

FIRST COMMUNITY BANCSHARES INC /NV/

Form 10-Q

May 08, 2015

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**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM 10-Q**

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)**

**OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the quarterly period ended March 31, 2015**

**Commission file number 000-19297**

**FIRST COMMUNITY BANCSHARES, INC.**

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

**Nevada**  
**(State or other jurisdiction**

**of incorporation)**

**55-0694814**  
**(IRS Employer**

**Identification No.)**

**P.O. Box 989**

**Bluefield, Virginia**  
**(Address of principal executive offices)**

**24605-0989**  
**(Zip Code)**

**(276) 326-9000**

**(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  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).  Yes  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  Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

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

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

Class Common Stock, \$1.00 Par Value; 18,960,573 shares outstanding as of May 1, 2015

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FIRST COMMUNITY BANCSHARES, INC.

FORM 10-Q

For the quarter ended March 31, 2015

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**Table of Contents****PART I. FINANCIAL INFORMATION****Item 1. Financial Statements****FIRST COMMUNITY BANCSHARES, INC.****CONDENSED CONSOLIDATED BALANCE SHEETS**

	<b>March 31, 2015</b>	<b>December 31, 2014</b>
	(Unaudited)	
<i>(Amounts in thousands, except share and per share data)</i>		
<b>Assets</b>		
Cash and due from banks	\$ 36,222	\$ 39,450
Federal funds sold	169,422	196,873
Interest-bearing deposits in banks	1,380	1,337
<b>Total cash and cash equivalents</b>	<b>207,024</b>	<b>237,660</b>
Securities available for sale	351,454	326,117
Securities held to maturity	72,897	57,948
Loans held for sale	1,174	1,792
Loans held for investment, net of unearned income:		
Covered under loss share agreements	112,724	122,240
Not covered under loss share agreements	1,558,310	1,567,176
Less allowance for loan losses	(20,252)	(20,227)
<b>Loans held for investment, net</b>	<b>1,650,782</b>	<b>1,669,189</b>
FDIC indemnification asset	26,053	27,900
Premises and equipment, net	54,955	55,844
Other real estate owned:		
Covered under loss share agreements	5,834	6,324
Not covered under loss share agreements	7,032	6,638
Interest receivable	6,188	6,315
Goodwill	100,810	100,722
Other intangible assets	6,144	6,421
Other assets	95,497	105,066
<b>Total assets</b>	<b>\$ 2,585,844</b>	<b>\$ 2,607,936</b>
<b>Liabilities</b>		
Deposits:		
Noninterest-bearing	\$ 433,422	\$ 417,729
Interest-bearing	1,557,767	1,583,030
<b>Total deposits</b>	<b>1,991,189</b>	<b>2,000,759</b>
Interest, taxes, and other liabilities	24,203	26,062

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Securities sold under agreements to repurchase	116,302	121,742
FHLB borrowings	90,000	90,000
Other borrowings	15,999	17,999
<b>Total liabilities</b>	<b>2,237,693</b>	<b>2,256,562</b>
<b>Stockholders equity</b>		
Preferred stock, undesignated par value; 1,000,000 shares authorized: Series A Noncumulative Convertible Preferred Stock, \$0.01 par value; 25,000 shares authorized; 0 and 15,151 shares outstanding at March 31, 2015, and December 31, 2014, respectively		15,151
Common stock, \$1 par value; 50,000,000 shares authorized; 21,381,779 and 20,499,683 shares issued at March 31, 2015, and December 31, 2014, respectively; 2,416,505 and 2,093,464 shares in treasury at March 31, 2015, and December 31, 2014, respectively	21,382	20,500
Additional paid-in capital	227,782	215,873
Retained earnings	144,656	141,206
Treasury stock, at cost	(41,078)	(35,751)
Accumulated other comprehensive loss	(4,591)	(5,605)
<b>Total stockholders equity</b>	<b>348,151</b>	<b>351,374</b>
<b>Total liabilities and stockholders equity</b>	<b>\$ 2,585,844</b>	<b>\$ 2,607,936</b>

*See Notes to Consolidated Financial Statements.*

Table of Contents**FIRST COMMUNITY BANCSHARES, INC.****CONDENSED CONSOLIDATED STATEMENTS OF INCOME (UNAUDITED)**

<i>(Amounts in thousands, except share and per share data)</i>	<b>Three Months Ended March 31,</b>	
	<b>2015</b>	<b>2014</b>
<b>Interest income</b>		
Interest and fees on loans held for investment	\$ 21,914	\$ 22,834
Interest on securities taxable	1,035	2,097
Interest on securities nontaxable	1,016	1,122
Interest on deposits in banks	133	30
Total interest income	24,098	26,083
<b>Interest expense</b>		
Interest on deposits	1,730	1,888
Interest on short-term borrowings	490	502
Interest on long-term debt	1,039	1,668
Total interest expense	3,259	4,058
Net interest income	20,839	22,025
Provision for loan losses	1,100	1,793
Net interest income after provision for loan losses	19,739	20,232
<b>Noninterest income</b>		
Wealth management	666	1,008
Service charges on deposit accounts	2,903	3,070
Other service charges and fees	2,008	1,771
Insurance commissions	2,127	1,964
Impairment losses on securities		(264)
Portion of losses recognized in other comprehensive income		
Net impairment losses recognized in earnings		(264)
Net (loss) gain on sale of securities	(23)	45
Net FDIC indemnification asset amortization	(1,565)	(1,134)
Other operating income	720	774
Total noninterest income	6,836	7,234
<b>Noninterest expense</b>		
Salaries and employee benefits	9,693	9,905
Occupancy expense of bank premises	1,534	1,778
Furniture and equipment	1,237	1,194
Amortization of intangible assets	277	175
FDIC premiums and assessments	415	434
Merger, acquisition, and divestiture expense	86	

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Other operating expense	4,538	5,694
Total noninterest expense	17,780	19,180
Income before income taxes	8,795	8,286
Income tax expense	2,837	2,561
Net income	5,958	5,725
Dividends on preferred stock	105	228
Net income available to common shareholders	\$ 5,853	\$ 5,497
Basic earnings per common share	\$ 0.31	\$ 0.30
Diluted earnings per common share	0.31	0.29
Cash dividends per common share	0.13	0.12
Weighted average basic shares outstanding	18,633,574	18,423,123
Weighted average diluted shares outstanding	19,344,443	19,506,647

*See Notes to Consolidated Financial Statements.*

Table of Contents**FIRST COMMUNITY BANCSHARES, INC.****CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (UNAUDITED)**

<i>(Amounts in thousands, except share and per share data)</i>	<b>Three Months Ended</b>	
	<b>March 31,</b>	
	<b>2015</b>	<b>2014</b>
<b>Comprehensive Income</b>		
Net income	\$ 5,958	\$ 5,725
Other comprehensive income, before tax:		
Available-for-sale securities:		
Unrealized gains on securities available for sale with other-than-temporary impairment		482
Unrealized gains on securities available for sale without other-than-temporary impairment	1,617	5,706
Less: reclassification adjustment for losses (gains) realized in net income	23	(45)
Less: reclassification adjustment for credit related other-than-temporary impairments recognized in net income		264
Unrealized gains on available-for-sale securities	1,640	6,407
Employee benefit plans:		
Net actuarial (loss) gain on pension and other postretirement benefit plans	(98)	29
Less: reclassification adjustment for amortization of prior service cost and net actuarial loss included in net periodic benefit cost	82	65
Unrealized (losses) gains on employee benefit plans	(16)	94
Other comprehensive income (loss), before tax	1,624	6,501
Income tax expense	(610)	(2,448)
Other comprehensive income, net of tax	1,014	4,053
<b>Total comprehensive income</b>	<b>\$ 6,972</b>	<b>\$ 9,778</b>

*See Notes to Consolidated Financial Statements.*



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## FIRST COMMUNITY BANCSHARES, INC.

CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY  
(UNAUDITED)

	Preferred Stock	Common Stock	Additional Paid-in Capital	Retained Earnings	Treasury Stock	Accumulated Other Comprehensive Income (Loss)	Total
<i>(Amounts in thousands, except share and per share data)</i>							
Balance January 1, 2014	\$ 15,251	\$ 20,493	\$ 215,663	\$ 125,826	\$ (33,887)	\$ (14,740)	\$ 328,606
Net income				5,725			5,725
Other comprehensive income						4,053	4,053
Common dividends declared \$0.12 per share				(2,208)			(2,208)
Preferred dividends declared \$15.00 per share				(228)			(228)
Preferred stock converted to common stock 6,900 shares	(100)	7	93				
Equity-based compensation expense			73				73
Common stock options exercised 554 shares					9		9
Restricted stock awards 1,761 shares				(2)	30		28
Purchase of treasury shares 131,500 shares at \$16.30 per share					(2,148)		(2,148)
Balance March 31, 2014	\$ 15,151	\$ 20,500	\$ 215,827	\$ 129,115	\$ (35,996)	\$ (10,687)	\$ 333,910
Balance January 1, 2015	\$ 15,151	\$ 20,500	\$ 215,873	\$ 141,206	\$ (35,751)	\$ (5,605)	\$ 351,374
Net income				5,958			5,958
Other comprehensive income						1,014	1,014
Common dividends declared \$0.13 per share				(2,403)			(2,403)
Preferred dividends declared \$15.00 per share				(105)			(105)
Preferred stock converted to common stock 882,096 shares	(12,784)	882	11,902				
Redemption of preferred stock 2,367 shares	(2,367)						(2,367)
Equity-based compensation expense			20				20

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Common stock options exercised 3,000 shares	(10)	51	41				
Restricted stock awards 6,594 shares	(1)	112	111				
Issuance of treasury stock to 401(k) plan 6,599 shares	(2)	112	110				
Purchase of treasury shares 339,234 shares at \$16.47 per share		(5,602)	(5,602)				
Balance March 31, 2015	\$	\$ 21,382	\$ 227,782	\$ 144,656	\$ (41,078)	\$ (4,591)	\$ 348,151

*See Notes to Consolidated Financial Statements.*



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Net decrease in federal funds purchased		(16,000)
Repayments of securities sold under agreements to repurchase	(5,440)	(5,971)
Repayments of other borrowings	(2,000)	(1)
Redemption of preferred stock	(2,367)	
Proceeds from stock options exercised	41	9
Excess tax benefit from equity-based compensation	5	1
Payments for repurchase of treasury stock	(5,602)	(2,148)
Payments of common dividends	(2,403)	(2,208)
Payments of preferred dividends	(219)	(228)
<b>Net cash used in financing activities</b>	<b>(27,555)</b>	<b>(2,599)</b>
Net (decrease) increase in cash and cash equivalents	(30,636)	22,435
Cash and cash equivalents at beginning of period	237,660	56,567
Cash and cash equivalents at end of period	\$ 207,024	\$ 79,002
<b>Supplemental transactions noncash items</b>		
Transfer of loans to other real estate	\$ 1,154	\$ 2,693
Loans originated to finance other real estate	31	

*See Notes to Consolidated Financial Statements.*

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First Community Bancshares, Inc. is a financial holding company that provides banking products and services to individuals and commercial customers through its wholly-owned subsidiary, First Community Bank (the Bank), a Virginia-chartered banking institution, and personal and commercial insurance products and services through its wholly-owned subsidiary Greenpoint Insurance Group, Inc. (Greenpoint). The Bank offers wealth management services and investment advice through its Trust Division and wholly-owned subsidiary First Community Wealth Management (FCWM), a registered investment advisory firm. Unless the context suggests otherwise, the use of the term Company refers to First Community Bancshares, Inc. (the Company) and its subsidiaries as a consolidated entity. The Company operates in one business segment, Community Banking, which consists of commercial and consumer banking, lending activities, wealth management, and insurance services. The Company's executive office is located at One Community Place, Bluefield, Virginia. As of March 31, 2015, our operations were conducted through 63 locations in 4 states: Virginia, West Virginia, North Carolina, and Tennessee.

The accompanying unaudited condensed consolidated financial statements of the Company have been prepared in accordance with generally accepted accounting principles (GAAP) in the United States for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. In the opinion of management, all adjustments, including normal recurring accruals, necessary for a fair presentation have been made. All significant intercompany balances and transactions have been eliminated in consolidation. Operating results for the interim period are not necessarily indicative of the results that may be expected for the full calendar year.

The condensed consolidated balance sheet as of December 31, 2014, has been derived from the audited consolidated financial statements included in the Company's Annual Report on Form 10-K (the 2014 Form 10-K), as filed with the Securities and Exchange Commission (the SEC) on March 3, 2015. Certain information and footnote disclosures normally included in annual consolidated financial statements prepared in accordance with GAAP have been omitted in accordance with standards for the preparation of interim consolidated financial statements. These condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and accompanying notes included in the Company's 2014 Form 10-K.

***Significant Accounting Policies***

A complete and detailed description of the Company's significant accounting policies is included in Note 1, Summary of Significant Accounting Policies, of the Notes to Consolidated Financial Statements in Part II, Item 8 of the Company's 2014 Form 10-K. A discussion of the Company's application of critical accounting estimates is included in Critical Accounting Estimates in Item 2 of this report.

***Reclassifications and Corrections***

Certain amounts reported in prior years have been reclassified to conform to the current year's presentation. These reclassifications had no effect on the Company's results of operations, financial position, or cash flow.

***Recent Accounting Pronouncements***

In February 2015, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2015-2, Consolidation (Topic 810): Amendments to the Consolidation Analysis, which (1) modifies the evaluation of whether limited partnerships and similar legal entities are VIEs or voting interest entities; (2) eliminates the

presumption that a general partner should consolidate a limited partnership; (3) affects the consolidation analysis of reporting entities involved with VIEs that have fee arrangements and related party relationships and (4) provides a scope exception from consolidation guidance for reporting entities with interests in legal entities that are required to comply with or operate in accordance with requirements that are similar to those in Rule 2a-7 of the Investment Company Act of 1940 for registered money market funds. Upon adoption, ASU 2015-2 provides for transition through either a full retrospective approach or a modified retrospective approach, which requires restatement as of the beginning of the fiscal year of adoption through a cumulative-effect adjustment to retained earnings. ASU 2015-2 is effective for annual reporting periods beginning after December 15, 2015, and interim periods within those annual periods with early adoption permitted. The Company is evaluating the impact the guidance is expected to have on the Company's financial statements.

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In January 2014, FASB issued ASU 2014-04, *Receivables - Troubled Debt Restructurings by Creditors* (Subtopic 310-40): *Reclassification of Residential Real Estate Collateralized Consumer Mortgage Loans upon Foreclosure*. The ASU clarifies when an in-substance repossession or foreclosure occurs and a creditor is considered to have received physical possession of real estate property collateralizing a consumer mortgage loan. Specifically, the new ASU requires a creditor to reclassify a collateralized consumer mortgage loan to real estate property upon obtaining legal title to the real estate collateral, or the borrower voluntarily conveying all interest in the real estate property to the lender to satisfy the loan through a deed in lieu of foreclosure or similar legal agreement. Additional disclosures are required detailing the amount of foreclosed residential real estate property held by the creditor and the recorded investment in consumer mortgages collateralized by real estate property that are in the process of foreclosure. The new guidance is effective for annual periods, and interim reporting periods within those annual periods, beginning after December 15, 2014. The adoption of this guidance did not have a material impact on the Company's financial statements, but resulted in additional disclosures. See Note 4, *Credit Quality*, to the Condensed Consolidated Financial Statements of this report.

***Acquisitions and Divestitures***

On December 12, 2014, the Company completed the sale of thirteen branches to CresCom Bank ( *CresCom* ), Charleston, South Carolina. The divestiture consisted of ten branches in the Southeastern, Coastal region of North Carolina and three branches in South Carolina, all of which were previously acquired in the FDIC-assisted acquisition of Waccamaw Bank ( *Waccamaw* ). At closing, CresCom assumed total deposits of \$215.19 million and total loans of \$70.04 million. The transaction excluded loans covered under FDIC loss share agreements. The Company recorded a net gain of \$755 thousand in connection with the divestiture, which included a deposit premium received from CresCom of \$6.45 million and goodwill allocation of \$6.45 million.

On October 24, 2014, the Company completed the acquisition of seven branches from Bank of America, National Association. At acquisition, the branches had total deposits of \$318.88 million. The Company assumed the deposits for a premium of \$5.79 million. No loans were included in the purchase. Additionally, the Company purchased the real estate or assumed the leases associated with the branches. The acquisition expanded the Company's presence by six branches in Southwestern Virginia and one branch in Central North Carolina.

***Earnings per Common Share***

Basic earnings per common share is calculated by dividing net income available to common shareholders by the weighted average number of common shares outstanding during the period. Diluted earnings per common share includes the dilutive effect of potential common stock that could be issued by the Company. In accordance with the treasury stock method of accounting, potential common stock could be issued for stock options, nonvested restricted stock awards, performance based stock awards, and convertible preferred stock. Diluted earnings per common share is calculated by dividing net income by the weighted average number of common shares outstanding for the period plus the number of dilutive potential common shares. The calculation of diluted earnings per common share excludes potential common shares that have an exercise price greater than the average market value of the Company's common stock because the effect would be antidilutive.

The following table presents the calculation of basic and diluted earnings per common share for the periods indicated:

**Three Months Ended  
March 31,**

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	<b>2015</b>	<b>2014</b>
<i>(Amounts in thousands, except share and per share data)</i>		
Net income	\$ 5,958	\$ 5,725
Dividends on preferred stock	105	228
Net income available to common shareholders	\$ 5,853	\$ 5,497
Weighted average number of common shares outstanding, basic	18,633,574	18,423,123
Dilutive effect of potential common shares from:		
Stock options	21,159	22,636
Restricted stock	1,256	730
Convertible preferred stock	677,043	1,048,486
Contingently issuable shares	11,411	11,672
Weighted average number of common shares outstanding, diluted	19,344,443	19,506,647
Basic earnings per common share	\$ 0.31	\$ 0.30
Diluted earnings per common share	0.31	0.29
Antidilutive potential common shares:		
Stock options	136,382	245,030



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During the first quarter of 2015, the Company notified holders of its 6% Series A Noncumulative Convertible Preferred Stock ( Series A Preferred Stock ) of its intent to redeem all of the outstanding shares. Prior to redemption, holders converted 12,784 shares of Series A Preferred Stock with each share convertible into 69 shares of the Company's common stock. The Company redeemed the remaining 2,367 shares for \$2.37 million along with accrued and unpaid dividends of \$9 thousand. As a result of the redemption, there were no shares of Series A Preferred Stock outstanding as of March 31, 2015, compared to 15,151 shares as of December 31, 2014 and March 31, 2014.

**Note 2. Investment Securities**

The following tables present the amortized cost and fair value of available-for-sale securities, including gross unrealized gains and losses, as of the dates indicated:

	<b>March 31, 2015</b>			
	<b>Amortized Cost</b>	<b>Unrealized Gains</b>	<b>Unrealized Losses</b>	<b>Fair Value</b>
<i>(Amounts in thousands)</i>				
U.S. Agency securities	\$ 33,934	\$ 39	\$ (731)	\$ 33,242
Municipal securities	131,448	4,782	(582)	135,648
Single issue trust preferred securities	55,837		(8,749)	47,088
Corporate securities	31,370	214	(49)	31,535
Certificates of deposit	5,000			5,000
Mortgage-backed Agency securities	98,829	618	(727)	98,720
Equity securities	222	6	(7)	221
Total	\$ 356,640	\$ 5,659	\$ (10,845)	\$ 351,454

	<b>December 31, 2014</b>			
	<b>Amortized Cost</b>	<b>Unrealized Gains</b>	<b>Unrealized Losses</b>	<b>Fair Value</b>
<i>(Amounts in thousands)</i>				
U.S. Agency securities	\$ 34,604	\$ 11	\$ (1,017)	\$ 33,598
Municipal securities	134,784	4,823	(692)	138,915
Single issue trust preferred securities	55,822		(9,685)	46,137
Corporate securities	5,000	109		5,109
Mortgage-backed Agency securities	102,506	470	(857)	102,119
Equity securities	226	19	(6)	239
Total	\$ 332,942	\$ 5,432	\$ (12,257)	\$ 326,117

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The following tables present the amortized cost and fair value of held-to-maturity securities, including gross unrealized gains and losses, as of the dates indicated:

	<b>March 31, 2015</b>			
	<b>Amortized Cost</b>	<b>Unrealized Gains</b>	<b>Unrealized Losses</b>	<b>Fair Value</b>
<i>(Amounts in thousands)</i>				
U.S. Agency securities	\$ 61,959	\$ 300	\$ (4)	\$ 62,255
Municipal securities	379	2		381
Corporate securities	10,559	92		10,651
Total	\$ 72,897	\$ 394	\$ (4)	\$ 73,287

	<b>December 31, 2014</b>			
	<b>Amortized Cost</b>	<b>Unrealized Gains</b>	<b>Unrealized Losses</b>	<b>Fair Value</b>
<i>(Amounts in thousands)</i>				
U.S. Agency securities	\$ 46,987	\$ 22	\$ (54)	\$ 46,955
Municipal securities	379	7		386
Corporate securities	10,582		(34)	10,548
Total	\$ 57,948	\$ 29	\$ (88)	\$ 57,889

The following table presents the amortized cost and fair value of available-for-sale securities and held-to-maturity securities, by contractual maturity, as of March 31, 2015. Actual maturities could differ from contractual maturities because issuers may have the right to call or prepay obligations with or without penalties.

