	2,998	24,955	-	3,647	1,665	168,117

3- Good Quality	35,535	78,843	19,223	148,805	12,058	58,936	3	4,571	7,828	365,802
4- Management Attention	12,544	30,259	15,029	31,824	335	5,905	-	620	1,738	98,254
5- Watch	7,265	4,322	3,308	4,561	2,689	332	-	43	-	22,520
6- Substandard	303	6,016	6,173	4,689	-	182	-	55	-	17,418
7- Doubtful	-	-	-	-	-	-	-	-	-	-
8- Loss	-	-	-	-	-	-	-	-	-	-
Total	$65,791	220,690	43,733	228,526	18,080	91,010	3	10,027	11,231	689,091

TDR loans modified in 2016, past due TDR loans and non-accrual TDR loans totaled $7.8 million and $8.8 million at March 31, 2016 and December 31, 2015, respectively. The terms of these loans have been renegotiated to provide a concession to original terms, including a reduction in principal or interest as a result of the deteriorating financial position of the borrower. There were no performing loans classified as TDR loans at March 31, 2016. There were $354,000 performing loans classified as TDR loans at December 31, 2015.

There were no TDR modifications during the three months ended March 31, 2016.

The following table presents an analysis of loan modifications during the three months ended March 31, 2015:

Three months ended March 31, 2015
(Dollars in thousands)

	Number of Contracts	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment
Real estate loans			
Single-family residential	1	$ 146	146
Total real estate TDR loans	1	146	146
Total TDR loans	1	$ 146	146

During the three months ended March 31, 2015, one loan was modified that was considered to be a new TDR loan. The interest rate was modified on this TDR loan.

There were no loans modified as TDR that defaulted during the three months ended March 31, 2016 and 2015, which were within twelve months of their modification date. Generally, a TDR loan is considered to be in default once it becomes 90 days or more past due following a modification.

(4) Net Earnings Per Share

Net earnings per share is based on the weighted average number of shares outstanding during the period while the effects of potential shares outstanding during the period are included in diluted earnings per share. The average market price during the year is used to compute equivalent shares.

The reconciliation of the amounts used in the computation of both "basic earnings per share" and "diluted earnings per share" for the three months ended March 31, 2016 and 2015 is as follows:

For the three months ended March 31, 2016

	Net Earnings (Dollars in thousands)	Shares	Per Share Amount
Basic earnings per share	$ 2,453	5,510,538	$ 0.45
Effect of dilutive securities:			
Restricted stock units	-	62,599	
Diluted earnings per share	$ 2,453	5,573,137	$ 0.44

For the three months ended March 31, 2015

	Net Earnings (Dollars in thousands)	Shares	Per Share Amount
Basic earnings per share	$ 2,328	5,612,588	$ 0.41
Effect of dilutive securities:			
Restricted stock units	-	38,470	
Diluted earnings per share	$ 2,328	5,651,058	$ 0.41

(5) Stock-Based Compensation

The Company has an Omnibus Stock Ownership and Long Term Incentive Plan that was approved by shareholders on May 7, 2009 (the "Plan") whereby certain stock-based rights, such as stock options, restricted stock, restricted stock units, performance units, stock appreciation rights or book value shares, may be granted to eligible directors and employees. A total of 262,520 shares are currently reserved for possible issuance under the Plan. All stock-based rights under the Plan must be granted or awarded by May 7, 2019 (or ten years from the Plan effective date).

The Company granted 29,514 restricted stock units under the Plan at a grant date fair value of $7.90 per share during the first quarter of 2012, of which 5,355 restricted stock units were forfeited by the executive officers of the Company as required by the agreement with the U.S. Department of the Treasury ("UST") in conjunction with the Company's participation in the Capital Purchase Program ("CPP") under the Troubled Asset Relief Program ("TARP"). In July 2012, the Company granted 5,355 restricted stock units at a grant date fair value of $8.25 per share. The Company granted 26,795 restricted stock units under the Plan at a grant date fair value of $11.90 per share during the second quarter of 2013. The Company granted 21,056 restricted stock units under the Plan at a grant date fair value of $15.70 per share during the first quarter of 2014. The Company granted 15,075 restricted stock units under the Plan at a grant date fair value of $17.97 per share during the first quarter of 2015. The Company granted 5,040 restricted stock units under the Plan at a grant date fair value of $18.60 per share during the first quarter of 2016. The Company recognizes compensation expense on the restricted stock units over the period of time the restrictions are in place (five years from the grant date for the 2012 grants, four years from the grant date for the 2013, 2015 and 2016 grants and three years from the grant date for the 2014 grants). The amount of expense recorded each period reflects the changes in the Company's stock price during such period. As of March 31, 2016, the total unrecognized compensation expense related to the restricted stock unit grants under the Plan was $634,000.

The Company recognized compensation expense for restricted stock unit awards granted under the Plan of $70,000 and $117,000 for the three months ended March 31, 2016 and 2015, respectively.

(6) Fair Value

The Company is required to disclose fair value information about financial instruments, whether or not recognized on the face of the balance sheet, for which it is practicable to estimate that value. The assumptions used in the estimation of the fair value of the Company's financial instruments are detailed below. Where quoted prices are not available, fair values are based on estimates using discounted cash flows and other valuation techniques. The use of discounted cash flows can be significantly affected by the assumptions used, including the discount rate and estimates of future cash flows. The following disclosures should not be considered a surrogate of the liquidation value of the Company, but rather a good faith estimate of the increase or decrease in the value of financial instruments held by the Company since purchase, origination or issuance.

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

- Level 1 – Valuation is based upon quoted prices for identical instruments traded in active markets.
- Level 2 – Valuation is based upon quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model-based valuation techniques for which all significant assumptions are observable in the market.
- Level 3 – Valuation is generated from model-based techniques that use at least one significant assumption not observable in the market. These unobservable assumptions reflect estimates of assumptions that market participants would use in pricing the asset or liability. Valuation techniques include use of option pricing models, discounted cash flow models and similar techniques.

Cash and Cash Equivalents
For cash, due from banks and interest-bearing deposits, the carrying amount is a reasonable estimate of fair value. Cash and cash equivalents are reported in the Level 1 fair value category.

Investment Securities Available for Sale
Fair values of investment securities available for sale are determined by obtaining quoted prices on nationally recognized securities exchanges when available. If quoted prices are not available, fair value is determined using matrix pricing, which is a mathematical technique used widely in the industry to value debt securities without relying

exclusively on quoted prices for the specific securities but rather by relying on the securities' relationship to other benchmark quoted securities. Fair values for investment securities with quoted market prices are reported in the Level 1 fair value category. Fair value measurements obtained from independent pricing services are reported in the Level 2 fair value category. All other fair value measurements are reported in the Level 3 fair value category.

Other Investments

For other investments, the carrying value is a reasonable estimate of fair value. Other investments are reported in the Level 3 fair value category.

Mortgage Loans Held for Sale

Mortgage loans held for sale are carried at the lower of aggregate cost or market value. The cost of mortgage loans held for sale approximates the market value. Mortgage loans held for sale are reported in the Level 3 fair value category.

Loans
The fair value of fixed rate loans is estimated by discounting the future cash flows using the current rates at which similar loans would be made to borrowers with similar credit ratings. For variable rate loans, the carrying amount is a reasonable estimate of fair value. Loans are reported in the Level 3 fair value category, as the pricing of loans is more subjective than the pricing of other financial instruments.

Cash Surrender Value of Life Insurance
For cash surrender value of life insurance, the carrying value is a reasonable estimate of fair value. Cash surrender value of life insurance is reported in the Level 2 fair value category.

Other Real Estate
The fair value of other real estate is based upon independent market prices, appraised values of the collateral or management's estimation of the value of the collateral. Other real estate is reported in the Level 3 fair value category.

Deposits
The fair value of demand deposits, interest-bearing demand deposits and savings is the amount payable on demand at the reporting date. The fair value of certificates of deposit is estimated by discounting the future cash flows using the rates currently offered for deposits of similar remaining maturities. Deposits are reported in the Level 2 fair value category.

Securities Sold Under Agreements to Repurchase
For securities sold under agreements to repurchase, the carrying value is a reasonable estimate of fair value. Securities sold under agreements to repurchase are reported in the Level 2 fair value category.

