SUMMIT FINANCIAL GROUP INC
Form 10-Q
November 12, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10 – Q

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

For the quarterly period ended September 30, 2013.
or
[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934 For the transition period from ___________ to __________.

Commission File Number 0-16587

Summit Financial Group, Inc.
(Exact name of registrant as specified in its charter)

West Virginia	55-0672148
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)

300 North Main Street

Moorefield, West Virginia	26836
(Address of principal executive offices)	(Zip Code)

(304) 530-1000
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Sections 13 or 15(d) of the Securities and 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 þNo o

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 þNo o

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 definition of “large accelerated filer”, “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer o	Accelerated filero
Non-accelerated filer o	Smaller reporting companyþ

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
Yes oNo þ

Indicate the number of shares outstanding of each of the issuer’s classes of Common Stock as of the latest practicable date.

Common Stock, $2.50 par value
7,451,022 shares outstanding as of November 5, 2013

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Summit Financial Group, Inc. and Subsidiaries
Consolidated Balance Sheets (unaudited)

Dollars in thousands	September 30, 2013 (unaudited)	December 31, 2012 (*)	September 30, 2012 (unaudited)
ASSETS			
Cash and due from banks	$ 4,571	$ 3,833	$ 3,752
Interest bearing deposits with other banks	11,532	10,969	13,441
Cash and cash equivalents	16,103	14,802	17,193
Securities available for sale	291,258	281,539	291,992
Other investments	8,004	14,658	16,100
Loans held for sale	602	226	213
Loans, net	939,169	937,168	940,933
Property held for sale	45,303	56,172	56,033
Premises and equipment, net	20,780	21,129	21,264
Accrued interest receivable	5,364	5,621	5,352
Intangible assets	8,036	8,300	8,387
Cash surrender value of life insurance policies	35,257	29,553	30,065
Other assets	17,911	17,936	16,554
Total assets	$ 1,387,787	$ 1,387,104	$ 1,404,086
LIABILITIES AND SHAREHOLDERS' EQUITY			
Liabilities			
Deposits			
Non interest bearing	$ 99,109	$ 100,592	$ 96,764
Interest bearing	917,626	926,533	930,543
Total deposits	1,016,735	1,027,125	1,027,307
Short-term borrowings	54,163	3,958	20,957
Long-term borrowings	163,540	203,268	203,744
Subordinated debentures	16,800	16,800	16,800
Subordinated debentures owed to unconsolidated subsidiary trusts	19,589	19,589	19,589
Other liabilities	8,155	7,809	8,361
Total liabilities	1,278,982	1,278,549	1,296,758
Commitments and Contingencies			

Shareholders' Equity			
Preferred stock and related surplus - authorized 250,000 shares;			
Series 2009, 8% Non-cumulative convertible preferred stock,			
par value $1.00; issued 3,710 shares	3,519	3,519	3,519
Series 2011, 8% Non-cumulative convertible preferred stock,			
par value $1.00; issued 2013 - 11,938, 2012 - 12,000 shares	5,776	5,807	5,807
Common stock and related surplus - authorized 20,000,000 shares;			
$2.50 par value; issued and outstanding 2013 - 7,448,422 and			
2012 - 7,425,472 shares	24,632	24,520	24,520
Retained earnings	74,541	69,841	67,929
Accumulated other comprehensive income	337	4,868	5,553
Total shareholders' equity	108,805	108,555	107,328
Total liabilities and shareholders' equity	$ 1,387,787	$ 1,387,104	$ 1,404,086

(*) - December 31, 2012 financial information has been extracted from audited consolidated financial statements

See Notes to Consolidated Financial Statements

Summit Financial Group, Inc. and Subsidiaries
Consolidated Statements of Income (unaudited)

	Three Months Ended		Nine Months Ended	
	September 30,	September 30,	September 30,	September 30,
Dollars in thousands, except per share amounts	2013	2012	2013	2012
Interest income				
Interest and fees on loans				
Taxable	$ 12,469	$ 13,572	$ 38,037	$ 41,812
Tax-exempt	63	76	197	243
Interest and dividends on securities				
Taxable	896	1,340	2,852	4,593
Tax-exempt	616	594	1,832	1,986
Interest on interest bearing deposits with other banks	1	7	4	30
Total interest income	14,045	15,589	42,922	48,664
Interest expense				
Interest on deposits	2,487	3,067	8,074	10,140
Interest on short-term borrowings	24	8	50	25
Interest on long-term borrowings and subordinated debentures	1,996	2,579	5,997	8,575
Total interest expense	4,507	5,654	14,121	18,740
Net interest income	9,538	9,935	28,801	29,924
Provision for loan losses	1,000	2,000	3,500	6,002
Net interest income after provision for loan losses	8,538	7,935	25,301	23,922
Other income				
Insurance commissions	1,057	1,052	3,373	3,352
Service fees related to deposit accounts	1,106	1,074	3,202	3,163
Realized securities gains	132	760	116	2,245
Other	606	514	1,741	1,649
Total other-than-temporary impairment loss on securities	(38)	(233)	(155)	(1,115)
Portion of loss recognized in other comprehensive income	-	194	37	740
Net impairment loss recognized in earnings	(38)	(39)	(118)	(375)
Total other income	2,863	3,361	8,314	10,034
Other expense				
Salaries, commissions, and employee benefits	4,050	3,940	12,155	11,733

