AMERICAN NATIONAL BANKSHARES INC
Form 10-Q
May 10, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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, 2012.

¨ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE TRANSITION PERIOD FROM TO .

Commission file number: 0-12820

AMERICAN NATIONAL BANKSHARES INC.
(Exact name of registrant as specified in its charter)

VIRGINIA (State or other jurisdiction of incorporation or organization)	54-1284688 (I.R.S. Employer Identification No.)
628 Main Street Danville, Virginia (Address of principal executive offices)	24541 (Zip Code)

(434) 792-5111
(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.

Yes x No ¨

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

Large accelerated filer o Accelerated filer x Non-accelerated filer o Smaller reporting company o

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

At May 7, 2012, the Company had 7,830,247 shares of Common Stock outstanding, $1 par value.

AMERICAN NATIONAL BANKSHARES INC.

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Part I. Financial Information
Item 1. Financial Statements

American National Bankshares Inc. and Subsidiaries
Consolidated Balance Sheets
(Dollars in thousands, except share data)

	(Unaudited) March 31, 2012	(Audited) December 31, 2011
ASSETS		
Cash and due from banks	$ 28,197	$ 22,561
Interest-bearing deposits in other banks	26,649	6,332
Securities available for sale, at fair value	337,376	333,366
Restricted stock, at cost	6,019	6,019
Loans held for sale	3,774	6,330
Loans, net of unearned income	816,471	824,758
Less allowance for loan losses	(11,691)	(10,529)
Net loans	804,780	814,229
Premises and equipment, net	25,833	25,674
Other real estate owned, net	6,369	5,353
Goodwill	39,352	38,899
Core deposit intangibles, net	6,048	6,595
Bank owned life insurance	13,165	13,058
Accrued interest receivable and other assets	25,698	26,290
Total assets	$ 1,323,260	$ 1,304,706
LIABILITIES and SHAREHOLDERS' EQUITY		
Liabilities:		
Demand deposits -- noninterest bearing	$ 199,066	$ 179,148
Demand deposits -- interest bearing	168,757	189,212
Money market deposits	174,110	182,347
Savings deposits	78,650	74,193
Time deposits	454,147	433,854
Total deposits	1,074,730	1,058,754
Short-term borrowings:		
Customer repurchase agreements	48,651	45,575
Other short-term borrowings	-	3,000
Long-term borrowings	10,175	10,206

Trust preferred capital notes		27,237		27,212
Accrued interest payable and other liabilities		7,443		7,130
Total liabilities		1,168,236		1,151,877
Shareholders' equity:				
Preferred stock, $5 par, 2,000,000 shares authorized,				
none outstanding		-		-
Common stock, $1 par, 20,000,000 shares authorized,				
7,830,247 shares outstanding at March 31, 2012 and				
7,806,869 shares outstanding at December 31, 2011		7,830		7,807
Capital in excess of par value		56,633		56,395
Retained earnings		84,171		81,797
Accumulated other comprehensive income, net		6,390		6,830
Total shareholders' equity		155,024		152,829
Total liabilities and shareholders' equity	$	1,323,260	$	1,304,706

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

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American National Bankshares Inc. and Subsidiaries
Consolidated Statements of Income
(Dollars in thousands, except per share data) (Unaudited)

	Three Months Ended March 31	
	2012	2011
Interest and Dividend Income:		
Interest and fees on loans	$ 13,120	$ 6,679
Interest and dividends on securities:		
Taxable	1,079	1,169
Tax-exempt	1,082	716
Dividends	51	27
Other interest income	10	70
Total interest and dividend income	15,342	8,661
Interest Expense:		
Interest on deposits	1,837	1,580
Interest on short-term borrowings	43	80
Interest on long-term borrowings	84	53
Interest on trust preferred capital notes	206	343
Total interest expense	2,170	2,056
Net Interest Income	13,172	6,605
Provision for Loan Losses	733	337
Net Interest Income After Provision for Loan Losses	12,439	6,268
Noninterest Income:		
Trust fees	882	928
Service charges on deposit accounts	488	421
Other fees and commissions	457	316
Mortgage banking income	531	147
Securities gains, net	-	1
Other	876	158
Total noninterest income	3,234	1,971
Noninterest Expense:		
Salaries	4,111	2,485
Employee benefits	1,078	541
Occupancy and equipment	965	699
FDIC assessment	233	205
Bank franchise tax	183	175
Core deposit intangible amortization	547	94
Foreclosed real estate, net	(243)	22
Merger related expenses	251	309
Other	2,802	1,249
Total noninterest expense	9,927	5,779

Income Before Income Taxes		5,746		2,460
Income Taxes		1,571		682
Net Income	$	4,175	$	1,778
Net Income Per Common Share:				
Basic	$	0.53	$	0.29
Diluted	$	0.53	$	0.29
Average Common Shares Outstanding:				
Basic		7,822,228		6,143,602
Diluted		7,833,061		6,152,738

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

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American National Bankshares Inc. and Subsidiaries
Consolidated Statements of Comprehensive Income
(Dollars in thousands) (Unaudited)

	Three Months Ended March 31 2012	Three Months Ended March 31 2011
Net income	$ 4,175	$ 1,778
Other comprehensive income (loss):		
Unrealized gains (losses) on securities available for sale	(677)	960
Income tax benefit (expense)	237	(336)
Reclassification adjustment for gains (losses) on securities available for sale, net of tax	-	(1)
Other comprehensive income (loss)	(440)	623
Comprehensive income	$ 3,735	$ 2,401

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

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American National Bankshares Inc. and Subsidiaries
Consolidated Statements of Changes in Shareholders' Equity
Three Months Ended March 31, 2012 and 2011
(Dollars in thousands) (Unaudited)

	Common Stock	Capital in Excess of Par Value	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total Shareholders' Equity
Balance, December 31, 2010	$ 6,128	$ 27,268	$ 74,850	$ (159)	$ 108,087
Net income	-	-	1,778	-	1,778
Other comprehensive income				623	623
Total comprehensive income					2,401
Stock options exercised	10	162	-	-	172
Stock option expense	-	16	-	-	16
Equity based compensation	15	95	-	-	110
Cash dividends declared, $0.23 per share	-		(1,414)	-	(1,414)
Balance, March 31, 2011	$ 6,153	$ 27,541	$ 75,214	$ 464	$ 109,372
Balance, December 31, 2011	$ 7,807	$ 56,395	$ 81,797	$ 6,830	$ 152,829
Net income	-	-	4,175	-	4,175
Other comprehensive loss				(440)	(440)
Total comprehensive income					3,735

Stock options exercised	3	42	-	-	45
Stock option expense	-	16	-	-	16
Equity based compensation	20	180	-	-	200
Cash dividends declared, $0.23 per share	-		(1,801)	-	(1,801)
Balance, March 31, 2012	$ 7,830	$ 56,633	$ 84,171	$ 6,390	$ 155,024

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

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American National Bankshares Inc. and Subsidiaries
Consolidated Statements of Cash Flows
Three Months Ended March 31, 2012 and 2011
(Dollars in thousands) (Unaudited)

	2012	2011
Cash Flows from Operating Activities:		
Net income	$ 4,175	$ 1,778
Adjustments to reconcile net income to net cash provided by operating activities:		
Provision for loan losses	733	337
Depreciation	422	304
Core deposit intangible amortization	547	94
Net accretion of fair value adjustments	(2,754)	-
Net amortization (accretion) of securities	792	267
Net gain on sale or call of securities	-	(1)
Gain on sale of loans held for sale	(473)	(123)
Proceeds from sales of loans held for sale	22,532	8,678
Originations of loans held for sale	(19,503)	(6,729)
Net (gain) loss on foreclosed real estate	(248)	12
Valuation allowance on foreclosed real estate	5	10
Net gain on sale of premises and equipment	(495)	-
Stock-based compensation expense	16	16
Equity based compensation expense	200	110
Deferred income tax expense (benefit)	(237)	41
Net change in interest receivable	209	348
Net change in other assets	296	226
Net change in interest payable	(38)	(77)
Net change in other liabilities	351	342
Net cash provided by operating activities	6,530	5,633
Cash Flows from Investing Activities:		
Proceeds from maturities and calls of securities available for sale	16,475	29,423
Proceeds from maturities and calls of securities held to maturity	-	190

Purchases of securities available for sale	(21,953)	(26,608)
Net decrease in loans	9,485	3,474
Proceeds from sale of premises and equipment	563	-
Purchases of premises and equipment	(649)	(103)
Proceeds from sales of foreclosed real estate	1,106	340
Net cash provided by investing activities	5,027	6,716
Cash Flows from Financing Activities:		
Net change in demand, money market, and savings deposits	(4,317)	17,047
Net change in time deposits	20,430	6,338
Net change in customer repurchase agreements	3,076	(3,213)
Net change in other short-term borrowings	(3,000)	(6,110)
Net change in long-term borrowings	(37)	(4,038)
Common stock dividends paid	(1,801)	(1,414)
Proceeds from exercise of stock options	45	172
Net cash provided by financing activities	14,396	8,782
Net Increase in Cash and Cash Equivalents	25,953	21,131
Cash and Cash Equivalents at Beginning of Period	28,893	18,514
Cash and Cash Equivalents at End of Period	$ 54,846	$ 39,645

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

AMERICAN NATIONAL BANKSHARES INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 1 – Basis of Presentation

The consolidated financial statements include the accounts of American National Bankshares Inc. (the "Company") and its wholly owned subsidiary, American National Bank and Trust Company (the "Bank"). The Bank offers a wide variety of retail, commercial, secondary market mortgage lending, and trust and investment services which also include non-deposit products such as mutual funds and insurance policies.

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP") requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Material estimates that are particularly susceptible to significant change in the near term relate to the determination of the allowance for loan losses, goodwill and intangible assets, pension obligations, other than temporary impairment, the fair value of financial instruments, and the valuation of foreclosed real estate.

In April 2006, AMNB Statutory Trust I, a Delaware statutory trust (the "AMNB Trust") and a wholly owned subsidiary of the Company, was formed for the purpose of issuing preferred securities (the "Trust Preferred Securities") in a private placement pursuant to an applicable exemption from registration. Proceeds from the securities were used to fund the acquisition of Community First Financial Corporation ("Community First") which occurred in April 2006.

On July 1, 2011, the Company completed its merger with MidCarolina Financial Corporation ("MidCarolina"). MidCarolina was headquartered in Burlington, North Carolina, and engaged in banking operations through its subsidiary bank, MidCarolina Bank.

In July 2011, and in connection with its acquisition of MidCarolina, the Company assumed the liabilities of the MidCarolina I and MidCarolina Trust II, two separate Delaware statutory trusts (the "MidCarolina Trusts"), which were also formed for the purpose of issuing preferred securities. Refer to Note 9 for further details concerning these entities

All significant inter-company transactions and accounts are eliminated in consolidation, with the exception of the AMNB Trust and the MidCarolina Trusts, as detailed in Note 9.

In the opinion of management, the accompanying unaudited consolidated financial statements contain all adjustments (consisting of normal recurring accruals) necessary to present fairly the Company's financial position as of March 31, 2012; the consolidated statements of income for the three months ended March 31, 2012 and 2011; the consolidated statements of comprehensive income for the three months ended March 31, 2012 and 2011; the consolidated statements of changes in shareholders' equity for the three months ended March 31, 2012 and 2011; and the consolidated statements of cash flows for the three months ended March 31, 2012 and 2011. Operating results for the three month period ended March 31, 2012 are not necessarily indicative of the results that may occur for the year ending December 31, 2012. Certain reclassifications have been made to prior period balances to conform to the current period presentation. These statements should be read in conjunction with the Notes to Consolidated Financial

Statements included in the Company's Form 10-K for the year ended December 31, 2011.

Note 2 –Merger with MidCarolina

On July 1, 2011, the Company completed its merger with MidCarolina pursuant to the Agreement and Plan of Reorganization, dated December 15, 2010, between the Company and MidCarolina (the "merger agreement"). MidCarolina was headquartered in Burlington, North Carolina, and engaged in banking operations through its subsidiary bank, MidCarolina Bank. The transaction has significantly expanded the Company's footprint in North Carolina, adding eight branches in Alamance and Guilford Counties.

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Pursuant to the terms of the merger agreement, as a result of the merger, the holders of shares of MidCarolina common stock received 0.33 shares of the Company's common stock for each share of MidCarolina common stock held immediately prior to the effective date of the merger. Each option to purchase a share of MidCarolina common stock outstanding immediately prior to the effective date of the merger was converted into an option to purchase shares of Company common stock, adjusted for the 0.33 exchange ratio. Additionally, the holders of shares of noncumulative perpetual Series A preferred stock of MidCarolina received one share of a newly authorized noncumulative perpetual Series A preferred stock of the Company for each MidCarolina preferred share held immediately before the merger. The Company's Series A preferred stock was issued with terms, preferences, rights and limitations that are identical in all material respects to the MidCarolina Series A preferred stock.

The Company issued 1,626,157 shares of additional common stock in connection with the MidCarolina merger. This represents 20.9% of the outstanding shares of the Company as of March 31, 2012.

In connection with the transaction, MidCarolina Bank was merged with and into the Bank.

On November 15, 2011, the Company repurchased all 5,000 shares of the Series A preferred stock issued in the merger. The shares had a $1,000 liquidation preference per share. While the Series A preferred stock was subject to redemption at 104.5% of par during the twelve month period beginning August 15, 2011, the Company paid 62% of par, or an aggregate purchase price of $3.1 million, to repurchase all 5,000 outstanding shares from the sole holder of the securities.