Federal Home Loan Bank ("FHLB") Borrowings
The fair value of FHLB borrowings is estimated based upon discounted future cash flows using a discount rate comparable to the current market rate for such borrowings. FHLB borrowings are reported in the Level 2 fair value category.

Junior Subordinated Debentures
Because the Company's junior subordinated debentures were issued at a floating rate, the carrying amount is a reasonable estimate of fair value. Junior subordinated debentures are reported in the Level 2 fair value category.

Commitments to Extend Credit and Standby Letters of Credit
Commitments to extend credit and standby letters of credit are generally short-term and at variable interest rates. Therefore, both the carrying value and estimated fair value associated with these instruments are immaterial.

Limitations
Fair value estimates are made at a specific point in time, based on relevant market information and information about the financial instrument. These estimates do not reflect any premium or discount that could result from offering for sale at one time the Company's entire holdings of a particular financial instrument. Because no market exists for a significant portion of the Company's financial instruments, fair value estimates are based on many judgments. These estimates are subjective in nature and involve uncertainties and matters of significant judgment and therefore cannot be determined with precision. Changes in assumptions could significantly affect the estimates.

Fair value estimates are based on existing on and off-balance sheet financial instruments without attempting to estimate the value of anticipated future business and the value of assets and liabilities that are not considered financial instruments. Significant assets and liabilities that are not considered financial instruments include deferred income taxes and premises and equipment. In addition, the tax ramifications related to the realization of unrealized gains and losses can have a significant effect on fair value estimates and have not been considered in the estimates.

The table below presents the balance of securities available for sale, which are measured at fair value on a recurring basis by level within the fair value hierarchy, as of March 31, 2016 and December 31, 2015.

(Dollars in thousands)

	March 31, 2016			
	Fair Value Measurements	Level 1 Valuation	Level 2 Valuation	Level 3 Valuation
Mortgage-backed securities	$73,879	-	73,879	-
U.S. Government sponsored enterprises	$37,517	-	37,517	-
State and political subdivisions	$148,765	-	148,765	-
Corporate bonds	$1,911	-	1,911	-
Trust preferred securities	$750	-	-	750
Equity securities	$1,270	1,270	-	-

(Dollars in thousands)

	December 31, 2015			
	Fair Value Measurements	Level 1 Valuation	Level 2 Valuation	Level 3 Valuation
Mortgage-backed securities	$77,887	-	77,887	-
U.S. Government sponsored enterprises	$38,417	-	38,417	-
State and political subdivisions	$148,245	-	148,245	-
Corporate bonds	$1,906	-	1,906	-
Trust preferred securities	$750	-	-	750
Equity securities	$1,325	1,325	-	-

The following is an analysis of fair value measurements of investment securities available for sale using Level 3, significant unobservable inputs, for the three months ended March 31, 2016.

(Dollars in thousands)

	Investment Securities Available for Sale Level 3 Valuation
Balance, beginning of period	$ 750
Change in book value	-
Change in gain/(loss) realized and unrealized	-
Purchases/(sales and calls)	-
Transfers in and/or (out) of Level 3	-
Balance, end of period	$ 750
Change in unrealized gain/(loss) for assets still held in Level 3	$ -

The fair value measurements for mortgage loans held for sale, impaired loans and other real estate on a non-recurring basis at March 31, 2016 and December 31, 2015 are presented below. The fair value measurement process uses certified appraisals and other market-based information; however, in many cases, it also requires significant input based on management's knowledge of, and judgment about, current market conditions, specific issues relating to the collateral and other matters. As a result, all fair value measurements for impaired loans and other real estate are considered Level 3.

(Dollars in thousands)

	Fair Value Measurements March 31, 2016	Level 1 Valuation	Level 2 Valuation	Level 3 Valuation
Mortgage loans held for sale	$ 996	-	-	996
Impaired loans	$ 31,452	-	-	31,452
Other real estate	$ 85	-	-	85

21

(Dollars in thousands)

	Fair Value Measurements December 31, 2015	Level 1 Valuation	Level 2 Valuation	Level 3 Valuation
Mortgage loans held for sale	$ 4,149	-	-	4,149
Impaired loans	$ 31,818	-	-	31,818
Other real estate	$ 739	-	-	739

(Dollars in thousands)

	Fair Value March 31, 2016	Fair Value December 31, 2015	Valuation Technique	Significant Unobservable Inputs	General Range of Significant Unobservable Input Values
Mortgage loans held for sale	$996	4,149	Rate lock commitment	N/A	N/A
Impaired loans	$31,452	31,818	Appraised value and discounted cash flows	Discounts to reflect current market conditions and ultimate collectability	0 - 25%
Other real estate	$85	739	Appraised value	Discounts to reflect current market conditions and estimated costs to sell	0 - 25%

The carrying amount and estimated fair value of financial instruments at March 31, 2016 and December 31, 2015 are as follows:

(Dollars in thousands)

		Fair Value Measurements at March 31, 2016			
	Carrying Amount	Level 1	Level 2	Level 3	Total
Assets:					
Cash and cash equivalents	$76,392	76,392	-	-	76,392
Investment securities available for sale	$264,092	1,270	262,072	750	264,092
Other investments	$3,633	-	-	3,633	3,633
Mortgage loans held for sale	$996	-	-	996	996
Loans, net	$683,917	-	-	687,280	687,280
Cash surrender value of life insurance	$14,652	-	14,652	-	14,652

Liabilities:					
Deposits	$853,117	-	-	847,928	847,928
Securities sold under agreements to repurchase	$36,056	-	36,056	-	36,056
FHLB borrowings	$43,500	-	43,076	-	43,076
Junior subordinated debentures	$20,619	-	20,619	-	20,619

22

(Dollars in thousands)

		Fair Value Measurements at December 31, 2015			
	Carrying Amount	Level 1	Level 2	Level 3	Total
Assets:					
Cash and cash equivalents	$39,763	39,763	-	-	39,763
Investment securities available for sale	$268,530	1,325	266,455	750	268,530
Other investments	$3,636	-	-	3,636	3,636
Mortgage loans held for sale	$4,149	-	-	4,149	4,149
Loans, net	$679,502	-	-	683,540	683,540
Cash surrender value of life insurance	$14,546	-	14,546	-	14,546
Liabilities:					
Deposits	$832,175	-	-	827,874	827,874
Securities sold under agreements to repurchase	$27,874	-	27,874	-	27,874
FHLB borrowings	$43,500	-	43,144	-	43,144
Junior subordinated debentures	$20,619	-	20,619	-	20,619

(7) Regulatory Matters

On August 31, 2015, the Federal Deposit Insurance Corporation ("FDIC") and the North Carolina Office of the Commissioner of Banks ("Commissioner") issued a Consent Order (the "Order") in connection with compliance by the Bank with the Bank Secrecy Act and its implementing regulations (collectively, the "BSA"). The Order was issued pursuant to the consent of the Bank. In consenting to the issuance of the Order, the Bank did not admit or deny any unsafe or unsound banking practices or violations of law or regulation.

The Order requires the Bank to take certain affirmative actions to comply with its obligations under the BSA, including, without limitation, strengthening its Board of Directors' oversight of BSA activities; reviewing, enhancing, adopting and implementing a revised BSA compliance program; completing a BSA risk assessment; developing a revised system of internal controls designed to ensure full compliance with the BSA; reviewing and revising customer due diligence and risk assessment processes, policies and procedures; developing, adopting and implementing effective BSA training programs; assessing BSA staffing needs and resources and appointing a qualified BSA officer; establishing an independent BSA testing program; ensuring that all reports required by the BSA are accurately and properly filed and engaging an independent firm to review past account activity to determine whether suspicious activity was properly identified and reported.

Prior to implementation, certain of the actions described above are subject to review by and approval or non-objection from the FDIC and the Commissioner. The Order will remain in effect and be enforceable until it is modified, terminated, suspended or set aside by the FDIC and the Commissioner.

The Bank continues to make progress in addressing the issues identified in the Order and expects that it will be able to undertake and implement all required actions within the time period specified in the Order. The Bank has incurred and will continue to incur additional non-interest expenses associated with the implementation of corrective actions; however, these expenses are not expected to have a significant impact on the results of operations or financial position of the Company. Operating under the Order will limit the Bank's and the Company's ability to participate in acquisitions, to open new branches, and to allocate funds to its stock repurchase plan until such time as the Order has been modified, terminated, suspended or set aside by the FDIC and the Commissioner.