<i>(Amounts in thousands)</i>	<b>Amortized Cost</b>	<b>Fair Value</b>
<b>Available-for-sale securities</b>		
Due within one year	\$ 1,136	\$ 1,143
Due after one year but within five years	31,823	31,908
Due after five years but within ten years	64,193	67,014
Due after ten years	155,437	147,448
	252,589	247,513
Mortgage-backed securities	98,829	98,720
Certificates of deposit	5,000	5,000
Equity securities	222	221
Total	\$ 356,640	\$ 351,454

<b>Held-to-maturity securities</b>		
Due within one year	\$ 190	\$ 191
Due after one year but within five years	72,707	73,096
Due after five years but within ten years		
Due after ten years		
Total	\$ 72,897	\$ 73,287

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The following tables present the fair values and unrealized losses for available-for-sale securities in a continuous unrealized loss position for less than 12 months and for 12 months or longer as of the dates indicated:

	<b>March 31, 2015</b>					
	<b>Less than 12 Months</b>		<b>12 Months or longer</b>		<b>Total</b>	
	<b>Fair Value</b>	<b>Unrealized Losses</b>	<b>Fair Value</b>	<b>Unrealized Losses</b>	<b>Fair Value</b>	<b>Unrealized Losses</b>
<i>(Amounts in thousands)</i>						
U.S. Agency securities	\$	\$	\$ 26,048	\$ (731)	\$ 26,048	\$ (731)
Municipal securities	13,115	(132)	10,493	(450)	23,608	(582)
Single issue trust preferred securities	10,760	(2,183)	36,328	(6,566)	47,088	(8,749)
Corporate securities	26,321	(49)			26,321	(49)
Mortgage-backed Agency securities	1,297	(4)	42,051	(723)	43,348	(727)
Equity securities			149	(7)	149	(7)
<b>Total</b>	<b>\$ 51,493</b>	<b>\$ (2,368)</b>	<b>\$ 115,069</b>	<b>\$ (8,477)</b>	<b>\$ 166,562</b>	<b>\$ (10,845)</b>

	<b>December 31, 2014</b>					
	<b>Less than 12 Months</b>		<b>12 Months or longer</b>		<b>Total</b>	
	<b>Fair Value</b>	<b>Unrealized Losses</b>	<b>Fair Value</b>	<b>Unrealized Losses</b>	<b>Fair Value</b>	<b>Unrealized Losses</b>
<i>(Amounts in thousands)</i>						
U.S. Agency securities	\$	\$	\$ 29,448	\$ (1,017)	\$ 29,448	\$ (1,017)
Municipal securities	1,112	(8)	25,007	(684)	26,119	(692)
Single issue trust preferred securities			46,137	(9,685)	46,137	(9,685)
Mortgage-backed Agency securities	2,778	(3)	45,790	(854)	48,568	(857)
Equity securities	150	(6)			150	(6)
<b>Total</b>	<b>\$ 4,040</b>	<b>\$ (17)</b>	<b>\$ 146,382</b>	<b>\$ (12,240)</b>	<b>\$ 150,422</b>	<b>\$ (12,257)</b>

The following tables present the fair values and unrealized losses for held-to-maturity securities in a continuous unrealized loss position for less than 12 months and for 12 months or longer as of the dates indicated.

	<b>March 31, 2015</b>					
	<b>Less than 12 Months</b>		<b>12 Months or longer</b>		<b>Total</b>	
	<b>Fair Value</b>	<b>Unrealized Losses</b>	<b>Fair Value</b>	<b>Unrealized Losses</b>	<b>Fair Value</b>	<b>Unrealized Losses</b>
<i>(Amounts in thousands)</i>						
U.S. Agency securities	\$ 3,754	\$ (4)	\$	\$	\$ 3,754	\$ (4)
<b>Total</b>	<b>\$ 3,754</b>	<b>\$ (4)</b>	<b>\$</b>	<b>\$</b>	<b>\$ 3,754</b>	<b>\$ (4)</b>

	<b>December 31, 2014</b>					
	<b>Less than 12 Months</b>		<b>12 Months or longer</b>		<b>Total</b>	
	<b>Fair Value</b>	<b>Unrealized Losses</b>	<b>Fair Value</b>	<b>Unrealized Losses</b>	<b>Fair Value</b>	<b>Unrealized Losses</b>
<i>(Amounts in thousands)</i>						
U.S. Agency securities	\$ 28,188	\$ (54)	\$	\$	\$ 28,188	\$ (54)
Corporate securities	10,548	(34)			10,548	(34)
<b>Total</b>	<b>\$ 38,736</b>	<b>\$ (88)</b>	<b>\$</b>	<b>\$</b>	<b>\$ 38,736</b>	<b>\$ (88)</b>

As of March 31, 2015, there were 92 individual securities in an unrealized loss position, and their combined depreciation in value represented 2.56% of the investment securities portfolio. As of December 31, 2014, there were 97 individual securities in an unrealized loss position, and their combined depreciation in value represented 3.21% of the investment securities portfolio.

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The following table presents the components of the Company's net loss or gain from the sale of securities in the periods indicated:

	<b>Three Months Ended</b>	
	<b>March 31,</b>	
	<b>2015</b>	<b>2014</b>
<i>(Amounts in thousands)</i>		
Gross realized gains	\$ 15	\$ 223
Gross realized losses	(38)	(178)
<b>Net (loss) gain on sale of securities</b>	<b>\$ (23)</b>	<b>\$ 45</b>

The carrying value of securities as security for various purposes was \$261.07 million as of March 31, 2015, and \$268.78 million as of December 31, 2014.

The Company reviews its investment portfolio quarterly for indications of OTTI. Debt securities not beneficially owned by the Company include securities issued from the U.S. Department of the Treasury ( Treasury ), municipal securities, and single issue trust preferred securities. For debt securities not beneficially owned, the Company analyzes factors such as the severity and duration of the impairment, adverse conditions within the issuing industry, prospects for the issuer, performance of the security, changes in rating by rating agencies, and other qualitative factors to determine if the impairment will be recovered. If the evaluation suggests that the impairment will not be recovered, the Company calculates the present value of the security to determine the amount of OTTI. The security is then written down to its current present value and the Company calculates and records the amount of the loss due to credit factors in earnings through noninterest income and the amount due to other factors in stockholders' equity through OCI. Temporary impairment on these securities is primarily related to changes in interest rates, certain disruptions in the credit markets, destabilization in the Eurozone, and other current economic factors. During the three months ended March 31, 2015, and March 31, 2014, the Company incurred no OTTI charges related to debt securities not beneficially owned.

Debt securities beneficially owned by the Company consist of corporate securities, certificates of deposit, and mortgage-backed securities ( MBSs ). For debt securities beneficially owned, the Company analyzes the cash flows for each applicable security to determine if an adverse change in cash flows expected to be collected has occurred. If the projected value of cash flows at the current reporting date is less than the present value previously projected, and less than the current book value, an adverse change has occurred. The Company then compares the current present value of cash flows to the current net book value to determine the credit-related portion of the OTTI. The credit-related OTTI is recorded in earnings through noninterest income and any remaining noncredit-related OTTI is recorded in stockholders' equity through OCI. During the three months ended March 31, 2015, the Company incurred no credit-related OTTI charges related to debt securities beneficially owned. During the three months ended March 31, 2014, the Company incurred credit-related OTTI charges related to debt securities beneficially owned of \$232 thousand that were associated with a non-Agency MBS that was sold in November 2014.

The following table presents the activity for credit-related losses recognized in earnings on debt securities where a portion of an OTTI was recognized in OCI for the periods indicated:

	<b>Three Months Ended</b>	
	<b>March 31,</b>	
	<b>2015</b>	<b>2014</b>
<i>(Amounts in thousands)</i>		
Beginning balance <sup>(1)</sup>	\$	\$ 7,798
Additions for credit losses on securities previously recognized		232
Ending balance	\$	\$ 8,030

(1) The beginning balance includes credit related losses included in OTTI charges recognized on debt securities in prior periods.

For equity securities, the Company considers its intent to hold or sell the security before recovery, the severity and duration of the decline in fair value of the security below its cost, the financial condition and near-term prospects of the issuer, and whether the decline appears to be related to issuer, general market, or industry conditions to determine if the impairment will be recovered. If the Company deems the impairment other-than-temporary in nature, the security is written down to its current present value and the OTTI loss is charged to earnings. During the three months ended March 31, 2015, the Company incurred no OTTI charges related to equity holdings. During the three months ended March 31, 2014, the Company incurred OTTI charges related to certain equity holdings of \$32 thousand.

**Table of Contents****Note 3. Loans****Loan Portfolio**

The Company's loans held for investment are grouped into three segments (commercial loans, consumer real estate loans, and consumer and other loans) with each segment divided into various classes. Covered loans are defined as loans acquired in FDIC-assisted transactions that are covered by loss share agreements. The following table presents loans, net of unearned income and disaggregated by class, as of the periods indicated:

<i>(Amounts in thousands)</i>	<b>March 31, 2015</b>		<b>December 31, 2014</b>	
	<b>Amount</b>	<b>Percent</b>	<b>Amount</b>	<b>Percent</b>
Non-covered loans held for investment				
Commercial loans				
Construction, development, and other land	\$ 39,628	2.37%	\$ 41,271	2.44%
Commercial and industrial	78,482	4.70%	83,099	4.92%
Multi-family residential	97,295	5.82%	97,480	5.77%
Single family non-owner occupied	137,436	8.22%	135,171	8.00%
Non-farm, non-residential	463,035	27.71%	473,906	28.05%
Agricultural	1,671	0.10%	1,599	0.09%
Farmland	28,644	1.71%	29,517	1.75%
Total commercial loans	846,191	50.63%	862,043	51.02%
Consumer real estate loans				
Home equity lines	109,158	6.53%	110,957	6.57%
Single family owner occupied	491,317	29.40%	485,475	28.74%
Owner occupied construction	35,324	2.12%	32,799	1.94%
Total consumer real estate loans	635,799	38.05%	629,231	37.25%
Consumer and other loans				
Consumer loans	69,084	4.13%	69,347	4.10%
Other	7,236	0.44%	6,555	0.39%
Total consumer and other loans	76,320	4.57%	75,902	4.49%
Total non-covered loans	1,558,310	93.25%	1,567,176	92.76%
Total covered loans	112,724	6.75%	122,240	7.24%
Total loans held for investment, net of unearned income	\$ 1,671,034	100.00%	\$ 1,689,416	100.00%
Loans held for sale	\$ 1,174		\$ 1,792	



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The following table presents the components of the Company's covered loan portfolio, disaggregated by class, as of the dates indicated:

<i>(Amounts in thousands)</i>	<b>March 31, 2015</b>	<b>December 31, 2014</b>
Covered loans		
Commercial loans		
Construction, development, and other land	\$ 10,410	\$ 13,100
Commercial and industrial	2,371	2,662
Multi-family residential	678	1,584
Single family non-owner occupied	4,846	5,918
Non-farm, non-residential	24,672	25,317
Agricultural	42	43
Farmland	697	716
Total commercial loans	43,716	49,340
Consumer real estate loans		
Home equity lines	57,415	60,391
Single family owner occupied	10,994	11,968
Owner occupied construction	512	453
Total consumer real estate loans	68,921	72,812
Consumer and other loans		
Consumer loans	87	88
Total covered loans	\$ 112,724	\$ 122,240

***Purchased Credit Impaired Loans***

Certain purchased loans are identified as impaired when fair values are established at acquisition. These purchased credit impaired (PCI) loans are aggregated into loan pools that have common risk characteristics. The Company's loan pools consist of Waccamaw commercial, Waccamaw lines of credit, Waccamaw serviced home equity lines, Waccamaw residential, Peoples Bank of Virginia (Peoples) commercial, and Peoples residential. The Company closed the Waccamaw consumer loan pool during the first quarter of 2015 due to an insignificant remaining balance. The Company estimates cash flows to be collected on PCI loans and discounts those cash flows at a market rate of interest. The following table presents the carrying and contractual unpaid principal balance of PCI loans, by acquisition, as of the dates indicated:

<i>(Amounts in thousands)</i>	<b>Peoples</b>	<b>Waccamaw</b>	<b>Other</b>	<b>Total</b>
Carrying balance, January 1, 2014	\$ 9,196	\$ 70,584	\$ 1,931	\$ 81,711
Carrying balance, December 31, 2014	7,090	53,835	1,358	62,283
Unpaid principal balance, December 31, 2014	13,669	86,641	1,401	101,711

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Carrying balance, January 1, 2015	\$ 7,090	\$ 53,835	\$ 1,358	\$ 62,283
Carrying balance, March 31, 2015	6,954	51,649	1,332	59,935
Unpaid principal balance, March 31, 2015	12,353	83,559	1,375	97,287

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The following table presents the activity in the accretable yield related to PCI loans, by acquisition, in the periods indicated:

	Peoples	Waccamaw	Other	Total
<i>(Amounts in thousands)</i>				
<b>Three months ended March 31, 2014</b>				
Balance, January 1, 2014	\$ 5,294	\$ 10,338	\$ 8	\$ 15,640
Additions	1	7		8
Accretion	(563)	(1,563)	(11)	(2,137)
Reclassifications from nonaccretable difference	337	8,977	11	9,325
Removal events	(112)	(167)		(279)
Ending balance	\$ 4,957	\$ 17,592	\$ 8	\$ 22,557
<b>Three months ended March 31, 2015</b>				
Beginning balance	\$ 4,745	\$ 19,048	\$	\$ 23,793
Additions		2		2
Accretion	(630)	(1,602)		(2,232)
Reclassifications from nonaccretable difference	1,106	2,445		3,551
Removal events	(735)	(439)		(1,174)
Ending balance	\$ 4,486	\$ 19,454	\$	\$ 23,940

Deferred loan fees totaled \$3.50 million as of March 31, 2015, and \$3.39 million as of December 31, 2014. For information concerning unfunded loan commitments, see Note 13, Litigation, Commitments and Contingencies, to the Condensed Consolidated Financial Statements of this report.

**Note 4. Credit Quality**

The Company identifies loans for potential impairment through a variety of means, including, but not limited to, ongoing loan review, renewal processes, delinquency data, market communications, and public information. If the Company determines that it is probable all principal and interest amounts contractually due will not be collected, the loan is generally deemed to be impaired. The following table presents the recorded investment and related information for loans considered to be impaired, excluding PCI loans, as of the periods indicated:

	March 31, 2015			December 31, 2014		
	Recorded Investment	Unpaid Principal Balance	Related Allowance	Recorded Investment	Unpaid Principal Balance	Related Allowance
<i>(Amounts in thousands)</i>						
Impaired loans with no related allowance:						
Commercial loans						
Single family non-owner occupied	\$ 464	\$ 464	\$	\$ 466	\$ 466	\$
Non-farm, non-residential	8,878	9,243		5,705	6,049	
Consumer real estate loans						

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Single family owner occupied	3,658	3,964		3,397	3,494	
Total impaired loans with no allowance	13,000	13,671		9,568	10,009	
Impaired loans with a related allowance:						
Commercial loans						
Single family non-owner occupied	364	364	40	367	367	45
Non-farm, non-residential	4,002	4,013	1,198	3,772	3,772	1,000
Consumer real estate loans						
Single family owner occupied	2,402	2,404	517	2,341	2,512	437
Total impaired loans with an allowance	6,768	6,781	1,755	6,480	6,651	1,482
Total impaired loans	\$ 19,768	\$ 20,452	\$ 1,755	\$ 16,048	\$ 16,660	\$ 1,482

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The following tables present the average recorded investment and interest income recognized on impaired loans, excluding PCI loans, in the periods indicated:

	For the Three Months Ended			
	March 31, 2015		March 31, 2014	
	Average Recorded Investment	Interest Income Recognized	Average Recorded Investment	Interest Income Recognized
<i>(Amounts in thousands)</i>				
Impaired loans with no related allowance:				
Commercial loans				
Commercial and industrial	\$	\$	\$ 292	\$ 12
Single family non-owner occupied	459	1	420	1
Non-farm, non-residential	8,792	163	5,918	36
Farmland			363	11
Consumer real estate loans				
Home equity lines			265	2
Single family owner occupied	3,640	100	2,101	51
Total impaired loans with no allowance	12,891	264	9,359	113
Impaired loans with a related allowance:				
Commercial loans				
Commercial and industrial			5,157	47
Multi-family residential			5,603	22
Single family non-owner occupied	361	2	372	1
Non-farm, non-residential	4,064	19	4,399	25
Consumer real estate loans				
Home equity lines			229	1
Single family owner occupied	2,374	10	4,580	34
Total impaired loans with an allowance	6,799	31	20,340	130
Total impaired loans	\$ 19,690	\$ 295	\$ 29,699	\$ 243

The Company determined that two of the six open PCI loan pools were impaired as of March 31, 2015, compared to two of seven impaired pools as of December 31, 2014, and three of seven impaired pools as of March 31, 2014. The following tables present balance and interest income related to the impaired loan pools as of the dates, and in the periods, indicated:

	March 31, 2015	December 31, 2014
<i>(Amounts in thousands)</i>		
Recorded investment	\$ 3,640	\$ 14,607
Unpaid principal balance	4,733	31,169
Allowance for loan losses	114	58

**Three Months Ended March 31,**  
**2015**                      **2014**

*(Amounts in thousands)*

Interest income recognized	\$ 90	\$ 782
Average recorded investment	3,895	49,276

As part of the ongoing monitoring of the Company's loan portfolio, management tracks certain credit quality indicators that include: trends related to the risk rating of commercial loans, the level of classified commercial loans, net charge-offs, nonperforming loans, and general economic conditions. The Company's loan review function generally analyzes all commercial loan relationships greater than \$4.0 million annually and at various times during the year. Smaller commercial and retail loans are sampled for review during the year. Loan risk ratings may be upgraded or downgraded to reflect current information identified during the loan review process.

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The Company uses a risk grading matrix to assign a risk grade to each loan in its portfolio. The general characteristics of each risk grade are as follows:

**Pass** This grade is assigned to loans with acceptable credit quality and risk. The Company further segments this grade based on borrower characteristics that include capital strength, earnings stability, liquidity leverage, and industry conditions.

**Special Mention** This grade is assigned to loans that require an above average degree of supervision and attention. These loans have the characteristics of an asset with acceptable credit quality and risk; however, adverse economic or financial conditions exist that create potential weaknesses deserving of management's close attention. If potential weaknesses are not corrected, the prospect of repayment may worsen.

**Substandard** This grade is assigned to loans that have well defined weaknesses that may make payment default, or principal exposure, possible. In order to meet repayment terms, these loans will likely be dependent on collateral liquidation, secondary repayment sources, or events outside the normal course of business.

**Doubtful** This grade is assigned to loans on nonaccrual status. These loans have the weaknesses inherent in substandard loans; however, the weaknesses are so severe that collection or liquidation in full is extremely unlikely based on current facts, conditions, and values. Due to certain specific pending factors, the amount of loss cannot yet be determined.

**Loss** This grade is assigned to loans that will be charged off or charged down when payments, including the timing and value of payments, are determined to be uncertain. This risk grade does not imply that the asset has no recovery or salvage value, but simply means that it is not practical or desirable to defer writing off, either all or a portion of, the loan balance even though partial recovery may be realized in the future.

Losses on covered loans are generally reimbursable by the FDIC at the applicable loss share percentage, 80%; therefore, covered loans are disclosed separately in the following credit quality discussion. PCI loan pools are disaggregated and included in their applicable loan class in the following discussion. PCI loans are generally not classified as nonaccrual or nonperforming due to the accrual of interest income under the accretion method of accounting.