The merger with MidCarolina was accounted for using the acquisition method of accounting and, accordingly, assets acquired, liabilities assumed and consideration paid were recorded at their estimated fair values as of the merger date. The excess of consideration paid over the fair value of net assets acquired was originally recorded as goodwill in the amount of approximately $16.4 million, which will not be amortizable and is not deductible for tax purposes, the Company allocated the total balance of goodwill to its community banking segment. The Company also recorded $6.6 million in core deposit intangibles which will be amortized over nine years using a declining balance method.

In connection with the merger, the consideration paid, and the fair value of identifiable assets acquired and liabilities assumed as of the merger date are summarized in the following table.

(dollars in thousands)		
Consideration Paid:		
Common shares issued (1,626,157)	$	29,905
Cash paid to Shareholders		12
Fair Value of Options		132
Preferred shares issued (5,000)		5,000
Value of consideration		35,049
Assets acquired:		
Cash and cash equivalents		34,783
Investment securities		51,442
Loans held for sale		113
Loans, net of unearned income		328,123
Premises and equipment, net		5,708
Deferred income taxes		15,310
Core deposit intangible		6,556
Other real estate owned		3,538
Other assets		13,535

Total assets		459,108
Liabilities assumed:		
Deposits		420,248
FHLB advances		9,858
Other borrowings		6,546
Other liabilities		4,291
Total Liabilities		440,943
Net assets acquired		18,165
Goodwill resulting from merger with MidCarolina	$	16,884

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The following table details the changes in the fair value of net assets acquired and liabilities assumed from the amounts originally reported in the Form 10-K for the period ending December 31, 2011 (in thousands).

Goodwill at December 31, 2011	$16,431
Effect of adjustments to:	
Other liabilities	453
Goodwill at March 31, 2012	$16,884

The increase in goodwill during the first quarter of 2012 was due to a change in estimated tax refunds due to MidCarolina.

In many cases, the fair values of assets acquired and liabilities assumed were determined by estimating the cash flows expected to result from those assets and liabilities and discounting them at appropriate market rates. The most significant category of assets for which this procedure was used was that of acquired loans. The Company acquired the $367.4 million loan portfolio at a fair value discount of $39.9 million. The performing portion of the portfolio estimated fair value was $286.5 million. The excess of expected cash flows above the fair value of the performing portion of loans will be accreted to interest income over the remaining lives of the loans in accordance with Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) 310-20 (formerly SFAS 91).

Certain loans, those for which specific credit-related deterioration since origination was identified, are recorded at fair value, reflecting the present value of the amounts expected to be collected. Income recognition on these loans is based on reasonable expectation about the timing and amount of cash flows to be collected. Acquired loans deemed impaired and considered collateral dependent, with the timing of the sale of loan collateral indeterminate, remain on non-accrual status and have no accretable yield.

The following table details the acquired loans that are accounted for in accordance with FASB ASC 310-30 (formerly Statement of Position (“SOP”) 03-3) as of July 1, 2011 (in thousands).

Contractually required principal and interest at acquisition	$56,681
Contractual cash flows not expected to be collected (nonaccretable difference)	17,472
Expected cash flows at acquisition	39,209
Interest component of expected cash flows (accretable discount)	1,663
Fair value of acquired loans accounted for under FASB ASC 310-30	$37,546

In accordance with U.S. GAAP, there was no carryover of the allowance for loan losses that had been previously recorded by MidCarolina.

In connection with the merger with MidCarolina, the Company acquired an investment portfolio with a fair value of $51.4 million. The fair value of the investment portfolio was determined by taking into account market prices obtained from independent valuation sources.

In connection with the merger with MidCarolina, the Company recorded a deferred income tax asset of $15.3 million related to MidCarolina’s valuation allowance on foreclosed real estate and bad debt expenses, as well as other tax attributes of the acquired company, along with the effects of fair value adjustments resulting from applying the acquisition method of accounting.

In connection with the merger with MidCarolina, the Company acquired other real estate owned with a fair value of $3.5 million. Other real estate owned was measured at fair value less estimated cost to sell.

In connection with the merger with MidCarolina, the Company acquired premises and equipment with a fair value of $5.7 million. Property appraisals for all owned locations were obtained. The fair value adjustment will be amortized as expense over the remaining lives of the properties. The Company also acquired several lease obligations in connection with the merger. The unfavorable lease position will be amortized over the remaining lives of the leases.

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The fair value of savings and transaction deposit accounts acquired from MidCarolina was assumed to approximate their carrying value as these accounts have no stated maturity and are payable on demand. Certificates of deposit accounts were valued by comparing the contractual cost of the portfolio to an identical portfolio bearing current market rates. The portfolio was segregated into pools based on segments: retail, individual retirement accounts brokered, and Certificate of Deposit Account Registry Service (often referred to as "CDARs"). For each segment, the projected cash flows from maturing certificates were then calculated based on contractual rates and prevailing market rates. The valuation adjustment for each segment is equal to the present value of the difference of these two cash flows, discounted at the assumed market rate for a certificate with a corresponding maturity. This valuation adjustment will be accreted to reduce interest expense over the remaining maturities of the respective pools.

The fair value of the Federal Home Loan Bank of Atlanta (“FHLB”) advances was determined based on the discounted cash flows of future payments. This adjustment to the face value of the borrowings will be amortized to increase interest expense over the remaining lives of the respective borrowings.

The fair value of junior subordinated debentures (Other Borrowings) was determined based on the fair value of similar debt or equity instruments with reasonably comparable terms. This adjustment to the face value of the borrowings will be amortized to increase interest expense over the remaining lives of the respective borrowings.

Direct costs related to the acquisition were expensed as incurred. During the entire year of 2011, the Company incurred $1,600,000 in merger and acquisition expenses. During 2012, the Company incurred $251,000 in merger related expense, mostly related to the deconversion of MidCarolina to the Company’s operating system.

The following table presents unaudited pro forma information as if the merger with MidCarolina had occurred on January 1, 2011. This pro forma information gives effect to certain adjustments, including purchase accounting fair value adjustments, amortization of core deposit and other intangibles and related income tax effects. The pro forma information does not necessarily reflect the results of operations that would have occurred had the merger with MidCarolina occurred in 2011. In particular, expected operational cost savings are not reflected in the pro forma amounts.

(dollars in thousands)		Three Months Ended Pro Forma March 31, 2011	
Net interest income	$	13,385	
Provision for loan loss		(1,537	)
Non-interest income		2,511	
Non-interest expense and income taxes		(9,345	)
Income taxes		(1,500	)
Net income	$	3,514	

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Note 3 – Securities

The amortized cost and estimated fair value of investments in debt and equity securities at March 31, 2012 and December 31, 2011 were as follows:

	March 31, 2012			
(in thousands)	Amortized Cost	Unrealized Gains	Unrealized Losses	Estimated Fair Value
Securities available for sale:				
Federal agencies and GSEs	$ 40,338	$ 489	$ 60	$ 40,767
Mortgage-backed and CMOs	101,399	1,921	267	103,053
State and municipal	180,405	10,806	28	191,183
Corporate	2,323	50	-	2,373
Total securities available for sale	$ 324,465	$ 13,266	$ 355	$ 337,376

	December 31, 2011			
(in thousands)	Amortized Cost	Unrealized Gains	Unrealized Losses	Estimated Fair Value
Securities available for sale:				
Federal agencies and GSEs	$ 32,071	$ 608	$ -	$ 32,679
Mortgage-backed and CMOs	102,444	1,874	414	103,904
State and municipal	182,952	11,454	1	194,405
Corporate	2,312	66	-	2,378
Total securities available for sale	$ 319,779	$ 14,002	$ 415	$ 333,366

Temporarily Impaired Securities

The following table shows estimated fair value and gross unrealized losses, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position, at March 31, 2012. The reference point for determining when securities are in an unrealized loss position is month-end. Therefore, it is possible that a security’s market value exceeded its amortized cost on other days during the past twelve-month period.

Available for sale securities that have been in a continuous unrealized loss position are as follows:

	Total		Less than 12 Months		12 Months or More	
(in thousands)	Estimated Fair Value	Unrealized Loss	Estimated Fair Value	Unrealized Loss	Estimated Fair Value	Unrealized Loss
Federal agencies and GSEs	$ 17,869	$ 60	$ 17,869	$ 60	$ -	$ -
Mortgage-backed	25,444	163	25,444	163	-	-
CMOs	2,618	80	2,618	80	-	-
Private label CMOs	71	24	-	-	71	24
State and municipal	4,581	28	4,180	27	401	1
Total	$ 50,583	$ 355	$ 50,111	$ 330	$ 472	$ 25

GSE debt securities: The unrealized losses on investments in six GSEs (“government sponsored entities”) were caused by interest rate increases. The contractual terms of those investments do not permit the issuer to settle the securities at a price less than the amortized cost basis of the investments. Because the Company does not intend to sell the investments and it is not more likely than not that the Company will be required to sell the investments before recovery of their amortized cost basis, which may be maturity, the Company does not consider those investments to be other-than-temporarily impaired at March 31, 2012.

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GSEs residential mortgage-backed securities: The unrealized losses on the Company's investment in 14 GSE mortgage-backed securities were caused by interest rate increases. The contractual cash flows of those investments are guaranteed by an agency of the U.S. Government. Accordingly, it is expected that the securities would not be settled at a price less than the amortized cost basis of the Company’s investments. Because the decline in market value is attributable to changes in interest rates and not credit quality, and because the Company does not intend to sell the investments and it is not more likely than not that the Company will be required to sell the investments before recovery of their amortized cost basis, which may be maturity, the Company does not consider those investments to be other-than-temporarily impaired at March 31, 2012.

Collateralized Mortgage Obligations (“CMOs”): The unrealized loss associated with one CMO was caused by interest rate increases. The contractual cash flows of those investments are guaranteed by an agency of the U.S. Government. Accordingly, it is expected that the securities would not be settled at a price less than the amortized cost basis of the Company’s investments. Because the decline in market value is attributable to changes in interest rates and not credit quality, and because the Company does not intend to sell the investments and it is not more likely than not that the Company will be required to sell the investments before recovery of their amortized cost basis, which may be maturity, the Company does not consider those investments to be other-than-temporarily impaired at March 31, 2012.

Private-Label Collateralized Mortgage Obligations: The unrealized loss associated with one private residential CMO is primarily driven by higher projected collateral losses, wider credit spreads, and changes in interest rates. We assess for credit impairment using a cash flow model. Based upon management’s assessment of the expected credit losses of the securities given the performance of the underlying collateral compared to the credit enhancement, the Company expects to recover the remaining amortized cost basis of these securities.

State and municipal securities: The unrealized losses on five investments in state and municipal securities were caused by interest rate increases. The contractual terms of those investments do not permit the issuer to settle the securities at a price less than the amortized cost basis of the investments. Because the Company does not intend to sell the investments and it is not more likely than not that the Company will be required to sell the investments before recovery of their amortized cost basis, which may be maturity, the Company does not consider those investments to be other-than-temporarily impaired at March 31, 2012.

The Company’s investment in FHLB stock totaled $3,160,000 at March 31, 2012. FHLB stock is generally viewed as a long-term investment and as a restricted investment security, which is carried at cost, because there is no market for the stock, other than the FHLB or member institutions. Therefore, when evaluating FHLB stock for impairment, its value is based on the ultimate recoverability of the par value rather than by recognizing temporary declines in value. The Company does not consider this investment to be other-than-temporarily impaired at March 31, 2012 and no impairment has been recognized. FHLB stock is shown in restricted stock on the balance sheet and is not a part of the available for sale securities portfolio.

The table below shows gross unrealized losses and fair value, aggregated by investment category and length of time that individual securities had been in a continuous unrealized loss position, at December 31, 2011.

	Total		Less than 12 Months		12 Months or More	
(in thousands)	Estimated Fair	Unrealized Loss	Estimated Fair	Unrealized Loss	Estimated Fair	Unrealized Loss

	Value		Value		Value	
Mortgage-backed	$ 28,431	$ 266	$ 28,431	$ 266	$ -	$ -
Private label CMOs	3,375	148	3,306	115	69	33
State and municipal	401	1	401	1	-	-
Total	$ 32,207	$ 415	$ 32,138	$ 382	$ 69	$ 33

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Other-Than-Temporary-Impaired Securities

As of March 31, 2012 and December 31, 2011, there were no securities classified as other-than-temporary impaired.

Note 4 - Loans

Loans, excluding loans held for sale, were comprised of the following:

(in thousands)	March 31, 2012	December 31, 2011
Commercial	$ 130,112	$ 134,166
Commercial real estate:		
Construction and land development	41,512	54,433
Commercial real estate	354,279	351,961
Residential real estate:		
Residential	188,416	179,812
Home equity	94,734	96,195
Consumer	7,418	8,191
Total loans	$ 816,471	$ 824,758

Interest income, including accretion, on loans acquired from MidCarolina for the three months ended March 31, 2012 was approximately $5.2 million. The outstanding principal balance and the carrying amount of these loans included in the consolidated balance sheet at March 31, 2012 and December 31, 2012 are as follows:

(in thousands)	March 31, 2012	December 31, 2011
Oustanding principal balance	$ 291,827	$ 321,002
Carrying amount	268,047	293,569

The outstanding principal balance and related carrying amount of acquired loans, for which the Company applies ASC 310-30 (formerly SOP 03-3), to account for interest earned, as of the indicated dates is as follows:

(in thousands)	March 31, 2012	December 31, 2011
Oustanding principal balance	$ 37,973	$ 45,760
Carrying amount	28,115	34,027

The following table presents changes in the accretable discount on acquired loans, for which the Company applies ASC 310-30 (formerly SOP 03-3), for the quarter ended March 31, 2012. The accretion reflected below include $881,000 related to loan payoffs.

Accretable

(in thousands)	Discount
Balance at December 31, 2011	$ 1,056
Accretion	(933)
Reclassification from nonaccretable difference	1,112
Balance at March 31, 2012	$ 1,235

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The following table shows an analysis by portfolio segment of the Company's past due loans at March 31, 2012.