Net occupancy expense	454	476	1,387	1,445
Equipment expense	578	573	1,724	1,777
Professional fees	263	292	885	872
Amortization of intangibles	88	88	263	263
FDIC premiums	503	510	1,558	1,532
Foreclosed properties expense	262	356	836	935
(Gain) loss on sale of foreclosed properties	(17)	(16)	546	583
Write-down of foreclosed properties	654	2,571	3,078	6,114
Other	1,396	1,237	3,900	3,749
Total other expense	8,231	10,027	26,332	29,003
Income before income taxes	3,170	1,269	7,283	4,953
Income tax expense	898	272	2,001	1,345
Net Income	2,272	997	5,282	3,608
Dividends on preferred shares	194	194	582	583
Net Income applicable to common shares	$ 2,078	$ 803	$ 4,700	$ 3,025
Basic earnings per common share	$ 0.28	$ 0.11	$ 0.63	$ 0.41
Diluted earnings per common share	$ 0.24	$ 0.10	$ 0.55	$ 0.38

See Notes to Consolidated Financial Statements

Summit Financial Group, Inc. and Subsidiaries
Consolidated Statements of Comprehensive Income (unaudited)

	For the Three Months Ended September 30,	
Dollars in thousands	2013	2012
Net income	$ 2,272	$ 997
Other comprehensive income (loss):		
Net unrealized (loss) on cashflow hedge of ($117), net of deferred taxes of $43	(74)	-
Non-credit related other-than-temporary impairment on available for sale debt securities - 2013 - $0, net of deferred taxes of $0; 2012 - $194, net of deferred taxes of $74	-	(120)
Net unrealized gain (loss) on available for sale debt securities of: 2013 - ($681) net of deferred taxes of $252 and reclassification adjustment for net realized gains included in net income of $132; 2012 - $1,513, net of deferred taxes of $575 and reclassification adjustment for net realized gains included in net income of $760	(429)	938
Total comprehensive income	$ 1,769	$ 1,815

For the Nine Months Ended September 30,

Dollars in thousands	2013	2012
Net income	$ 5,282	$ 3,608
Other comprehensive income (loss):		
Net unrealized (loss) on cashflow hedge of ($117), net of deferred taxes of $43	(74)	-
Non-credit related other-than-temporary impairment on available for sale debt securities - 2013 - $37, net of deferred taxes of $14; 2012 - $740, net of deferred taxes of $281	(23)	(459)
Net unrealized gain (loss) on available for sale debt securities of: 2013 - ($7,038) net of deferred taxes of $2,604 and reclassification adjustment for net realized gains included in net income of $116; 2012 - $3,539, net of deferred taxes of $1,345 and reclassification adjustment for net realized gains included in net income of $2,245	(4,434)	2,194
Total comprehensive income	$ 751	$ 5,343

See Notes to Consolidated Financial Statements

Summit Financial Group, Inc. and Subsidiaries
Consolidated Statements of Shareholders' Equity (unaudited)

Dollars in thousands, except per share amounts	Series 2009 Preferred Stock and Related Surplus	Series 2011 Preferred Stock and Related Surplus	Common Stock and Related Surplus	Retained Earnings	Accumulated Other Compre-hensive Income	Total Share-holders' Equity
Balance, December 31, 2012	$ 3,519	$ 5,807	$ 24,520	$ 69,841	$ 4,868	$ 108,555
Nine Months Ended September 30, 2013						
Comprehensive income:						
Net income	-	-	-	5,282	-	5,282
Other comprehensive income (loss)					(4,531)	(4,531)
Total comprehensive income (loss)						751
Exercise of stock options	-	-	80	-	-	80
Stock compensation expense	-	-	1	-	-	1
Series 2009 Preferred Stock cash dividends declared ($60.00 per share)	-	-	-	(223)	-	(223)
Series 2011 Preferred Stock cash dividends declared ($30.00 per share)	-	-	-	(359)	-	(359)
Conversion of Series 2011 Preferred Stock to Common Stock	-	(31)	31	-		
Balance, September 30, 2013	$ 3,519	$ 5,776	$ 24,632	$ 74,541	$ 337	$ 108,805
Balance, December 31, 2011	$ 3,519	$ 5,807	$ 24,518	$ 64,904	$ 3,818	$ 102,566
Nine Months Ended September 30, 2012						
Comprehensive income:						
Net income	-	-	-	3,608	-	3,608