(8) Subsequent Events

The Company has reviewed and evaluated subsequent events and transactions for material subsequent events through the date the financial statements are issued. Management has concluded that there were no material subsequent events.

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

The following is a discussion of our financial position and results of operations and should be read in conjunction with the information set forth under Item 1A Risk Factors and the Company's Consolidated Financial Statements and Notes thereto on pages A-24 through A-64 of the Company's 2015 Annual Report to Shareholders which is Appendix A to the Proxy Statement for the May 5, 2016 Annual Meeting of Shareholders.

Introduction
Management's discussion and analysis of earnings and related data are presented to assist in understanding the consolidated financial condition and results of operations of the Company. The Company is the parent company of the Bank and a registered bank holding company operating under the supervision of the Board of Governors of the Federal Reserve System (the "Federal Reserve"). The Bank is a North Carolina-chartered bank, with offices in Catawba, Lincoln, Alexander, Mecklenburg, Iredell, Union, Wake, Durham and Forsyth counties, operating under the banking laws of North Carolina and the rules and regulations of the FDIC.

Overview
Our business consists principally of attracting deposits from the general public and investing these funds in commercial loans, real estate mortgage loans, real estate construction loans and consumer loans. Our profitability depends primarily on our net interest income, which is the difference between the income we receive on our loan and investment securities portfolios and our cost of funds, which consists of interest paid on deposits and borrowed funds. Net interest income also is affected by the relative amounts of our interest-earning assets and interest-bearing liabilities. When interest-earning assets approximate or exceed interest-bearing liabilities, a positive interest rate spread will generate net interest income. Our profitability is also affected by the level of other income and operating expenses. Other income consists primarily of miscellaneous fees related to our loans and deposits, mortgage banking income and commissions from sales of annuities and mutual funds. Operating expenses consist of compensation and benefits, occupancy related expenses, federal deposit and other insurance premiums, data processing, advertising and other expenses.

Our operations are influenced significantly by local economic conditions and by policies of financial institution regulatory authorities. The earnings on our assets are influenced by the effects of, and changes in, trade, monetary and fiscal policies and laws, including interest rate policies of the Board of Governors of the Federal Reserve System (the "Federal Reserve"), inflation, interest rates, market and monetary fluctuations. Lending activities are affected by the demand for commercial and other types of loans, which in turn is affected by the interest rates at which such financing may be offered. Our cost of funds is influenced by interest rates on competing investments and by rates offered on similar investments by competing financial institutions in our market area, as well as general market interest rates. These factors can cause fluctuations in our net interest income and other income. In addition, local economic conditions can impact the credit risk of our loan portfolio, in that (1) local employers may be required to eliminate employment positions of individual borrowers, and (2) small businesses and commercial borrowers may experience a downturn in their operating performance and become unable to make timely payments on their loans. Management evaluates these factors in estimating the allowance for loan losses and changes in these economic factors could result in increases or decreases to the provision for loan losses.

Current economic conditions, while not as robust as those experienced in the pre-crisis period from 2004 to 2007, have stabilized such that businesses in our market area are growing and investing again. The uncertainty expressed in the local, national and international markets through the primary economic indicators of activity, however, continues to limit the level of activity in our markets.

Although we are unable to control the external factors that influence our business, by maintaining high levels of balance sheet liquidity, managing our interest rate exposures and by actively monitoring asset quality, we seek to minimize the potentially adverse risks of unforeseen and unfavorable economic trends.

Our business emphasis has been and continues to be to operate as a well-capitalized, profitable and independent community-oriented financial institution dedicated to providing quality customer service. We are committed to meeting the financial needs of the communities in which we operate. We expect growth to be achieved in our local markets and through expansion opportunities in contiguous or nearby markets. While we would be willing to consider growth by acquisition in certain circumstances, we do not consider the acquisition of another company to be necessary for our continued ability to provide a reasonable return to our shareholders. We believe that we can be more effective in serving our customers than many of our non-local competitors because of our ability to quickly and effectively provide senior management responses to customer needs and inquiries. Our ability to provide these services is enhanced by the stability and experience of our Bank officers and managers.

The Federal Reserve maintained the Federal Funds rate at 0.25% from December 2008 to December 2015 before increasing the Fed Funds rate to 0.50% on December 16, 2015. This continued period of very low interest rates has presented a challenge to the Company to maintain its net interest margin as loan rates have continued to fall, primarily because of competition for credit worthy customers. The cost of deposits has also fallen and has gotten to the point that there is little room left to reduce this cost. While the December 2015 0.25% Fed Funds rate increase will be helpful, the negative impact of such low interest rates will remain until the Fed Funds rate increases to a level approaching historical norms.

Summary of Significant Accounting Policies
The Company's accounting policies are fundamental to understanding management's discussion and analysis of results of operations and financial condition. Many of the Company's accounting policies require significant judgment regarding valuation of assets and liabilities and/or significant interpretation of specific accounting guidance. A more complete description of the Company's significant accounting policies can be found in Note 1 of the Notes to Consolidated Financial Statements in the Company's 2015 Annual Report to Shareholders which is Appendix A to the Proxy Statement for the May 5, 2016 Annual Meeting of Shareholders.

Many of the Company's assets and liabilities are recorded using various techniques that require significant judgment as to recoverability. The collectibility of loans is reflected through the Company's estimate of the allowance for loan losses. The Company performs periodic and systematic detailed reviews of its lending portfolio to assess overall collectibility. In addition, certain assets and liabilities are reflected at their estimated fair value in the consolidated financial statements. Such amounts are based on either quoted market prices or estimated values derived from dealer quotes used by the Company, market comparisons or internally generated modeling techniques. The Company's internal models generally involve present value of cash flow techniques. The various techniques are discussed in greater detail elsewhere in this management's discussion and analysis and the Notes to the Consolidated Financial Statements. Fair value of the Company's financial instruments is discussed in Note (6) of the Notes to Consolidated Financial Statements (Unaudited) included in this Quarterly Report.

Results of Operations
Summary. Net earnings were $2.5 million or $0.45 basic net earnings per share and $0.44 diluted net earnings per share for the three months ended March 31, 2016, as compared to $2.3 million or $0.41 basic and diluted net earnings per share for the same period one year ago. The increase in first quarter earnings is attributable to an increase in net interest income, a decrease in the provision for loan losses and an increase in non-interest income, which were partially offset by an increase in non-interest expense, as discussed below.

The annualized return on average assets was 0.94% for the three months ended March 31, 2016, compared to 0.91% for the same period one year ago, and annualized return on average shareholders' equity was 9.13% for the three months ended March 31, 2016, compared to 9.32% for the same period one year ago.

Net Interest Income. Net interest income, the major component of the Company's net earnings, was $9.1 million for the three months ended March 31, 2016, compared to $8.7 million for the three months ended March 31, 2015. The increase in net interest income was primarily due to a $338,000 increase in interest income, which was primarily attributable to an increase in the average outstanding balance of loans, and a $75,000 decrease in interest expense, which was primarily attributable to a decrease in the average outstanding balances of time deposits and FHLB borrowings during the three months ended March 31, 2016, as compared to the same period one year ago.

Interest income was $9.9 million for the three months ended March 31, 2016, compared to $9.6 million for the three months ended March 31, 2015. The increase in interest income was primarily due to a $430,000 increase in interest income on loans primarily due to a $37.1 million increase in the average outstanding balance of loans during the three months ended March 31, 2016, as compared to the same period one year ago. During the quarter ended March 31, 2016, average loans increased $37.1 million to $691.8 million from $654.7 million for the quarter ended March 31,

2015. During the quarter ended March 31, 2016, average investment securities available for sale decreased $15.2 million to $256.9 million from $272.1 million for the quarter ended March 31, 2015. The average yield on loans for the quarters ended March 31, 2016 and 2015 was 4.66% and 4.70%, respectively. The average yield on investment securities available for sale was 3.73% and 3.68% for the quarters ended March 31, 2016 and 2015, respectively. The average yield on earning assets for the quarters ended March 31, 2016 and 2015 was 4.35% and 4.34%, respectively.