(in thousands)	30- 59 Days Past Due	60-89 Days Past Due	90 Days + Past Due and Still Accruing	Non-Accrual Loans	Total Past Due	Current	Total Loans
Commercial	$ 104	$ -	$ -	$ 1,624	$ 1,728	$ 128,384	$ 130,112
Commercial real estate:							
Construction and land development	2	603	-	4,499	5,104	36,408	41,512
Commercial real estate	1,835	258	-	2,685	4,778	349,501	354,279
Residential:							
Residential	1,114	-	183	3,966	5,263	183,153	188,416
Home equity	184	99	-	558	841	93,893	94,734
Consumer	14	7	-	5	26	7,392	7,418
Total	$ 3,253	$ 1,150	$ -	$ 13,337	$ 17,740	$ 798,731	$ 816,471

The following table shows an analysis by portfolio segment of the Company's past due loans at December 31, 2011.

(in thousands)	30- 59 Days Past Due	60-89 Days Past Due	90 Days + Past Due and Still Accruing	Non-Accrual Loans	Total Past Due	Current	Total Loans
Commercial	$ 98	$ 99	$ -	$ 1,820	$ 2,017	$ 132,149	$ 134,166
Commercial real estate:							
Construction and land development	1,086	1,163	-	5,817	8,066	46,367	54,433
Commercial real estate	1,052	471	-	2,115	3,638	348,323	351,961
Residential:							
Residential	1,519	741	-	3,475	5,735	174,077	179,812

Home equity	270	243	197	244	954	95,241	96,195
Consumer	126	7	-	49	182	8,009	8,191
Total	$ 4,151	$ 2,724	$ 197	$ 13,520	$ 20,592	$ 804,166	$ 824,758

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The following table presents the Company's impaired loan balances by portfolio segment at March 31, 2012.

(in thousands)	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Recorded Investment	Interest Income Recognized
With no related allowance recorded:					
Commercial	$ 220	$ 486	$ -	$ 143	$ -
Commercial real estate:					
Construction and land development	758	1,143	-	495	-
Commercial real estate	154	154	-	155	-
Residential:					
Residential	1,066	1,466	-	1,136	4
Home equity	-	-	-	-	-
Consumer	-	-	-	-	-
	$ 2,198	$ 3,249	$ -	$ 1,929	$ 4
With an related allowance recorded:					
Commercial real estate:					
Construction and land development	363	363	48	363	-
Commercial real estate	888	888	80	888	-
Residential	136	356	55	68	-
	$ 1,387	$ 1,607	$ 183	$ 1,319	$ -
Total:					
Commercial	$ 220	$ 486	$ -	$ 143	$ -
Commercial real estate:					
Construction and land development	1,121	1,506	48	858	-
Commercial real estate	1,042	1,042	80	1,043	-
Residential:					
Residential	1,202	1,822	55	1,204	4
Home equity	-	-	-	-	-
Consumer	-	-	-	-	-
	$ 3,585	$ 4,856	$ 183	$ 3,248	$ 4

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The following table presents the Company's impaired loan balances by portfolio segment at December 31, 2011.

(in thousands)	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Recorded Investment	Interest Income Recognized
With no related allowance recorded:					
Commercial	$ -	$ -	$ -	$ 48	$ -
Commercial real estate:					
Construction and land development	364	391	-	292	-
Commercial real estate	279	279	-	207	17
Residential:					
Residential	1,185	1,276	-	376	2
Home equity	89	89	-	50	3
Consumer	49	56	-	17	-
	$ 1,966	$ 2,091	$ -	$ 990	$ 22
With an related allowance recorded:					
Commercial	$ -	$ -	$ -	$ -	$ -
Commercial real estate:					
Construction and land development	363	363	49	139	-
Commercial real estate	888	888	80	75	-
Residential:					
Residential	21	21	1	7	-
Home equity	-	-	-	-	-
Consumer	-	-	-	-	-
	$ 1,272	$ 1,272	$ 130	$ 221	$ -
Total:					
Commercial	$ -	$ -	$ -	$ 48	$ -
Commercial real estate:					
Construction and land development	727	754	49	431	-
Commercial real estate	1,167	1,167	80	282	17
Residential:					
Residential	1,206	1,297	1	383	2
Home equity	89	89	-	50	3
Consumer	49	56	-	17	-
	$ 3,238	$ 3,363	$ 130	$ 1,211	$ 22

The following table shows the detail of loans modified as troubled debt restructurings ("TDRs") included in the impaired loan balances for the period ended March 31, 2012.

	Loans Modified as a TDR for the Three Months Ended March 31, 2012	
	Pre-Modification	Post-Modification

(dollars in thousands)	Number of Contracts	Outstanding Recorded Investment	Oustanding Recorded Investment
Commercial real estate:			
Construction and land development	5	$ 777	$ 723
Total	5	$ 777	$ 723

None of the loans modified as a TDR within the previous twelve months have subsequently defaulted during the three month period ending March 31, 2012.

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The following table shows the Company's commercial loan portfolio broken down by internal risk grading as of March 31, 2012.

(in thousands)
Commercial and Consumer Credit Exposure
Credit Risk Profile by Internally Assigned Grade

	Commercial	Commercial Real Estate Construction	Commercial Real Estate Other	Residential	Home Equity
Pass	$ 127,312	$ 28,794	$ 329,809	$ 169,443	$ 92,086
Special Mention	1,164	2,008	16,295	9,007	1,397
Substandard	1,636	10,710	8,175	9,966	1,251
Doubtful	-	-	-	-	-
Total	$ 130,112	$ 41,512	$ 354,279	$ 188,416	$ 94,734

Consumer Credit Exposure
Credit Risk Profile Based on Payment Activity

	Consumer
Performing	$ 7,400
Nonperforming	18
Total	$ 7,418

Loans classified in the Pass category typically are fundamentally sound and risk factors are reasonable and acceptable.

Loans classified in the Special Mention category typically have been criticized internally, by loan review or the loan officer, or by external regulators under the current credit policy regarding risk grades.

Loans classified in the Substandard category typically have a well-defined weakness or weaknesses that jeopardize the liquidation of the debt; they are typically characterized by the distinct possibility that the Bank will sustain some loss if the deficiencies are not corrected.

Loans classified in the Doubtful category typically have all the weaknesses inherent in loans classified as substandard, plus the added characteristic the weaknesses make collection or liquidation in full on the basis of currently existing facts, conditions, and values highly questionable and improbable. However, these loans are not yet rated as loss because certain events may occur that may salvage the debt.

Consumer loans are classified as performing or nonperforming. A loan is nonperforming when payments of interest and principal are past due 90 days or more, or payments are less than 90 days past due, but there are other good reasons to doubt that payment will be made in full.

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The following table shows the Company's commercial loan portfolio broken down by internal risk grading as of December 31, 2011.

(in thousands)
Commercial and Consumer Credit Exposure
Credit Risk Profile by Internally Assigned Grade

	Commercial	Commercial Real Estate Construction	Commercial Real Estate Other	Residential	Home Equity
Pass	$ 130,603	$ 35,265	$ 321,370	$ 161,158	$ 93,193
Special Mention	1,349	3,401	19,072	10,166	1,606
Substandard	2,214	15,767	11,519	8,488	1,396
Doubtful	-	-	-	-	-
Total	$ 134,166	$ 54,433	$ 351,961	$ 179,812	$ 96,195

Consumer Credit Exposure
Credit Risk Profile Based on Payment Activity

	Consumer
Performing	$ 8,050
Nonperforming	141
Total	$ 8,191

Note 6 – Allowance for Loan Losses and Reserve for Unfunded Lending Commitments

Changes in the allowance for loan losses and the reserve for unfunded lending commitments as of the indicated dates are presented below:

(in thousands)	Three Months Ended March 31, 2012	Year Ended December 31, 2011	Thee Months Ended March 31, 2011
Allowance for Loan Losses			
Balance, beginning of period	$ 10,529	$ 8,420	$ 8,420
Provision for loan losses	733	3,170	337
Charge-offs	(340)	(1,863)	(571)
Recoveries	769	802	71
Balance, end of period	$ 11,691	$ 10,529	$ 8,257
Reserve for Unfunded Lending Commitments			

Balance, beginning of period	$ 200	$ 218	$ 218
Provision for loan losses	-	(18)	6
Charge-offs	-	-	-
Balance, end of period	$ 200	$ 200	$ 224

The reserve for unfunded loan commitments is included in other liabilities.

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The following table presents the Company's allowance for loan losses by portfolio segment and the related loan balance total by segment at March 31, 2012.

(in thousands)	Commercial	Commercial Real Estate	Residential Real Estate	Consumer	Total
Allowance for Loan Losses					
Balance as of December 31, 2011	$ 1,236	$ 5,719	$ 3,412	$ 162	$ 10,529
Charge-offs	(262)	-	(61)	(17)	(340)
Recoveries	531	201	16	21	769
Provision	101	396	225	11	733
Balance as of March 31, 2012	$ 1,606	$ 6,316	$ 3,592	$ 177	$ 11,691
Balances at March 31, 2012:					
Allowance for Loan Losses					
Individually evaluated for impairment	$ -	$ 128	$ 55	$ -	$ 183
Collectively evaluated for impairment	1,606	6,188	3,537	177	11,508
Total	$ 1,606	$ 6,316	$ 3,592	$ 177	$ 11,691
Loans					
Individually evaluated for impairment	$ 5	$ 1,620	$ 1,236		$ 2,861
Collectively evaluated for impairment	126,737	377,295	274,045	7,418	785,495
Loans acquired with deteriorated credit quality	3,370	16,876	7,869	-	28,115
Total	$ 130,112	$ 395,791	$ 283,150	$ 7,418	$ 816,471

The following table presents the Company's allowance for loan losses by portfolio segment and the related loan balance total by segment at December 31, 2011.

(in thousands)	Commercial	Commercial Real Estate	Residential Real Estate	Consumer	Total
Allowance for Loan Losses					
Balance as of December 31, 2010	$ 751	$ 4,631	$ 2,921	$ 117	$ 8,420

Charge-offs	(163)	(702)	(871)	(127)	(1,863)
Recoveries	373	306	50	73	802
Provision	275	1,484	1,312	99	3,170
Balance as of December 31, 2011	$ 1,236	$ 5,719	$ 3,412	$ 162	$ 10,529
Balance as of December 31, 2011:					
Allowance for Loan Losses					
Individually evaluated for impairment	$ -	$ 129	$ 1	$ -	$ 130
Collectively evaluated for impairment	1,236	5,590	3,411	162	10,399
Total	$ 1,236	$ 5,719	$ 3,412	$ 162	$ 10,529
Loans					
Individually evaluated for impairment	$ -	$ 1,894	$ 1,295	$ 49	$ 3,238
Collectively evaluated for impairment	131,754	381,175	266,421	8,143	787,493
Loans acquired with deteriorated credit quality	2,411	23,325	8,291	-	34,027
Total	$ 134,165	$ 406,394	$ 276,007	$ 8,192	$ 824,758

The allowance for loan losses is allocated to loan segments based upon historical loss factors, risk grades on individual loans, portfolio analyses of smaller balance, homogenous loans, and qualitative factors. Qualitative factors include trends in delinquencies, nonaccrual loans, and loss rates; trends in volume and terms of loans, effects of changes in risk selection, underwriting standards, and lending policies; experience of lending officers and other lending staff; national and local economic trends and conditions; and concentrations of credit.

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Note 6 – Goodwill and Other Intangible Assets

Goodwill is subject to at least an annual assessment for impairment by applying a fair value test. An annual fair value-based test was performed in 2011 that determined the market value of the Company's shares exceeded the consolidated carrying value, including goodwill; therefore, there has been no impairment recognized in the value of goodwill.

Core deposit intangibles resulting from the Community First acquisition in April 2006 were $3,112,000 and are being amortized over 99 months. Core deposit intangibles resulting from the MidCarolina acquisition in July 2011 were $6,556,000 and are being amortized over 108 months.

The changes in the carrying amount of goodwill and intangibles for the three months ended March 31, 2012, are as follows (in thousands):

	Goodwill	Intangibles
Balance December 31, 2011	$ 38,899	$ 6,595
Additions	453	-
Amortization	-	(547)
Impairment	-	-
Balance March 31, 2012	$ 39,352	$ 6,048

Note 7 – Short-term Borrowings

Short-term borrowings consist of customer repurchase agreements, overnight borrowings from the FHLB, and Federal Funds purchased. Customer repurchase agreements are collateralized by securities of the U.S. Government or its agencies or GSEs. They mature daily. The interest rates are generally fixed but may be changed at the discretion of the Company. The securities underlying these agreements remain under the Company's control. FHLB overnight borrowings contain floating interest rates that may change daily at the discretion of the FHLB. Federal Funds purchased are unsecured overnight borrowings from other financial institutions. Short-term borrowings consisted of the following as of March 31, 2012 and December 31, 2011 (in thousands):

	March 31, 2012	December 31, 2011
Customer repurchase agreements	$ 48,651	$ 45,575
FHLB overnight borrowings	-	3,000
	$ 48,651	$ 48,575

Note 8 – Long-term Borrowings

Under the terms of its collateral agreement with the FHLB, the Company provides a blanket lien covering all of its residential first mortgage loans, second mortgage loans, home equity lines of credit, and commercial real estate loans. In addition, the Company pledges as collateral its capital stock in the FHLB and deposits with the FHLB. The

Company has a line of credit with the FHLB equal to 30% of the Company's assets, subject to the amount of collateral pledged. As of March 31, 2012, $439,408,000 in eligible collateral was pledged under the blanket floating lien agreement which covers both short-term and long-term borrowings. Long-term borrowings consisted of the following fixed rate, long term advances as of March 31, 2012 and December 31, 2011 (dollars in thousands):

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March 31, 2012			December 31, 2011		
Due by	Advance Amount	Weighted Average Rate	Due by	Advance Amount	Weighted Average Rate
April 2014	$ 300	3.78 %	April 2014	$ 337	3.78 %
November 2017	9,875	2.98	November 2017	9,869	2.98
	$ 10,175	3.01 %		$ 10,206	3.01 %

The advance due in November 2017 is net of a valuation allowance of $125,000. The original valuation allowance recorded on July 1, 2011 was a result of the merger with MidCarolina. The adjustment to the face value will be amortized into interest expense over the life of the borrowing.