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The following tables present loans held for investment, by internal credit risk grade, as of the periods indicated:

<i>(Amounts in thousands)</i>	<b>March 31, 2015</b>					
	<b>Pass</b>	<b>Special Mention</b>	<b>Substandard</b>	<b>Doubtful</b>	<b>Loss</b>	<b>Total</b>
<b>Non-covered loans</b>						
<b>Commercial loans</b>						
Construction, development, and other land	\$ 37,686	\$ 381	\$ 1,561	\$	\$	\$ 39,628
Commercial and industrial	76,535	592	1,355			78,482
Multi-family residential	89,366	6,977	952			97,295
Single family non-owner occupied	128,425	3,853	5,158			137,436
Non-farm, non-residential	433,629	11,988	17,418			463,035
Agricultural	1,666		5			1,671
Farmland	26,652	1,361	631			28,644
<b>Consumer real estate loans</b>						
Home equity lines	105,913	1,531	1,714			109,158
Single family owner occupied	461,699	7,463	22,155			491,317
Owner occupied construction	35,077		247			35,324
<b>Consumer and other loans</b>						
Consumer loans	68,348	467	269			69,084
Other	7,236					7,236
<b>Total non-covered loans</b>	<b>1,472,232</b>	<b>34,613</b>	<b>51,465</b>			<b>1,558,310</b>
<b>Covered loans</b>						
<b>Commercial loans</b>						
Construction, development, and other land	5,756	2,920	1,734			10,410
Commercial and industrial	2,272	82	17			2,371
Multi-family residential	490		188			678
Single family non-owner occupied	2,390	1,290	1,166			4,846
Non-farm, non-residential	12,476	4,153	8,043			24,672
Agricultural	42					42
Farmland	405		292			697
<b>Consumer real estate loans</b>						
Home equity lines	20,385	36,143	887			57,415
Single family owner occupied	6,769	1,739	2,486			10,994
Owner occupied construction	190	219	103			512
<b>Consumer and other loans</b>						
Consumer loans	87					87
Other						
<b>Total covered loans</b>	<b>51,262</b>	<b>46,546</b>	<b>14,916</b>			<b>112,724</b>
<b>Total loans</b>	<b>\$ 1,523,494</b>	<b>\$ 81,159</b>	<b>\$ 66,381</b>	<b>\$</b>	<b>\$</b>	<b>\$ 1,671,034</b>





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<i>(Amounts in thousands)</i>	December 31, 2014					
	Pass	Special Mention	Substandard	Doubtful	Loss	Total
<b>Non-covered loans</b>						
<b>Commercial loans</b>						
Construction, development, and other land	\$ 38,858	\$ 1,384	\$ 1,029	\$	\$	\$ 41,271
Commercial and industrial	81,196	616	1,287			83,099
Multi-family residential	89,503	7,007	970			97,480
Single family non-owner occupied	126,155	3,333	5,683			135,171
Non-farm, non-residential	441,385	13,028	19,493			473,906
Agricultural	1,589		10			1,599
Farmland	26,876	1,432	1,209			29,517
<b>Consumer real estate loans</b>						
Home equity lines	107,688	1,606	1,663			110,957
Single family owner occupied	454,833	8,884	21,758			485,475
Owner occupied construction	32,551		248			32,799
<b>Consumer and other loans</b>						
Consumer loans	68,592	520	235			69,347
Other	6,555					6,555
<b>Total non-covered loans</b>	<b>1,475,781</b>	<b>37,810</b>	<b>53,585</b>			<b>1,567,176</b>
<b>Covered loans</b>						
<b>Commercial loans</b>						
Construction, development, and other land	7,598	3,227	2,275			13,100
Commercial and industrial	2,528	82	52			2,662
Multi-family residential	1,400		184			1,584
Single family non-owner occupied	2,703	2,059	1,156			5,918
Non-farm, non-residential	12,672	4,341	8,304			25,317
Agricultural	43					43
Farmland	420		296			716
<b>Consumer real estate loans</b>						
Home equity lines	21,295	38,296	800			60,391
Single family owner occupied	7,094	2,040	2,834			11,968
Owner occupied construction	84	264	105			453
<b>Consumer and other loans</b>						
Consumer loans	88					88
Other						
<b>Total covered loans</b>	<b>55,925</b>	<b>50,309</b>	<b>16,006</b>			<b>122,240</b>
<b>Total loans</b>	<b>\$ 1,531,706</b>	<b>\$ 88,119</b>	<b>\$ 69,591</b>	<b>\$</b>	<b>\$</b>	<b>\$ 1,689,416</b>

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The following table presents nonaccrual loans, by loan class, as of the dates indicated:

<i>(Amounts in thousands)</i>	March 31, 2015			December 31, 2014		
	Non-covered	Covered	Total	Non-covered	Covered	Total
<b>Commercial loans</b>						
Construction, development, and other land	\$	\$ 39	\$ 39	\$	\$ 18	\$ 18
Commercial and industrial	124		124	123	34	157
Multi-family residential	346		346	245		245
Single family non-owner occupied	557	77	634	601	77	678
Non-farm, non-residential	6,064	1,560	7,624	2,334	1,317	3,651
<b>Agricultural</b>						
Farmland	57		57			
<b>Consumer real estate loans</b>						
Home equity lines	794	493	1,287	792	204	996
Single family owner occupied	7,311	508	7,819	6,389	682	7,071
Owner occupied construction		103	103		106	106
<b>Consumer and other loans</b>						
Consumer loans	134		134	68		68
<b>Total nonaccrual loans</b>	<b>\$ 15,387</b>	<b>\$ 2,780</b>	<b>\$ 18,167</b>	<b>\$ 10,556</b>	<b>\$ 2,438</b>	<b>\$ 12,994</b>

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The following tables present the aging of past due loans, by loan class, as of the dates indicated. Nonaccrual loans 30 days or more past due are included in the applicable delinquency category. There were no non-covered accruing loans contractually past due 90 days or more as of March 31, 2015, and no non-covered or covered accruing loans contractually past due 90 days or more as of December 31, 2014. Covered accruing loans contractually past due 90 days or more totaled \$60 thousand as of March 31, 2015.

	March 31, 2015				Current Loans	Total Loans
	30 - 59 Days Past Due	60 - 89 Days Past Due	90+ Days Past Due	Total Past Due		
<i>(Amounts in thousands)</i>						
Non-covered loans						
Commercial loans						
Construction, development, and other land	\$ 21	\$	\$	\$ 21	\$ 39,607	\$ 39,628
Commercial and industrial	278	192	105	575	77,907	78,482
Multi-family residential	283		109	392	96,903	97,295
Single family non-owner occupied	1,204	302	368	1,874	135,562	137,436
Non-farm, non-residential	1,200	3,830	2,289	7,319	455,716	463,035
Agricultural	5			5	1,666	1,671
Farmland	6		57	63	28,581	28,644
Consumer real estate loans						
Home equity lines	784	28	524	1,336	107,822	109,158
Single family owner occupied	4,960	1,259	3,818	10,037	481,280	491,317
Owner occupied construction		353		353	34,971	35,324
Consumer and other loans						
Consumer loans	379	85	39	503	68,581	69,084
Other					7,236	7,236
<b>Total non-covered loans</b>	<b>9,120</b>	<b>6,049</b>	<b>7,309</b>	<b>22,478</b>	<b>1,535,832</b>	<b>1,558,310</b>
Covered loans						
Commercial loans						
Construction, development, and other land	43	18	5	66	10,344	10,410
Commercial and industrial	179	95		274	2,097	2,371
Multi-family residential					678	678
Single family non-owner occupied	10		77	87	4,759	4,846
Non-farm, non-residential	46	45	1,488	1,579	23,093	24,672
Agricultural					42	42
Farmland	111			111	586	697
Consumer real estate loans						
Home equity lines	317	279	177	773	56,642	57,415
Single family owner occupied	178	33	241	452	10,542	10,994
Owner occupied construction					512	512
Consumer and other loans						
Consumer loans					87	87
Other						

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Total covered loans	884	470	1,988	3,342	109,382	112,724
Total loans	\$ 10,004	\$ 6,519	\$ 9,297	\$ 25,820	\$ 1,645,214	\$ 1,671,034

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	December 31, 2014					
	30 - 59 Days Past Due	60 - 89 Days Past Due	90+ Days Past Due	Total Past Due	Current Loans	Total Loans
<i>(Amounts in thousands)</i>						
Non-covered loans						
Commercial loans						
Construction, development, and other land						
	\$ 39	\$ 46	\$	\$ 85	\$ 41,186	\$ 41,271
Commercial and industrial	285	6	103	394	82,705	83,099
Multi-family residential	81	110		191	97,289	97,480
Single family non-owner occupied	914	513	425	1,852	133,319	135,171
Non-farm, non-residential	1,075	783	1,984	3,842	470,064	473,906
Agricultural			4	4	1,595	1,599
Farmland	89			89	29,428	29,517
Consumer real estate loans						
Home equity lines						
	492	103	571	1,166	109,791	110,957
Single family owner occupied	5,436	1,931	4,564	11,931	473,544	485,475
Owner occupied construction					32,799	32,799
Consumer and other loans						
Consumer loans						
	544	84	26	654	68,693	69,347
Other					6,555	6,555
Total non-covered loans	8,955	3,576	7,677	20,208	1,546,968	1,567,176
Covered loans						
Commercial loans						
Construction, development, and other land						
	120	17		137	12,963	13,100
Commercial and industrial	84	12	34	130	2,532	2,662
Multi-family residential					1,584	1,584
Single family non-owner occupied	122		77	199	5,719	5,918
Non-farm, non-residential	124	140	1,258	1,522	23,795	25,317
Agricultural					43	43
Farmland	3			3	713	716
Consumer real estate loans						
Home equity lines						
	858	318	168	1,344	59,047	60,391
Single family owner occupied	134	34	415	583	11,385	11,968
Owner occupied construction					453	453
Consumer and other loans						
Consumer loans						
					88	88
Other						
Total covered loans	1,445	521	1,952	3,918	118,322	122,240
Total loans	\$ 10,400	\$ 4,097	\$ 9,629	\$ 24,126	\$ 1,665,290	\$ 1,689,416

The Company may make concessions in interest rates, loan terms and/or amortization terms when restructuring loans for borrowers experiencing financial difficulty. All restructured loans to borrowers experiencing financial difficulty in excess of \$250 thousand are evaluated for a specific reserve based on either the collateral or net present value method,

whichever is most applicable. Specific reserves in the allowance for loan losses attributed to troubled debt restructurings ( TDRs ) totaled \$482 thousand as of March 31, 2015, and \$475 thousand as of December 31, 2014. Restructured loans under \$250 thousand are subject to the reserve calculation at the historical loss rate for classified loans. Certain TDRs are classified as nonperforming at the time of restructuring and are returned to performing status after six months of satisfactory payment performance; however, these loans remain identified as impaired until full payment or other satisfaction of the obligation occurs. The Company recognized interest income on TDRs of \$148 thousand for the three months ended March 31, 2015, and \$149 thousand for the three months ended March 31, 2014.

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Loans acquired with credit deterioration, with a discount, are generally not considered TDRs as long as the loans remain in the assigned loan pool. There were no covered loans recorded as TDRs as of March 31, 2015, or December 31, 2014. The following table presents loans modified as TDRs, by loan class, segregated by accrual status, as of the dates indicated:

<i>(Amounts in thousands)</i>	March 31, 2015			December 31, 2014		
	Nonaccrual <sup>(1)</sup>	Accruing	Total	Nonaccrual <sup>(1)</sup>	Accruing	Total
Commercial loans						
Single family non-owner occupied	\$	\$ 829	\$ 829	\$	\$ 1,088	\$ 1,088
Non-farm, non-residential	83	4,704	4,787	83	4,743	4,826
Consumer real estate loans						
Home equity lines		46	46		47	47
Single family owner occupied	623	8,199	8,822	471	8,412	8,883
Owner occupied construction		247	247		244	244
Total TDRs	\$ 706	\$ 14,025	\$ 14,731	\$ 554	\$ 14,534	\$ 15,088

(1) TDRs on nonaccrual status are included in the total nonaccrual loan balance disclosed in the table above. The following table presents loans modified as TDRs, by type of concession made and loan class, that were restructured during the periods indicated. The post-modification recorded investment represents the loan balance immediately following modification.

<i>(Amounts in thousands)</i>	Three Months Ended March 31, 2015		Three Months Ended March 31, 2014	
	Pre-Modification Total Recorded Contracts	Post-Modification Recorded Investment	Pre-Modification Total Recorded Contracts	Post-Modification Recorded Investment
Below market interest rate				
Single family owner occupied	\$	\$	\$	\$
Owner occupied construction			1	245
Total			1	245
Extended payment term				
Single family non-owner occupied			1	303
Non-farm, non-residential			1	134
Total			2	437
Below market interest rate and extended payment term				
Single family owner occupied			2	266
Total	\$	\$	5	\$ 948



There were no payment defaults during the three-month periods ended March 31, 2015 or March 31, 2014, related to loans modified as TDRs within the previous 12 months.

Other real estate owned ( OREO ) consists of properties acquired through foreclosure. The following table presents information related to OREO as of the dates indicated:

	<b>March 31, 2015</b>	<b>December 31, 2014</b>
<i>(Amounts in thousands)</i>		
Non-covered OREO	\$ 7,032	\$ 6,638
Covered OREO	5,834	6,324
<b>Total OREO</b>	<b>12,866</b>	<b>12,962</b>
OREO secured by residential real estate	\$ 4,562	\$ 6,155
Residential real estate loans in the foreclosure process <sup>(1)</sup>	5,007	4,561

- (1) The recorded investment in consumer mortgage loans collateralized by residential real estate that are in the process of foreclosure according to local requirements of the applicable jurisdiction.

**Note 5. Allowance for Loan Losses**

The allowance for loan losses is maintained at a level management deems adequate to absorb probable loan losses inherent in the loan portfolio. The allowance is increased by provisions charged to operations and reduced by net charge-offs. While management uses its best judgment and information available, the ultimate adequacy of the allowance is dependent on a variety of factors that may be beyond the Company's control: the performance of the Company's loan portfolio, the economy, changes in interest rates, the view of regulatory authorities towards loan classifications, and other factors. These uncertainties may result in a material change to the allowance for loan losses in the near term; however, the amount of the change cannot reasonably be estimated.

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The Company's allowance is comprised of specific reserves related to loans individually evaluated, including credit relationships, and general reserves related to loans not individually evaluated that are segmented into groups with similar risk characteristics, based on an internal risk grading matrix. General reserve allocations are based on management's judgments of qualitative and quantitative factors about macro and micro economic conditions reflected within the loan portfolio and the economy. For loans acquired in a business combination, loans identified as credit impaired at the acquisition date are grouped into pools and evaluated separately from the non-PCI portfolio. The Company aggregates PCI loans into the following pools: Waccamaw commercial, Waccamaw lines of credit, Waccamaw serviced home equity lines, Waccamaw residential, Waccamaw consumer, Peoples commercial, and Peoples residential. The Company closed the Waccamaw consumer loan pool during the first quarter of 2015 due to an insignificant remaining balance. Provisions calculated for PCI loans are offset by an adjustment to the FDIC indemnification asset to reflect the indemnified portion, 80%, of the post-acquisition exposure. While allocations are made to various portfolio segments, the allowance for loan losses, excluding reserves allocated to specific loans and PCI loan pools, is available for use against any loan loss management deems appropriate. As of March 31, 2015, management believed the allowance was adequate to absorb probable loan losses inherent in the loan portfolio.

The following table presents the aggregate activity in the allowance for loan losses in the periods indicated:

	Allowance Excluding PCI Loans	Allowance for PCI Loans	Total Allowance
<i>(Amounts in thousands)</i>			
<b>Three months ended March 31, 2014</b>			
Beginning balance	\$ 23,322	\$ 755	\$ 24,077
Provision for (recovery of) loan losses	1,852	(262)	1,590
Benefit attributable to the FDIC indemnification asset		203	203
Provision for (recovery of) loan losses charged to operations	1,852	(59)	1,793
Recovery of loan losses recorded through the FDIC indemnification asset		(203)	(203)
Charge-offs	(2,216)		(2,216)
Recoveries	347		347
Net charge-offs	(1,869)		(1,869)
Ending balance	\$ 23,305	\$ 493	\$ 23,798
<b>Three months ended March 31, 2015</b>			
Beginning balance	\$ 20,169	\$ 58	\$ 20,227
Provision for loan losses	1,090	56	1,146
Benefit attributable to the FDIC indemnification asset		(46)	(46)
Provision for loan losses charged to operations	1,090	10	1,100
		46	46

Provision for loan losses recorded through  
the FDIC indemnification asset

Charge-offs	(1,578)	(1,578)
Recoveries	457	457
Net charge-offs	(1,121)	(1,121)
Ending balance	\$ 20,138	\$ 20,252

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The following table presents the components of the activity in the allowance for loan losses, excluding PCI loans, by loan segment, in the periods indicated:

	<b>Commercial</b>	<b>Consumer Real Estate</b>	<b>Consumer and Other</b>	<b>Total</b>
<i>(Amounts in thousands)</i>				
<b>Three months ended March 31, 2014</b>				
Beginning balance	\$ 16,090	\$ 6,597	\$ 635	\$ 23,322
Provision for loan losses charged to operations	1,218	485	149	1,852
Loans charged off	(1,051)	(710)	(455)	(2,216)
Recoveries credited to allowance	82	21	244	347
Net charge-offs	(969)	(689)	(211)	(1,869)
Ending balance	\$ 16,339	\$ 6,393	\$ 573	\$ 23,305
<b>Three months ended March 31, 2015</b>				
Beginning balance	\$ 13,010	\$ 6,489	\$ 670	\$ 20,169
Provision for loan losses charged to operations	650	215	225	1,090
Loans charged off	(681)	(402)	(495)	(1,578)
Recoveries credited to allowance	75	144	238	457
Net chargeoffs	(606)	(258)	(257)	(1,121)
Ending balance	\$ 13,054	\$ 6,446	\$ 638	\$ 20,138

The following table presents the components of the activity in the allowance for loan losses for PCI loans, by loan segment, in the periods indicated:

	<b>Commercial</b>	<b>Consumer Real Estate</b>	<b>Consumer and Other</b>	<b>Total</b>
<i>(Amounts in thousands)</i>				
<b>Three months ended March 31, 2014</b>				
Beginning balance	\$ 77	\$ 678	\$	\$ 755
Purchased impaired recovery	(69)	(193)		(262)
Benefit attributable to FDIC indemnification asset	55	148		203
Recovery of loan losses charged to operations	(14)	(45)		(59)
Recovery of loan losses recorded through the FDIC indemnification asset	(55)	(148)		(203)
Ending balance	\$ 8	\$ 485	\$	\$ 493

**Three months ended March 31, 2015**

Beginning balance	\$	37	\$	21	\$	58
Purchased impaired (recovery) provision		(37)		93		56
Benefit attributable to FDIC indemnification asset		29		(75)		(46)
(Recovery of) provision for loan losses charged to operations		(8)		18		10
(Recovery of) provision for loan losses recorded through the FDIC indemnification asset		(29)		75		46
Ending balance	\$		\$	114	\$	114

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The following tables present the Company's allowance for loan losses and recorded investment in loans evaluated for impairment, excluding PCI loans, by loan class, as of the dates indicated:

<i>(Amounts in thousands)</i>	<b>March 31, 2015</b>			
	<b>Loans Individually Evaluated for Impairment</b>	<b>Allowance for Loans Individually Evaluated</b>	<b>Loans Collectively Evaluated for Impairment</b>	<b>Allowance for Loans Collectively Evaluated</b>
<b>Commercial loans</b>				
Construction, development, and other land	\$	\$	\$ 47,281	\$ 1,253
Commercial and industrial			80,480	541
Multi-family residential			97,803	1,772
Single family non-owner occupied	828	40	136,621	3,103
Non-farm, non-residential	12,881	1,198	460,597	4,949
Agricultural			1,713	13
Farmland			29,341	185
<b>Total commercial loans</b>	<b>13,709</b>	<b>1,238</b>	<b>853,836</b>	<b>11,816</b>
<b>Consumer real estate loans</b>				
Home equity lines			131,002	1,290
Single family owner occupied	6,060	517	494,584	4,404
Owner occupied construction			35,503	235
<b>Total consumer real estate loans</b>	<b>6,060</b>	<b>517</b>	<b>661,089</b>	<b>5,929</b>
<b>Consumer and other loans</b>				
Consumer loans			69,169	638
Other			7,236	
<b>Total consumer and other loans</b>			<b>76,405</b>	<b>638</b>
<b>Total loans, excluding PCI loans</b>	<b>\$ 19,769</b>	<b>\$ 1,755</b>	<b>\$ 1,591,330</b>	<b>\$ 18,383</b>

<i>(Amounts in thousands)</i>	<b>December 31, 2014</b>			
	<b>Loans Individually Evaluated for Impairment</b>	<b>Allowance for Loans Individually Evaluated</b>	<b>Loans Collectively Evaluated for Impairment</b>	<b>Allowance for Loans Collectively Evaluated</b>
<b>Commercial loans</b>				
Construction, development, and other land	\$	\$	\$ 51,608	\$ 1,151
Commercial and industrial			85,353	690
Multi-family residential			98,880	1,917
Single family non-owner occupied	833	45	135,223	3,183

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Non-farm, non-residential	9,477	1,000	475,353	4,805
Agricultural			1,642	13
Farmland			30,233	206
<b>Total commercial loans</b>	<b>10,310</b>	<b>1,045</b>	<b>878,292</b>	<b>11,965</b>
Consumer real estate loans				
Home equity lines			134,006	1,330
Single family owner occupied	5,738	437	489,820	4,498
Owner occupied construction			32,983	224
<b>Total consumer real estate loans</b>	<b>5,738</b>	<b>437</b>	<b>656,809</b>	<b>6,052</b>
Consumer and other loans				
Consumer loans			69,429	670
Other			6,555	
<b>Total consumer and other loans</b>			<b>75,984</b>	<b>670</b>
<b>Total loans, excluding PCI loans</b>	<b>\$ 16,048</b>	<b>\$ 1,482</b>	<b>\$ 1,611,085</b>	<b>\$ 18,687</b>