Interest expense was $809,000 for the three months ended March 31, 2016, compared to $884,000 for the three months ended March 31, 2015. The decrease in interest expense was the result of lower cost of funds and reductions in certificates of deposit and FHLB borrowings. The average rate paid on interest-bearing checking and savings accounts was 0.11% for the three months ended March 31, 2016 and 2015. The average rate paid on certificates of deposit was 0.42% for the quarter ended March 31, 2016, as compared to 0.54% for the same period one year ago. The average rate paid on interest-bearing liabilities was 0.47% for the three months ended March 31, 2016, as compared to 0.50% for the same period one year ago. During the quarter ended March 31, 2016, average certificates of deposit decreased $31.9 million to $154.4 million from $186.3 million for the quarter ended March 31, 2015. Average FHLB borrowings decreased $6.1 million to $43.9 million for the three months ended March 31, 2016 from $50.0 million for the three months ended March 31, 2015.

The following table sets forth for each category of interest-earning assets and interest-bearing liabilities, the average amounts outstanding, the interest incurred on such amounts and the average rate earned or incurred for the three months ended March 31, 2016 and 2015. The table also sets forth the average rate earned on total interest-earning assets, the average rate paid on total interest-bearing liabilities, and the net yield on total average interest-earning assets for the same periods. Yield information does not give effect to changes in fair value that are reflected as a component of shareholders' equity. Yields and interest income on tax-exempt investments have been adjusted to a tax equivalent basis using an effective tax rate of 36.64% for securities that are both federal and state tax exempt and an effective tax rate of 32.64% for federal tax exempt securities. Non-accrual loans and the interest income that was recorded on non-accrual loans, if any, are included in the yield calculations for loans in all periods reported.

	Three months ended March 31, 2016			Three months ended March 31, 2015		
(Dollars in thousands)	Average Balance	Interest	Yield / Rate	Average Balance	Interest	Yield / Rate
Interest-earning assets:						
Loans receivable	$691,834	8,023	4.66%	$654,728	7,593	4.70%
Investments - taxable	82,077	545	2.67%	97,143	621	2.59%
Investments - nontaxable*	179,124	1,893	4.25%	179,606	1,932	4.36%
Other	14,910	17	0.49%	16,802	10	0.24%
Total interest-earning assets	967,945	10,478	4.35%	948,279	10,156	4.34%
Non-interest earning assets:						
Cash and due from banks	34,503			44,311		
Allowance for loan losses	(9,611)			(11,100)		
Other assets	54,176			54,809		
Total assets	$1,047,013			$1,036,299		
Interest-bearing liabilities:						
NOW, MMDA & savings deposits	$435,501	120	0.11%	$419,633	111	0.11%
Time deposits	154,357	162	0.42%	186,266	247	0.54%
FHLB borrowings	43,940	406	3.72%	50,000	418	3.39%
Trust preferred securities	20,619	113	2.20%	20,619	97	1.91%
Other	33,136	8	0.10%	41,637	11	0.11%
Total interest-bearing liabilities	687,553	809	0.47%	718,155	884	0.50%
Non-interest bearing liabilities and shareholders' equity:						
Demand deposits	249,128			213,755		
Other liabilities	2,294			3,061		
Shareholders' equity	108,038			101,328		
Total liabilities and shareholder's equity	$1,047,013			$1,036,299		

Net interest spread	$9,669	3.88 %	9,272	3.84 %
Net yield on interest-earning assets		4.02 %		3.97 %
Taxable equivalent adjustment				
Investment securities	$573		589	
Net interest income	$9,096		8,683	

*Includes U.S. Government agency securities that are non-taxable for state income tax purposes of $37.8 million in 2016 and $33.8 million in 2015. Tax rates of 4.00% and 5.00% were used to calculate the tax equivalent yield on these securities in 2016 and 2015, respectively.

Changes in interest income and interest expense can result from variances in both volume and rates. The following table presents the impact on the Company's tax equivalent net interest income resulting from changes in average balances and average rates for the periods indicated. The changes in interest due to both volume and rate have been allocated to volume and rate changes in proportion to the relationship of the absolute dollar amounts of the changes in each.

	Three months ended March 31, 2016 compared to three months ended March 31, 2015			Three months ended March 31, 2015 compared to three months ended March 31, 2014		
(Dollars in thousands)	Changes in average volume	Changes in average rates	Total Increase (Decrease)	Changes in average volume	Changes in average rates	Total Increase (Decrease)
Interest income:						
Loans: Net of unearned income	$430	-	430	$440	(248)	192
Investments - taxable	(98)	22	(76)	(231)	42	(189)
Investments - nontaxable	(5)	(35)	(40)	100	(81)	19
Other	(2)	10	8	(2)	-	(2)
Total interest income	325	(3)	322	307	(287)	20
Interest expense:						
NOW, MMDA & savings deposits	5	4	9	10	(25)	(15)
Time deposits	(38)	(47)	(85)	(47)	(40)	(87)
FHLB borrowings	(53)	41	(12)	(126)	(1)	(127)
Trust preferred securities	-	16	16	-	1	1
Other	(3)	-	(3)	-	1	1
Total interest expense	(89)	14	(75)	(163)	(64)	(227)
Net interest income	$414	(17)	397	$470	(223)	247

Provision for Loan Losses. The provision for loan losses for the three months ended March 31, 2016 was a credit of $216,000, as compared to an expense of $173,000 for the three months ended March 31, 2015. The decrease in the provision for loan losses is primarily attributable to a reduction in the required level of the allowance for loan losses resulting from lower historical loss rates used to calculate the ASC 450-20 reserve as the elevated level of loan losses incurred in 2011 and 2012 are no longer included in the historical loss calculations.

Non-Interest Income. Total non-interest income was $3.3 million for the three months ended March 31, 2016, compared to $3.2 million for the three months ended March 31, 2015. The increase in non-interest income is primarily attributable to a $130,000 increase in mortgage banking income and a $66,000 increase in miscellaneous non-interest income, which were partially offset by a $114,000 decrease in services charges and fees.

Non-Interest Expense. Total non-interest expense was $9.5 million for the three months ended March 31, 2016, compared to $8.7 million for the three months ended March 31, 2015. The increase in non-interest expense was primarily due to a $693,000 increase in other non-interest expense and a $271,000 increase in occupancy expense, which were partially offset by a $220,000 decrease in salaries and benefits expense during the three months ended March 31, 2016, as compared to the three months ended March 31, 2015. The increase in other non-interest expense is primarily due to a $718,000 increase in consulting fees due to expenses associated with the Order issued in August 2015. The Bank continues to make progress in addressing the issues identified in the Order and expects that it will be able to undertake and implement all required actions within the time periods specified in the Order.

Income Taxes. The Company reported income tax expense of $691,000 and $679,000 for the three months ended March 31, 2016 and 2015, respectively. This represented an effective tax rate of 22% and 23% for the respective periods.

Analysis of Financial Condition

Investment Securities. Available for sale securities were $264.1 million at March 31, 2016, compared to $268.5 million at December 31, 2015. Average investment securities available for sale for the three months ended March 31, 2016 were $256.9 million, compared to $266.8 million for the year ended December 31, 2015.

Loans. At March 31, 2016, loans were $693.0 million, compared to $689.1 million at December 31, 2015. Average loans represented 70% and 66% of average earning assets for the three months ended March 31, 2016 and the year ended December 31, 2015, respectively. The Company had $996,000 and $4.1 million in mortgage loans held for sale as of March 31, 2016 and December 31, 2015, respectively.

Although the Company has a diversified loan portfolio, a substantial portion of the loan portfolio is collateralized by real estate, which is dependent upon the real estate market. Real estate mortgage loans include both commercial and residential mortgage loans. At March 31, 2016, the Company had $104.9 million in residential mortgage loans, $93.8 million in home equity loans and $311.5 million in commercial mortgage loans, which include $244.9 million secured by commercial property and $66.6 million secured by residential property. Residential mortgage loans include $61.9 million made to customers in the Company's traditional banking offices and $43.0 million in mortgage loans originated in the Company's Latino banking offices. All residential mortgage loans are originated as fully amortizing loans, with no negative amortization.

At March 31, 2016, the Company had $64.0 million in construction and land development loans. The following table presents a breakout of these loans.