In the regular course of conducting its business, the Company takes deposits from political subdivisions of the States of Virginia and North Carolina. At March 31,2012, the Bank's public deposits totaled $130,922,000. The Company is required to provide collateral to secure the deposits that exceed the insurance coverage provided by the Federal Deposit Insurance Corporation. This collateral can be provided in the form of certain types of government or agency bonds or letters of credit from the FHLB. At March 31, 2012, the Company had $72,000,000 in letters of credit with the FHLB outstanding, as well as $78,725,000 in government and agency securities to provide collateral for such deposits.

Note 9 – Trust Preferred Capital Notes

On April 7, 2006, the AMNB Trust, a Delaware statutory trust and a wholly owned subsidiary of the Company, issued $20,000,000 of preferred securities in a private placement pursuant to an applicable exemption from registration. The Trust Preferred Securities mature on June 30, 2036, but may be redeemed at the Company's option beginning on June 30, 2011. Initially, the securities required quarterly distributions by the AMNB Trust to the holder of the Trust Preferred Securities at a fixed rate of 6.66%. Effective June 30, 2011, the rate resets quarterly at the three-month LIBOR plus 1.35%. Distributions are cumulative and will accrue from the date of original issuance, but may be deferred by the Company from time to time for up to 20 consecutive quarterly periods. The Company has guaranteed the payment of all required distributions on the Trust Preferred Securities.

The proceeds of the Trust Preferred Securities received by the AMNB Trust, along with proceeds of $619,000 received by the trust from the issuance of common securities by the trust to the Company, were used to purchase $20,619,000 of the Company's junior subordinated debt securities (the "Trust Preferred Capital Notes"), issued pursuant to a junior subordinated debentures entered into between the Company and Wilmington Trust Company, as trustee. The proceeds of the Trust Preferred Capital Notes were used to fund the cash portion of the merger consideration to the former shareholders of Community First in connection with the Company's acquisition of that company, and for general corporate purposes.

On July 1, 2011, in connection with the MidCarolina merger, the Company assumed $8,764,000 in junior subordinated debentures to the MidCarolina Trusts, to fully and unconditionally guarantee the preferred securities issued by the MidCarolina Trusts. These long term obligations, which currently qualify as Tier 1 capital, constitute and full and unconditional guarantee by the Company of the MidCarolina Trusts' obligations. The MidCarolina Trusts are not consolidated in the Company's financial statements.

In accordance with FASB ASC 810-10-15-14, the Company did not eliminate through consolidation the Company's $619,000 equity investment in AMNB Statutory Trust I or the $264,000 equity investment in the MidCarolina Trusts. Instead, the Company reflected this equity investment in the "Accrued interest receivable and other assets" line item in the consolidated balance sheets.

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A description of the junior subordinated debt securities outstanding payable to the trusts is shown below (dollars in thousands):

Issuing Entity	Date Issued	Interest Rate	Maturity Date	Principal Amount March 31, 2012	December 31, 2011
AMNB Trust I	04-07-06	Libor plus 1.35 %	06-30-36	$ 20,619	$ 20,619
MidCarolina I	10-29-02	Libor plus 3.45 %	11-07-32	4,000	3,986
MidCarolina II	12-03-03	Libor plus 2.95 %	10-07-33	2,618	2,607
				$ 27,237	$ 27,212

The principal amounts reflected for the MidCarolina Trusts are net of valuation allowances of $1,155,000 and $991,000, respectively. The original valuation allowances of $1,197,000 and $1,021,000 were recorded as a result of the merger with MidCarolina on July 1, 2011 and are being amortized into interest expense over the remaining lives of the respective borrowings.

Note 10 – Stock Based Compensation

The Company's 2008 Stock Incentive Plan ("2008 Plan") was adopted by the Board of Directors of the Company on February 19, 2008 and approved by shareholders on April 22, 2008 at the Company's 2008 Annual Meeting of Shareholders. The 2008 Plan provides for the granting of restricted stock awards and incentive and non-statutory options to employees and directors on a periodic basis, at the discretion of the Board of Directors or a Board designated committee. The 2008 Plan authorizes the issuance of up to 500,000 shares of common stock. The 2008 Plan replaced the Company's stock option plan that was approved by the shareholders at the 1997 Annual Meeting, which plan terminated in 2006.

Stock Options

Accounting guidance requires that compensation cost relating to share-based payment transactions be recognized in the financial statements with measurement based upon the fair value of the equity or liability instruments issued.

A summary of stock option transactions for the three months ended March 31, 2012 is as follows:

	Option Shares	Weighted Average Exercise	Weighted Average Remaining Contractual Term	Aggregate Intrinsic Value

		Price			($000)
Outstanding at December 31, 2011	268,639	$ 23.94			
Granted	-	-			
Exercised	(2,761)	16.37			
Forfeited	-	-			
Outstanding at March 31, 2012	265,878	$ 24.02	4.21 years		$ 258
Exercisable at March 31, 2012	265,878	$ 24.02	4.21 years		$ 258

The fair value of options is estimated at the date of grant using the Black-Scholes option pricing model and expensed over the options' vesting period. As of March 31, 2012, there was no unrecognized compensation expense related to nonvested stock option grants.

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Restricted Stock

The Company from time-to-time grants shares of restricted stock to key employees and non-employee directors. These awards help align the interests of these employees and directors with the interests of the shareholders of the Company by providing economic value directly related to increases in the value of the Company's common stock. The value of the stock awarded is established as the fair market value of the stock at the time of the grant. The Company recognizes expense, equal to the total value of such awards, ratably over the vesting period of the stock grants. Restricted stock granted cliff vests over 24 to 36 months based on the term of the award.

Nonvested restricted stock activity for the three months ended March 31, 2012 is summarized in the following table.

Restricted Stock	Shares	Weighted Average Grant Date Value
Nonvested at January 1, 2012	38,349	$ 20.53
Granted	5,290	$ 19.30
Vested	8,712	21.36
Forfeited	-	-
Nonvested at March 31, 2012	44,927	$ 19.95

As of March 31, 2012 and December 31, 2011, there was $612,000 and $93,000 in unrecognized compensation cost related to nonvested restricted stock granted under the 2008 Plan. The weighted average period over which this cost is expected to be recognized is 1.65 years. The share based compensation expense for nonvested restricted stock was $87,000 and $60,000 during the first three months of 2012 and 2011, respectively.

Starting in 2010, the Company began offering its directors an option with respect to director compensation. Their regular monthly retainer could be received as $1,000 per month in cash or $1,250 in immediately vested, but restricted stock. In 2011, monthly meeting fees could also be received as $400 per meeting in cash or $500 in immediately vested, but restricted stock. For 2011, 13 of 15 directors elected to receive stock in lieu of cash for their monthly retainer board meeting fees. Only outside directors receive board fees. The Company issued 5,327 and 2,358 shares and recognized share based compensation expense of $113,000 and $50,000 during the first three months of 2012 and 2011, respectively.

Note 11 – Earnings Per Share

The following shows the weighted average number of shares used in computing earnings per share and the effect on weighted average number of shares of potentially dilutive common stock. Potentially dilutive common stock had no effect on income available to common shareholders.

	Three Months Ended March 31,			
	2012		2011	
	Shares	Per Share Amount	Shares	Per Share Amount
Basic	7,822,228	$ .53	6,143,602	$ .29

Effect of dilutive securities -				
stock options	10,833	-	9,136	-
Diluted	7,833,061	$ .53	6,152,738	$ .29

Shares underlying stock options on common stock which were not included in computing diluted earnings per share for the three month periods ended March 31, 2012 and 2011, because their effects were antidilutive, averaged 196,394 and 82,177, respectively.

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Note 12 – Employee Benefit Plans

The following is information pertaining to the Company’s non-contributory defined benefit pension plan.

Components of Net Periodic Benefit Cost (in thousands)	Three Months Ended March 31, 2012	2011
Service cost	$ -	$ 27
Interest cost	97	101
Expected return on plan assets	(135)	(131)
Recognized net actuarial loss	83	40
Net periodic benefit cost	$ 45	$ 37

The plan was frozen in 2009.

Note 13 – Segment and Related Information

The Company has two reportable segments, community banking and trust and investment services.

Community banking involves making loans to and generating deposits from individuals and businesses. All assets and liabilities of the Company are allocated to community banking. Investment income from securities is also allocated to the community banking segment. Loan fee income, service charges from deposit accounts, and non-deposit fees such as automated teller machine fees and insurance commissions generate additional income for community banking.

Trust and investment services include estate planning, trust account administration, investment management, and retail brokerage. Investment management services include purchasing equity, fixed income, and mutual fund investments for customer accounts. The trust and investment services division receives fees for investment and administrative services.

Amounts shown in the “Other” column includes activities of the Company which are primarily debt service on trust preferred securities and corporate items. Intersegment eliminations primarily consist of the Company’s interest income on deposits held by the Bank.

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Segment information as of and for the three months ended March 31, 2012 and 2011, is shown in the following table.

	Three Months Ended March 31, 2012				
(in thousands)	Community Banking	Trust and Investment Services	Other	Intersegment Eliminations	Total
Interest income	$15,342	$-	$3	$(3)	$15,342
Interest expense	1,967	-	206	$(3)	2,170
Noninterest income	2,246	983	5	-	3,234
Operating income (loss) before income taxes	5,483	558	(295)	-	5,746
Net income (loss)	3,970	404	(199)		4,175
Depreciation and amortization	964	5	-	-	969
Total assets	1,322,320	-	940	-	1,323,260
Capital expenditures	580	-	-	-	580

	Three Months Ended March 31, 2011				
(in thousands)	Community Banking	Trust and Investment Services	Other	Intersegment Eliminations	Total
Interest income	$8,661	$-	$20	$(20)	$8,661
Interest expense	1,733	-	343	$(20)	2,056
Noninterest income	993	968	10	-	1,971
Operating income (loss) before income taxes	2,455	595	(590)	-	2,460
Net income (loss)	1,851	393	(466)		1,778
Depreciation and amortization	393	5	-	-	398
Total assets	840,576	-	4,662	-	845,238
Capital expenditures	103	-	-	-	103

Note 14 – Fair Value of Financial Instruments

Determination of Fair Value

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

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

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

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Fair Value Hierarchy

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

Level 1 –Valuation is based on quoted prices in active markets for identical assets and liabilities.

Level 2 –Valuation is based on observable inputs including quoted prices in active markets for similar assets and liabilities, quoted prices for identical or similar assets and liabilities in less active markets, and model-based valuation techniques for which significant assumptions can be derived primarily from or corroborated by observable data in the market.

Level 3 –Valuation is based on model-based techniques that use one or more significant inputs or assumptions that are unobservable in the market.

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

Securities available for sale: Securities available for sale are recorded at fair value on a recurring basis. Fair value measurement is based upon quoted market prices, when available (Level 1). If quoted market prices are not available, fair values are measured utilizing independent valuation techniques of identical or similar securities for which significant assumptions are derived primarily from or corroborated by observable market data. Third party vendors compile prices from various sources and may determine the fair value of identical or similar securities by using pricing models that consider observable market data (Level 2). Federal Reserve Bank of Richmond and FHLB stocks are carried at cost since no ready market exists and there is no quoted market value. The Company is required to own stock in these entities as long as it is a member. Therefore, they have been excluded from the table below.

The following table presents the balances of financial assets and liabilities measured at fair value on a recurring basis during the period (in thousands):

		Fair Value Measurements at March 31, 2012 Using		
Description	Balance as of March 31, 2012	Quoted Prices in Active Markets for Identical Assets Level 1	Significant Other Observable Inputs Level 2	Significant Unobservable Inputs Level 3
Assets:				
Securities available for sale:				
Federal agencies and GSEs	$ 40,767	$ -	$ 40,767	$ -
Mortgage-backed and CMOs	103,053	-	103,053	-
State and municipal	191,183	-	191,183	-
Corporate	2,373	-	2,042	331

Total	$ 337,376	$ -	$ 337,045	$ 331

		Fair Value Measurements at December 31, 2011 Using		
Description	Balance as of December 31, 2011	Quoted Prices in Active Markets for Identical Assets Level 1	Significant Other Observable Inputs Level 2	Significant Unobservable Inputs Level 3
Assets:				
Securities available for sale:				
Federal agencies and GSEs	$ 32,679	$ -	$ 32,679	$ -
Mortgage-backed and CMOs	103,904	-	103,904	-
State and municipal	194,405	-	194,405	-
Corporate	2,378	-	2,054	324
Total	$ 333,366	$ -	$ 333,042	$ 324

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	Fair Value Measurements Using Significant Unobservable Inputs (Level 3)					
		Total Realized / Unrealized Gains (Losses) Included in				
	Balances as of January 1, 2012	Net Income	Other Comprehensive Income	Purchases, Sales, Issuances and Settlements, Net	Transfer In (Out) of Level 3	Balances as of March 31, 2012
Securities available for sale:						
Corporate	$ 324	$ 7	$ -	$ -	$ -	331
Total assets	$ 324	$ 7	$ -	$ -	$ -	$ 331

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

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

Loans held for sale: Loans held for sale are carried at estimated fair value. These loans currently consist of one-to-four family residential loans originated for sale in the secondary market. Fair value is based on the price secondary markets are currently offering for similar loans using observable market data which is not materially different than cost due to the short duration between origination and sale (Level 2). As such, the Company records any fair value adjustments on a nonrecurring basis. No nonrecurring fair value adjustments were recorded on loans held for sale during the period ended March 31, 2012. Gains and losses on the sale of loans are recorded within income from mortgage banking on the Consolidated Statements of Income.