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The following table presents the Company's allowance for loan losses related to PCI loans and recorded investment in PCI loans, by loan pool, as of the dates indicated:

<i>(Amounts in thousands)</i>	March 31, 2015		December 31, 2014	
	Loan Pools	Allowance for Loan Pools With Impairment	Loan Pools	Allowance for Loan Pools With Impairment
<b>Commercial loans</b>				
Waccamaw commercial	\$ 13,210	\$	\$ 13,392	\$ 37
Waccamaw lines of credit	429		461	
Peoples commercial	5,753		5,875	
Other	1,332		1,358	
<b>Total commercial loans</b>	<b>20,724</b>		<b>21,086</b>	<b>37</b>
<b>Consumer real estate loans</b>				
<b>Waccamaw serviced home equity lines</b>				
Waccamaw residential	35,571		37,342	
Peoples residential	2,439	94	2,638	
	1,201	20	1,215	21
<b>Total consumer real estate loans</b>	<b>39,211</b>	<b>114</b>	<b>41,195</b>	<b>21</b>
<b>Consumer and other loans</b>				
Waccamaw consumer			2	
<b>Total loans</b>	<b>\$ 59,935</b>	<b>\$ 114</b>	<b>\$ 62,283</b>	<b>\$ 58</b>

**Note 6. FDIC Indemnification Asset**

The Company entered into loss share agreements with the FDIC in 2012 in connection with the FDIC-assisted acquisition of Waccamaw. Under the loss share agreements, the FDIC agreed to cover 80% of most loan and foreclosed real estate losses. Certain expenses incurred in relation to these covered assets are reimbursable by the FDIC. Estimated reimbursements are netted against the expense on covered assets in the Company's consolidated statements of income. The following table presents activity in the FDIC indemnification asset in the periods indicated:

<i>(Amounts in thousands)</i>	Three Months Ended March 31,	
	2015	2014
Beginning balance	\$ 27,900	\$ 34,691
Increase (decrease) in estimated losses on covered loans	46	(203)
Increase in estimated losses on covered OREO	69	149
Reimbursable expenses from the FDIC	291	150
Net amortization	(1,565)	(1,134)
Reimbursements from the FDIC	(688)	(1,143)

Ending balance	\$	26,053	\$	32,510
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The following table presents the components of deposits as of the dates indicated:

	March 31, 2015	December 31, 2014
<i>(Amounts in thousands)</i>		
Noninterest-bearing demand deposits	\$ 433,422	\$ 417,729
Interest-bearing deposits:		
Interest-bearing demand deposits	341,300	353,874
Money market accounts	220,304	225,196
Savings deposits	313,285	300,282
Certificates of deposit	538,272	557,352
Individual retirement accounts	144,606	146,326
 Total interest-bearing deposits	 1,557,767	 1,583,030
 Total deposits	 \$ 1,991,189	 \$ 2,000,759

**Note 8. Borrowings**

The following table presents the composition of borrowings as of the dates indicated:

	March 31, 2015	December 31, 2014
<i>(Amounts in thousands)</i>		
Securities sold under agreements to repurchase:		
Retail	\$ 66,302	\$ 71,742
Wholesale	50,000	50,000
 Total securities sold under agreements to repurchase	 116,302	 121,742
FHLB borrowings	90,000	90,000
Subordinated debt	15,464	15,464
Other debt	535	2,535
 Total borrowings	 \$ 222,301	 \$ 229,741

Short-term borrowings generally consist of federal funds purchased and retail repurchase agreements, which are typically collateralized with agency MBS. There were no federal funds purchased as of March 31, 2015, or December 31, 2014. The weighted average rate of federal funds purchased was 0.34% as of December 31, 2014. The weighted average rate of retail repurchase agreements was 0.12% as of March 31, 2015, and 0.13% as of December 31, 2014.

Long-term borrowings consist of wholesale repurchase agreements; FHLB borrowings, including convertible and callable advances; and other obligations. The weighted average contractual rate of wholesale repurchase agreements was 3.71% as of March 31, 2015, and December 31, 2014. The weighted average contractual rate of FHLB borrowings was 4.07% as of March 31, 2015, and December 31, 2014. The following schedule presents the contractual maturities of wholesale repurchase agreements and FHLB borrowings, by year, as of March 31, 2015:

	<b>Wholesale Repurchase Agreements</b>	<b>FHLB Borrowings</b>	<b>Total</b>
<i>(Amounts in thousands)</i>			
2015	\$	\$	\$
2016	25,000		25,000
2017		40,000	40,000
2018			
2019	25,000		25,000
2020 and thereafter		50,000	50,000
	\$ 50,000	\$ 90,000	\$ 140,000
Weighted average maturity (in years)	2.83	4.14	3.67

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The FHLB may redeem callable advances at quarterly intervals after various lockout periods, which could substantially shorten the lives of the advances. If called, the advance may be paid in full or converted into another FHLB credit product. Prepayment of an advance may result in substantial penalties based on the differential between the contractual note and current advance rate for similar maturities.

The Company is required to pledge qualifying collateral to secure FHLB advances and letters of credit. As of March 31, 2015, the Company provided for two FHLB letters of credit to collateralize public unit deposits totaling \$6.18 million. FHLB borrowings were secured by qualifying loans that totaled \$991 thousand as of March 31, 2015, and \$981 thousand as of December 31, 2014. Unused borrowing capacity with the FHLB, net of FHLB letters of credit, totaled \$420.81 million as of March 31, 2015.

Subordinated debt consists of Company-issued junior subordinated debentures ( Debentures ). The Company-issued Debentures totaling \$15.46 million to the Trust in October 2003 with an interest rate of three-month London InterBank Offered Rate ( LIBOR ) plus 2.95%. The Trust was able to purchase the Debentures through the issuance of trust preferred securities, which had substantially identical terms as the Debentures. The Debentures mature on October 8, 2033, and are currently callable quarterly. Net proceeds from the offering were contributed as capital to the Bank to support further growth. The Company's obligations under the Debentures and other relevant Trust agreements, in aggregate, constitute a full and unconditional guarantee by the Company of the Trust's obligations. The preferred securities issued by the Trust are not included in the Company's consolidated balance sheets; however, these securities qualify as Tier 1 capital for regulatory purposes, subject to guidelines issued by the Board of Governors of the Federal Reserve System ( Federal Reserve ). The Federal Reserve's quantitative limits did not prevent the Company from including all \$15.46 million in trust preferred securities outstanding in Tier 1 capital as of March 31, 2015, and December 31, 2014.

The Company maintains a \$15.00 million unsecured, committed line of credit with an unrelated financial institution that carries an interest rate of one-month LIBOR plus 2.00% and matures in April 2015. As of March 31, 2015, there was no outstanding balance on the line compared to an outstanding balance of \$2.00 million as of December 31, 2014.

## **Note 9. Derivative Instruments and Hedging Activities**

The Company primarily uses derivative instruments to protect against the risk of adverse price or interest rate movements on the value of certain assets and liabilities and on future cash flows. Derivative instruments represent contracts between parties that usually require little or no initial net investment and result in one party delivering cash or another asset to the other party based on a notional amount and an underlying asset as specified in the contract. These derivative instruments may consist of interest rate swaps, floors, caps, collars, futures, forward contracts, and written and purchased options. Derivative instruments are subject to counterparty credit risk due to the possibility that the Company will incur a loss because a counterparty, which may be a bank, a broker-dealer or a customer, fails to meet its contractual obligations. This risk is measured as the expected positive replacement value of contracts. Derivative contracts may be executed only with exchanges or counterparties approved by the Company's Asset/Liability Management Committee.

As of March 31, 2015, the Company's derivative instruments consisted of IRLCs, forward sale loan commitments, and interest rate swaps. Generally, derivative instruments help the Company manage exposure to market risk and meet customer financing needs. Market risk represents the possibility that economic value or net interest income will be adversely affected by fluctuations in external factors such as interest rates, market-driven loan rates, prices, or other economic factors.

*IRLCs and forward sale loan commitments.* In the normal course of business, the Company enters into IRLCs with customers on mortgage loans intended to be sold in the secondary market and commitments to sell those originated mortgage loans. The Company enters into IRLCs to provide potential borrowers an interest rate guarantee. Once a mortgage loan is closed and funded, it is included within loans held for sale and awaits sale and delivery into the secondary market. From the date we issue the commitment through the date of sale into the secondary market, the Company has exposure to interest rate movement resulting from the risk that interest rates will change from the rate quoted to the borrower. Due to these interest rate fluctuations, the Company's balance of mortgage loans held for sale is subject to changes in fair value. Typically, the fair value of these loans declines when interest rates rise and increase when interest rates decline. The fair values of the Company's IRLCs and forward sale loan commitments are recorded at fair value as a component of other assets and other liabilities in the consolidated balance sheets. These derivatives do not qualify as hedging instruments; therefore, changes in fair value are recorded in earnings.

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*Interest rate swaps.* The Company uses interest rate swap contracts to modify its exposure to interest rate risk caused by changes in the LIBOR curve in relation to certain designated fixed rate loans. These instruments are used to convert these fixed rate loans to an effective floating rate. If the LIBOR rate falls below the loan's stated fixed rate for a given period, the Company will owe the floating rate payer the notional amount times the difference between LIBOR and the stated fixed rate. If LIBOR is above the stated rate for a given period, the Company will receive payments based on the notional amount times the difference between LIBOR and the stated fixed rate. The Company's interest rate swaps qualify as fair value hedging instruments; therefore, changes in the fair value of the derivative and of the hedged item attributable to the hedged risk are recognized in earnings in the same period.

The Company entered into a fourteen-year, \$1.20 million notional interest rate swap agreement in March 2015, a fifteen-year, \$4.37 million notional interest rate swap agreement in February 2014, and a ten-year, \$3.50 million notional interest rate swap agreement in October 2013. The loan hedged by the October 2013 swap paid off in 2014. The swap agreements, which are accounted for as fair value hedges, and the loans hedged by the agreements are recorded at fair value. The fair value hedges were effective as of March 31, 2015.

The following table presents the aggregate contractual or notional amounts of the Company's derivative instruments as of the dates indicated:

<i>(Amounts in thousands)</i>	March 31, 2015	December 31, 2014	March 31, 2014
	Notional or Contractual Amount	Notional or Contractual Amount	Notional or Contractual Amount
Derivatives designated as hedges:			
Interest rate swaps	\$ 5,604	\$ 4,363	\$ 7,872
Derivatives not designated as hedges:			
IRLCs	4,777	1,391	2,039
Forward sale loan commitments	5,951	3,183	3,782
Total derivatives not designated as hedges	10,728	4,574	5,821
Total derivatives	\$ 16,332	\$ 8,937	\$ 13,693

The following table presents the fair values of the Company's derivative instruments as of the dates indicated:

<i>(Amounts in thousands)</i>	March 31, 2015		December 31, 2014		March 31, 2014	
	Derivative Assets	Derivative Liabilities	Derivative Assets	Derivative Liabilities	Derivative Assets	Derivative Liabilities
Derivatives designated as hedges:						
Interest rate swaps	\$	\$ 318	\$	\$ 209	\$	\$ 59
Derivatives not designated as hedges:						

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IRLCs	21		5			7
Forward sale loan commitments		21		5	7	
Total derivatives not designated as hedges	21	21	5	5	7	7
Total derivatives	\$ 21	\$ 339	\$ 5	\$ 214	\$ 7	\$ 66

The Company's derivative and hedging activity had no effect on the statement of income for the three months ended March 31, 2015 or 2014.



**Table of Contents****Note 10. Employee Benefit Plans**

The Company maintains the Supplemental Executive Retention Plan ( SERP ) for key members of senior management. The following table presents the components of the SERP s net periodic pension cost in the periods indicated:

	<b>Three Months Ended March 31,</b>	
	<b>2015</b>	<b>2014</b>
<i>(Amounts in thousands)</i>		
Service cost	\$ 33	\$ 26
Interest cost	70	73
Amortization of losses	2	
Amortization of prior service cost	47	47
<b>Net periodic cost</b>	<b>\$ 152</b>	<b>\$ 146</b>

The Company maintains the Directors Supplemental Retirement Plan (the Directors Plan ) for non-management directors. The following table presents the components of the Directors Plan s net periodic pension cost in the periods indicated:

	<b>Three Months Ended March 31,</b>	
	<b>2015</b>	<b>2014</b>
<i>(Amounts in thousands)</i>		
Service cost	\$ 12	\$ 5
Interest cost	13	12
Amortization of losses	15	
Amortization of prior service cost	18	18
<b>Net periodic cost</b>	<b>\$ 58</b>	<b>\$ 35</b>

**Note 11. Accumulated Other Comprehensive Income**

The following table presents the activity in accumulated other comprehensive income ( AOCI ), net of tax, by component for the periods indicated:

	<b>Unrealized Gains (Losses) on</b>		
	<b>Available-for-Sale</b>	<b>Employee Benefit</b>	
<i>(Amounts in thousands)</i>	<b>Securities</b>	<b>Plan</b>	<b>Total</b>
<b>Three months ended March 31, 2014</b>			
Beginning balance	\$ (13,640)	\$ (1,100)	\$ (14,740)
Other comprehensive (loss) gain before reclassifications	4,132	98	4,230
Reclassified from AOCI	(137)	(40)	(177)

Net comprehensive gain		3,995		58	4,053
Ending balance	\$	(9,645)	\$	(1,042)	\$(10,687)
<b>Three months ended March 31, 2015</b>					
Beginning balance	\$	(4,266)	\$	(1,339)	\$(5,605)
Other comprehensive gain before reclassifications		1,039		40	1,079
Reclassified from AOCI		(14)		(51)	(65)
Net comprehensive gain (loss)		1,025		(11)	1,014
Ending balance	\$	(3,241)	\$	(1,350)	\$(4,591)

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The following table presents reclassifications out of AOCI by component in the periods indicated:

<i>(Amounts in thousands)</i>	<b>Three Months Ended</b>		<b>Income Statement Line Item Affected</b>
	<b>March 31, 2015</b>	<b>2014</b>	
Available-for-sale securities			
(Losses) gains realized in net income	\$ (23)	\$ 45	Net (loss) gain on sale of securities
Credit-related OTTI recognized in net income		(264)	Net impairment losses recognized in earnings
	(23)	(219)	Income before income taxes
Income tax effect	(9)	(82)	Income tax expense
	(14)	(137)	Net income
Employee benefit plans			
Amortization of prior service cost	(65)	(65)	(1)
Amortization of losses	(17)		(1)
	(82)	(65)	Income before income taxes
Income tax effect	(31)	(25)	Income tax expense
	(51)	(40)	Net income
Reclassified from AOCI, net of tax	\$ (65)	\$(177)	Net income

(1) Amortization is included in net periodic pension cost. See Note 10, Employee Benefit Plans.

**Note 12. Fair Value*****Financial Instruments Measured at Fair Value***

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. A description of the valuation methodologies used for instruments measured at fair value, as well as the general classification of such instruments under the valuation hierarchy, is presented in the following discussion. The fair value hierarchy ranks the inputs used in measuring fair value as follows:

Level 1 Observable, unadjusted quoted prices in active markets

Level 2 Inputs other than quoted prices included in Level 1 that are directly or indirectly observable for the asset or liability

Level 3 Unobservable inputs with little or no market activity that require the Company to use reasonable inputs and assumptions

The Company uses fair value measurements to record adjustments to certain financial assets and liabilities on a recurring basis. Additionally, the Company may be required to record certain assets at fair value on a nonrecurring basis in specific circumstances, such as evidence of impairment. Methodologies used to determine fair value might be highly subjective and judgmental in nature, such as cash flow estimates, risk characteristics, credit quality measurements, and interest rates; therefore, valuations may not be precise. Since fair values are estimated as of a specific date, the amounts actually realized or paid on the settlement or maturity of these instruments may be significantly different from estimates. See Summary of Significant Accounting Policies in Note 1, General, to the Condensed Consolidated Financial Statements of this report.

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

*Available-for-Sale Securities.* Securities available for sale are reported at fair value on a recurring basis. The fair value of Level 1 securities is based on quoted market prices in active markets, if available. The Company also uses Level 1 inputs to value equity securities that are traded in active markets. 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 primarily derived from or corroborated by observable market data. Level 2 securities use fair value measurements from independent pricing services obtained by the Company. These fair value measurements consider observable data that may include dealer quotes, market spreads, cash flows, the Treasury yield curve, live trading levels, trade execution data, market consensus prepayment speeds, credit information, and bond terms and conditions. The Company's Level 2 securities include U.S. Treasury securities, single issue trust preferred securities, corporate securities, MBS, and certain equity securities that are not actively traded. Securities are based on Level 3 inputs when there is limited activity or less transparency to the valuation inputs. In the absence of observable or corroborated market data, internally developed estimates that incorporate market-based assumptions are used when such information is available.

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Fair value models may be required when trading activity has declined significantly or does not exist, prices are not current, or pricing variations are significant. For Level 3 securities, the Company obtains the cash flow of specific securities from third parties that use modeling software to determine cash flows based on market participant data and knowledge of the structures of each individual security. The fair values of Level 3 securities are determined by applying proper market observable discount rates to the cash flow derived from third-party models. Discount rates are developed by determining credit spreads above a benchmark rate, such as LIBOR, and adding premiums for illiquidity, which are based on a comparison of initial issuance spread to LIBOR versus a financial sector curve for recently issued debt to LIBOR. Securities with increased uncertainty about the receipt of cash flows are discounted at higher rates due to the addition of a deal-specific credit premium based on assumptions about the performance of the underlying collateral. Finally, internal fair value model pricing and external pricing observations are combined by assigning weights to each pricing observation. Pricing is reviewed for reasonableness based on the direction of the specific markets and the general economic indicators.

*Loans Held for Investment.* Loans held for investment are reported at fair value using discounted future cash flows that apply current interest rates for loans with similar terms and borrower credit quality. Loans related to fair value hedges are recorded at fair value on a recurring basis.

*Deferred Compensation Assets and Liabilities.* Securities held for trading purposes are recorded at fair value on a recurring basis and included in other assets in the consolidated balance sheets. These securities include assets related to employee deferred compensation plans, which are generally invested in Level 1 equity securities. The liability associated with these deferred compensation plans is carried at the fair value of the obligation to the employee, which corresponds to the fair value of the invested assets.

*Derivative Assets and Liabilities.* Derivatives are recorded at fair value on a recurring basis. The Company obtains dealer quotes, Level 2 inputs, based on observable data to value derivatives.

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The following tables summarize financial assets and liabilities recorded at fair value on a recurring basis, segregated by the level of valuation inputs in the fair value hierarchy, as of the dates indicated:

<i>(Amounts in thousands)</i>	<b>Total Fair Value</b>	<b>March 31, 2015 Fair Value Measurements Using</b>		
		<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>
<b>Available-for-sale securities:</b>				
U.S. Agency securities	\$ 33,242	\$	\$ 33,242	\$
Municipal securities	135,648		135,648	
Single issue trust preferred securities	47,088		47,088	
Corporate securities	31,535		31,535	
Certificates of deposit	5,000		5,000	
Agency MBS	98,720		98,720	
Equity securities	221	203	18	
<b>Total available-for-sale securities</b>	<b>\$ 351,454</b>	<b>\$ 203</b>	<b>\$ 351,251</b>	<b>\$</b>
Fair value loans	\$ 5,009	\$	\$ 5,009	\$
Deferred compensation assets	\$ 3,480	\$ 3,480	\$	\$
<b>Derivative assets</b>				
IRLCs	\$ 21	\$	\$ 21	\$
<b>Total derivative assets</b>	<b>\$ 21</b>	<b>\$</b>	<b>\$ 21</b>	<b>\$</b>
Deferred compensation liabilities	\$ 3,480	\$ 3,480	\$	\$
<b>Derivative liabilities</b>				
Interest rate swaps	\$ 318	\$	\$ 318	\$
Forward sale loan commitments	21		21	
<b>Total derivative liabilities</b>	<b>\$ 339</b>	<b>\$</b>	<b>\$ 339</b>	<b>\$</b>

<i>(Amounts in thousands)</i>	<b>Total Fair Value</b>	<b>December 31, 2014 Fair Value Measurements Using</b>		
		<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>
<b>Available-for-sale securities:</b>				
U.S. Agency securities	\$ 33,598	\$	\$ 33,598	\$
Municipal securities	138,915		138,915	
Single issue trust preferred securities	46,137		46,137	
Corporate securities	5,109		5,109	
Agency MBS	102,119		102,119	
Equity securities	239	221	18	

Total available-for-sale securities	\$ 326,117	\$ 221	\$ 325,896	\$
Fair value loans	\$ 3,406	\$	\$ 3,406	\$
Deferred compensation assets	\$ 3,380	\$ 3,380	\$	\$
Derivative assets				
IRLCs	\$ 5	\$	\$ 5	\$
Total derivative assets	\$ 5	\$	\$ 5	\$
Deferred compensation liabilities	\$ 3,380	\$ 3,380	\$	\$
Derivative liabilities				
Interest rate swaps	\$ 209	\$	\$ 209	\$
Forward sale loan commitments	5		5	
Total derivative liabilities	\$ 214	\$	\$ 214	\$

There were no changes in valuation techniques during the three months ended March 31, 2015 or 2014. If the Company determines that a valuation technique change is necessary, the change is assumed to have occurred at the end of the respective reporting period. In addition, there were no transfers into or out of Level 3 of the fair value hierarchy during the three months ended March 31, 2015 or 2014.