Other comprehensive income					1,735	1,735
Total comprehensive income						5,343
Stock compensation expense	-	-	2	-	-	2
Series 2009 Preferred Stock cash dividends declared ($60.00 per share)	-	-	-	(223)	-	(223)
Series 2011 Preferred Stock cash dividends declared ($30.00 per share)	-	-	-	(360)	-	(360)
Balance, September 30, 2012	$ 3,519	$ 5,807	$ 24,520	$ 67,929	$ 5,553	$ 107,328

See Notes to Consolidated Financial Statements

Summit Financial Group, Inc. and Subsidiaries
Consolidated Statements of Cash Flows (unaudited)

	Nine Months Ended	
Dollars in thousands	September 30, 2013	September 30, 2012
Cash Flows from Operating Activities		
Net income	$ 5,282	$ 3,608
Adjustments to reconcile net earnings to net cash		
provided by operating activities:		
Depreciation	878	989
Provision for loan losses	3,500	6,002
Stock compensation expense	1	2
Deferred income tax expense (benefit)	1,248	(1,172)
Loans originated for sale	(7,963)	(5,463)
Proceeds from loans sold	7,587	5,251
Securities gains	(116)	(2,245)
Other-than-temporary impairment of securities	118	375
Loss on disposal of assets	535	583
Write down of foreclosed properties	3,078	6,114
Amortization of securities premiums (accretion of discounts), net	4,698	3,181
Amortization of goodwill and purchase accounting		
adjustments, net	272	272
Decrease in accrued interest receivable	257	431
Increase in cash surrender value of bank owned life insurance	(704)	(781)
(Increase) decrease in other assets	2,354	(971)

Decrease in other liabilities	(748)	(140)
Net cash provided by operating activities	20,277	16,036
Cash Flows from Investing Activities		
Proceeds from maturities and calls of securities available for sale	1,258	4,056
Proceeds from sales of securities available for sale	41,188	64,567
Principal payments received on securities available for sale	50,650	47,584
Purchases of securities available for sale	(111,443)	(120,114)
Purchases of other investments	(2,541)	-
Redemption of Federal Home Loan Bank Stock	5,922	3,048
Net principal payments received from (loans made to) customers	(8,371)	13,736
Purchases of premises and equipment	(528)	(170)
Proceeds from disposal of premises and equipment	11	-
Proceeds from sales of other repossessed assets & property held for sale	10,339	6,998
Purchase of life insurance contracts	(5,000)	-
Net cash provided by investing activities	(18,515)	19,705
Cash Flows from Financing Activities		
Net increase in demand deposit, NOW and savings accounts	9,759	15,662
Net decrease in time deposits	(20,149)	(4,856)
Net increase in short-term borrowings	50,205	5,002
Proceeds from long-term borrowings	3,454	-
Repayment of long-term borrowings	(43,228)	(66,510)
Exercise of stock options	80	-
Dividends paid on preferred stock	(582)	(537)

Net cash (used in) financing activities		(461)		(51,239)
Increase (decrease) in cash and cash equivalents		1,301		(15,498)
Cash and cash equivalents:				
Beginning		14,802		32,691
Ending	$	16,103	$	17,193

(Continued)

See Notes to Consolidated Financial Statements

Summit Financial Group, Inc. and Subsidiaries
Consolidated Statements of Cash Flows (unaudited)

	Nine Months Ended	
Dollars in thousands	September 30, 2013	September 30, 2012
Supplemental Disclosures of Cash Flow Information		
Cash payments for:		
Interest	$ 14,526	$ 19,335
Income taxes	$ 1,098	$ 1,834
Supplemental Schedule of Noncash Investing and Financing Activities		
Other assets acquired in settlement of loans	$ 2,871	$ 5,266

See Notes to Consolidated Financial Statements

Summit Financial Group, Inc. and Subsidiaries
Notes to Consolidated Financial Statements (unaudited)

NOTE 1. BASIS OF PRESENTATION

We, Summit Financial Group, Inc. and subsidiaries, prepare our consolidated financial statements in accordance with accounting principles generally accepted in the United States of America for interim financial information and with instructions to Form 10-Q and Regulation S-X. Accordingly, they do not include all the information and footnotes required by accounting principles generally accepted in the United States of America for annual year end financial statements. In our opinion, all adjustments considered necessary for a fair presentation have been included and are of a normal recurring nature.