Impaired loans: Loans are designated as impaired when, in the judgment of management based on current information and events, it is probable that all amounts due according to the contractual terms of the loan agreement will not be collected. The measurement of loss associated with impaired loans can be based on either the observable market price of the loan or the fair value of the collateral. Fair value is measured based on the value of the collateral securing the loans. Collateral may be in the form of real estate or business assets including equipment, inventory, and accounts receivable. The vast majority of the collateral is real estate. The value of real estate collateral is determined utilizing an income or market valuation approach based on an appraisal conducted by an independent, licensed appraiser outside of the Company using observable market data (Level 2). However, if the collateral is a house or building in the process of construction or if an appraisal of the real estate property is over two years old, then the fair value is considered Level 3. The value of business equipment is based upon an outside appraisal if deemed significant, or the net book value on the applicable business's financial statements if not considered significant using observable market data. Likewise, values for inventory and accounts receivables collateral are based on financial statement balances or aging reports (Level 3). Impaired loans allocated to the Allowance for Loan Losses are measured at fair value on a nonrecurring basis. Any fair value adjustments are recorded in the period incurred as provision for loan losses on the Consolidated Statements of Income.

Other real estate owned ("OREO"): Property acquired in satisfaction of loans is carried at the lower of cost or market value. The value of real estate is determined utilizing an income or market valuation approach less cost to sell based on an appraisal conducted by an independent, licensed appraiser outside of the company using observable market data (Level 2). However, if the real estate is a house or building in the process of construction or if an appraisal of the real estate property is over two years old, then the fair value is considered Level 3. OREO is measured at fair value on a nonrecurring basis. Any initial fair value adjustment is charged against the allowance for loan loss. Subsequent fair value adjustments are recorded in the period incurred and included in other noninterest expense on the Consolidated Statements of Income.

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The following table summarizes the Company's assets that were measured at fair value on a nonrecurring basis during the periods (in thousands):

		Fair Value Measurements at March 31, 2012 Using		
Description	Balance as of March 31, 2012	Quoted Prices in Active Markets for Identical Assets Level 1	Significant Other Observable Inputs Level 2	Significant Unobservable Inputs Level 3
Assets:				
Loans held for sale	$ 3,774	$ -	$ 3,774	$ -
Impaired loans, net of valuation allowance	1,204	-	1,204	-
Other real estate owned	6,369	-	6,369	-

		Fair Value Measurements at December 31, 2011 Using		
Description	Balance as of December 31, 2011	Quoted Prices in Active Markets for Identical Assets Level 1	Significant Other Observable Inputs Level 2	Significant Unobservable Inputs Level 3
Assets:				
Loans held for sale	$ 6,330	$ -	$ 6,330	$ -
Impaired loans, net of valuation allowance	1,142	-	1,142	-
Other real estate owned	5,353	-	5,353	-

The carrying values and estimated fair values of the Company's financial instruments as of March 31, 2012 are as follows (in thousands):

		Fair Value Measurement at March 31, 2012 using			
Financial Assets:	Carrying Value	Quoted Prices in Active Markets for Identical Assets Level 1	Significant Other Observable Inputs Level 2	Significant Observable Inputs Level 3	Fair Value Balance
Cash and cash equivalents	$ 54,846	$ 54,846	$ -	$ -	$ 54,846

Securities available for sale	337,376	-	337,045	331	337,376
Loans held for sale	3,774	-	3,774	-	3,774
Loans, net of allowance	804,780	-	798,508	-	798,508
Bank owned life insurance	13,165	-	13,165	-	13,165
Accrued interest receivable	4,884	-	4,884	-	4,884
Financial Liabilities:					
Deposits	$ 1,074,730	$ -	$ 1,079,318	$ -	$ 1,079,318
Repurchase agreements	48,651	-	48,651	-	48,651
Other borrowings	10,175	-	11,120	-	11,120
Trust preferred capital notes	27,237	-	23,659	-	23,659
Accrued interest payable	789	-	789	-	789

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The Company has one Level 3 security, a trust preferred security issued by a community bank. It is a Level 3 security under the three-tier fair value hierarchy because of an absence of observable inputs for these and similar securities in the debt markets. The Company acquired this security in connection with merger with MidCarolina and obtained an independent third party appraisal of the fair value at July 1, 2011. Because of the lack of observable inputs, the valuation was completed using a discounted cash flow computation, adjusted for an estimated default rate determined by reviewing industry statistics. The merger date initial fair value estimate of the security was 67.28% of its $500,000 par, or $336,000. Approximately $147,000 of this impairment was attributed to factors other than credit, and $17,000 was attributable to credit factors.

The carrying values and estimated fair values of the Company's financial instruments as of December 31, 2011 are as follows (in thousands):

		Fair Value Measurements at December 31, 2011 using			
		Quoted Prices in Active Markets for Identical Assets	Significant Other Observable Inputes	Significant Unobservable Inputes	Fair Value
	Carrying Value	Level 1	Level 2	Level 3	Balance
Financial Assets:					
Cash and cash equivalents	$ 28,893	$ 28,893	$ -	$ -	$ 28,893
Securities avaiable for sale	333,366	-	333,042	324	333,366
Loans held for sale	6,330	-	6,330	-	6,330
Loans, net of allowance	814,229	-	811,573	-	811,573
Bank owned life insurance	13,058	-	13,058	-	13,058
Accrued Iinterest receivable	5,091	-	5,091	-	5,091
Financial Liabilities:					
Deposits	$ 1,058,754	$ -	$ 1,066,448	$ -	$ 1,066,448
Repurchase agreements	45,575	-	45,575	-	45,575
Other borrowings	13,206	-	13,064	-	13,064
Trust preferred capital notes	27,212	-	27,184	-	27,184
Accrued interest payable	857	-	857	-	857

The following methods and assumptions were used by the Company in estimating fair value disclosures for financial instruments:

Cash and cash equivalents. The carrying amount is a reasonable estimate of fair value.

Securities. Fair values are based on quoted market prices or dealer quotes.

Loans held for sale. The carrying amount is a reasonable estimate of fair value.

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

Bank owned life insurance. Bank owned life insurance represents insurance policies on officers, directors, and past directors of the Company. The cash value of the policies are estimates using information provided by insurance carriers. These policies are carried at their cash surrender value, which approximates the fair value.

Accrued interest receivable. The carrying amount is a reasonable estimate of fair value.

Deposits. The fair value of demand deposits, savings deposits, and money market deposits equals the carrying value. The fair value of fixed-rate certificates of deposit is estimated by discounting the future cash flows using the current rates at which similar deposit instruments would be offered to depositors for the same remaining maturities.

Repurchase agreements. The carrying amount is a reasonable estimate of fair value.

Other borrowings. The fair values of other borrowings are estimated using discounted cash flow analyses based on the interest rates for similar types of borrowing arrangements.

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Trust preferred capital notes. Fair value is calculated by discounting the future cash flows using the estimated current interest rates at which similar securities would be issued.

Accrued interest payable. The carrying amount is a reasonable estimate of fair value.

Off-balance sheet instruments. The fair value of letters of credit is based on fees currently charged for similar agreements or on the estimated cost to terminate them or otherwise settle the obligations with the counterparties at the reporting date. At March 31, 2012 and December 31, 2011, the fair value of off balance sheet instruments was deemed immaterial, and therefore was not included in the previous table.

The Company assumes interest rate risk (the risk that interest rates will change) in its normal operations. As a result, the fair values of the Company's financial instruments will change when interest rates change and that change may be either favorable or unfavorable to the Company.

Note 15 – Supplemental Cash Flow Information

	Three Months Ended March 31,	
	2012	2011
Supplemental Schedule of Cash and Cash Equivalents:		
Cash and due from banks	$ 28,197	$ 14,248
Interest-bearing deposits in other banks	26,649	25,397
	$ 54,846	$ 39,645
Supplemental Disclosure of Cash Flow Information:		
Cash paid for:		
Interest on deposits and borrowed funds	$ 2,212	$ 2,116
Income taxes	-	-
Noncash investing and financing activities:		
Transfer of loans to other real estate owned	1,879	178
Unrealized gain (loss) on securities available for sale	676	959

Note 16 – Recent Accounting Pronouncements

In April 2011, the FASB issued Accounting Standards Update ("ASU") 2011-03, "Transfers and Servicing (Topic 860) – Reconsideration of Effective Control for Repurchase Agreements." The amendments in this ASU remove from the assessment of effective control (1) the criterion requiring the transferor to have the ability to repurchase or redeem the financial assets on substantially the agreed terms, even in the event of default by the transferee and (2) the collateral maintenance implementation guidance related to that criterion. The amendments in this ASU are effective for the first interim or annual period beginning on or after December 15, 2011. The guidance should be applied prospectively to transactions or modifications of existing transactions that occur on or after the effective date. Early adoption is not permitted. The adoption of the new guidance did not have a material impact on the Company's consolidated financial statements.

In May 2011, the FASB issued ASU 2011-04, "Fair Value Measurement (Topic 820) – Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs." This ASU is the result of joint efforts by the FASB and International Accounting Standards Board (IASB) to develop a single, converged fair value framework on how (not when) to measure fair value and what disclosures to provide about fair value measurements. The ASU is largely consistent with existing fair value measurement principles in U.S. GAAP (Topic 820), with many of the amendments made to eliminate unnecessary wording differences between U.S. GAAP and International Financial Reporting Standards (IFRS). The amendments are effective for interim and annual periods beginning after December 15, 2011 with prospective application. Early application is not permitted. The Company has included the required disclosures in its consolidated financial statements.

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In June 2011, the FASB issued ASU 2011-05, "Comprehensive Income (Topic 220) – Presentation of Comprehensive Income." The objective of this ASU is to improve the comparability, consistency and transparency of financial reporting and to increase the prominence of items reported in other comprehensive income by eliminating the option to present components of other comprehensive income as part of the statement of changes in stockholders' equity. The amendments require that all non-owner changes in stockholders' equity be presented either in a single continuous statement of comprehensive income or in two separate but consecutive statements. The single statement of comprehensive income should include the components of net income, a total for net income, the components of other comprehensive income, a total for other comprehensive income, and a total for comprehensive income. In the two-statement approach, the first statement should present total net income and its components followed consecutively by a second statement that should present all the components of other comprehensive income, a total for other comprehensive income, and a total for comprehensive income. The amendments do not change the items that must be reported in other comprehensive income, the option for an entity to present components of other comprehensive income either net of related tax effects or before related tax effects, or the calculation or reporting of earnings per share. The amendments in this ASU should be applied retrospectively. The amendments are effective for fiscal years and interim periods within those years beginning after December 15, 2011. Early adoption is permitted because compliance with the amendments is already permitted. The amendments do not require transition disclosures. The Company has included the required disclosures in its consolidated financial statements.

In September 2011, the FASB issued ASU 2011-08, "Intangible – Goodwill and Other (Topic 350) – Testing Goodwill for Impairment." The amendments in this ASU permit an entity to first assess qualitative factors related to goodwill to determine whether it is more likely than not that the fair value of the reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the two-step goodwill test described in Topic 350. The more-likely-than-not threshold is defined as having a likelihood of more than 50 percent. Under the amendments in this ASU, an entity is not required to calculate the fair value of a reporting unit unless the entity determines that it is more likely than not that its fair value is less than its carrying amount. The amendments in this ASU are effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011. Early adoption is permitted, including for annual and interim goodwill impairment tests performed as of a date before September 15, 2011, if an entity's financial statements for the most recent annual or interim period have not yet been issued. The adoption of the new guidance did not have a material impact on the Company's consolidated financial statements.

In December 2011, the FASB issued ASU 2011-11, "Balance Sheet (Topic 210) – Disclosures about Offsetting Assets and Liabilities." This ASU requires entities to disclose both gross information and net information about both instruments and transactions eligible for offset in the balance sheet and instruments and transactions subject to an agreement similar to a master netting arrangement. An entity is required to apply the amendments for annual reporting periods beginning on or after January 1, 2013, and interim periods within those annual periods. An entity should provide the disclosures required by those amendments retrospectively for all comparative periods presented. The Company does not expect the adoption of ASU 2011-11 to have a material impact on its consolidated financial statements.

In December 2011, the FASB issued ASU 2011-12, "Comprehensive Income (Topic 220) – Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05." The amendments are being made to allow FASB time to redeliberate whether to present on the face of the financial statements the effects of reclassifications out of accumulated other comprehensive income on the components of net income and other comprehensive income for all periods presented. While FASB is considering the operational concerns about the presentation requirements for reclassification adjustments and the needs of financial statement users for additional information about reclassification adjustments, entities should continue to report reclassifications out of accumulated other comprehensive income consistent with the presentation requirements in effect before ASU 2011-05. All other requirements in ASU 2011-05 are not affected by ASU 2011-12, including the requirement to report comprehensive income either in a single continuous financial statement or in two separate but consecutive financial statements. Public entities should apply these requirements for fiscal years, and interim periods within those years, beginning after December 15, 2011. The Company has included the required disclosures in its consolidated financial statements.

Refer to the Company's Annual Report on Form 10-K for the year ended December 31, 2011 for previously announced accounting pronouncements.

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ITEM 2 - MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The purpose of this discussion is to focus on important factors affecting the financial condition and results of operations of the Company. The discussion and analysis should be read in conjunction with the Consolidated Financial Statements.