**Table of Contents***Assets Measured at Fair Value on a Nonrecurring Basis*

*Impaired Loans.* Impaired loans are recorded at fair value on a nonrecurring basis when repayment is expected solely from the sale of the loan's collateral. Fair value is based on appraised value adjusted for customized discounting criteria, Level 3 inputs.

The Company maintains an active and robust problem credit identification system. The impairment review includes obtaining third-party collateral valuations to help management identify potential credit impairment and determine the amount of impairment to record. The Company's Special Assets staff assumes the management and monitoring of all loans determined to be impaired. Internal collateral valuations are generally performed within two to four weeks of identifying the initial potential impairment. The internal valuation compares the original appraisal to current local real estate market conditions and considers experience and expected liquidation costs. A third-party valuation is typically received within thirty to forty-five days of completing the internal valuation. When a third-party valuation is received, it is reviewed for reasonableness. Once the valuation is reviewed and accepted, discounts are applied to fair market value, based on, but not limited to, our historical liquidation experience for like collateral, resulting in an estimated net realizable value. The estimated net realizable value is compared to the outstanding loan balance to determine the appropriate amount of specific impairment reserve.

Specific reserves are generally recorded for impaired loans while third-party valuations are in process and for impaired loans that continue to make some form of payment. While waiting to receive the third-party appraisal, the Company regularly reviews the relationship to identify any potential adverse developments and begins the tasks necessary to gain control of the collateral and prepare it for liquidation, including, but not limited to, engagement of counsel, inspection of collateral, and continued communication with the borrower. Generally, the only difference between the current appraised value, less liquidation costs, and the carrying amount of the loan, less the specific reserve, is any downward adjustment to the appraised value that the Company deems appropriate, such as the costs to sell the property. Impaired loans that do not meet certain criteria and do not have a specific reserve have typically been written down through partial charge-offs to net realizable value. Based on prior experience, the Company rarely returns loans to performing status after they have been partially charged off. Credits identified as impaired move quickly through the process towards ultimate resolution, except in cases involving bankruptcy and various state judicial processes that may extend the time for ultimate resolution.

*Other Real Estate Owned.* OREO is recorded at fair value on a nonrecurring basis using Level 3 inputs. The Company calculates the fair value of OREO from current or prior appraisals that have been adjusted for valuation declines, estimated selling costs, and other proprietary qualitative adjustments that are deemed necessary.

The following tables summarize assets measured at fair value on a nonrecurring basis, segregated by the level of valuation inputs in the fair value hierarchy, in the periods indicated:

	<b>March 31, 2015</b>			
	<b>Total Fair Value</b>	<b>Fair Value Measurements Using Level 1</b>	<b>Level 2</b>	<b>Level 3</b>
<i>(Amounts in thousands)</i>				
Impaired loans not covered by loss share agreements	\$ 3,054			\$ 3,054
OREO, not covered by loss share agreements	1,505			1,505
OREO, covered by loss share agreements	974			974



	Total Fair Value	December 31, 2014 Fair Value Measurements Using		
		Level 1	Level 2	Level 3
<i>(Amounts in thousands)</i>				
Impaired loans not covered by loss share agreements	\$ 6,480			\$ 6,480
OREO, not covered by loss share agreements	5,462			5,462
OREO, covered by loss share agreements	5,247			5,247

**Table of Contents***Quantitative Information about Level 3 Fair Value Measurements*

The following table presents quantitative information for assets measured at fair value on a nonrecurring basis using Level 3 valuation inputs in the periods indicated:

	Valuation Technique	Unobservable Input	Range (Weighted Average)	
			March 31, 2015	December 31, 2014
Impaired loans	Discounted appraisals <sup>(1)</sup>	Appraisal adjustments <sup>(2)</sup>	8% to 69% (21%)	1% to 33% (22%)
OREO, not covered	Discounted appraisals <sup>(1)</sup>	Appraisal adjustments <sup>(2)</sup>	10% to 60% (17%)	10% to 47% (26%)
OREO, covered	Discounted appraisals <sup>(1)</sup>	Appraisal adjustments <sup>(2)</sup>	2% to 43% (33%)	10% to 52% (44%)

(1) Fair value is generally based on appraisals of the underlying collateral.

(2) Appraisals may be adjusted by management for customized discounting criteria, estimated sales costs, and proprietary qualitative adjustments.

**Fair Value of Financial Instruments**

The Company uses various methodologies and assumptions to estimate the fair value of certain financial instruments. A description of the valuation methodologies used for instruments not previously discussed is as follows:

*Cash and Cash Equivalents.* Cash and cash equivalents are reported at their carrying amount, which is considered a reasonable estimate due to the short-term nature of these instruments.

*Held-to-Maturity Securities.* Securities held to maturity are reported at fair value using quoted market prices or dealer quotes.

*Loans Held for Sale.* Loans held for sale are reported at the lower of cost or estimated fair value. Estimated fair value is based on the market price of similar loans.

*FDIC Indemnification Asset.* The FDIC indemnification asset is reported at fair value using discounted future cash flows that apply current discount rates.

*Accrued Interest Receivable/Payable.* Accrued interest receivable/payable is reported at their carrying amount, which is considered a reasonable estimate due to the short-term nature of these instruments.

*Deposits and Securities Sold Under Agreements to Repurchase.* Deposits without a stated maturity, such as demand, interest-bearing demand, and savings, are reported at their carrying amount, the amount payable on demand as of the reporting date, which is considered a reasonable estimate of fair value. Deposits and repurchase agreements with fixed maturities and rates are reported at fair value using discounted future cash flows that apply interest rates available in the market for instruments with similar characteristics and maturities.

*FHLB and Other Borrowings.* FHLB and other borrowings are reported at fair value using discounted future cash flows that apply interest rates available to the Company for borrowings with similar characteristics and maturities. Trust preferred obligations are reported at fair value using current credit spreads in the market for similar issues.

*Off-Balance Sheet Instruments.* The Company believes that fair values of unfunded commitments to extend credit, standby letters of credit, and financial guarantees are not meaningful; therefore, off-balance sheet instruments are not addressed in the fair value disclosures. The Company believes it is not feasible or practical to accurately disclose the fair values of off-balance sheet instruments due to the uncertainty and difficulty in assessing the likelihood and timing of advancing available proceeds, the lack of an established market for these instruments, and the diversity in fee structures. For additional information regarding the unfunded, contractual value of off-balance sheet financial instruments, see Note 13, *Litigation, Commitments and Contingencies*, to the Condensed Consolidated Financial Statements of this report.

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The following tables present the carrying amount and fair value of the Company's financial instruments, segregated by the level of valuation inputs in the fair value hierarchy, as of the dates indicated:

<i>(Amounts in thousands)</i>	<b>March 31, 2015</b>				
	<b>Carrying Amount</b>	<b>Fair Value</b>	<b>Fair Value Measurements Using</b>		
			<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>
<b>Assets</b>					
Cash and cash equivalents	\$ 207,024	\$ 207,024	\$ 207,024	\$	\$
Available-for-sale securities	351,454	351,454	203	351,251	
Held-to-maturity securities	72,897	73,287		73,287	
Loans held for sale	1,174	1,174		1,174	
Loans held for investment less allowance	1,650,782	1,692,816		5,009	1,687,807
FDIC indemnification asset	26,053	16,470			16,470
Accrued interest receivable	6,188	6,188		6,188	
Derivative financial assets	21	21		21	
Deferred compensation assets	3,480	3,480	3,480		
<b>Liabilities</b>					
Demand deposits	\$ 433,422	\$ 433,422	\$	\$ 433,422	\$
Interest-bearing demand deposits	341,300	341,300		341,300	
Savings deposits	533,589	533,589		533,589	
Time deposits	682,878	684,249		684,249	
Securities sold under agreements to repurchase	116,302	118,070		118,070	
Accrued interest payable	6,188	6,188		6,188	
FHLB and other borrowings	105,999	114,819		114,819	
Derivative financial liabilities	339	339		339	
Deferred compensation liabilities	3,480	3,480	3,480		

<i>(Amounts in thousands)</i>	<b>December 31, 2014</b>				
	<b>Carrying Amount</b>	<b>Fair Value</b>	<b>Fair Value Measurements Using</b>		
			<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>
<b>Assets</b>					
Cash and cash equivalents	\$ 237,660	\$ 237,660	\$ 237,660	\$	\$
Available-for-sale securities	326,117	326,117	221	325,896	
Held-to-maturity securities	57,948	57,889		57,889	
Loans held for sale	1,792	1,790		1,790	
Loans held for investment less allowance	1,669,189	1,738,553		3,406	1,735,147
FDIC indemnification asset	27,900	18,040			18,040
Accrued interest receivable	6,315	6,315		6,315	
Derivative financial assets	5	5		5	
Deferred compensation assets	3,380	3,380	3,380		
<b>Liabilities</b>					
Demand deposits	\$ 417,729	\$ 417,729	\$	\$ 417,729	\$
Interest-bearing demand deposits	353,874	353,874		353,874	
Savings deposits	525,478	525,478		525,478	

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Time deposits	703,678	704,590	704,590
Securities sold under agreements to repurchase	121,742	123,114	123,114
Accrued interest payable	1,668	1,668	1,668
FHLB and other borrowings	107,999	116,599	116,599
Derivative financial liabilities	214	214	214
Deferred compensation liabilities	3,380	3,380	3,380

**Table of Contents****Note 13. Litigation, Commitments and Contingencies*****Litigation***

In the normal course of business, the Company is a defendant in various legal actions and asserted claims. While the Company and its legal counsel are unable to assess the ultimate outcome of each of these matters with certainty, the Company believes the resolution of these actions, singly or in the aggregate, should not have a material adverse effect on the financial condition, results of operations or cash flows of the Company.

***Commitments and Contingencies***

The Company is a party to financial instruments with off-balance sheet risk in the normal course of business to meet the financing needs of its customers. These financial instruments include commitments to extend credit, standby letters of credit, and financial guarantees. These instruments involve, to varying degrees, elements of credit and interest rate risk beyond the amount recognized in the balance sheets. The contractual amounts of these instruments reflect the extent of involvement the Company has in particular classes of financial instruments. If the other party to a financial instrument does not perform, the Company's credit loss exposure is the same as the contractual amount of the instrument. The Company uses the same credit policies in making commitments and conditional obligations as it does for on-balance sheet instruments.

Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Since many of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. The Company evaluates each customer's creditworthiness on a case-by-case basis. The amount of collateral obtained, if deemed necessary, is based on management's credit evaluation of the customer. Collateral may include accounts receivable, inventory, property, plant and equipment, and income producing commercial properties. Commitments to extend credit also include outstanding commitments related to mortgage loans that are sold on a best efforts basis into the secondary loan market. The Company maintains a reserve for the risk inherent in unfunded lending commitments, which is included in other liabilities in the consolidated balance sheets.

Standby letters of credit and financial guarantees are conditional commitments issued by the Company to guarantee the performance of a customer to a third party. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending credit to customers. The amount of collateral obtained, if deemed necessary, to secure the customer's performance under certain letters of credit is based on management's credit evaluation of the customer.

The following table presents the Company's off-balance sheet financial instruments as of the dates indicated:

	<b>March 31, 2015</b>	<b>December 31, 2014</b>
<i>(Amounts in thousands)</i>		
Commitments to extend credit	\$ 203,658	\$ 236,471
Commitments related to secondary market mortgage loans	4,777	1,391
Standby letters of credit and financial guarantees	3,073	3,581

Total off-balance sheet risk	\$	211,508	\$	241,443
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Reserve for unfunded commitments	\$	326	\$	326
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The Company provided for letters of credit with the FHLB totaling \$6.18 million as of March 31, 2015, and December 31, 2014. The FHLB letters of credit provide an attractive alternative to pledging securities for public unit deposits.

The Company issued \$15.46 million of trust preferred securities in a private placement through the Trust. The Company has committed to irrevocably and unconditionally guarantee the following payments or distributions to holders of the trust preferred securities to the extent the Trust has not made such payments or distributions and the Company has the funds available: accrued and unpaid distributions, the redemption price, and, upon a dissolution or termination of the Trust, the lesser of the liquidation amount and all accrued and unpaid distributions and the amount of assets of the Trust remaining available for distribution.

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

Unless the context suggests otherwise, the terms First Community, Company, we, our, and us refer to First Community Bancshares, Inc. and its subsidiaries as a consolidated entity. The following Management's Discussion and Analysis of Financial Condition and Results of Operations ( MD&A ) is intended to help the reader understand our financial condition, changes in financial condition, and results of operations. MD&A contains forward-looking statements and should be read in conjunction with our consolidated financial statements, accompanying notes, and other financial information included in this Quarterly Report on Form 10-Q and our 2014 Annual Report on Form 10-K (the 2014 Form 10-K ).

**Cautionary Statement Regarding Forward-Looking Statements**

We may make forward-looking statements in filings with the Securities and Exchange Commission, including this Quarterly Report on Form 10-Q and the accompanying Exhibits, filings incorporated by reference, reports to our shareholders, and other communications that we make in good faith pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements represent our beliefs, plans, objectives, goals, guidelines, expectations, anticipations, estimates, and intentions. These statements are not guarantees of future performance and involve certain risks, uncertainties, and assumptions that are based on various factors, many of which are beyond our control. The words may, could, should, would, believe, anticipate, expect, intend, plan, and other similar expressions identify forward-looking statements. The following factors, among others, could cause our financial performance to differ materially from that expressed in such forward-looking statements:

the strength of the U.S. economy in general and the strength of the local economies in which we conduct operations;

the effects of, and changes in, trade, monetary, and fiscal policies and laws, including interest rate policies of the Federal Reserve System;

inflation, interest rate, market and monetary fluctuations;

our timely development of competitive new products and services and the acceptance of these products and services by new and existing customers;

the willingness of customers to substitute competitors' products and services for our products and services and vice versa;

the impact of changes in financial services laws and regulations, including laws about taxes, banking, securities, and insurance, and the impact of the Dodd-Frank Wall Street Reform and Consumer Protection Act;



the impact of the U.S. Department of the Treasury and federal banking regulators' continued implementation of programs to address capital and liquidity in the banking system;

further, future and proposed rules, including those that are part of the process outlined in the International Basel Committee on Banking Supervision's Basel III: A Global Regulatory Framework for More Resilient Banks and Banking Systems, which are expected to require banking institutions to increase levels of capital;

technological changes;

the effect of acquisitions, including, without limitation, the failure to achieve the expected revenue growth and/or expense savings from such acquisitions;

the growth and profitability of our noninterest, or fee, income being less than expected;

unanticipated regulatory or judicial proceedings;

changes in consumer spending and saving habits; and

our success at managing the risks involved in the foregoing.

We caution that the foregoing list of important factors is not exclusive. If one or more of the factors affecting these forward-looking statements proves incorrect, our actual results, performance, or achievements could differ materially from those expressed in, or implied by, forward-looking statements contained in this Quarterly Report on Form 10-Q and other reports we filed with the SEC. Therefore, we caution you not to place undue reliance on our forward-looking information and statements. We do not intend to update any forward-looking statements, whether written or oral, to reflect changes. All forward-looking statements attributable to our Company are expressly qualified by these cautionary statements. See Part II, Item 1A, Risk Factors, of this report and Part I, Item 1A, Risk Factors, of our 2014 Form 10-K.

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### **Company Overview**

First Community Bancshares, Inc. ( the Company ) is a financial holding company, headquartered in Bluefield, Virginia, that provides commercial banking services through its wholly-owned subsidiary First Community Bank (the Bank ). The Bank operates fifty-three banking locations under the name First Community Bank in West Virginia, Virginia, and North Carolina and under the trade name People s Community Bank, a Division of First Community Bank, in Tennessee. The Bank offers wealth management and investment advice through its wholly-owned subsidiary First Community Wealth Management ( FCWM ) and the Bank s Trust Division, which reported combined assets under management of \$713 million as of March 31, 2015. These assets are not our assets, but are managed under various fee-based arrangements as fiduciary or agent. The Company provides insurance services through its wholly-owned subsidiary Greenpoint Insurance Group, Inc. ( Greenpoint ), headquartered in High Point, North Carolina, which operates eleven locations under the Greenpoint name and under the trade names First Community Insurance Services ( FCIS ) and Carolina Insurers Associates in North Carolina, Carr & Hyde Insurance and FCIS in Virginia, and FCIS in West Virginia. We reported total assets of \$2.59 billion as of March 31, 2015. Our Common Stock is traded on the NASDAQ Global Select Market under the symbol, FCBC.

We fund our lending and investing activities primarily through the retail deposit operations of our branch banking network, with additional funding provided by retail and wholesale repurchase agreements and borrowings from the Federal Home Loan Bank ( FHLB ). We invest our funds primarily in loans to retail and commercial customers. In addition to loans, we invest a portion of our funds in various debt securities, including those of the United States and its agencies, municipals, and certain corporate notes, debt instruments, and equity securities. We also maintain overnight interest-bearing balances with the Federal Reserve and other correspondent banks. The difference between interest earned on assets and interest paid on liabilities is our primary source of earnings. Our net interest income is supplemented by fees for services, commissions on sales, and various deposit service charges.

### **Critical Accounting Estimates**

We prepare our consolidated financial statements in accordance with generally accepted accounting principles ( GAAP ) in the United States and conform to general practices within the banking industry. Our financial position and results of operations require management to make judgments and estimates to develop the amounts reflected and disclosed in the consolidated financial statements. Different assumptions in the application of these estimates could result in material changes to our consolidated financial position and consolidated results of operations. Estimates, assumptions, and judgments are based on historical experience and other factors including expectations of future events believed to be reasonable under the circumstances that are periodically evaluated. These estimates are generally necessary when assets and liabilities are required to be recorded at estimated fair value, a decline in the value of an asset carried on the financial statements at fair value warrants an impairment write-down or establishment of a valuation reserve, or an asset or liability needs to be recorded based upon the probability of occurrence of a future event. Carrying assets and liabilities at fair value inherently results in more financial statement volatility. Fair values and information used to record valuation adjustments for certain assets and liabilities are based either on quoted market prices or, when available, are provided by third-party sources. When third-party information is not available, valuation adjustments are estimated by management primarily through the use of financial modeling techniques and appraisal estimates. Our accounting policies are fundamental in understanding MD&A and the disclosures presented in the notes to consolidated statements. Our critical accounting estimates are described in detail in the Critical Accounting Estimates section in Part II, Item 7 of our 2014 Form 10-K.

### **Performance Overview**

Highlights of our results of operations for the quarter ended March 31, 2015, and financial condition as of March 31, 2015, include the following:

Diluted earnings per common share of \$0.31 for the first quarter of 2015 represents an increase of 6.90% from \$0.29 reported for the first quarter of 2014.

The Company announced its intent to redeem all outstanding shares of its convertible preferred stock during the first quarter of 2015, resulting in the conversion of 12,784 preferred shares into common stock and the redemption of 2,367 preferred shares for \$2.37 million.

The Company repurchased 339,234 common shares during the first quarter of 2015.

Asset quality metrics continue to be favorable as non-covered nonaccrual loans decreased \$5.52 million, or 26.41% in the first quarter of 2015 compared to the same quarter of 2014.

Net charge-offs decreased \$748 thousand, or 40.02%, and the ratio of annualized net charge-offs to average non-covered loans improved 19 basis points to 0.29% for the first quarter of 2015 compared to the same quarter of 2014.

**Table of Contents*****Results of Operations******Net Income***

The following table presents our net income and related information in the periods indicated:

	<b>Three Months Ended March 31,</b>		<b>Three Months Ended Increase</b>	
	<b>2015</b>	<b>2014</b>	<b>(Decrease)</b>	<b>% Change</b>
<i>(Amounts in thousands, except per share data)</i>				
Net income	\$ 5,958	\$ 5,725	\$ 233	4.07%
Net income available to common shareholders	5,853	5,497	356	6.48%
Basic earnings per common share	0.31	0.30	0.01	3.33%
Diluted earnings per common share	0.31	0.29	0.02	6.90%
Return on average assets	0.91%	0.86%	0.05%	6.02%
Return on average common equity	6.72%	7.02%	-0.30%	-4.31%

*Three-Month Comparison.* Net income increased in the first quarter of 2015 compared to the same quarter of the prior year primarily due to a \$1.40 million decrease in noninterest expense and \$693 thousand decrease in the provision for loan losses, offset by a \$1.19 million decrease in net interest income and \$398 thousand decrease in noninterest income.