(Dollars in thousands)

	Number of Loans	Balance Outstanding	Non-accrual Balance
Land acquisition and development - commercial purposes	60	$ 10,752	$ -
Land acquisition and development - residential purposes	237	25,934	149
1 to 4 family residential construction	85	18,881	-
Commercial construction	16	8,406	-
Total construction and land development	398	$ 63,973	$ 149

TDR loans modified in 2016, past due TDR loans and non-accrual TDR loans totaled $7.8 million and $8.8 million at March 31, 2016 and December 31, 2015, respectively. The terms of these loans have been renegotiated to provide a concession to original terms, including a reduction in principal or interest as a result of the deteriorating financial position of the borrower. There were no performing loans classified as TDR loans at March 31, 2016. There were $354,000 performing loans classified as TDR loans at December 31, 2015.

Allowance for Loan Losses. The allowance for loan losses reflects management's assessment and estimate of the risks associated with extending credit and its evaluation of the quality of the loan portfolio. The Bank periodically analyzes the loan portfolio in an effort to review asset quality and to establish an allowance for loan losses that management believes will be adequate in light of anticipated risks and loan losses. In assessing the adequacy of the allowance, size, quality and risk of loans in the portfolio are reviewed. Other factors considered are:

- the Bank's loan loss experience;
- the amount of past due and non-performing loans;
- specific known risks;
- the status and amount of other past due and non-performing assets;
- underlying estimated values of collateral securing loans;
- current and anticipated economic conditions; and
- other factors which management believes affect the allowance for potential credit losses.

Management uses several measures to assess and monitor the credit risks in the loan portfolio, including a loan grading system that begins upon loan origination and continues until the loan is collected or collectability becomes doubtful. Upon loan origination, the Bank's originating loan officer evaluates the quality of the loan and assigns one of eight risk grades. The loan officer monitors the loan's performance and credit quality and makes changes to the credit grade as conditions warrant. When originated or renewed, all loans over a certain dollar amount receive in-depth reviews and risk assessments by the Bank's Credit Administration. Before making any changes in these risk grades, management considers assessments as determined by the third party credit review firm (as described below), regulatory examiners and the Bank's Credit Administration. Any issues regarding the risk assessments are addressed by the Bank's senior credit administrators and factored into management's decision to originate or renew the loan. The Bank's Board of Directors reviews, on a monthly basis, an analysis of the Bank's reserves relative to the range of reserves estimated by the Bank's Credit Administration.

As an additional measure, the Bank engages an independent third party to review the underwriting, documentation and risk grading analyses. This independent third party reviews and evaluates loan relationships greater than $1.0 million, excluding loans in default, and loans in process of litigation or liquidation. The third party's evaluation and report is shared with management and the Bank's Board of Directors.

Management considers certain commercial loans with weak credit risk grades to be individually impaired and measures such impairment based upon available cash flows and the value of the collateral. Allowance or reserve levels are estimated for all other graded loans in the portfolio based on their assigned credit risk grade, type of loan and other matters related to credit risk.

Management uses the information developed from the procedures described above in evaluating and grading the loan portfolio. This continual grading process is used to monitor the credit quality of the loan portfolio and to assist management in estimating the allowance for loan losses. The provision for loan losses charged or credited to earnings is based upon management's judgment of the amount necessary to maintain the allowance at a level appropriate to absorb probable incurred losses in the loan portfolio at the balance sheet date. The amount each quarter is dependent upon many factors, including growth and changes in the composition of the loan portfolio, net charge-offs, delinquencies, management's assessment of loan portfolio quality, the value of collateral, and other macro-economic factors and trends. The evaluation of these factors is performed quarterly by management through an analysis of the appropriateness of the allowance for loan losses.

The allowance for loan losses is comprised of three components: specific reserves, general reserves and unallocated reserves. After a loan has been identified as impaired, management measures impairment. When the measure of the impaired loan is less than the recorded investment in the loan, the amount of the impairment is recorded as a specific reserve. These specific reserves are determined on an individual loan basis based on management's current evaluation of the Bank's loss exposure for each credit, given the appraised value of any underlying collateral. Loans for which specific reserves are provided are excluded from the general allowance calculations as described below.

The general allowance reflects reserves established under GAAP for collective loan impairment. These reserves are based upon historical net charge-offs using the greater of the last two, three, four or five years' loss experience. This charge-off experience may be adjusted to reflect the effects of current conditions. The Bank considers information derived from its loan risk ratings and external data related to industry and general economic trends in establishing reserves.

The unallocated allowance is determined through management's assessment of probable losses that are in the portfolio but are not adequately captured by the other two components of the allowance, including consideration of current economic and business conditions and regulatory requirements. The unallocated allowance also reflects management's acknowledgement of the imprecision and subjectivity that underlie the modeling of credit risk. Due to the subjectivity involved in determining the overall allowance, including the unallocated portion, the unallocated portion may fluctuate from period to period based on management's evaluation of the factors affecting the assumptions used in calculating the allowance.

Effective December 31, 2012, stated income mortgage loans from the Banco division of the Bank were analyzed separately from other single family residential loans in the Bank's loan portfolio. These loans are first mortgage loans made to the Latino market, primarily in Mecklenburg and surrounding counties. These loans are non-traditional mortgages in that the customer normally did not have a credit history, so all credit information was accumulated by the loan officers. These loans were made as stated income loans rather than full documentation loans because the customer may not have had complete documentation on the income supporting the loan.

Various regulatory agencies, as an integral part of their examination process, periodically review the Bank's allowance for loan losses. Such agencies may require adjustments to the allowance based on their judgments of information available to them at the time of their examinations. Management believes it has established the allowance for credit losses pursuant to GAAP, and has taken into account the views of its regulators and the current economic environment. Management considers the allowance for loan losses adequate to cover the estimated losses inherent in the Bank's loan portfolio as of the date of the financial statements. Although management uses the best information available to make evaluations, significant future additions to the allowance may be necessary based on changes in economic and other conditions, thus adversely affecting the operating results of the Company.

There were no significant changes in the estimation methods or fundamental assumptions used in the evaluation of the allowance for loan losses for the three months ended March 31, 2016 as compared to the three months ended March 31, 2015. Revisions, estimates and assumptions may be made in any period in which the supporting factors indicate that loss levels may vary from the previous estimates.

The allowance for loan losses at March 31, 2016 was $9.1 million or 1.32% of total loans, compared to $9.6 million or 1.39% of total loans at December 31, 2015.

The following table presents the percentage of loans assigned to each risk grade at March 31, 2016 and December 31, 2015.

	Percentage of Loans By Risk Grade	
Risk Grade	3/31/2016	12/31/2015
Risk Grade 1 (Excellent Quality)	1.56%	1.66%
Risk Grade 2 (High Quality)	25.23%	24.40%
Risk Grade 3 (Good Quality)	53.92%	53.64%
Risk Grade 4 (Management Attention)	13.78%	14.26%
Risk Grade 5 (Watch)	2.82%	3.26%
Risk Grade 6 (Substandard)	2.39%	2.53%
Risk Grade 7 (Doubtful)	0.00%	0.00%
Risk Grade 8 (Loss)	0.00%	0.00%

At March 31, 2016, including non-accrual loans, there were five relationships exceeding $1.0 million in the Watch risk grade (which totaled $9.4 million) and one relationship exceeding $1.0 million in the Substandard risk grade (which totaled $1.3 million). There were two relationships with loans in both the Watch and Substandard risk grades, which exceeded $1.0 million for loans in both risk grades combined.

Non-performing Assets. Non-performing assets totaled $8.5 million at March 31, 2016 or 0.79% of total assets, compared to $9.2 million or 0.88% of total assets at December 31, 2015. Non-accrual loans were $8.3 million at March 31, 2016 and $8.4 million at December 31, 2015. As a percentage of total loans outstanding, non-accrual loans were 1.19% at March 31, 2016, compared to 1.22% at December 31, 2015. Non-accrual loans include $8.0 million in commercial and residential mortgage loans, $149,000 in construction and land development loans and $141,000 in other loans at March 31, 2016, compared to $8.1 million in commercial and residential mortgage loans, $146,000 in construction and land development loans and $165,000 in other loans at December 31, 2015. Loans 90 days past due and still accruing amounted to $127,000 at March 31, 2016, compared to $17,000 at December 31, 2015. Other real estate totaled $85,000 at March 31, 2016, compared to $739,000 at December 31, 2015.