Forward-Looking Statements

This report contains forward-looking statements with respect to the financial condition, results of operations and business of American National Bankshares Inc. (the "Company") and its wholly owned subsidiary, American National Bank and Trust Company (the "Bank"). These forward-looking statements involve risks and uncertainties and are based on the beliefs and assumptions of management of the Company and on information available to management at the time these statements and disclosures were prepared. Forward-looking statements are subject to numerous assumptions, estimates, risks, and uncertainties that could cause actual conditions, events, or results to differ materially from those stated or implied by such forward-looking statements.

A variety of factors may affect the operations, performance, business strategy, and results of the Company. Those factors include but are not limited to the following:

- Financial market volatility including the level of interest rates could affect the values of financial instruments and the amount of net interest income earned;
- General economic or business conditions, either nationally or in the market areas in which the Company does business, may be less favorable than expected, resulting in deteriorating credit quality, reduced demand for credit, or a weakened ability to generate deposits;
- Competition among financial institutions may increase and competitors may have greater financial resources and develop products and technology that enable those competitors to compete more successfully than the Company;
- Businesses that the Company is engaged in may be adversely affected by legislative or regulatory changes, including changes in accounting standards;
- The ability to retain key personnel;
- The failure of assumptions underlying the allowance for loan losses; and
- The potential for negative financial or operational impact of the completed merger with MidCarolina Financial Corporation.

Reclassification

In certain circumstances, reclassifications have been made to prior period information to conform to the 2012 presentation.

CRITICAL ACCOUNTING POLICIES

The accounting and reporting policies followed by the Company conform with U.S. generally accepted accounting principles ("GAAP") and they conform to general practices within the banking industry. The Company's critical accounting policies, which are summarized below, relate to (1) the allowance for loan losses, (2) acquired loans with specific credit-related deterioration and (3) goodwill impairment.

The financial information contained within the Company’s financial statements is, to a significant extent, financial information that is based on measures of the financial effects of transactions and events that have already occurred. A variety of factors could affect the ultimate value that is obtained when earning income, recognizing an expense, recovering an asset, or relieving a liability. In addition, GAAP itself may change from one previously acceptable method to another method.

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Allowance for Loan Losses

The allowance for loan losses is an estimate of the losses inherent in the loan portfolio at the balance sheet date. The allowance is based on two basic principles of accounting: Financial Accounting Standards Board ("FASB") Topic 450-25 Contingencies - Recognition which requires that losses be accrued when they are probable of occurring and estimable and FASB Topic 310-10 Receivables – Overall – Subsequent Measurement which requires that losses on impaired loans be accrued based on the differences between the value of collateral, present value of future cash flows, or values observable in the secondary market, and the loan balance.

The Company's allowance for loan losses has two basic components: the formula allowance and the specific allowance. Each component is determined based upon estimates. With regard to commercial loans, the formula allowance uses historical loss experience as an indicator of future losses, along with various qualitative factors, including levels and trends in delinquencies, nonaccrual loans, charge-offs and recoveries, trends in volume and terms of loans, effects of changes in underwriting standards, experience of lending staff, economic conditions, and portfolio concentrations. In the formula allowance, the migrated historical loss rate is combined with the qualitative factors, resulting in an adjusted loss factor for each risk-grade category of loans. With regard to consumer loans, the allowance calculations are calculated based on historical losses for each product category without regard to risk grade. This loss rate is combined with qualitative factors resulting in an adjusted loss factor for each product category. The period-end balances for each loan risk-grade category are multiplied by the adjusted loss factor. The formula allowance is calculated for a range of outcomes. The specific allowance uses various techniques to arrive at an estimate of loss for specifically identified impaired loans. The use of these computed values is inherently subjective and actual losses could be greater or less than the estimates.

The reserve for unfunded loan commitments is an estimate of the losses inherent in off-balance-sheet loan commitments at the balance sheet date. It is calculated by multiplying an estimated loss factor by an estimated probability of funding, and then by the period-end amounts for unfunded commitments. The reserve for unfunded loan commitments is included in other liabilities.

Acquired Loans with Specific Credit-Related Deterioration

Acquired loans with specific credit deterioration are accounted for by the Company in accordance with FASB Accounting Standards Codification 310-30. Certain acquired loans, those for which specific credit-related deterioration, since origination, is identified, are recorded at fair value reflecting the present value of the amounts expected to be collected. Income recognition on these loans is based on a reasonable expectation about the timing and amount of cash flows to be collected. Acquired loans deemed impaired and considered collateral dependent, with the timing of the sale of loan collateral indeterminate, remain on non-accrual status and have no accretable yield.

Goodwill Impairment

The Company tests goodwill on an annual basis or more frequently if events or circumstances indicate that there may have been impairment. If the carrying amount of goodwill exceeds its implied fair value, the Company would recognize an impairment loss in an amount equal to that excess. The goodwill impairment test requires management to make judgments in determining the assumptions used in the calculations. The goodwill impairment testing conducted by the Company in 2011 indicated that goodwill is not impaired and is properly recorded in the financial statements.

Non-GAAP Presentations

The analysis of net interest income in this document is performed on a taxable equivalent basis to facilitate performance comparisons among various taxable and tax-exempt assets.

Internet Access to Corporate Documents

The Company provides access to its Securities and Exchange Commission ("SEC") filings through a link on the Investors Relations page of the Company's web site at www.amnb.com. Reports available include the annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and all amendments to those reports as soon as

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reasonably practicable after the reports are filed electronically with the SEC. The information on the Company's website is not incorporated into this report or any other filing the Company makes with the SEC. The SEC maintains an Internet site that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC at www.sec.gov.

ACQUISITION OF MIDCAROLINA FINANCIAL CORPORATION

On July 1, 2011, the Company completed its merger with MidCarolina Financial Corporation ("MidCarolina") pursuant to the Agreement and Plan of Reorganization, dated December 15, 2010, between the Company and MidCarolina. MidCarolina was headquartered in Burlington, North Carolina, and engaged in banking operations through its subsidiary bank, MidCarolina Bank. The transaction has significantly expanded the Company's footprint in North Carolina, adding eight branches in Alamance and Guilford Counties.

Pursuant to the terms of the merger agreement with MidCarolina, as a result of the merger, the holders of shares of MidCarolina common stock received 0.33 shares of the Company's common stock for each share of MidCarolina common stock held immediately prior to the effective date of the merger. Each option to purchase a share of MidCarolina common stock outstanding immediately prior to the effective date of the merger was converted into an option to purchase shares of Company common stock, adjusted for the 0.33 exchange ratio. Additionally, the holders of shares of noncumulative perpetual Series A preferred stock of MidCarolina received one share of a newly authorized noncumulative perpetual Series A preferred stock of the Company for each MidCarolina preferred share held immediately before the merger. The Company's Series A preferred stock was issued with terms, preferences, rights and limitations that are identical in all material respects to the MidCarolina Series A preferred stock

The Company issued 1,626,157 shares of additional common stock in connection with the MidCarolina merger. This represents 20.9% of the outstanding shares of the Company's common stock as of March 31, 2012.

In connection with the transaction, MidCarolina Bank was merged with and into the Bank.

On November 15, 2011, the Company repurchased all 5,000 shares of the Series A preferred stock issued in the merger. The shares had a $1,000 liquidation preference per share. While the Series A preferred stock was subject to redemption at 104.5% of par during the twelve month period beginning August 15, 2011, the Company paid 62% of par, or an aggregate purchase price of $3.1 million, to repurchase all 5,000 outstanding shares from the sole holder of the securities.

The acquisition has been accretive to earnings. Most of the material changes in balance sheet and income statement categories during this reporting period are directly related to the impact of the MidCarolina merger.

MANAGEMENT INFORMATION SYSTEM CHANGES

In connection with the merger with MidCarolina, the Company converted its management information systems from an in-house data processing system to an outsourced processing strategy. Both banks' management information systems were fully integrated and converted to Jack Henry & Associates Silverlake processing system in mid-February 2012.

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RESULTS OF OPERATIONS

Earnings Performance

Three months ended March 31, 2012 and 2011

For the quarter ended March 31, 2012, the Company reported net income of $4,175,000 compared to $1,778,000 for the comparable quarter in 2011. The $2,397,000 or 134.8% increase in earnings was primarily due to the overall positive impact of the July 2011 merger with MidCarolina. The merger generated $2,302,000 in fair value, merger related adjustments, which represents approximately 40% of consolidated pretax income.

SUMMARY INCOME STATEMENT
(dollars in thousands)

For the three months ended March 31,	2012	2011	$ Change	% Change
Interest income	$ 15,342	$ 8,661	$ 6,681	77.1 %
Interest expense	(2,170)	(2,056)	(114)	5.5 %
Net interest income	13,172	6,605	6,567	99.4 %
Provision for loan losses	(733)	(337)	(396)	117.5 %
Noninterest income	3,234	1,971	1,263	64.1 %
Noninterest expense	(9,927)	(5,779)	(4,148)	71.8 %
Income tax expense	(1,571)	(682)	(889)	130.4 %
Net income	$ 4,175	$ 1,778	$ 2,397	134.8 %

Net Interest Income

Net interest income is the difference between interest income on earning assets, primarily loans and securities, and interest expense on interest bearing liabilities, primarily deposits and other funding sources. Fluctuations in interest rates as well as volume and mix changes in earning assets and interest bearing liabilities can materially impact net interest income. The following discussion of net interest income is presented on a taxable equivalent basis to facilitate performance comparisons among various taxable and tax-exempt assets, such as certain state and municipal securities. A tax rate of 35% was used in adjusting interest on tax-exempt assets to a fully taxable equivalent basis. Net interest income divided by average earning assets is referred to as the net interest margin. The net interest spread represents the difference between the average rate earned on earning assets and the average rate paid on interest bearing liabilities.

Three months ended March 31, 2012 and 2011

Net interest income on a taxable equivalent basis increased $6,753,000 or 96.4%, for the first quarter of 2012 compared to the same quarter of 2011. This increase was due primarily to the impact of the merger with MidCarolina.

For the first quarter of 2012, the Company’s yield on earnings assets was 5.38% compared to 4.74% for the first quarter of 2011. The cost of interest bearing liabilities was 0.94% compared to 1.35%. The interest rate spread was

4.44% compared to 3.39%. The net interest margin, on a fully taxable equivalent basis, was 4.65% compared to 3.66%.

Generally loan yields improved in 2012 over 2011, impacted by the merger fair value accounting and higher yields on the North Carolina loan portfolio. Investment yields fell, reflecting the general trends in the market. The cost of interest bearing liabilities generally decreased, reflecting trends in the market and active deposit pricing strategies.

The following presentation is an analysis of net interest income and related yields and rates, on a taxable equivalent basis, for the three months ended March 31, 2012 and 2011. Nonaccrual loans are included in average balances. Interest income on nonaccrual loans, if recognized, is recorded on a cash basis or when the loan returns to accrual status.

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Net Interest Income Analysis
For the Three Months Ended March 31, 2012 and 2011
(in thousands, except rates)

	Average Balance		Interest Income/Expense		Yield/Rate	
	2012	2011	2012	2011	2012	2011
Loans:						
Commercial	$ 132,100	$ 77,925	$ 1,811	$ 880	5.50 %	4.53 %
Real estate	673,876	432,688	11,118	5,695	6.60	5.26
Consumer	13,068	7,505	227	136	6.97	7.27
Total loans	819,044	518,118	13,156	6,711	6.43	5.18
Securities:						
Federal agencies & GSEs	40,551	43,345	162	323	1.60	2.98
Mortgage-backed & CMOs	99,714	59,297	529	490	2.12	3.31
State and municipal	185,331	117,916	1,976	1,408	4.26	4.78
Other	8,355	6,037	94	58	4.50	3.84
Total securities	333,951	226,595	2,761	2,279	3.31	4.02
Deposits in other banks	31,619	20,578	10	70	0.13	1.36
Total interest-earning assets	1,184,614	765,291	15,927	9,060	5.38	4.74
Non-earning assets	127,180	72,860				
Total assets	$ 1,311,794	$ 838,151				
	1,311,794					
Deposits:						
Demand	$ 170,481	$ 96,698	56	18	0.13	0.07
Money market	140,622	63,125	161	83	0.46	0.53
Savings	76,505	62,505	29	21	0.15	0.13
Time	448,934	319,776	1,591	1,458	1.42	1.83
Total deposits	836,542	542,104	1,837	1,580	0.88	1.17
Customer repurchase agreements	47,229	43,762	43	80	0.37	0.73
Other short-term borrowings	115	136	0	0	0.35	0.47
Long-term borrowings	37,421	27,855	290	396	3.10	5.69

Total interest-bearing liabilities	921,307	613,857	2,170	2,056	0.94	1.35
Noninterest bearing demand deposits	183,575	110,818				
Other liabilities	52,227	4,252				
Shareholders' equity	154,685	109,224				
Total liabilities and shareholders' equity	$ 1,311,794	$ 838,151				
Interest rate spread					4.44 %	3.39 %
Net interest margin					4.65 %	3.66 %
Net interest income (taxable equivalent basis)			13,757	7,004		
Less: Taxable equivalent adjustment			585	399		
Net interest income			$ 13,172	$ 6,605		

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Changes in Net Interest Income (Rate/Volume Analysis)
(in thousands)

	Three Months Ended March 31 2012 vs. 2011		
		Change Attributable to	
Interest income	Increase (Decrease)	Rate	Volume
Loans:			
Commercial	$ 931	$ 219	$ 712
Real estate	5,423	1,695	3,728
Consumer	91	(6)	97
Total loans	6,445	1,908	4,537
Securities:			
Federal agencies	(161)	(141)	(20)
Mortgage-backed	39	(217)	256
State and municipal	568	(164)	732
Other securities	36	11	25
Total securities	482	(511)	993
Deposits in other banks	(60)	(85)	25
Total interest income	6,867	1,312	5,555
Interest expense			
Deposits:			
Demand	38	19	19
Money market	78	(12)	90
Savings	8	3	5
Time	133	(371)	504
Total deposits	257	(361)	618
Customer repurchase agreements	(37)	(43)	6
Other borrowings	(106)	(215)	109
Total interest expense	114	(619)	733
Net interest income	$ 6,753	$ 1,931	$ 4,822

Noninterest Income

All comparisons discussed below are between the first quarter 2012 and the first quarter of 2011. The major changes between periods are related to the impact of the July 2011 merger with MidCarolina, unless otherwise noted.