***Net Interest Income***

Net interest income, our largest contributor to earnings, comprised 75.30% of total net interest and noninterest income in the first quarter of 2015 compared to 75.28% in the same quarter of 2014. For the following discussion, net interest income is presented on a tax equivalent basis to provide a comparison among all types of interest earning assets. The tax equivalent basis adjusts for the tax-favored status of income from certain loans and investments. Although non-GAAP, management believes this financial measure is more widely used in the financial services industry and provides better comparability of net interest income arising from taxable and tax-exempt sources. We use this non-GAAP financial measure to monitor net interest income performance and manage the composition of our balance sheet.

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The following table presents our average consolidated balance sheets in the periods indicated:

	<b>Three Months Ended March 31,</b>					
	<b>2015</b>			<b>2014</b>		
	<b>Average Balance</b>	<b>Interest<sup>(1)</sup></b>	<b>Average Yield/ Rate<sup>(1)</sup></b>	<b>Average Balance</b>	<b>Interest<sup>(1)</sup></b>	<b>Average Yield/ Rate<sup>(1)</sup></b>
<i>(Amounts in thousands)</i>						
<b>Assets</b>						
<b>Earning assets</b>						
Loans <sup>(2)</sup>	\$ 1,678,118	\$ 21,954	5.31%	\$ 1,717,908	\$ 22,893	5.40%
Securities available-for-sale	331,044	2,413	2.96%	499,851	3,808	3.09%
Securities held-to-maturity	65,923	186	1.14%	1,367	15	4.45%
Interest-bearing deposits	208,867	133	0.26%	26,395	30	0.46%
<b>Total earning assets</b>	<b>2,283,952</b>	<b>24,686</b>	<b>4.38%</b>	<b>2,245,521</b>	<b>26,746</b>	<b>4.83%</b>
Other assets	318,856			346,019		
<b>Total assets</b>	<b>\$ 2,602,808</b>			<b>\$ 2,591,540</b>		
<b>Liabilities</b>						
<b>Interest-bearing deposits</b>						
Demand deposits	\$ 351,742	\$ 52	0.06%	\$ 370,021	\$ 54	0.06%
Savings deposits	526,697	105	0.08%	530,031	137	0.10%
Time deposits	698,030	1,573	0.91%	714,402	1,697	0.96%
<b>Total interest-bearing deposits</b>	<b>1,576,469</b>	<b>1,730</b>	<b>0.45%</b>	<b>1,614,454</b>	<b>1,888</b>	<b>0.47%</b>
<b>Borrowings</b>						
Federal funds purchased				3,547	3	0.34%
Retail repurchase agreements	67,853	20	0.12%	67,356	26	0.16%
Wholesale repurchase agreements	50,000	463	3.76%	50,000	463	3.76%
FHLB advances and other borrowings	106,621	1,046	3.98%	166,087	1,678	4.10%
<b>Total borrowings</b>	<b>224,474</b>	<b>1,529</b>	<b>2.76%</b>	<b>286,990</b>	<b>2,170</b>	<b>3.07%</b>
<b>Total interest-bearing liabilities</b>	<b>1,800,943</b>	<b>3,259</b>	<b>0.73%</b>	<b>1,901,444</b>	<b>4,058</b>	<b>0.87%</b>
<b>Noninterest-bearing demand deposits</b>						
	427,313			336,573		
Other liabilities	21,329			20,918		
<b>Total liabilities</b>	<b>2,249,585</b>			<b>2,258,935</b>		
Stockholders equity	353,223			332,605		
	<b>\$ 2,602,808</b>			<b>\$ 2,591,540</b>		

Total liabilities and stockholders equity		
Net interest income, tax equivalent	\$ 21,427	\$ 22,688
Net interest rate spread <sup>(3)</sup>	3.65%	3.96%
Net interest margin <sup>(4)</sup>	3.80%	4.10%

- (1) Fully taxable equivalent at the rate of 35% ( FTE ). The FTE basis adjusts for the tax benefits of income on certain tax exempt loans and investments using the federal statutory rate of 35% for each period presented. The Company believes this measure to be the preferred industry measurement of net interest income and provides relevant comparison between taxable and nontaxable amounts.
- (2) Nonaccrual loans are included in average balances outstanding but with no related interest income during the period of nonaccrual.
- (3) Represents the difference between the yield on earning assets and cost of funds.
- (4) Represents tax equivalent net interest income divided by average earning assets.

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The following table presents the impact on tax equivalent net interest income resulting from changes in volume, the average volume times the prior year's average rate; rate, the average rate times the prior year's average volume; and rate/volume, the average volume column times the change in average rate, in the periods indicated:

	<b>Three Months Ended</b>			
	<b>March 31, 2015 Compared to 2014</b>			
	<b>Dollar Increase (Decrease) due to</b>			
	<b>Volume</b>	<b>Rate</b>	<b>Rate/ Volume</b>	<b>Total</b>
<i>(Amounts in thousands)</i>				
<b>Interest earned on:</b>				
Loans (FTE)	\$ (530)	\$ (418)	\$ 9	\$ (939)
Securities available-for-sale (FTE)	(1,286)	(165)	56	(1,395)
Securities held-to-maturity (FTE)	708	(11)	(526)	171
Interest-bearing deposits with other banks	207	(13)	(91)	103
<b>Total interest earning assets</b>	<b>(901)</b>	<b>(607)</b>	<b>(552)</b>	<b>(2,060)</b>
<b>Interest paid on:</b>				
Demand deposits	(3)	1		(2)
Savings deposits	(1)	(31)		(32)
Time deposits	(39)	(87)	2	(124)
Federal funds purchased	(3)			(3)
Retail repurchase agreements		(6)		(6)
Wholesale repurchase agreements				
FHLB advances and other borrowings	(601)	(49)	18	(632)
<b>Total interest-bearing liabilities</b>	<b>(647)</b>	<b>(172)</b>	<b>20</b>	<b>(799)</b>
<b>Change in net interest income, tax equivalent</b>	<b>\$ (254)</b>	<b>\$ (435)</b>	<b>\$ (572)</b>	<b>\$ (1,261)</b>

The following table reconciles the differences between net interest income under GAAP and net interest income on a tax equivalent basis in the periods indicated:

	<b>Three Months Ended March 31,</b>	
	<b>2015</b>	<b>2014</b>
<i>(Amounts in thousands)</i>		
Net interest income, GAAP basis	\$ 20,839	\$ 22,025
Tax equivalent adjustment <sup>(1)</sup>	588	663
<b>Net interest income, tax equivalent</b>	<b>\$ 21,427</b>	<b>\$ 22,688</b>

- (1) Fully taxable equivalent at the rate of 35% ( FTE ). The FTE basis adjusts for the tax benefits of income on certain tax exempt loans and investments using the federal statutory rate of 35% for each period presented. The Company believes this measure to be the preferred industry measurement of net interest income and provides relevant comparison between taxable and nontaxable amounts.



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Interest and yield on loans include accretion income from acquired loan portfolios. The following table presents net interest margin and related average balance sheet information excluding the impact of non-cash purchase accounting accretion in the periods indicated:

<i>(Amounts in thousands)</i>	<b>Three Months Ended March 31,</b>		<b>2014</b>	
	<b>2015</b>	<b>Average</b>	<b>2014</b>	<b>Average</b>
	<b>Interest<sup>(1)</sup></b>	<b>Yield/Rate<sup>(1)</sup></b>	<b>Interest<sup>(1)</sup></b>	<b>Yield/Rate<sup>(1)</sup></b>
<b>Earning assets</b>				
Loans <sup>(2)</sup>	\$ 21,954	5.31%	\$ 22,893	5.40%
Accretion income	2,839		3,122	
Less: cash accretion income	1,096		600	
<b>Non-cash accretion income</b>	<b>1,743</b>		<b>2,522</b>	
Loans, excluding non-cash accretion	20,211	4.88%	20,371	4.81%
Other earning assets	2,732	1.83%	3,853	2.96%
<b>Total earning assets</b>	<b>22,943</b>	<b>4.07%</b>	<b>24,224</b>	<b>4.38%</b>
<b>Total interest-bearing liabilities</b>	<b>3,259</b>	<b>0.73%</b>	<b>4,058</b>	<b>0.87%</b>
<b>Net interest income, tax equivalent</b>	<b>\$ 19,684</b>		<b>\$ 20,166</b>	
<b>Net interest rate spread<sup>(3)</sup>, less non-cash accretion</b>		<b>3.34%</b>		<b>3.51%</b>
<b>Net interest margin<sup>(4)</sup>, less non-cash accretion</b>		<b>3.50%</b>		<b>3.64%</b>

- (1) Fully taxable equivalent at the rate of 35% ( FTE ). The FTE basis adjusts for the tax benefits of income on certain tax exempt loans and investments using the federal statutory rate of 35% for each period presented. The Company believes this measure to be the preferred industry measurement of net interest income and provides relevant comparison between taxable and nontaxable amounts.
- (2) Nonaccrual loans are included in average balances outstanding but with no related interest income during the period of nonaccrual.
- (3) Represents the difference between the yield on earning assets and cost of funds.
- (4) Represents tax equivalent net interest income divided by average earning assets.

*Three-Month Comparison.* Net interest income under GAAP decreased \$1.19 million, or 5.38%, and tax equivalent net interest income decreased \$1.26 million, or 5.56%, in the first quarter of 2015 compared to the same quarter of the prior year. Changes in the average balances of and yields/rates on earning assets and interest-bearing liabilities resulted in a 31 basis point decrease in the net interest rate spread and a 30 basis point decrease in the net interest margin.

Loan interest accretion totaled \$2.84 million in the first quarter of 2015, of which \$1.10 million was received in cash, compared to \$3.12 million in the same quarter of the prior year, of which \$600 thousand was received in cash. Excluding non-cash accretion income, the yield on loans increased 7 basis points, compared to a decrease of 9 basis points under GAAP. Excluding non-cash accretion income, the net interest margin decreased 14 basis points compared to a decrease of 30 basis points under GAAP. We expect the purchase accounting interest accretion to continue to decline in future periods due to acquired portfolio attrition.

Average earning assets increased \$38.43 million, or 1.71%, in the first quarter of 2015 compared to the same quarter of the prior year primarily due to increases in interest-bearing deposits held with other financial institutions and securities held to maturity. The yield on earning assets decreased 45 basis points, which was largely due to a decrease in the average balance of available-for-sale securities and a decrease in the yield on held-to-maturity securities. During the first quarter of 2015, we continued purchasing low-yield, short-term bonds in the held-to-maturity category to provide for the funding necessary to extinguish certain wholesale borrowings as they come due. Interest-bearing deposits with banks are primarily comprised of excess liquidity kept at the FRB of Richmond bearing overnight market rates.

As of March 31, 2015, interest-bearing liabilities included interest-bearing deposits; retail repurchase agreements, consisting of collateralized retail deposits and commercial treasury accounts; wholesale repurchase agreements; FHLB advances; and other borrowings. Average interest-bearing liabilities decreased \$100.50 million, or 5.29%, in the first quarter of 2015 compared to the same quarter of the prior year, primarily due to the prepayment of FHLB advances during the prior year and the decline in average interest-bearing demand and time deposit balances. The yield on interest-bearing liabilities decreased 14 basis points, which was largely due to a 31 basis point decrease in the rate on borrowings. Average interest-bearing deposits decreased \$37.99 million, or 2.35%, which was driven by an \$18.28 million, or 4.94%, decrease in interest-bearing demand deposits, a \$16.37 million, or 2.29%, decrease in average time deposits, and a \$3.33 million, or 0.63%, decrease in savings deposits, which include money market and savings accounts. Average borrowings decreased \$62.52 million, or 21.78%, which was driven by a \$59.47 million, or 35.80%, decrease in FHLB and other borrowings. During 2014, we prepaid \$60.00 million of term FHLB advances with a weighted average rate of 4.20%.

**Table of Contents***Provision for Loan Losses*

*Three-Month Comparison.* The provision for loan losses is added to the allowance for loan losses after net charge-offs have been deducted to bring the allowance to a level management determines necessary to absorb probable losses in the existing loan portfolio. The provision charged to operations decreased \$693 thousand to \$1.10 million in the first quarter of 2015 compared to the same quarter of the prior year. The decrease was due to a decrease in specific reserves on loans identified as impaired, lower average loss rates, and lower net charge-offs. The provision attributed to the PCI loan portfolio was \$56 thousand in the first quarter of 2015, of which \$46 thousand was recorded through the FDIC indemnification asset to reflect the indemnified portion of the post-acquisition exposure and \$10 thousand was charged to operations. See Allowance for Loan Losses in the Financial Condition section below.

*Noninterest Income*

Noninterest income consists of all revenues not included in interest and fee income related to earning assets. Noninterest income comprised 24.70% of total net interest and noninterest income in the first quarter of 2015 compared to 24.72% in the same quarter of the prior year.

The following table presents the components of, and changes in, noninterest income in the periods indicated:

	<b>Three Months Ended March 31,</b>		<b>Three Months Ended Increase</b>	
	<b>2015</b>	<b>2014</b>	<b>(Decrease)</b>	<b>% Change</b>
<i>(Amounts in thousands)</i>				
Wealth management	\$ 666	\$ 1,008	\$(342)	-33.93%
Service charges on deposit accounts	2,903	3,070	(167)	-5.44%
Other service charges and fees	2,008	1,771	237	13.38%
Insurance commissions	2,127	1,964	163	8.30%
Net impairment loss		(264)	264	-100.00%
Net (loss) gain on sale of securities	(23)	45	(68)	-151.11%
Net FDIC indemnification asset amortization	(1,565)	(1,134)	(431)	38.01%
Other operating income	720	774	(54)	-6.98%
<b>Noninterest income</b>	<b>\$ 6,836</b>	<b>\$ 7,234</b>	<b>\$(398)</b>	<b>-5.50%</b>

*Three-Month Comparison.* Noninterest income decreased \$398 thousand, or 5.50%, in the first quarter of 2015 compared to the same quarter of the prior year. Wealth management revenues, which include fees and commissions for trust and investment advisory services, decreased as a result of higher estate settlement fees earned in the same quarter of the prior year. Service charges on deposit accounts and other charges and fees increased primarily from an increase in monthly service charges on checking accounts and debit card income, offset by a decrease in insufficient fee income. Insurance commissions increased largely due to an increase in contingency profit-sharing revenue income. In the first quarter of 2015, we realized a net loss of \$23 thousand on the sale of securities. See Note 2, Investment Securities, to the Condensed Consolidated Financial Statements in Item 1 of this report. We recorded net amortization related to the FDIC indemnification asset of \$1.57 million as a result of improved loss estimates in the covered Waccamaw loan portfolio. Other operating income decreased primarily due to a \$55 thousand decrease in income from bank owned life insurance policies.

Excluding the impact from OTTI charges, the sale of securities, and the net amortization on the FDIC indemnification asset, noninterest income decreased \$163 thousand, or 1.90%, to \$8.42 million in the first quarter of 2015, compared with \$8.59 million in the same quarter of the prior year.

**Table of Contents***Noninterest Expense*

The following table presents the components of, and changes in, noninterest expense in the periods indicated:

	<b>Three Months Ended</b>		<b>Three Months Ended</b>	
	<b>March 31,</b>	<b>March 31,</b>	<b>Increase</b>	<b>% Change</b>
	<b>2015</b>	<b>2014</b>	<b>(Decrease)</b>	
<i>(Amounts in thousands)</i>				
Salaries and employee benefits	\$ 9,693	\$ 9,905	\$ (212)	-2.14%
Occupancy of bank premises	1,534	1,778	(244)	-13.72%
Furniture and equipment	1,237	1,194	43	3.60%
Amortization of intangible assets	277	175	102	58.29%
FDIC premiums and assessments	415	434	(19)	-4.38%
Merger, acquisition, and divestiture	86		86	
Other operating expense	4,538	5,694	(1,156)	-20.30%
Total noninterest expense	\$ 17,780	\$ 19,180	\$ (1,400)	-7.30%

*Three-Month Comparison.* Noninterest expense decreased \$1.40 million, or 7.30%, in the first quarter of 2015 compared to the same quarter of the prior year. Full-time equivalent employees, calculated using the number of hours worked, decreased to 669 as of March 31, 2015, from 706 as of March 31, 2014. The reduction in full-time equivalent employees was primarily due to net branch divestiture activity that occurred during the fourth quarter of 2014. Occupancy, furniture, and equipment expense decreased \$201 thousand, or 6.76%, in the first quarter of 2015, which was primarily due to the branch divestiture activity that occurred during the fourth quarter of 2014. Acquisition and divestiture expense totaled \$86 thousand in the first quarter of 2015, which was related to branch acquisition and divestiture activity that occurred in the fourth quarter of 2014. The decrease in other operating expense included a \$503 thousand decrease in legal expense and a \$206 thousand decrease in problem loan expense. Other operating expenses also included a decrease in the net loss on sales and expenses related to OREO of \$530 thousand to \$327 thousand in the first quarter of 2015 compared to \$857 thousand in the same quarter of the prior year.

*Income Tax Expense*

Income tax as a percentage of pretax income may vary significantly from statutory rates due to permanent differences, which are items of income and expense excluded by law from the calculation of taxable income. Our most significant permanent differences generally include interest income on municipal securities and increases in the cash surrender value of officers' life insurance policies, which are both exempt from federal income tax. Income tax expense increased \$276 thousand, or 10.78%, and the effective rate increased 134 basis points to 32.25% in the first quarter of 2015 compared to the same quarter of the prior year. The increase in the effective tax rate was largely due to an increase in taxable revenues as a percent of net earnings and a decrease in the relative amounts of nontaxable revenues.

*Financial Condition*

Total assets were \$2.59 billion as of March 31, 2015, a decrease of \$22.09 million, or 0.85%, compared with \$2.61 billion as of December 31, 2014. Total liabilities were \$2.24 billion as of March 31, 2015, a decrease of \$18.87

million, or 0.84%, compared with \$2.26 billion as of December 31, 2014. Our book value per common share was \$18.36 as of March 31, 2015, an increase of \$0.30, or 1.66%, compared with \$18.06 as of December 31, 2014.

*Cash and Cash Equivalents*

Cash and cash equivalents as of March 31, 2015, decreased \$30.64 million, or 12.89%, compared to December 31, 2014. The decrease was primarily due to the deployment of liquidity to redeem our convertible preferred shares, repurchase common stock, and purchase investment securities to provide the funding necessary to extinguish certain borrowings as they come due.

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**Table of Contents***Investment Securities*

Available-for-sale securities as of March 31, 2015, increased \$25.34 million, or 7.77%, compared to December 31, 2014. The market value of securities available for sale as a percentage of amortized cost was 98.55% as of March 31, 2015, compared to 97.95% as of December 31, 2014. Held-to-maturity securities as of March 31, 2015, increased \$14.95 million, or 25.80%, compared to December 31, 2014, due to the purchase of low-yield short-term bonds to provide funding to extinguish certain wholesale borrowings when due. Investment securities classified as held to maturity are comprised primarily of U.S. Agency securities and high grade municipal bonds. The market value of securities held to maturity as a percentage of amortized cost was 100.54% as of March 31, 2015, compared with 99.90% as of December 31, 2014.

Investment securities are reviewed quarterly for possible OTTI. We recognized no credit-related OTTI charges in earnings associated with debt securities beneficially owned for the three months ended March 31, 2015, and \$232 thousand for the three months ended March 31, 2014. These charges were related to a non-Agency mortgage-backed security that was sold in November 2014. We recognized no OTTI charges in earnings associated with equity securities for the three months ended March 31, 2015, and \$32 thousand for the three months ended March 31, 2014. See Note 2, *Investment Securities*, to the Condensed Consolidated Financial Statements in Item 1 of this report.

*Loans Held for Sale*

Loans held for sale as of March 31, 2015, decreased \$618 thousand, or 34.49%, compared to March 31, 2014. Loans held for sale consist of mortgage loans sold on a best efforts basis into the secondary loan market; accordingly, we do not retain the interest rate risk involved in these long-term commitments. The gross notional amount of outstanding commitments to originate mortgage loans in the secondary market totaled \$4.78 million for 27 commitments as of March 31, 2015, and \$1.39 million for 9 commitments as of December 31, 2014.

*Loans Held for Investment*

Our loans held for investment are grouped into three segments (commercial loans, consumer real estate loans, and consumer and other loans) with each segment divided into various classes. Covered loans are defined as loans acquired in FDIC-assisted transactions that are covered by loss share agreements. Loans held for investment as of March 31, 2015, decreased \$18.38 million, or 1.09%, compared to December 31, 2014. The non-covered loan portfolio decreased \$8.87 million, or 0.57%, compared to December 31, 2014. The decrease was primarily due to several large payoffs in the Eastern Virginia Region coupled with a decrease in loan originations across the portfolio. The covered loan portfolio as of March 31, 2015, decreased \$9.52 million, or 7.78%, compared to December 31, 2014, due to continued runoff in the covered Waccamaw portfolio. The average loan to deposit ratio was 83.75% for the three months ended March 31, 2015, compared to 88.05% for the same period of 2014. See Note 3, *Loans*, to the Condensed Consolidated Financial Statements in Item 1 of this report.