Deposits. Total deposits at March 31, 2016 were $853.1 million compared to $832.2 million at December 31, 2015. Core deposits, which include non-interest bearing demand deposits, NOW, MMDA, savings and non-brokered certificates of deposit of denominations less than $250,000, were $821.6 million at March 31, 2016 as compared to $801.2 million at December 31, 2015. Certificates of deposit in amounts of $250,000 or more totaled $26.4 million at March 31, 2016, as compared to $26.9 million at December 31, 2015. At March 31, 2016, brokered deposits were $5.2 million as compared to $4.3 million at December 31, 2015. Brokered deposits outstanding as of March 31, 2016 had a weighted average rate of 0.06% with a weighted average original term of 14 months as compared to brokered deposits outstanding at December 31, 2015, which had a weighted average rate of 0.10% with a weighted average original term of 14 months.

Borrowed Funds. Borrowings from the FHLB totaled $43.5 million at March 31, 2016 and December 31, 2015. The average balance of FHLB borrowings for the three months ended March 31, 2016 was $43.3 million, compared to $49.8 million for the year ended December 31, 2015. The FHLB borrowings outstanding at March 31, 2016 had interest rates ranging from 2.42% to 4.03% and all mature in 2018.

Securities sold under agreements to repurchase were $36.1 million at March 31, 2016 compared to $27.9 million at December 31, 2015.

Junior Subordinated Debentures (related to Trust Preferred Securities). In June 2006, the Company formed a wholly owned Delaware statutory trust, PEBK Capital Trust II ("PEBK Trust II"), which issued $20.0 million of guaranteed preferred beneficial interests in the Company's junior subordinated deferrable interest debentures. All of the common securities of PEBK Trust II are owned by the Company. The proceeds from the issuance of the common securities and the trust preferred securities were used by PEBK Trust II to purchase $20.6 million of junior subordinated debentures of the Company, which pay a floating rate equal to three-month LIBOR plus 163 basis points. The proceeds received by the Company from the sale of the junior subordinated debentures were used to repay in December 2006 the trust preferred securities issued in December 2001 by PEBK Capital Trust, a wholly owned Delaware statutory trust of the Company, and for general purposes. The debentures represent the sole asset of PEBK Trust II. PEBK Trust II is not included in the Consolidated Financial Statements.

The trust preferred securities issued by PEBK Trust II accrue and pay quarterly at a floating rate of three-month LIBOR plus 163 basis points. The Company has guaranteed distributions and other payments due on the trust preferred securities to the extent PEBK Trust II does not have funds with which to make the distributions and other payments. The net combined effect of the trust preferred securities transaction is that the Company is obligated to make the distributions and other payments required on the trust preferred securities.

These trust preferred securities are mandatorily redeemable upon maturity of the debentures on June 28, 2036, or upon earlier redemption as provided in the indenture. The Company has the right to redeem the debentures purchased by PEBK Trust II, in whole or in part, which became effective on June 28, 2011. As specified in the indenture, if the debentures are redeemed prior to maturity, the redemption price will be the principal amount plus any accrued but unpaid interest.

Asset Liability and Interest Rate Risk Management. The objective of the Company's Asset Liability and Interest Rate Risk strategies is to identify and manage the sensitivity of net interest income to changing interest rates and to minimize the interest rate risk between interest-earning assets and interest-bearing liabilities at various maturities. This is to be done in conjunction with the need to maintain adequate liquidity and the overall goal of maximizing net interest income.

The Company manages its exposure to fluctuations in interest rates through policies established by our Asset/Liability Committee ("ALCO"). ALCO meets quarterly and has the responsibility for approving asset/liability management policies, formulating and implementing strategies to improve balance sheet positioning and/or earnings and reviewing the interest rate sensitivity of the Company. ALCO tries to minimize interest rate risk between interest-earning assets and interest-bearing liabilities by attempting to minimize wide fluctuations in net interest income due to interest rate movements. The ability to control these fluctuations has a direct impact on the profitability of the Company. Management monitors this activity on a regular basis through analysis of its portfolios to determine the difference between rate sensitive assets and rate sensitive liabilities.

The Company's rate sensitive assets are those earning interest at variable rates and those with contractual maturities within one year. Rate sensitive assets therefore include both loans and available for sale securities. Rate sensitive liabilities include interest-bearing checking accounts, money market deposit accounts, savings accounts, time deposits and borrowed funds. Average rate sensitive assets for the three months ended March 31, 2016 totaled $967.9 million, exceeding average rate sensitive liabilities of $687.6 million by $280.3 million.

The Company has an overall interest rate risk management strategy that incorporates the use of derivative instruments to minimize significant unplanned fluctuations in earnings that are caused by interest rate volatility. By using derivative instruments, the Company is exposed to credit and market risk. If the counterparty fails to perform, credit risk is equal to the extent of the fair-value gain in the derivative. The Company minimizes the credit risk in derivative instruments by entering into transactions with high-quality counterparties that are reviewed periodically by the Company. The Company did not have any interest rate derivatives outstanding as of March 31, 2016.

Included in the rate sensitive assets are $299.3 million in variable rate loans indexed to prime rate subject to immediate repricing upon changes by the Federal Open Market Committee ("FOMC"). The Company utilizes interest rate floors on certain variable rate loans to protect against further downward movements in the prime rate. At March 31, 2016, the Company had $190.2 million in loans with interest rate floors. The floors were in effect on $139.3 million of these loans pursuant to the terms of the promissory notes on these loans. The weighted average rate on these loans is 0.79% higher than the indexed rate on the promissory notes without interest rate floors.

Liquidity. The objectives of the Company's liquidity policy are to provide for the availability of adequate funds to meet the needs of loan demand, deposit withdrawals, maturing liabilities and to satisfy regulatory requirements. Both deposit and loan customer cash needs can fluctuate significantly depending upon business cycles, economic conditions and yields and returns available from alternative investment opportunities. In addition, the Company's liquidity is affected by off-balance sheet commitments to lend in the form of unfunded commitments to extend credit and standby letters of credit. As of March 31, 2016, such unfunded commitments to extend credit were $186.8 million, while commitments in the form of standby letters of credit totaled $4.0 million.

The Company uses several sources to meet its liquidity requirements. The primary source is core deposits, which includes demand deposits, savings accounts and non-brokered certificates of deposit of denominations less than $250,000. The Company considers these to be a stable portion of the Company's liability mix and the result of on-going consumer and commercial banking relationships. As of March 31, 2016, the Company's core deposits totaled $821.6 million, or 96% of total deposits.

The other sources of funding for the Company are through large denomination certificates of deposit, including brokered deposits, federal funds purchased, securities under agreements to repurchase and FHLB borrowings. The Bank is also able to borrow from the Federal Reserve Bank ("FRB") on a short-term basis. The Company's policies include the ability to access wholesale funding of up to 40% of total assets. The Company's wholesale funding includes FHLB borrowings, FRB borrowings, brokered deposits, internet certificates of deposit and certificates of deposit issued to the State of North Carolina. The Company's ratio of wholesale funding to total assets was 4.58% as of March 31, 2016.

The Bank has a line of credit with the FHLB equal to 20% of the Bank's total assets, with an outstanding balance of $43.5 million at March 31, 2016 and December 31, 2015. At March 31, 2016, the carrying value of loans pledged as collateral to the FHLB totaled $125.0 million compared to $124.8 million at December 31, 2015. The remaining availability under the line of credit with the FHLB was $38.0 million at March 31, 2016 compared to $38.5 million at December 31, 2015. The Bank had no borrowings from the FRB at March 31, 2016 or December 31, 2015. FRB borrowings are collateralized by a blanket assignment on all qualifying loans that the Bank owns which are not pledged to the FHLB. At March 31, 2016, the carrying value of loans pledged as collateral to the FRB totaled $360.9 million compared to $365.9 million at December 31, 2015.

The Bank also had the ability to borrow up to $59.5 million for the purchase of overnight federal funds from five correspondent financial institutions as of March 31, 2016.

The liquidity ratio for the Bank, which is defined as net cash, interest-bearing deposits, federal funds sold and certain investment securities, as a percentage of net deposits and short-term liabilities was 29.23% at March 31, 2016 and 26.10% at December 31, 2015. The minimum required liquidity ratio as defined in the Bank's Asset/Liability and Interest Rate Risk Management Policy was 10% at March 31, 2016 and December 31, 2015.

Contractual Obligations and Off-Balance Sheet Arrangements. The Company's contractual obligations and other commitments as of March 31, 2016 and December 31, 2015 are summarized in the table below. The Company's contractual obligations include the repayment of principal and interest related to FHLB advances and junior subordinated debentures, as well as certain payments under current lease agreements. Other commitments include commitments to extend credit. Because not all of these commitments to extend credit will be drawn upon, the actual cash requirements are likely to be significantly less than the amounts reported for other commitments below.