The presentation of financial statements in conformity with accounting principles generally accepted in the United States of America requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ materially from these estimates.

The results of operations for the quarter ended September 30, 2013 are not necessarily indicative of the results to be expected for the full year. The consolidated financial statements and notes included herein should be read in conjunction with our 2012 audited financial statements and Annual Report on Form 10-K. Certain accounts in the consolidated financial statements for December 31, 2012 and September 30, 2012, as previously presented, have been reclassified to conform to current year classifications.

NOTE 2. SIGNIFICANT NEW AUTHORITATIVE ACCOUNTING GUIDANCE

ASU No. 2013-02, Comprehensive Income (Topic 220) – Reporting Amounts Reclassified Out of Accumulated Other Comprehensive Income amended authoritative guidance related to the reporting of reclassifications out of other comprehensive earnings. The new guidance sets requirements for presentation for significant items reclassified to net earnings during the period presented. The new guidance was effective for annual and interim periods beginning on January 1, 2013 and did not have an effect on our financial statements.

ASU 2013-10, “Derivatives and Hedging (Topic 815) – Inclusion of the Fed Funds Effective Swap Rate (or Overnight Index Swap Rate) as a Benchmark Interest Rate for Hedge Accounting Purposes” permits the Fed Funds Effective Swap Rate (or Overnight Index Swap Rate) to be used as a U.S. benchmark interest rate for hedge accounting purposes under Topic 815, in addition to interest rates on direct Treasury obligations of the U.S. government and the London Interbank Offered Rate (“LIBOR”). ASU 2013-10 is effective prospectively for qualifying new or redesignated hedging relationships entered into on or after July 17, 2013 and is not expected to have a significant impact on our financial statements.

NOTE 3. FAIR VALUE MEASUREMENTS

ASC Topic 820 defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. ASC Topic 820 also establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value.

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

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

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

Accordingly, securities available-for-sale and derivative financial instruments are recorded at fair value on a recurring basis. Additionally, from time to time, we may be required to record other assets at fair value on a nonrecurring basis, such as loans held for sale, and impaired loans held for investment. These nonrecurring fair value adjustments typically involve application of lower of cost or market accounting or write-downs of individual assets.

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

Available-for-Sale Securities: Investment securities available-for-sale are recorded at fair value on a recurring basis. Fair value measurement is based upon quoted prices, if available. If quoted prices are not available, fair values are measured using independent pricing models or other model-based valuation techniques such as the present value of future cash flows, adjusted for the security's credit rating, prepayment assumptions and other factors such as credit loss assumptions. Level 1 securities include those traded on an active exchange, such as the New York Stock Exchange, U.S. Treasury securities that are traded by dealers or brokers in active over-the-counter markets and money market funds. Level 2 securities include mortgage-backed securities issued by government sponsored entities, municipal bonds and corporate debt securities.

Derivative Financial Instruments: Derivative financial instruments are recorded at fair value on a recurring basis. Fair value measurement is based on pricing models run by a third-party, utilizing observable market-based inputs. All future floating cash flows are projected and both floating and fixed cash flows are discounted to the valuation date. As a result, we classify interest rate swaps as Level 2.

Loans Held for Sale: Loans held for sale are carried at the lower of cost or market value. The fair value of loans held for sale is based on what secondary markets are currently offering for portfolios with similar characteristics. As such, we classify loans subject to nonrecurring fair value adjustments as Level 2.

Loans: We do not record loans at fair value on a recurring basis. However, from time to time, a loan is considered impaired and an allowance for loan losses is established. Loans for which it is probable that payment of interest and principal will not be made in accordance with the original contractual terms of the loan agreement are considered impaired. Once a loan is identified as individually impaired, management measures impairment in accordance with ASC Topic 310, Accounting by Creditors for Impairment of a Loan. The fair value of impaired loans is estimated using one of several methods, including collateral value, liquidation value and discounted cash flows. Those impaired loans not requiring an allowance represent loans for which the fair value of the expected repayments or collateral exceed the recorded investments in such loans. At September 30, 2013, substantially all of the total impaired loans were evaluated based on the fair value of the collateral. In accordance with ASC Topic 310, impaired loans where an allowance is established based on the fair value of collateral requires classification in the fair value hierarchy. When the fair value of the collateral is based on an observable market price or a current appraised value, we record the impaired loan as nonrecurring Level 2. When a current appraised value is not available and there is no observable market price, we record the impaired loan as nonrecurring Level 3.