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The following table presents loans, net of unearned income with non-covered loans disaggregated by class, as of the periods indicated:

<i>(Amounts in thousands)</i>	<b>March 31, 2015</b>		<b>December 31, 2014</b>		<b>March 31, 2014</b>	
	<b>Amount</b>	<b>Percent</b>	<b>Amount</b>	<b>Percent</b>	<b>Amount</b>	<b>Percent</b>
Non-covered loans held for investment						
Commercial loans						
Construction, development, and other land	\$ 39,628	2.37%	\$ 41,271	2.44%	\$ 45,661	2.64%
Commercial and industrial	78,482	4.70%	83,099	4.92%	94,403	5.45%
Multi-family residential	97,295	5.82%	97,480	5.77%	75,594	4.36%
Single family non-owner occupied	137,436	8.22%	135,171	8.00%	137,969	7.97%
Non-farm, non-residential	463,035	27.71%	473,906	28.05%	484,361	27.97%
Agricultural	1,671	0.10%	1,599	0.09%	2,093	0.12%
Farmland	28,644	1.71%	29,517	1.75%	32,410	1.87%
<b>Total commercial loans</b>	<b>846,191</b>	<b>50.63%</b>	<b>862,043</b>	<b>51.02%</b>	<b>872,491</b>	<b>50.38%</b>
Consumer real estate loans						
Home equity lines	109,158	6.53%	110,957	6.57%	113,137	6.53%
Single family owner occupied	491,317	29.40%	485,475	28.74%	492,627	28.45%
Owner occupied construction	35,324	2.12%	32,799	1.94%	34,360	1.98%
<b>Total consumer real estate loans</b>	<b>635,799</b>	<b>38.05%</b>	<b>629,231</b>	<b>37.25%</b>	<b>640,124</b>	<b>36.96%</b>
Consumer and other loans						
Consumer loans	69,084	4.13%	69,347	4.10%	72,111	4.16%
Other	7,236	0.44%	6,555	0.39%	3,968	0.23%
<b>Total consumer and other loans</b>	<b>76,320</b>	<b>4.57%</b>	<b>75,902</b>	<b>4.49%</b>	<b>76,079</b>	<b>4.39%</b>
Non-covered loans held for investment	1,558,310	93.25%	1,567,176	92.76%	1,588,694	91.73%
Covered loans	112,724	6.75%	122,240	7.24%	143,170	8.27%
<b>Total loans held for investment</b>	<b>1,671,034</b>	<b>100.00%</b>	<b>1,689,416</b>	<b>100.00%</b>	<b>1,731,864</b>	<b>100.00%</b>
Allowance for loan losses	20,252		20,227		23,798	
<b>Total loans held for investment, less allowance</b>	<b>\$ 1,650,782</b>		<b>\$ 1,669,189</b>		<b>\$ 1,708,066</b>	
Loans held for sale	\$ 1,174		\$ 1,792		\$ 1,743	

The following table presents covered loans disaggregated by class as of the periods indicated:



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<i>(Amounts in thousands)</i>	<b>March 31, 2015</b>	<b>December 31, 2014</b>	<b>March 31, 2014</b>
Covered loans held for investment			
Commercial loans			
Construction, development, and other land	\$ 10,410	\$ 13,100	\$ 15,956
Commercial and industrial	2,371	2,662	3,062
Multi-family residential	678	1,584	1,903
Single family non-owner occupied	4,846	5,918	6,794
Non-farm, non-residential	24,672	25,317	31,458
Agricultural	42	43	162
Farmland	697	716	817
Total commercial loans	43,716	49,340	60,152
Consumer real estate loans			
Home equity lines	57,415	60,391	66,895
Single family owner occupied	10,994	11,968	15,287
Owner occupied construction	512	453	727
Total consumer real estate loans	68,921	72,812	82,909
Consumer and other loans			
Consumer loans	87	88	109
Covered loans held for investment	\$ 112,724	\$ 122,240	\$ 143,170

**Table of Contents***Risk Elements*

Nonperforming assets consist of loans accounted for on a nonaccrual basis, accruing loans contractually past due 90 days or more, unseasoned troubled debt restructurings ( TDRs ), and OREO. Loans acquired with credit deterioration with a discount continue to accrue interest based on expected cash flows; therefore, PCI loans are not generally considered nonaccrual. See Note 5, *Credit Quality*, to the Condensed Consolidated Financial Statements in Item 1 of this report. The following table summarizes the components of nonperforming assets and presents additional details for nonperforming and restructured loans as of the periods indicated:

	March 31, 2015	December 31, 2014	March 31, 2014
<i>(Amounts in thousands)</i>			
<b>Non-covered nonperforming</b>			
Nonaccrual loans	\$ 15,387	\$ 10,556	\$ 20,909
Accruing loans past due 90 days or more			
TDRs <sup>(1)</sup>		2,726	1,775
<b>Total nonperforming loans</b>	<b>15,387</b>	<b>13,282</b>	<b>22,684</b>
Non-covered OREO	7,032	6,638	5,923
<b>Total nonperforming assets</b>	<b>\$ 22,419</b>	<b>\$ 19,920</b>	<b>\$ 28,607</b>
<b>Covered nonperforming</b>			
Nonaccrual loans	\$ 2,780	\$ 2,438	\$ 1,261
Accruing loans past due 90 days or more	60		109
<b>Total nonperforming loans</b>	<b>2,840</b>	<b>2,438</b>	<b>1,370</b>
Covered OREO	5,834	6,324	8,705
<b>Total nonperforming assets</b>	<b>\$ 8,674</b>	<b>\$ 8,762</b>	<b>\$ 10,075</b>
<b>Total nonperforming</b>			
Nonaccrual loans	\$ 18,167	\$ 12,994	\$ 22,170
Accruing loans past due 90 days or more	60		109
TDRs <sup>(1)</sup>		2,726	1,775
<b>Total nonperforming loans</b>	<b>18,227</b>	<b>15,720</b>	<b>24,054</b>
OREO	12,866	12,962	14,628
<b>Total nonperforming assets</b>	<b>\$ 31,093</b>	<b>\$ 28,682</b>	<b>\$ 38,682</b>
<b>Additional Information</b>			
Performing TDRs <sup>(2)</sup>	\$ 14,025	\$ 11,808	\$ 11,193
Total TDRs <sup>(3)</sup>	14,025	14,534	12,968

**Non-covered ratios**

Nonperforming loans to total loans	0.99%	0.85%	1.43%
Nonperforming assets to total assets	0.91%	0.80%	1.16%
Non-PCI allowance to nonperforming loans	130.88%	151.85%	102.74%
Non-PCI allowance to total loans	1.29%	1.29%	1.47%

**Total ratios**

Nonperforming loans to total loans	1.09%	0.93%	1.39%
Nonperforming assets to total assets	1.20%	1.10%	1.48%
Allowance for loan losses to nonperforming loans	111.11%	128.67%	98.94%
Allowance for loan losses to total loans	1.21%	1.20%	1.37%

- (1) TDRs not performing or restructured within the past six months, excludes nonaccrual TDRs of \$ 306 thousand and \$723 thousand for the periods ended December 31, 2014, and March 31, 2014, respectively.
- (2) TDRs with six months or more of satisfactory payment performance, excludes nonaccrual TDRs of \$ 706 thousand, \$248 thousand, and \$1.41 million for the periods ended March 31, 2015, December 31, 2014, and March 31, 2014, respectively .
- (3) Performing and nonperforming TDRs, excludes nonaccrual TDRs of \$706 thousand, \$ 554 thousand, and \$2.13 million for the periods ended March 31, 2015, December 31, 2014, and March 31, 2014, respectively.

Non-covered nonperforming assets as of March 31, 2015, increased \$2.50 million, or 12.55%, from December 31, 2014, and decreased \$6.19 million, or 21.63%, from March 31, 2014. Non-covered nonperforming assets as a percentage of total non-covered assets were 0.91% as of March 31, 2015, 0.80% as of December 31, 2014, and 1.16% as of March 31, 2014.

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Non-covered nonaccrual loans as of March 31, 2015, increased \$4.83 million, or 45.77%, from December 31, 2014, and decreased \$5.52 million, or 26.41%, from March 31, 2014. As of March 31, 2015, non-covered nonaccrual loans were largely attributed to the following loan classes: single family owner occupied (47.51%) and non-farm, non-residential (39.41%). Approximately \$208 thousand, or 1.35%, of non-covered nonaccrual loans were attributed to performing loans acquired in business combinations as of March 31, 2015. Certain loans included in the nonaccrual category have been written down to estimated realizable value or assigned specific reserves in the allowance for loan losses based upon management's estimate of loss at ultimate resolution.

When restructuring loans for borrowers experiencing financial difficulty, we generally make concessions in interest rates, loan terms, and/or amortization terms. Certain TDRs are classified as nonperforming at time of restructuring and are returned to performing status after six months of satisfactory payment performance; however, these loans remain identified as impaired until full payment or other satisfaction of the obligation occurs.

Accruing TDRs as of March 31, 2015, decreased \$509 thousand, or 3.50%, from December 31, 2014, and increased \$1.06 million, or 8.15%, from March 31, 2014. There were no nonperforming accruing TDRs as of March 31, 2015, compared to \$2.73 million, or 18.76% of total accruing TDRs, as of December 31, 2014, and \$1.78 million, or 13.69% of total accruing TDRs, as of March 31, 2014. The allowance for loan losses attributed to TDRs totaled \$482 thousand as of March 31, 2015, \$475 thousand as of December 31, 2014, and \$1.83 million as of March 31, 2014.

Ongoing activity in the classification and categories of nonperforming loans include collections on delinquencies, foreclosures, loan restructurings, and movements into or out of the nonperforming classification as a result of changing economic conditions, borrower financial capacity, or resolution efforts. There were no non-covered accruing loans contractually past due 90 days or more as of March 31, 2015, December 31, 2014, or March 31, 2014. Covered accruing loans contractually past due 90 days or more totaled \$60 thousand as of March 31, 2015, and \$109 thousand as of March 31, 2014; there were no covered accruing loans contractually past due 90 days or more as of December 31, 2014.

Non-covered delinquent loans, comprised of loans 30 days or more past due and nonaccrual loans, totaled \$25.92 million as of March 31, 2015, an increase of \$3.94 million, or 17.93%, compared with December 31, 2014, and a decrease of \$2.48 million, or 8.74%, compared with March 31, 2014. Non-covered delinquent loans as a percentage of total non-covered loans measured 1.66% as of March 31, 2015, which is attributed to loans 30 to 89 days past due of 0.67% and nonaccrual loans of 0.99%. Non-covered nonperforming loans, comprised of nonaccrual loans and nonperforming and unseasoned TDRs, as a percentage of total non-covered loans were 0.99% as of March 31, 2015, 0.85% at December 31, 2014, and 1.43% at March 31, 2014.

Non-covered OREO, which is carried at the lesser of estimated net realizable value or cost, increased \$394 thousand, or 5.94%, as of March 31, 2015, compared with December 31, 2014, and increased \$1.11 million, or 18.72%, as of March 31, 2014. As of March 31, 2015, non-covered OREO consisted of 62 properties with an average holding period of 9 months. The net loss on the sale of OREO totaled \$177 thousand in the first quarter of 2015 compared to \$714 thousand in the same quarter of the prior year. The following table details activity within OREO for the periods indicated:

	<b>Non-covered</b>	<b>Covered</b>	<b>Total</b>
<i>(Amounts in thousands)</i>			
Beginning balance, January 1, 2014	\$ 7,318	\$ 7,541	\$ 14,859
Additions	533	2,160	2,693

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Disposals	(1,469)	(382)	(1,851)
Valuation adjustments	(459)	(614)	(1,073)
Ending balance, March 31, 2014	\$ 5,923	\$ 8,705	\$ 14,628
Beginning balance, January 1, 2015	\$ 6,638	\$ 6,324	\$ 12,962
Additions	924	230	1,154
Disposals	(382)	(207)	(589)
Valuation adjustments	(148)	(513)	(661)
Ending balance, March 31, 2015	\$ 7,032	\$ 5,834	\$ 12,866

*Allowance for Loan Losses*

The allowance for loan losses is maintained at a level management deems sufficient to absorb probable loan losses inherent in the loan portfolio. The allowance is increased by charges to earnings in the form of provisions and recoveries of prior loan charge-offs and decreased by loans charged off. The provision for loan losses is calculated and charged to expense to bring the allowance to an appropriate level using a systematic process of measurement that requires significant judgments and estimates.

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Management performs quarterly assessments to determine the appropriate level of the allowance for loan losses. The allowance for loan losses includes specific allocations to significant individual loans and credit relationships and general reserves to the remaining loans that have been deemed impaired. Loans not specifically identified are grouped into pools based on similar risk characteristics. Management's general reserve allocations are based on judgments of qualitative and quantitative factors about macro and micro economic conditions reflected in the loan portfolio and the economy. For loans acquired in business combinations, a provision is recorded for any credit deterioration after the acquisition. Loans identified with credit impairment at acquisition are grouped into pools and evaluated separately from the non-PCI portfolio. The provision calculated for PCI loans is offset by an adjustment to the FDIC indemnification asset to reflect the indemnified portion of the post-acquisition exposure. See *Critical Accounting Estimates* above, as well as *Significant Accounting Policies* in Note 1, *General*, and Note 6, *Allowance for Loan Losses*, to the Condensed Consolidated Financial Statements in Item 1 of this report.

Our allowance for loan losses as of March 31, 2015, increased \$25 thousand, or 0.12%, compared with December 31, 2014, and decreased \$3.55 million, or 14.90%, compared with March 31, 2014. The allowance attributed to the non-PCI loan portfolio as a percentage of non-covered loans held for investment was 1.29% as of March 31, 2015, 1.29% at December 31, 2014, and 1.47% at March 31, 2014. The cash flow analysis performed for the first quarter of 2015 identified two of our six open PCI loan pools as impaired. The allowance attributed to the PCI loan portfolio totaled \$114 thousand as of March 31, 2015, \$58 thousand as of December 31, 2014, and \$493 thousand as of March 31, 2014. During the first quarter of 2015, approximately \$46 thousand of the provision for loan losses was recorded through the FDIC indemnification asset to reflect the indemnified portion of the post-acquisition exposure. The portfolio continues to be monitored for deterioration in credit, which may result in the need to increase the allowance for loan losses in future periods.

Our qualitative risk factors continue to reflect a reduced risk of loan losses due to improvements in general economic conditions and asset quality metrics offset by an increased risk of loan losses due to credit concentrations. Net charge-offs decreased \$748 thousand, or 40.02%, in the first quarter of 2015 compared to the same quarter of the prior year. As of March 31, 2015, management considered the allowance to be adequate based upon analysis of the portfolio; however, no assurance can be made that additions to the allowance will not be required in future periods.

The following table presents activity in our allowance for loan losses for the periods indicated:

	Three Months Ended March 31,					
	2015			2014		
	Non-PCI Portfolio	PCI Portfolio	Total	Non-PCI Portfolio	PCI Portfolio	Total
<i>(Amounts in thousands)</i>						
Beginning balance	\$ 20,169	\$ 58	\$ 20,227	\$ 23,322	\$ 755	\$ 24,077
Provision for (recovery of) loan losses	1,090	56	1,146	1,852	(262)	1,590
Benefit attributable to the FDIC indemnification asset		(46)	(46)		203	203
Provision for (recovery of) loan losses charged to operations	1,090	10	1,100	1,852	(59)	1,793
Provision for (recovery of) loan losses recorded through the FDIC indemnification asset		46	46		(203)	(203)

Charge-offs	(1,578)		(1,578)	(2,216)		(2,216)
Recoveries	457		457	347		347
Net charge-offs	(1,121)		(1,121)	(1,869)		(1,869)
Ending balance	\$ 20,138	\$ 114	\$ 20,252	\$ 23,305	\$ 493	\$ 23,798

### *Deposits*

Total deposits as of March 31, 2015, decreased \$9.57 million, or 0.48%, compared to December 31, 2014. Noninterest-bearing deposits increased \$15.69 million and savings deposits, which include money market and savings accounts, increased \$8.11 million as of March 31, 2015, compared to December 31, 2014. Interest-bearing deposits decreased \$12.57 million and time deposits decreased \$20.80 million as of March 31, 2015, compared to December 31, 2014.

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**Table of Contents***Borrowings*

Total borrowings as of March 31, 2015, decreased \$7.44 million, or 3.24%, compared to December 31, 2014. Short-term borrowings consist of retail repurchase agreements. The balance of retail repurchase agreements decreased \$5.44 million, or 4.47%, as of March 31, 2015, compared to December 31, 2014. Securities underlying retail repurchase agreements remain under our control during the terms of the agreements. Long-term borrowings consist of wholesale repurchase agreements; FHLB borrowings, including convertible and callable advances; and other obligations. The balance and weighted average rate of wholesale repurchase agreements remained constant at \$50.00 million and 3.71%, respectively, as of March 31, 2015, compared to December 31, 2014. As of March 31, 2015, wholesale repurchase agreements had contractual maturities between one and four years. The balance and weighted average rate of FHLB borrowings remained constant at \$90.00 million and 4.07%, respectively, as of March 31, 2015, compared to December 31, 2014. As of March 31, 2015, FHLB borrowings had contractual maturities between two and six years. Included in other borrowings is \$15.46 million of junior subordinated debentures ( Debentures ) that were issued by the Company in October 2003 through the Trust with an interest rate of three-month London InterBank Offered Rate ( LIBOR ) plus 2.95%. The Debentures mature in October 2033 and are currently callable at the option of the Company. The Company maintains a \$15.00 million unsecured, committed line of credit with an unrelated financial institution that carries an interest rate of one-month LIBOR plus 2.00% and matures in April 2015. As of March 31, 2015, there was no outstanding balance on the line compared to an outstanding balance of \$2.00 million as of December 31, 2014.

*Stockholders Equity*

Total stockholders equity decreased \$3.22 million, or 0.92%, from \$351.37 million as of December 31, 2014, to \$348.15 million as of March 31, 2015. The change in stockholders equity was primarily due to the repurchase of 339,234 shares of our common stock and the redemption of 2,367 shares of Series A Preferred Stock.

*Liquidity and Capital Resources*

Liquidity is a measure of our ability to raise sufficient cash, or convert assets to cash, to meet our financial obligations. We maintain a liquidity risk management policy and contingency funding policy ( Liquidity Plan ) that is designed to detect potential liquidity issues to protect depositors, creditors, and shareholders. The Liquidity Plan includes various internal and external indicators that are reviewed on a recurring basis by our Asset/Liability Management Committee ( ALCO ) and the Board of Directors. ALCO reviews liquidity risk exposure and policies related to liquidity management, ensures that systems and internal controls are consistent with liquidity policies, and provides accurate reports about liquidity needs, sources, and compliance.

As of March 31, 2015, we maintained liquidity in the form of unencumbered cash on hand and deposits with other financial institutions of \$207.02 million, availability on federal funds lines with correspondent banks of \$105.00 million, credit available from the Federal Reserve Bank discount window of \$9.09 million, unused borrowing capacity with the FHLB of \$420.81 million, and unpledged available-for-sale securities of \$90.38 million. Cash on hand and deposits with other financial institutions, as well as lines of credit extended from correspondent banks and the FHLB, are immediately available to satisfy deposit withdrawals, customer credit needs, and our operations. Unused borrowing capacity with the FHLB is reported net of letters of credit held to secure public unit deposits. As of March 31, 2015, we provided letters of credit to public depositors with the FHLB totaling \$6.18 million. Available-for-sale securities represent a secondary source of liquidity upon conversion to a liquid asset. Our approved lines of credit with correspondent banks are available as backup liquidity sources.



As a holding company, the Company does not conduct significant operations. The Company's primary sources of liquidity are dividends received from the Bank and borrowings. Dividends paid by the Bank are subject to certain regulatory limitations. As of March 31, 2015, the Company's liquid assets consisted of cash and investment securities totaling \$22.58 million. The Company's cash reserves and investments provide adequate working capital to meet obligations and projected dividends to shareholders for the next twelve months. The Company maintains a \$15.00 million unsecured, committed line of credit with an unrelated financial institution. As of March 31, 2015, there was no outstanding balance on the line.