Noninterest income increased to $3,234,000 in 2012 from $1,971,000 in 2011, a $1,260,000 or 63.9% increase. The major factors impacting that change are discussed below.

Fees from the management of trusts, estates, and asset management accounts decreased to $882,000 in 2012 from $928,000 in 2011, a $46,000 or 5.0% decrease. A substantial portion of trust fees are earned based on account market values, so changes in the equity markets may have a large impact on income.

Service charges on deposit accounts increased to $488,000 in 2012 from $421,000 in 2011, a $67,000 or 15.9% increase.

Other fees and commissions increased to $457,000 in 2012 from $316,000 in 2011, an increase of $141,000 or 44.6%.

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Mortgage banking income increased to $531,000 in 2012 from $147,000 in 2011, an increase of $384,000 or 261.2%.

Other income increased to $876,000 in 2012 from $158,000 in 2011, an increase of $718,000 or 454.4%. The 2012 quarter included a $495,000 gain on the sale of bank owned real estate, a former branch office site.

Noninterest Expense

All comparisons discussed below are between the first quarter 2012 and the first quarter of 2011. The major changes between periods are related to the impact of the July 2011 merger with MidCarolina, unless otherwise noted.

Noninterest expense was $9,927,000 for 2012 compared to $5,779,000 for 2011, a $4,148,000 or 71.8% increase. The major factors impacting that change are discussed below.

Salaries were $4,111,000 for 2012 compared to $2,485,000 for 2011, a $1,626,000 or 65.4% increase.

Employee benefits were $1,078,000 for 2012 compared to $541,000 for 2011, a $537,000 or 99.3% increase.

Occupancy expense was $965,000 for 2012 compared to $699,000 for 2011, a $266,000 or 38.1% increase.

The Federal Deposit Insurance Corporation ("FDIC") assessment for deposit insurance was $233,000 for 2012 compared to $205,000 for 2011, a $28,000 or 13.7% increase. The FDIC has changed to an asset based from a deposit based premium computation.

Bank franchise tax expense was $183,000 for 2012 compared to $175,000 for 2011, an $8,000 or 4.6% increase.

Core deposit intangible amortization was $547,000 for 2012 compared to $94,000 for 2011, a $453,000 increase. This change was entirely related to the impact of the merger.

Foreclosed real estate, net, was a gain of $243,000 for 2012 compared to an expense of $22,000 for 2011, a $265,000 improvement.

Other expenses were $2,802,000 for 2012 compared to $1,249,000 for 2011, a $1,553,000 or 124.3% increase. This category was negatively impacted by additional costs associated with the software conversion of approximately $190,000 and merger related expenses of $251,000.

Income Taxes

The effective tax rate for the first quarter of 2012 was 27.3% compared to 27.7% for the first quarter of 2011.

The effective tax rate is lower than the statutory rate of 35% due to income that is not taxable for Federal income tax purposes. The primary non-taxable income is that of state and municipal securities and industrial revenue bonds or loans.

Fair Value Impact to net Income

The following table presents the actual effect for the quarter ended March 31, 2012 of the accretable and amortizable fair value adjustments attributable to the MidCarolina merger on July 1, 2011 on net interest income and net income:

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(in thousands)	Income Statement Effect	Remaining Premium/ (Discount) Balance on December 31, 2011	For the three months ended March 31, 2012	Remaining Premium/ (Discount) Balance on March 31, 2012
Interest income/(expense):				
Loans	Income	$ (15,908)	$ 1,715	$ (14,193)
Accretable portion of loans acquired with deteriorated credit quality	Income	(1,029)	933	(96)
Time deposits	Income	(110)	33	(77)
Time deposits - brokered	Income	(694)	104	(590)
Time deposits - CDARs	Income	-	-	-
FHLB advances	Expense	(131)	(6)	(125)
Trust preferred securities	Expense	(2,171)	(25)	(2,146)
Net interest income			2,754	
Non-interest (expense)				
Amortization of core deposit intangible	Expense	5,652	(452)	5,200
Net non-interest expense			(452)	
Change in pretax income			$ 2,302	

Accretion related to purchased credit impaired loans includes $881,000 in accretion income associated with loan payoffs during the quarter.

Impact of Inflation and Changing Prices

The majority of assets and liabilities of a financial institution are monetary in nature and therefore differ greatly from most commercial and industrial companies that have significant investments in fixed assets or inventories. The most significant effect of inflation is on noninterest expense, which tends to rise during periods of inflation. Changes in interest rates have a greater impact on a financial institution’s profitability than do the effects of higher costs for goods and services. Through its balance sheet management practices, the Company has the ability to react to those changes and measure and monitor its interest rate and liquidity risk. During the reported periods, inflation and interest rates have been low.

CHANGES IN FINANCIAL POSITION

BALANCE SHEET ANALYSIS

Securities

The securities portfolio generates income, plays a major role in the management of interest rate sensitivity, provides a source of liquidity, is used to meet collateral requirements for public deposits, and facilitates commercial customers' repurchase agreements. The portfolio consists primarily of high credit quality, very liquid securities. Federal agency and U. S. government sponsored enterprises, mortgage-backed securities, state and municipal securities, and corporates comprise the portfolio.

The available for sale securities portfolio was $337,376,000 at March 31, 2012 compared to $333,366,000 at December 31, 2011, a $4,010,000 or 1.20% increase. At March 31, 2012, the available for sale portfolio had an amortized cost of $324,465,000, resulting in a net unrealized gain of $12,911,000.

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The Company is aware of the historically low current interest rate environment and has elected to maintain an investment strategy of purchasing high quality taxable securities of relatively short duration and longer term tax exempt securities, whose market values are not as volatile in rising rate environments as similar termed taxable investments. The Company will attempt to deploy its cash to the maximum extent practical and prudent.

Loans

The loan portfolio consists primarily of commercial and residential real estate loans, commercial loans to small and medium-sized businesses, construction and land development loans, and home equity loans.

Loans were $816,471,000 at March 31, 2012 compared to $824,758,000 at December 31, 2011, an $8,287,000 or 1.0% decrease. The net decrease in loans is primarily related to expected reductions in the former MidCarolina loan portfolio.

Loans held for sale totaled $3,774,000 at March 31, 2012, and $6,330,000 at December 31, 2011, a $2,556,000 or 40.4% decrease.

Management of the loan portfolio is organized around portfolio segments. Each segment is comprised of various loan types that are reflective of operational and regulatory management and reporting requirements. The following table presents the Company’s loan portfolio by segment as of March 31, 2012 and December 31, 2011.

(in thousands)	March 31, 2012	December 31, 2011
Commercial	$ 130,112	$ 134,166
Commercial real estate:		
Construction and land development	41,512	54,433
Commercial real estate	354,279	351,961
Residential real estate:		
Residential	188,416	179,812
Home equity	94,734	96,195
Consumer	7,418	8,191
Total loans	$ 816,471	$ 824,758

Allowance for Loan Losses

The purpose of the allowance for loan losses is to provide for probable losses in the loan portfolio. The allowance is increased by the provision for loan losses and by recoveries of previously charged-off loans. Loan charge-offs decrease the allowance.

The Company uses certain practices to manage its credit risk. These practices include (a) appropriate lending limits for loan officers, (b) a loan approval process, (c) careful underwriting of loan requests, including analysis of borrowers, collateral, and market risks, (d) regular monitoring of the portfolio, including diversification by type and geography, (e) review of loans by the Loan Review department, which operates independently of loan production, (f) regular meetings of the Credit Committees to discuss portfolio and policy changes and make decisions on large or unusual loan requests, and (g) regular meetings of the Asset Quality Committee which reviews the status of individual loans.

Risk grades are assigned as part of the origination process. From time to time risk grades may be modified as warranted by the facts and circumstances surrounding the credit.

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Calculations of the allowance for loan losses are prepared quarterly by the Loan Review department. The Company's Credit Committee, Audit Committee, and the Board of Directors review the allowance for adequacy. In determining the adequacy of the allowance, factors which are considered include, but are not limited to, historical loss experience, the size and composition of the loan portfolio, loan risk ratings, nonperforming loans, impaired loans, other problem credits, the value and adequacy of collateral and guarantors, and national, regional and local economic conditions and trends.

The Company's allowance for loan losses has two basic components: the formula allowance and the specific allowance. Each of these components is determined based upon estimates. The formula allowance uses historical loss experience as an indicator of future losses, along with various qualitative factors, including levels and trends in delinquencies, nonaccrual loans, charge-offs and recoveries, trends in volume and terms of loans, effects of changes in underwriting standards, experience of lending staff, economic conditions, and portfolio concentrations. In the formula allowance, the migrated historical loss rate is combined with the qualitative factors, resulting in an adjusted loss factor for each risk-grade category of loans. Allowance calculations for consumer loans are calculated based on historical losses for each product category without regard to risk grade. This loss rate is combined with qualitative factors resulting in an adjusted loss factor for each product category. The period-end balances for each loan risk-grade category are multiplied by the adjusted loss factor. The formula allowance is calculated for a range of outcomes. The specific allowance uses various techniques to arrive at an estimate of loss for specifically identified impaired loans. The use of these computed values is inherently subjective and actual losses could be greater or less than the estimates.

No single statistic, formula, or measurement determines the adequacy of the allowance. Management makes subjective and complex judgments about matters that are inherently uncertain, and different amounts would be reported under different conditions or using different assumptions. For analytical purposes, management allocates a portion of the allowance to specific loan categories and specific loans. However, the entire allowance is used to absorb credit losses inherent in the loan portfolio, including identified and unidentified losses.

The relationships and ratios used in calculating the allowance, including the qualitative factors, may change from period to period. Furthermore, management cannot provide assurance that in any particular period the Company will not have sizeable credit losses in relation to the amount reserved. Management may find it necessary to significantly adjust the allowance, considering current factors at the time, including economic conditions, industry trends, and ongoing internal and external examination processes. In addition, the Company is developing historical charge-off and recovery data on new loan production in the North Carolina market and renewals of previously existing performing loans in that market. The allowance is also subject to regular regulatory examinations and determinations as to adequacy, which may take into account such factors as the methodology used to calculate the allowance and the size of the allowance in comparison to peer banks.

At March 31, 2012, the allowance for loan losses was $11,691,000, compared to $10,529,000 at December 31, 2011. The allowance for loan losses as a percentage of loans at each of those dates was 1.43% and 1.28%. During the 2012 quarter, the allowance for loan losses increased by $1,162,000 or 11.0% and the loan portfolio contracted by $8,287,000 or 1.0%. As noted above, the Bank considers numerous quantitative and qualitative factors in determining its allowance.

Further, in the wake of the merger with MidCarolina, it must also consider the velocity of accretion of the fair value, credit mark in relation to the amortization of the related loan balances. A large percentage of the North Carolina portfolio is commercial real estate, with relatively short maturities, with balloon payments, and relatively long amortization periods. This structure results in more rapid accretion of the mark than amortization of loan principal. While this is not a proximate cause in and of itself for additional provision, it does result in an increased volume of loans that must be evaluated for potential loss.

The provision for loan losses for the 2012 quarter was $733,000 and the provision for the 2011 quarter was $337,000. The increased provision expense was in recognition of the larger size and complexity of the loan portfolio after the MidCarolina merger and the rapid accretion of the mark associated with the fair value loans acquired in the merger.

Net loans charge-offs totaled $(429,000) for the 2012 quarter and $1,061,000 in 2011. Recoveries exceeded charge-offs in the first quarter due to a large recovery of approximately $600,000 of a loan previously charged-off by MidCarolina. Net charge offs to average loans during the same periods totaled (0.21)% and 0.16%, respectively.

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The following table presents the Company's loan loss and recovery experience for the periods indicated (in thousands).

	Three Months Ended March 31, 2012	Year Ended December 31, 2011
Balance at beginning of period	$ 10,529	$ 8,420
Charge-offs:		
Construction and land development	-	529
Commercial real estate	-	173
Residential real estate	61	641
Home equity	-	230
Total real estate	61	1,573
Commercial and industrial	262	163
Consumer	17	127
Total charge-offs	340	1,863
Recoveries:		
Construction and land development	4	36
Commercial real estate	197	270
Residential real estate	15	40
Home equity	1	10
Total real estate	217	356
Commercial and industrial	531	373
Consumer	21	73
Total recoveries	769	802
Net charge-offs (recoveries)	(429)	1,061
Provision for loan losses	733	3,170
Balance at end of period	$ 11,691	$ 10,529

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Asset Quality Indicators

The following table provides qualitative indicators relevant to the Company's loan portfolio.

Asset Quality Ratios

	March 31, 2012		December 31, 2011	
Allowance to loans (1)	1.43	%	1.28	%
Net charge-offs (recoveries) to allowance (2)	(14.68	)	10.08	
Net charge-offs (recoveries) to average loans (2)	(0.21	)	0.16	
Nonperforming assets to total assets (1)	1.50		1.46	
Nonperforming loans to loans (1)	1.66		1.66	
Provision to net charge-offs (recoveries)	(170.86	)	298.77	
Provision to average loans (2)	0.36		0.47	
Allowance to nonperforming loans (1)	86.47		76.74	

(1) - at quarter or year-end
(2) - annualized

Nonperforming Assets (Loans and Other Real Estate Owned)

Nonperforming loans include loans on which interest is no longer accrued, accruing loans that are contractually past due 90 days or more as to principal and interest payments, and any loans classified as troubled debt restructurings. Nonperforming loans to total loans were 1.66% at both March 31, 2012 and December 31, 2011.