(Dollars in thousands)

	March 31, 2016	December 31, 2015
Contractual Cash Obligations		
Long-term borrowings	$43,500	43,500
Junior subordinated debentures	20,619	20,619
Operating lease obligations	4,009	4,175
Total	$68,128	68,294
Other Commitments		
Commitments to extend credit	$186,846	189,351
Standby letters of credit and financial guarantees written	3,990	3,872
Total	$190,836	193,223

The Company enters into derivative contracts from time to time to manage various financial risks. A derivative is a financial instrument that derives its cash flows, and therefore its value, by reference to an underlying instrument, index or referenced interest rate. Derivative contracts are carried at fair value on the consolidated balance sheet with the fair value representing the net present value of expected future cash receipts or payments based on market interest rates as of the balance sheet date. Derivative contracts are written in amounts referred to as notional amounts, which only provide the basis for calculating payments between counterparties and are not a measure of financial risk. Further discussions of derivative instruments are included above in the section entitled "Asset Liability and Interest Rate Risk Management".

Capital Resources. Shareholders' equity was $107.8 million, or 10.1% of total assets, as of March 31, 2016, compared to $101.5 million, or 9.7% of total assets, as of March 31, 2015. The increase in shareholders' equity is primarily due to an increase in retained earnings due to net income.

Annualized return on average equity for the three months ended March 31, 2016 was 9.13% compared to 9.32% for the three months ended March 31, 2015. Total cash dividends paid on common stock were $447,000 and $342,000 for the three months ended March 31, 2016 and 2015, respectively.

The Board of Directors, at its discretion, can issue shares of preferred stock up to a maximum of 5,000,000 shares. The Board is authorized to determine the number of shares, voting powers, designations, preferences, limitations and relative rights. The Board of Directors does not currently anticipate issuing any additional series of preferred stock.

In 2014, the Company's Board of Directors authorized a stock repurchase program, pursuant to which up to $2 million will be allocated to repurchase the Company's common stock. Any purchases under the Company's stock repurchase program may be made periodically as permitted by securities laws and other legal requirements in the open market or in privately negotiated transactions. The timing and amount of any repurchase of shares will be determined by the Company's management, based on its evaluation of market conditions and other factors. The repurchase program may be suspended at any time or from time-to-time without prior notice. The Company has repurchased approximately $2.0 million, or 106,587 shares of its common stock, under this program as of March 31, 2016.

In 2013, the Federal Reserve Board approved its final rule on the Basel III capital standards, which implement changes to the regulatory capital framework for banking organizations. The Basel III capital standards, which became effective January 1, 2015, include new risk-based capital and leverage ratios, which will be phased in from 2015 to 2019. The new minimum capital level requirements applicable to the Company and the Bank under the final rules are as follows: (i) a new common equity Tier 1 capital ratio of 4.5%; (ii) a Tier 1 capital ratio of 6% (increased from 4%); (iii) a total risk based capital ratio of 8% (unchanged from previous rules); and (iv) a Tier 1 leverage ratio of 4% (unchanged from previous rules). An additional capital conservation buffer will be added to the minimum requirements for capital adequacy purposes beginning on January 1, 2016 at 0.625% and will be phased in through 2019 (increasing by 0.625% on each subsequent January 1, until it reaches 2.5% on January 1, 2019). This will result in the following minimum ratios beginning in 2019: (i) a common equity Tier 1 capital ratio of 7.0%, (ii) a Tier 1 capital ratio of 8.5%, and (iii) a total capital ratio of 10.5%. Under the final rules, institutions would be subject to limitations on paying dividends, engaging in share repurchases, and paying discretionary bonuses if its capital level falls below the buffer amount. These limitations establish a maximum percentage of eligible retained earnings that could be utilized for such actions.

Under the regulatory capital guidelines, financial institutions are currently required to maintain a total risk-based capital ratio of 8.0% or greater, with a Tier 1 risk-based capital ratio of 6.0% or greater and a common equity Tier 1 capital ratio of 4.5% or greater, as required by the Basel III capital standards referenced above. Tier 1 capital is generally defined as shareholders' equity and trust preferred securities less all intangible assets and goodwill. Tier 1 capital at March 31, 2016 and December 31, 2015 includes $20.0 million in trust preferred securities. The Company's Tier 1 capital ratio was 15.23% and 15.37% at March 31, 2016 and December 31, 2015, respectively. Total risk-based capital is defined as Tier 1 capital plus supplementary capital. Supplementary capital, or Tier 2 capital, consists of the Company's allowance for loan losses, not exceeding 1.25% of the Company's risk-weighted assets. Total risk-based capital ratio is therefore defined as the ratio of total capital (Tier 1 capital and Tier 2 capital) to risk-weighted assets. The Company's total risk-based capital ratio was 16.40% and16.63% at March 31, 2016 and December 31, 2015, respectively. The Company's common equity Tier 1 capital consists of common stock and retained earnings. The Company's common equity Tier 1 capital ratio was 12.72% and 12.79% at March 31, 2016 and December 31, 2015, respectively. Financial institutions are also required to maintain a leverage ratio of Tier 1 capital to total average assets of 4.0% or greater. The Company's Tier 1 leverage capital ratio was 11.59% and 11.44% at March 31, 2016 and December 31, 2015, respectively.

The Bank's Tier 1 risk-based capital ratio was 14.43% and 14.85% at March 31, 2016 and December 31, 2015, respectively. The total risk-based capital ratio for the Bank was 15.59% and 16.11% at March 31, 2016 and December 31, 2015, respectively. The Bank's common equity Tier 1 capital ratio was 14.43% and 14.85% at March 31, 2016 and December 31, 2015, respectively. The Bank's Tier 1 leverage capital ratio was 10.94% and 11.03% at March 31, 2016 and December 31, 2015, respectively.

A bank is considered to be "well capitalized" if it has a total risk-based capital ratio of 10.0 % or greater, a Tier 1 risk-based capital ratio of 8.0% or greater, a common equity Tier 1 capital ratio of 6.5% or greater and a leverage ratio of 5.0% or greater. Based upon these guidelines, the Bank was considered to be "well capitalized" at March 31, 2016.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

There are no material changes from the Quantitative and Qualitative Disclosures About Market Risk as previously disclosed in the Company's Form 10-K in response to Item 3 to Form 10-K, filed with Securities and Exchange Commission on March 14, 2016.

Item 4T. Controls and Procedures

The Company's management, with the participation of the Company's Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the Company's disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) as of the end of the period covered by this report. Based on such evaluation, the Company's Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of such period, the Company's disclosure controls and procedures are effective in recording, processing, summarizing and reporting, on a timely basis, information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act.

There have not been any changes in the Company's internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the fiscal quarter to which this report relates that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

On April 2, 2013, the Bank received notice that a lawsuit was filed against it in the General Court of Justice, Superior Court Division, Lincoln County, North Carolina. The complaint alleged (i) breach of contract and the covenants of good faith and fair dealing by the Bank, (ii) conversion, (iii) unjust enrichment and (iv) violations of the North Carolina Unfair and Deceptive Trade Practices Act in its assessment and collection of overdraft fees. It seeks the refund of overdraft fees, treble damages, attorneys' fees and injunctive relief. The Plaintiff sought to have the lawsuit certified as a class action. On June 10, 2015, the North Carolina Business Court granted summary judgment in favor of the Bank on all claims and ordered the case dismissed with prejudice. The Plaintiff appealed to the North Carolina Court of Appeals which, on May 3, 2016, in an unanimous opinion, affirmed the dismissal of the lawsuit by the Business Court. The Plaintiff has until June 7, 2016 to seek review of the ruling by the Court of Appeals. The Bank continues to believe that the allegations in the complaint are without merit and intends to vigorously defend the lawsuit if appealed.

The discussion of the Order issued by the FDIC and the Commissioner in connection with compliance by the Bank with the BSA and its implementing regulations on August 31, 2015 as set forth in Note (7) of the Consolidated Financial Statements included in Item 1 hereof is incorporated herein by reference.

Item 1A. Risk Factors

There are no material changes from the Risk Factors as previously disclosed in the Company's Form 10-K in response to Item 1A. Part I to Form 10-K, filed with Securities and Exchange Commission on March 14, 2016.