*Capital Adequacy Requirements*

Risk-based capital guidelines, issued by state and federal banking agencies, include balance sheet assets and off-balance sheet arrangements weighted by the risks inherent in the specific asset type. Basel III Capital Rules became effective on January 1, 2015, subject to a four-year phase-in period. The Company's required initial minimum capital ratios under Basel III include:

4.5% Common equity Tier capital to risk-weighted assets

6.0% Tier 1 capital to risk-weighted assets

8.0% Total capital to risk-weighted assets

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Our capital ratios presented for the quarter ended March 31, 2015, are based on the Basel III requirements, while prior period information is based on the requirements under Basel II. A detailed description of the Basel III Capital Rules is included in Part I, Item 1 of the Company's 2014 Form 10-K. The following table presents our capital ratios as of the dates indicated:

	March 31, 2015	December 31, 2014
Common equity tier 1 ratio		
First Community Bancshares, Inc.	15.32%	NA
First Community Bank	14.00%	NA
Tier 1 risk-based capital ratio		
First Community Bancshares, Inc.	15.48%	16.43%
First Community Bank	14.00%	14.48%
Total risk-based capital ratio		
First Community Bancshares, Inc.	16.74%	17.68%
First Community Bank	15.25%	15.73%
Tier 1 leverage ratio		
First Community Bancshares, Inc.	10.15%	10.12%
First Community Bank	9.13%	8.87%

As of March 31, 2015, and December 31, 2014, our capital ratios were well in excess of the minimum standards and classified as well capitalized under regulatory capital adequacy standards applicable to that period. Additionally, our capital ratios were in excess of the minimum standards under the Basel III Capital Rules on a fully phased-in basis, if such requirements were in effect, as of March 31, 2015.

*Off-Balance Sheet Arrangements*

We extend contractual commitments with off-balance sheet risk in the normal course of business to meet the financing needs of our customers. Our exposure to credit loss in the event of nonperformance by other parties to financial instruments is the same as the contractual amount of the instrument. The following table presents our off-balance sheet arrangements as of the dates indicated:

	March 31, 2015	December 31, 2014
<i>(Amounts in thousands)</i>		
Commitments to extend credit	\$ 203,658	\$ 236,471
Commitments related to secondary market mortgage loans	4,777	1,391
Standby letters of credit and financial guarantees	3,073	3,581
Total off-balance sheet risk	\$ 211,508	\$ 241,443
Reserve for unfunded commitments	\$ 326	\$ 326

*Impact of Inflation and Changing Prices*

Our consolidated financial statements and related notes are presented in accordance with GAAP, which requires the measurement of results of operations and financial position in historical dollars. Inflation may cause a rise in price levels and changes in the relative purchasing power of money. These inflationary effects are not reflected in historical dollar measurements. The primary effect of inflation on our operations is increased operating costs. In management's opinion, interest rates have a greater impact on our financial performance than inflation. Interest rates do not necessarily fluctuate in the same direction, or to the same extent, as the price of goods and services; therefore, the effect of inflation on businesses with large investments in property, plant, and inventory is generally more significant than the effect on financial institutions. The U.S. inflation rate continues to be relatively stable, and management believes that any changes in inflation will not be material to our financial performance.

**Item 3. Quantitative and Qualitative Disclosures about Market Risk**

Our profitability is largely dependent upon net interest income, which is the difference between interest income on interest-earning assets, such as loans and securities, and interest expense on interest-bearing liabilities, such as deposits and borrowings. Our Company, like other financial institutions, is subject to interest rate risk to the degree that interest-earning assets reprice differently than interest-bearing liabilities. We manage our mix of assets and liabilities with the goal of limiting exposure to interest rate risk, ensuring adequate liquidity, and coordinating sources and uses of funds while maintaining an acceptable level of net interest income given the current interest rate environment.

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Net interest income, our primary component of operational revenue, is subject to variation due to changes in interest rate environments and unbalanced repricing opportunities on earning assets and interest-bearing liabilities. Interest rate risk has four primary components: repricing risk, basis risk, yield curve risk, and option risk. Repricing risk occurs when earning assets and paying liabilities reprice at differing times as interest rates change. Basis risk occurs when underlying rates on assets and liabilities change at different levels or in varying degrees. Yield curve risk is the risk of adverse consequences that occurs when the same instrument experiences unequal change in the spread between two or more rates for different maturities. Lastly, option risk occurs from embedded options, often put or call options, given or sold to holders of financial instruments.

To mitigate the effect of changes in the general level of interest rates, we manage repricing opportunities and thus, our interest rate sensitivity. We seek to control our interest rate risk exposure to insulate net interest income and net earnings from fluctuations in the general level of interest rates. To measure our exposure to interest rate risk, quarterly simulations of net interest income are performed using financial models that project net interest income through a range of possible interest rate environments, including rising, declining, most likely, and flat rate scenarios. We use a simulation model that captures all earning assets, interest-bearing liabilities, and off-balance sheet financial instruments and combines the various factors affecting rate sensitivity into an earnings outlook for a range of assumed interest rate scenarios. Simulation results show the existence and severity of interest rate risk in each rate environment based on the current balance sheet position, assumptions about changes in the volume and mix of interest-earning assets and interest-paying liabilities, and our estimate of yields earned on assets and rates paid on deposit instruments and borrowings. These assumptions are inherently uncertain and, as a result, the model cannot precisely predict the impact of fluctuations in interest rates on net interest income. Actual results will differ from simulated results due to the timing, magnitude, and frequency of interest rate changes and changes in market conditions and our strategies. The earnings simulation model provides the best tool for managing interest rate risk available to us and the industry.

We have established policy limits for tolerance of interest rate risk in various interest rate scenarios. In addition, the policy addresses exposure limits to changes in the economic value of equity per predefined policy guidelines. The most recent simulation indicates that current exposure to interest rate risk is within our defined policy limits.

The following table summarizes the impact of immediate and sustained rate shocks in the interest rate environment on net interest income. The model simulates rate changes of plus 300 to minus 100 basis points from the base simulation and illustrates the prospective effects of hypothetical interest rate changes over a twelve-month period. This modeling technique, although useful, does not take into account all strategies that management might undertake in response to a sudden and sustained rate shock as depicted. As market conditions vary from those assumed in the sensitivity analysis, actual results will differ due to prepayment and refinancing levels likely deviating from those assumed, the varying impact of interest rate change caps or floors on adjustable rate assets, the potential effect of changing debt service levels on customers with adjustable rate loans, depositor early withdrawals and product preference changes, and other internal and external variables. As of December 31, 2014, the Federal Open Market Committee maintained a target range for federal funds of 0 to 25 basis points, rendering a complete downward shock of 200 basis points meaningless; thus, downward rate scenarios are limited to minus 100 basis points. In the downward rate shocks presented, benchmark interest rates are assumed to have floors near 0%.

<i>(Amounts in thousands, except basis points)</i>	March 31, 2015		December 31, 2014	
	Change in	Percent	Change in	Percent
<b>Increase (Decrease) in Interest Rates in Basis Points</b>	<b>Net Interest Income</b>	<b>Change</b>	<b>Net Interest Income</b>	<b>Change</b>
300	\$ 2,666	3.1%	\$ 3,619	4.2%

200	1,694	2.0%	2,183	2.5%
100	652	0.8%	871	1.0%
(100)	138	0.2%	290	0.3%

#### **Item 4. Controls and Procedures**

##### **Evaluation of Disclosure Controls and Procedures**

In connection with this report, we conducted an evaluation, under the supervision and with the participation of management, including our Chief Executive Officer ( CEO ) and Chief Financial Officer ( CFO ), of the effectiveness of our disclosure controls and procedures under the Exchange Act Rule 13a-15(b). Based upon that evaluation, the CEO and CFO concluded that, as of March 31, 2015, our disclosure controls and procedures were effective.

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Disclosure controls and procedures are our Company's controls and other procedures that are designed to ensure that information we are required to disclose in the reports we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information we are required to disclose in the reports that we file or submit under the Exchange Act is accumulated and communicated to management, including the CEO and CFO, as appropriate, to allow timely decisions regarding required disclosure.

Management, including the CEO and CFO, does not expect that our disclosure controls and internal controls will prevent all errors and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within our Company have been detected. These inherent limitations include the realities that judgments in decision making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, collusion of two or more people, or management's override of the controls.

## **Changes in Internal Control over Financial Reporting**

We assess the adequacy of our internal control over financial reporting quarterly and enhance our controls in response to internal control assessments and internal and external audit and regulatory recommendations. There were no changes in our internal control over financial reporting during the quarter ended March 31, 2015, that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## **PART II. OTHER INFORMATION**

### **ITEM 1. Legal Proceedings**

We are currently a defendant in various legal actions and asserted claims in the normal course of business. Although we are unable to assess the ultimate outcome of each of these matters with certainty, we are of the belief that the resolution of these actions should not have a material adverse effect on our financial position, results of operations, or cash flows.

### **ITEM 1A. Risk Factors**

A description of the Company's risk factors is included in Part I, Item 1A, Risk Factors, of our 2014 Form 10-K. Our risk factors discuss potential events, trends, or other circumstances that could adversely affect our business, financial condition, results of operations, cash flows, liquidity, access to capital resources, and, consequently, cause the market value of our common stock to decline. These risks could cause our future results to differ materially from historical results and expectations of future financial performance. There may be risks and uncertainties that we have not identified or that we have deemed immaterial that could adversely affect our business; therefore, our risk factors are not intended to be an exhaustive list of all risks we face. There have been no material changes from the risk factors previously disclosed in our 2014 Form 10-K.

### **ITEM 2. Unregistered Sales of Equity Securities and Use of Proceeds**

(a) Not Applicable

(b) Not Applicable

(c) Issuer Purchases of Equity Securities

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The following table provides information regarding purchases of our common stock made by us or on our behalf by any affiliated purchaser, as defined in Rule 10b-18(a)(3) under the Exchange Act, during the dates indicated:

	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of a Publicly Announced Plan	Maximum Number of Shares that May Yet be Purchased Under the Plan <sup>(1)</sup>
January 1-31, 2015		\$		909,936
February 1-28, 2015	137,340	16.33	137,340	772,596
March 1-31, 2015	201,894	16.57	201,894	583,495
Total	339,234	\$ 16.47	339,234	

- (1) Our stock repurchase plan, as amended, authorizes the purchase and retention of up to 3,000,000 shares. The plan has no expiration date and is currently in effect. No determination has been made to terminate the plan or to cease making purchases. We held 2,416,505 shares in treasury as of March 31, 2015.

**ITEM 3. Defaults Upon Senior Securities**

None.

**ITEM 4. Mine Safety Disclosures**

None.

**ITEM 5. Other Information**

None.

**ITEM 6. Exhibits**

- (a) Exhibits and index required

**Exhibit**

No.

Exhibit



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- 2.1 Purchase and Assumption Agreement between First Community Bank and CresCom Bank dated August 6, 2014. (35)
- 2.2 Purchase and Assumption Agreement between Bank of America, National Association and First Community Bank dated June 9, 2014. (36)
- 3.1 Articles of Incorporation of First Community Bancshares, Inc., as amended (1)
- 3.2 Amended and Restated Bylaws of First Community Bancshares, Inc. (2)
- 4.1 Specimen stock certificate of First Community Bancshares, Inc. (3)
- 4.2 Indenture Agreement dated September 25, 2003. (4)
- 4.3 Declaration of Trust of FCBI Capital Trust dated September 25, 2003, as amended and restated. (5)
- 4.4 Preferred Securities Guarantee Agreement dated September 25, 2003. (6)
- 4.5 Certificate of Designation of 6.00% Series A Noncumulative Convertible Preferred Stock. (7)
- 10.1\*\* First Community Bancshares, Inc. 1999 Stock Option Agreement (8) and Plan. (9)
- 10.1.1\*\* First Community Bancshares, Inc. 1999 Stock Option Plan, Amendment One. (10)
- 10.2\*\* First Community Bancshares, Inc. 2001 Nonqualified Director Stock Option Plan. (11)
- 10.3\*\* Employment Agreement between First Community Bancshares, Inc. and John M. Mendez dated December 16, 2008, as amended and restated (21) and Waiver Agreement. (29)
- 10.4\*\* First Community Bancshares, Inc. and Affiliates Executive Retention Plan (12), Amendment #1 (13), and Amendment #2. (32)
- 10.5\*\* First Community Bancshares, Inc. Split Dollar Plan and Agreement. (14)
- 10.6\*\* First Community Bancshares, Inc. Supplemental Directors Retirement Plan, as amended and restated. (15)
- 10.7\*\* First Community Bancshares, Inc. Nonqualified Supplemental Cash or Deferred Retirement Plan, as amended and restated. (16)
- 10.9\*\* Form of Indemnification Agreement between First Community Bancshares, Inc., its Directors, and Certain Executive Officers. (17)
- 10.10\*\* Form of Indemnification Agreement between First Community Bank, its Directors, and Certain Executive Officers. (17)

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10.11**	First Community Bancshares, Inc. 2004 Omnibus Stock Option Plan (18) and Stock Award Agreement. (19)
10.12**	First Community Bancshares, Inc. 2012 Omnibus Equity Compensation Plan (31)
10.13**	First Community Bancshares, Inc. Directors Deferred Compensation Plan, as amended and restated. (20)
10.14**	Employment Agreement between First Community Bancshares, Inc. and David D. Brown dated April 16, 2015. (22)
10.15**	Employment Agreement between First Community Bancshares, Inc. and Robert L. Buzzo dated December 16, 2008, as amended and restated. (23)
10.16**	Employment Agreement between First Community Bancshares, Inc. and E. Stephen Lilly dated April 16, 2015. (24)
10.17**	Employment Agreement between First Community Bancshares, Inc. and Gary R. Mills dated April 16, 2015. (25)
10.18**	Employment Agreement between First Community Bancshares, Inc. and Martyn A. Pell dated April 16, 2015. (26)
10.19**	Employment Agreement between First Community Bank and Robert L. Schumacher dated April 16, 2015. (27)
10.20**	Employment Agreement between First Community Bancshares, Inc. and William P. Stafford, II dated April 16, 2015. (37)
10.21**	Employment Agreement between First Community Bank and Mark R. Evans dated July 31, 2009. (28)
10.22**	Form of Restricted Stock Grant Agreement under First Community Bancshares, Inc. 2012 Omnibus Equity Compensation Plan. (33)
10.23**	Separation Agreement and Release between First Community Bancshares, Inc. and John M. Mendez dated August 28, 2013. (34)
11	Statement Regarding Computation of Earnings per Share. (30)
31.1*	Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer.
31.2*	Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer.
32*	Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101***	Interactive data files pursuant to Rule 405 of Regulation S-T: (i) Condensed Consolidated Balance Sheets as of March 31, 2015, (Unaudited), and December 31, 2014; (ii) Condensed Consolidated Statements of Income (Unaudited) for the three months ended March 31, 2015 and 2014; (iii) Condensed Consolidated Statements of Comprehensive Income for the three months ended March 31, 2015 and 2014; (iv) Condensed Consolidated Statements of Stockholders Equity (Unaudited) for the three months ended March 31, 2015 and 2014; (v) Condensed Consolidated Statements of Cash Flows (Unaudited) for the three months ended March 31, 2015 and 2014; and (vi) Notes to Condensed Consolidated Financial Statements (Unaudited).

- \* Incorporated herewith.
- \*\* Indicates a management contract or compensation plan.
- \*\*\* Submitted electronically herewith.

- (1) Incorporated by reference from Exhibit 3(i) of the Quarterly Report on Form 10-Q for the period ended June 30, 2010, filed on August 16, 2010.
- (2) Incorporated by reference from Exhibit 3.1 of the Current Report on Form 8-K dated September 24, 2013, filed on September 26, 2013.
- (3) Incorporated by reference from Exhibit 4.1 of the Annual Report on Form 10-K for the period ended December 31, 2002, filed on March 25, 2003, amended on March 31, 2003.
- (4) Incorporated by reference from Exhibit 4.2 of the Quarterly Report on Form 10-Q for the period ended September 30, 2003, filed on November 10, 2003.
- (5) Incorporated by reference from Exhibit 4.3 of the Quarterly Report on Form 10-Q for the period ended September 30, 2003, filed on November 10, 2003.
- (6) Incorporated by reference from Exhibit 4.4 of the Quarterly Report on Form 10-Q for the period ended September 30, 2003, filed on November 10, 2003.
- (7) Incorporated by reference from Exhibit 4.1 of the Current Report on Form 8-K dated May 20, 2011, filed on May 23, 2011.
- (8) Incorporated by reference from Exhibit 10.5 of the Quarterly Report on Form 10-Q for the period ended June 30, 2002, filed on August 14, 2002.
- (9) Incorporated by reference from Exhibit 10.1 of the Annual Report on Form 10-K for the period ended December 31, 1999, filed on March 30, 2000, amended on April 13, 2000.
- (10) Incorporated by reference from Exhibit 10.1.1 of the Quarterly Report on Form 10-Q for the period ended March 31, 2004, filed on May 7, 2004.
- (11) Incorporated by reference from Exhibit 10.4 of the Quarterly Report on Form 10-Q for the period ended June 30, 2002, filed on August 14, 2002.

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- (12) Incorporated by reference from Exhibit 10.1 of the Current Report on Form 8-K dated December 30, 2008, filed on January 5, 2009.
- (13) Incorporated by reference from Exhibit 10.3 of the Current Report on Form 8-K dated December 16, 2010, filed on December 17, 2010.
- (14) Incorporated by reference from Exhibit 10.5 of the Annual Report on Form 10-K for the period ended December 31, 1999, filed on March 30, 2000, amended on April 13, 2000.
- (15) Incorporated by reference from Exhibit 10.1 of the Current Report on Form 8-K dated December 16, 2010, filed on December 17, 2010.
- (16) Incorporated by reference from Exhibit 99.1 of the Current Report on Form 8-K dated August 22, 2006, filed on August 23, 2006.
- (17) Incorporated by reference from Exhibit 10.1 and Exhibit 10.2 of the Current Report on Form 8-K dated February 25, 2014, filed on March 3, 2014.
- (18) Incorporated by reference from Annex B to the 2004 First Community Bancshares, Inc. Definitive Proxy Statement filed on March 15, 2004.
- (19) Incorporated by reference from Exhibit 10.13 of the Quarterly Report on Form 10-Q for the period ended June 30, 2004, filed on August 6, 2004.
- (20) Incorporated by reference from Exhibit 99.2 of the Current Report on Form 8-K dated August 22, 2006, filed on August 23, 2006.
- (21) Incorporated by reference from Exhibit 10.1 of the Current Report on Form 8-K dated and filed on December 16, 2008.
- (22) Incorporated by reference from Exhibit 10.3 of the Current Report on Form 8-K dated and filed on April 16, 2015.
- (23) Incorporated by reference from Exhibit 10.1 of the Current Report on Form 8-K dated and filed on July 6, 2009.
- (24) Incorporated by reference from Exhibit 10.5 of the Current Report on Form 8-K dated and filed on April 16, 2015.
- (25) Incorporated by reference from Exhibit 10.2 of the Current Report on Form 8-K dated and filed on April 16, 2015.
- (26) Incorporated by reference from Exhibit 10.4 of the Current Report on Form 8-K dated and filed on April 16, 2015.
- (27) Incorporated by reference from the Current Report on Form 8-K dated and filed on April 16, 2015.
- (28) Incorporated by reference from Exhibit 2.1 of the Current Report on Form 8-K dated April 2, 2009, filed on April 3, 2009.
- (29) Incorporated by reference from Exhibit 10.2 of the Current Report on Form 8-K dated December 16, 2010, filed on December 17, 2010.
- (30) Incorporated by reference from Note 1 of the Notes to Condensed Consolidated Financial Statements included herein.
- (31) Incorporated by reference from the 2012 First Community Bancshares, Inc. Definitive Proxy Statement filed on March 7, 2012.
- (32) Incorporated by reference from Exhibit 10.1 of the Current Report on Form 8-K dated February 21, 2013, filed on February 25, 2013.
- (33) Incorporated by reference from Exhibit 99.1 of the Current Report on Form 8-K dated and filed May 28, 2013.
- (34) Incorporated by reference from Exhibit 99.1 of the Current Report on Form 8-K/A dated August 12, 2013, filed on September 3, 2013.
- (35) Incorporated by reference from Exhibit 99.1 of the Current Report on Form 8-K dated August 6, 2014, filed on August 7, 2014.
- (36) Incorporated by reference from Exhibit 99.3 of the Current Report on Form 8-K/A dated June 9, 2014, filed on June 10, 2014.
- (37)

Incorporated by reference from Exhibit 10.1 of the Current Report on Form 8-K dated and filed on April 16, 2015.

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**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, on the 8<sup>th</sup> day of May, 2015.

First Community Bancshares, Inc.  
(Registrant)

/s/ William P. Stafford, II  
William P. Stafford, II  
Chief Executive Officer  
(Principal Executive Officer)

/s/ David D. Brown  
David D. Brown  
Chief Financial Officer  
(Principal Accounting Officer)

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**EXHIBIT INDEX**

Exhibit

No.	Exhibit
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32	Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101	Interactive data files pursuant to Rule 405 of Regulation S-T: (i) Condensed Consolidated Balance Sheets as of March 31, 2015, (Unaudited), and December 31, 2014; (ii) Condensed Consolidated Statements of Income (Unaudited) for the three months ended March 31, 2015 and 2014; (iii) Condensed Consolidated Statements of Comprehensive Income for the three months ended March 31, 2015 and 2014; (iv) Condensed Consolidated Statements of Stockholders' Equity (Unaudited) for the three months ended March 31, 2015 and 2014; (v) Condensed Consolidated Statements of Cash Flows (Unaudited) for the three months ended March 31, 2015 and 2014; and (vi) Notes to Condensed Consolidated Financial Statements (Unaudited).