Nonperforming assets include nonperforming loans and other real estate. Nonperforming assets represented 1.50% of total assets at March 31, 2012, up from 1.46% at December 31, 2011. Included in nonperforming assets, there were $289,000 in troubled debt restructurings at March 31, 2012 and $617,000 at December 31, 2011.

It is the policy of the Company that any loan that becomes 90 days past due will automatically be placed on nonaccrual loan status, accrued interest reversed out of income, and further interest accrual ceased. Any payments received on such loans will be credited to principal. Loans will only be restored to full accrual status after six consecutive months of payments that were each less than 30 days delinquent. The $13,337,000 in nonaccrual loans shown on the following table includes $3,585,000 in impaired loans. The remainder represents loans which were not deemed impaired. Based on the performance of these loans and existing circumstances, management did not believe loss was probable and did not classify these loans as impaired.

Approximately two thirds of the nonaccrual loans at March 31, 2012 are North Carolina loans that were acquired at fair value at the merger date and have not experienced a material negative change since then. Most of the remainder are Virginia originated loans that are well collateralized but have experienced contractual performance issues. Therefore, it is not unexpected that impaired loans are only about one quarter of the nonaccrual total.

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The following table presents the Company’s nonperforming assets.

Nonperforming Assets
(in thousands)

	March 31, 2012	December 31, 2011
Nonaccrual loans:		
Real estate	$ 11,708	$ 11,651
Commercial	1,624	1,820
Consumer	5	49
Total nonaccrual loans	13,337	13,520
Loans past due 90 days		
and accruing interest:		
Real estate	183	197
Total past due loans	183	197
Total nonperforming loans	13,520	13,717
Foreclosed real estate	6,369	5,353
Total nonperforming assets	$ 19,889	$ 19,070

Impaired Loans

A loan is considered impaired when, based on current information and events, it is probable that the Company will be unable to collect the scheduled payments of principal or interest when due according to the contractual terms of the loan agreement. The following table shows loans that were considered impaired.

Impaired Loans
(in thousands)

	March 31, 2012	December 31, 2011
Accruing	$ 154	$ 313
Nonaccruing	3,431	2,925
Total impaired loans	$ 3,585	$ 3,238

Included in the impaired loan totals were $1,051,000 in troubled debt restructured loans at March 31, 2012 and $656,000 at December 31, 2011.

Other Real Estate Owned (Foreclosed Assets)

Foreclosed assets were carried on the consolidated balance sheets at $6,369,000 and $5,353,000 as of March 31, 2012 and December 31, 2011, respectively. Foreclosed assets are initially recorded at fair value, less estimated costs to sell, at the date of foreclosure. Loan losses resulting from foreclosure are charged against the allowance for loan losses at that time. Subsequent to foreclosure, valuations are periodically performed by management and the assets are carried at the lower of the new cost basis or fair value, less estimated costs to sell with any additional write-downs charged against earnings. For significant assets, these valuations are typically outside annual appraisals. The following table shows the Company's Other Real Estate Owned.

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Other Real Estate Owned
(in thousands)

	March 31, 2012	December 31, 2011
Construction and land development	$ 2,831	$ 3,001
Farmland	-	-
1-4 family residential	1,116	1,267
Multifamily (5 or more) residential	1,562	-
Commercial real estate	860	1,085
	$ 6,369	$ 5,353

Deposits

The Company's deposits consist primarily of checking, money market, savings, and consumer time deposits. Total deposits were $1,075,000 at March 31, 2012 compared to $1,059,000 at December 31, 2011, a $16,000 or 1.5% increase.

Shareholders' Equity

The Company's capital management strategy is to be classified as "well capitalized" under regulatory capital ratios and provide as high as possible total return to our shareholders.

Shareholders' equity was $155,024,000 at March 31, 2012 compared to $152,829,000 at December 31, 2011, an increase of $2,195,000 or 1.4%.

The Company paid cash dividends of $0.23 per share during the first quarter of 2012 while the aggregate basic and diluted earnings per share for the same period were $0.53 per share.
Banking regulators have defined minimum regulatory capital ratios that the Company and its banking subsidiary are required to maintain. These ratios take into account risk factors identified by those regulatory authorities associated with the assets and off-balance sheet activities of financial institutions. The guidelines require percentages, or "risk weights," be applied to those assets and off-balance sheet assets in relation to their perceived risk. Under the guidelines, capital strength is measured in two tiers. Tier I capital consists primarily of shareholders' equity and trust preferred capital notes, while Tier II capital consists of qualifying allowance for loan losses. "Total" capital is the combination of Tier I and Tier II capital. Another regulatory indicator of capital adequacy is the leverage ratio, which is computed by dividing Tier I capital by average quarterly assets less intangible assets.

The regulatory guidelines require that minimum total capital (Tier I plus Tier II) of 8% be held against total risk-adjusted assets, at least half of which (4%) must be Tier I capital. At March 31, 2012, the Company's Tier I and total capital ratios were 14.59% and 15.84%, respectively. At December 31, 2011, these ratios were 14.36% and 15.55%, respectively. The ratios for both periods were in excess of the regulatory requirements. The Company's leverage ratio was 10.41% and 10.23% at March 31, 2012 and December 31, 2011, respectively. The leverage ratio has a regulatory minimum of 4%, with most institutions required to maintain a ratio of 4-5%, depending upon risk profiles and other factors.

As mandated by bank regulations, the following five capital categories are identified for insured depository institutions: "well capitalized," "adequately capitalized," "undercapitalized," "significantly undercapitalized," and "critically undercapitalized." These regulations require the federal banking regulators to take prompt corrective action with respect to insured depository institutions that do not meet minimum capital requirements. Under the regulations, well capitalized institutions must have Tier I risk-based capital ratios of at least 6%, total risk-based capital ratios of at least 10%, and leverage ratios of at least 5%, and not be subject to capital directive orders. Management believes, as of March 31, 2012, that the Company met the requirements to be considered “well capitalized.”

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Liquidity

Liquidity is the ability of the Company to convert assets into cash or cash equivalents without significant loss and to raise additional funds by increasing liabilities. Liquidity management involves maintaining the Company's ability to meet the daily cash flow requirements of its customers, whether they are borrowers requiring funds to meet their credit needs or depositors desiring to withdraw funds. Additionally, the parent company requires cash for various operating needs including dividends to shareholders, stock repurchases, the servicing of debt, and the payment of general corporate expenses. The Company manages its exposure to fluctuations in interest rates through policies approved by the ALCO and Board of Directors, both of which receive periodic reports of the Company's interest rate risk position. The Company uses a simulation and budget model to manage the future liquidity needs of the Company.

Liquidity sources include cash and amounts due from banks, deposits in other banks, loan repayments, increases in deposits, lines of credit from the Federal Home Loan Bank of Atlanta ("FHLB") and the Federal Reserve Bank's discount window, federal funds lines of credit from two correspondent banks, and maturities and sales of securities. Management believes that these sources provide sufficient and timely liquidity.

The Company has a line of credit with the FHLB, equal to 30% of the Company's assets, subject to the amount of collateral pledged. Under the terms of its collateral agreement with the FHLB, the Company provides a blanket lien covering all of its residential first mortgage loans and home equity lines of credit. In addition, the Company pledges as collateral its capital stock in and deposits with the FHLB. At March 31, 2012, principal advance obligations to the FHLB consisted of $10,175,000 in fixed-rate, long-term advances compared to $10,206,000 in long-term advances and $3,000,000 in short-term advances at December 31, 2011. The Company also had outstanding $72,000,000 in letters of credit at March 31, 2012 and $40 million in letters of credit at December 31, 2011. The letters of credit provide the Bank with alternate collateral for securing public entity deposits above Federal Deposit Insurance Corporation insurance levels, thereby providing less need for collateral pledging from the securities portfolio.

The Company had fixed-rate term advance borrowing contracts with the FHLB as of March 31, 2012, with the following final maturities:

	Amount	Maturity Date
$	9,875,000	April 2011
	300,000	March 2014
$	10,175,000	

The Company has federal funds lines of credit established with two correspondent banks in the amounts of $15,000,000 and $10,000,000, and has access to the Federal Reserve Bank's discount window. There were no amounts outstanding under these facilities at March 31, 2012.

As a result of the merger with MidCarolina, the Company acquired a relationship with Promontory Network, the sponsoring entity for the Certificate of Deposit Account Registry Service ("CDARS"). Through CDARS, the Company is able to provide deposit customers with access to aggregate FDIC insurance in amounts far exceeding $250,000. This gives the Company the ability, as and when needed, to attract and retain large deposits from insurance and other safety conscious customers. CDARS are classified as brokered deposits, however they are generally derived from customers with whom our institution has or wishes to have a direct and ongoing relationship. As a result, management considers these deposits functionally in the same category as core deposits. With CDARS, the Company has the option to keep deposits on balance sheet or sell them to other members of the network. Additionally, subject to certain limits, the Bank can use CDARS purchase cost-effective funding without collateralization and in lieu of generating funds through traditional brokered CDs or the FHLB. In this manner, CDARS can provide the Company with another funding option. Thus, CDARS serves as a deposit-gathering tool and liquidity management tool.

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Off-Balance-Sheet Activities

The Company enters into certain financial transactions in the ordinary course of performing traditional banking services that result in off-balance sheet transactions. Other than subsidiaries to issue trust preferred securities, the Company does not have any off-balance sheet subsidiaries. Off-balance sheet transactions were as follows (in thousands):

	March 31, 2012	December 31, 2011
Commitments to extend credit	$ 166,380	$ 191,957
Standby letters of credit	4,181	2,961
Mortgage loan rate-lock commitments	2,906	5,387

Commitments to extend credit to customers represent legally binding agreements with fixed expiration dates or other termination clauses. Since many of the commitments are expected to expire without being funded, the total commitment amounts do not necessarily represent future funding requirements. Standby letters of credit are conditional commitments issued by the Company guaranteeing the performance of a customer to a third party. Those guarantees are primarily issued to support public and private borrowing arrangements.

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ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Market Risk Management

Effectively managing market risk is essential to achieving the Company's financial objectives. Market risk reflects the risk of economic loss resulting from changes in interest rates and market prices. The Company is not subject to currency exchange risk or commodity price risk. The Company's primary market risk exposure is interest rate risk; however, market risk also includes liquidity risk. Both are discussed below.

Interest Rate Risk Management

Interest rate risk and its impact on net interest income is a primary market risk exposure. The Company manages its exposure to fluctuations in interest rates through policies approved by its Asset/Liability Investment Committee ("ALCO") and Board of Directors, both of which receive and review periodic reports of the Company's interest rate risk position.

The Company uses simulation analysis to measure the sensitivity of projected earnings to changes in interest rates. Simulation takes into account current balance sheet volumes and the scheduled repricing dates and maturities of assets and liabilities. It incorporates numerous assumptions including growth, changes in the mix of assets and liabilities, prepayments, and average rates earned and paid. Based on this information, management uses the model to project net interest income under multiple interest rate scenarios.

A balance sheet is considered asset sensitive when its earning assets (loans and securities) reprice faster than its liabilities (deposits and borrowings). An asset sensitive balance sheet will produce more net interest income when interest rates rise and less net interest income when they decline. Based on the Company's simulation analysis, management believes the Company's interest sensitivity position is asset sensitive. The simulation projects that if rates increase over a 12 month period by one percent, net interest income is expected to increase by 3.4%. Management has no expectation that market rates will decline in the near term, given the prevailing economy.

There have been no material changes to market risk as disclosed in the Company's 2011 Annual Report on Form 10-K. Refer to those disclosures for further information.

ITEM 4. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

The Company's management, including the Chief Executive Officer and Chief Financial Officer, evaluated the Company's disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934), as amended (the "Exchange Act"), as of March 31, 2012. Based on this evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures are effective to ensure that the information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in SEC rules and forms. There were no significant changes in the Company's internal controls over financial reporting that occurred during the quarter ended March 31, 2012 that have materially affected or are reasonably likely to materially affect the Company's internal control over financial reporting.

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PART II

OTHER INFORMATION

Item 1. Legal Proceedings

The nature of the business of the Company ordinarily results in a certain amount of litigation. The Company is involved in various legal proceedings, all of which are considered incidental to the normal conduct of business. Management believes that these proceedings will not have a material adverse effect on the consolidated financial position or consolidated results of operations of the Company.

Item 1A. Risk Factors

There have been no material changes to the risk factors disclosed in the Company's 2011 Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 15, 2012.

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

None

Item 3. Defaults Upon Senior Securities

None

Item 4. Mine Safety Disclosures

Not applicable

Item 5. Other Information

(a) Required 8-K disclosures
None
(b) Changes in Nominating Process
None

Item 6. Exhibits

11.0 Refer to EPS calculation in the Notes to Financial Statements
31.1 Section 302 Certification of Charles H. Majors, Chairman and Chief Executive Officer
31.2 Section 302 Certification of William W. Traynham, Senior Vice President and Chief Financial Officer
32.1 Section 906 Certification of Charles H. Majors, Chairman and Chief Executive Officer
32.2 Section 906 Certification of William W. Traynham, Senior Vice President and Chief Financial Officer

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.

AMERICAN NATIONAL BANKSHARES INC.

	/s/ Charles H. Majors
	Charles H. Majors
Date – May 10, 2012	Chairman and Chief Executive Officer
	/s/ William W. Traynham
	William W. Traynham
	Senior Vice President and
Date – May 10, 2012	Chief Financial Officer