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

ISSUER PURCHASES OF EQUITY SECURITIES

Period	Total Number of Shares Purchased		Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (2)	Maximum Number (or Approximate Dollar Value) of Shares that May Yet Be Purchased Under the Plans or Programs (3)
January 1 - 31, 2016	792		$ 19.22	-	$ 1,338
February 1 - 29, 2016	710		18.79	-	$ 1,338
March 1 - 31, 2016	-		-	-	$ 1,338
Total	1,502	(1)	$ 19.01	-	

(1) The Company purchased 1,502 shares on the open market in the three months ended March 31, 2016 for its deferred compensation plan. All purchases were funded by participant contributions to the plan.

(2) Reflects shares purchased under the Stock Repurchase Plan authorized by the Company's Board of Directors in 2014.

(3) Reflects dollar value of shares that may yet be purchased under the Stock Repurchase Plan authorized by the Company's Board of Directors in 2014.

Item 3. Defaults Upon Senior Securities

Not applicable

Item 5. Other Information

Not applicable

Item 6. Exhibits

Exhibit (3)(i)(a)	Articles of Incorporation of the Registrant, incorporated by reference to Exhibit (3)(i) to the Form 8-A filed with the Securities and Exchange Commission on September 2, 1999
Exhibit (3)(i)(b)	Articles of Amendment dated December 19, 2008, regarding the Series A Preferred Stock, incorporated by reference to Exhibit (3)(1) to the Form 8-K filed with the Securities and Exchange Commission on December 29, 2008
Exhibit (3)(i)(c)	Articles of Amendment dated February 26, 2010, incorporated by reference to Exhibit (3)(2) to the Form 10-K filed with the Securities and Exchange Commission on March 25, 2010
Exhibit (3)(ii)	Second Amended and Restated Bylaws of the Registrant, incorporated by reference to Exhibit (3)(ii) to the Form 8-K filed with the Securities and Exchange Commission on June 24, 2015
Exhibit (4)	Specimen Stock Certificate, incorporated by reference to Exhibit (4) to the Form 8-A filed with the Securities and Exchange Commission on September 2, 1999
Exhibit (10)(i)	Amended and Restated Executive Salary Continuation Agreement between Peoples Bank and Tony W. Wolfe dated December 18, 2008, incorporated by reference to Exhibit (10)(a)(iii) to the Form 8-K filed with the Securities and Exchange Commission on December 29, 2008
Exhibit (10)(ii)	Amended and Restated Executive Salary Continuation Agreement between Peoples Bank and Joseph F. Beaman, Jr. dated December 18, 2008, incorporated by reference to Exhibit (10)(b)(iii) to the Form 8-K filed with the Securities and Exchange Commission on December 29, 2008
Exhibit (10)(iii)	Amended and Restated Executive Salary Continuation Agreement between Peoples Bank and William D. Cable, Sr. dated December 18, 2008, incorporated by reference to Exhibit (10)(c)(iii) to the Form 8-K filed with the Securities and Exchange Commission on December 29, 2008
Exhibit (10)(iv)	Employment agreement dated January 22, 2015 between the Registrant and

	William D. Cable, Sr., incorporated by reference to Exhibit (10)(c) to the Form 8-K filed with the Securities and Exchange Commission on February 9, 2015
Exhibit (10)(v)	Amended and Restated Executive Salary Continuation Agreement between Peoples Bank and Lance A. Sellers dated December 18, 2008, incorporated by reference to Exhibit (10)(d)(iii) to the Form 8-K filed with the Securities and Exchange Commission on December 29, 2008
Exhibit (10)(vi)	Employment agreement dated January 22, 2015 between the Registrant and Lance A. Sellers, incorporated by reference to Exhibit (10)(a) to the Form 8-K filed with the Securities and Exchange Commission on February 9, 2015
Exhibit (10)(vii)	Amended and Restated Executive Salary Continuation Agreement between Peoples Bank and A. Joseph Lampron, Jr. dated December 18, 2008, incorporated by reference to Exhibit (10)(f)(iii) to the Form 8-K filed with the Securities and Exchange Commission on December 29, 2008

Exhibit (10)(viii)	Employment agreement dated January 22, 2015 between the Registrant and A. Joseph Lampron, Jr., incorporated by reference to Exhibit (10)(b) to the Form 8-K filed with the Securities and Exchange Commission on February 9, 2015
Exhibit (10)(ix)	Peoples Bank Directors' and Officers' Deferral Plan, incorporated by reference to Exhibit (10)(h) to the Form 10-K filed with the Securities and Exchange Commission on March 28, 2002
Exhibit (10)(x)	Rabbi Trust for the Peoples Bank Directors' and Officers' Deferral Plan, incorporated by reference to Exhibit (10)(i) to the Form 10-K filed with the Securities and Exchange Commission on March 28, 2002
Exhibit (10)(xi)	Description of Service Recognition Program maintained by Peoples Bank, incorporated by reference to Exhibit (10)(i) to the Form 10-K filed with the Securities and Exchange Commission on March 27, 2003
Exhibit (10)(xii)	Capital Securities Purchase Agreement dated as of June 26, 2006, by and among the Registrant, PEBK Capital Trust II and Bear, Sterns Securities Corp., incorporated by reference to Exhibit (10)(j) to the Form 10-Q filed with the Securities and Exchange Commission on November 13, 2006
Exhibit (10)(xiii)	Amended and Restated Trust Agreement of PEBK Capital Trust II, dated as of June 28, 2006, incorporated by reference to Exhibit (10)(k) to the Form 10-Q filed with the Securities and Exchange Commission on November 13, 2006
Exhibit (10)(xiv)	Guarantee Agreement of the Registrant dated as of June 28, 2006, incorporated by reference to Exhibit (10)(l) to the Form 10-Q filed with the Securities and Exchange Commission on November 13, 2006
Exhibit (10)(xv)	Indenture, dated as of June 28, 2006, by and between the Registrant and LaSalle Bank National Association, as Trustee, relating to Junior Subordinated Debt Securities Due September 15, 2036, incorporated by reference to Exhibit (10)(m) to the Form 10-Q filed with the Securities and Exchange Commission on November 13, 2006
Exhibit (10)(xvi)	Form of Amended and Restated Director Supplemental Retirement Agreement between Peoples Bank and Directors Robert C. Abernethy, James S. Abernethy, Douglas S. Howard, John W. Lineberger, Jr., Gary E. Matthews, Dr. Billy L. Price, Jr., Larry E. Robinson, W. Gregory Terry, Dan Ray Timmerman, Sr. and Benjamin I. Zachary, incorporated by reference to Exhibit (10)(n) to the Form 8-K filed with the Securities and Exchange Commission on December 29, 2008
Exhibit (10)(xvii)	2009 Omnibus Stock Ownership and Long Term Incentive Plan incorporated by reference to Exhibit (10)(o) to the Form 10-K filed with the Securities and Exchange Commission on March 20, 2009
Exhibit (14)	Code of Business Conduct and Ethics of Peoples Bancorp of North Carolina, Inc., incorporated by reference to Exhibit (14) to the Form 10-K filed with the Securities and Exchange Commission on March 25, 2005

Exhibit (31)(a)	Certification of principal executive officer pursuant to section 302 of the Sarbanes-Oxley Act of 2002
Exhibit (31)(b)	Certification of principal financial officer pursuant to section 302 of the Sarbanes-Oxley Act of 2002
Exhibit (32)	Certification Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

Exhibit (101) The following materials from the Company's 10-Q Report for the quarterly period ended March 31, 2016, formatted in XBRL: (i) the Condensed Consolidated Balance Sheets, (ii) the Condensed Consolidated Statements of Income, (iii) the Condensed Consolidated Statements of Changes in Shareholders' Equity, (iv) the Condensed Consolidated Statements of Cash Flows, and (v) the Notes to the Condensed Consolidated Financial Statements, tagged as blocks of text.*

*Furnished, not filed.

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.

Peoples Bancorp of North Carolina, Inc.

May 9, 2016	/s/ Lance A. Sellers
Date	Lance A. Sellers
	President and Chief Executive Officer
	(Principal Executive Officer)
May 9, 2016	/s/ A. Joseph Lampron, Jr.
Date	A. Joseph Lampron, Jr.
	Executive Vice President and Chief Financial Officer
	(Principal Financial and Principal Accounting Officer)