When a collateral-dependent loan is identified as impaired, management immediately begins the process of evaluating the estimated fair value of the underlying collateral to determine if a related specific allowance for loan losses or charge-off is necessary. Current appraisals are ordered once a loan is deemed impaired if the existing appraisal is more than twelve months old, or more frequently if there is known deterioration in value. For recently identified impaired loans, a current appraisal may not be available at the financial statement date. Until the current appraisal is obtained, the original appraised value is discounted, as appropriate, to compensate for the estimated depreciation in the value of the loan's underlying collateral since the date of the original appraisal. Such discounts are generally estimated based upon management's knowledge of sales of similar collateral within the applicable market area and its knowledge of other real estate market-related data as well as general economic trends. When a new appraisal is received (which generally are received within 3 months of a loan being identified as impaired), management then re-evaluates the fair value of the collateral and adjusts any specific allocated allowance for loan losses, as appropriate. In addition, management also assigns a discount of 7–10% for the estimated costs to sell the collateral.

Other Real Estate Owned ("OREO"): OREO consists of real estate acquired in foreclosure or other settlement of loans. Such assets are carried on the balance sheet at the lower of the investment in the real estate or its fair value less estimated selling costs. The fair value of OREO is determined on a nonrecurring basis generally utilizing current appraisals performed by an independent, licensed appraiser applying an income or market value approach using observable market data (Level 2). Updated appraisals of OREO are generally obtained if the existing appraisal is more than 18 months old or more frequently if there is a known deterioration in value. However, if a current appraisal is not available, the original appraised value is discounted, as appropriate, to compensate for the estimated depreciation in the value of the real estate since the date of its original appraisal. Such discounts are generally estimated based upon management's knowledge of sales of similar property within the applicable market area and its knowledge of other real estate market-related data as well as general economic trends (Level 3). Upon foreclosure, any fair value adjustment is charged against the allowance for loan losses. Subsequent fair value adjustments are recorded in the period incurred and included in other noninterest expense in the consolidated statements of income.

Assets and Liabilities Recorded at Fair Value on a Recurring Basis

The table below presents the recorded amount of assets (liabilities) measured at fair value on a recurring basis.

	Balance at September 30, 2013	Fair Value Measurements Using:		
Dollars in thousands		Level 1	Level 2	Level 3
Available for sale securities				
U.S. Government sponsored agencies	$ 28,430	$ -	$ 28,430	$ -
Mortgage backed securities:				
Government sponsored agencies	150,787	-	150,787	-
Nongovernment sponsored entities	13,440	-	13,440	-
State and political subdivisions	15,011	-	15,011	-
Corporate debt securities	3,950	-	3,950	-

Other equity securities		77		-		77	-
Tax-exempt state and political subdivisions		79,563		-		79,563	-
Tax-exempt mortgage-backed securities		-		-		-	-
Total available for sale securities	$	291,258	$	-	$	291,258	$ -
Derivative financial instrument							
Interest rate swap	$	(117)	$	-	$	(117)	$ -

	Balance at December 31, 2012	Fair Value Measurements Using:		
Dollars in thousands		Level 1	Level 2	Level 3
Available for sale securities				
U.S. Government sponsored agencies	$ 29,020	$ -	$ 29,020	$ -
Mortgage backed securities:				
Government sponsored agencies	136,570	-	136,570	-
Nongovernment sponsored agencies	15,745	-	15,745	-
State and political subdivisions	12,169	-	12,169	-
Corporate debt securities	1,950	-	1,950	-
Other equity securities	77	-	77	-
Tax-exempt state and political subdivisions	83,270	-	83,270	-
Tax-exempt mortgage backed securities	2,738	-	2,738	-
Total available for sale securities	$ 281,539	$ -	$ 281,539	$ -

There were no assets measured at fair value on a recurring basis using significant unobservable inputs (Level 3) for the period ended September 30, 2013.

Assets and Liabilities Recorded at Fair Value on a Nonrecurring Basis

We may be required, from time to time, to measure certain assets at fair value on a nonrecurring basis in accordance with U.S. generally accepted accounting principles. These include assets that are measured at the lower of cost or market that were recognized at fair value below cost at the end of the period. Assets measured at fair value on a nonrecurring basis are included in the table below.

	Total at September 30, 2013	Fair Value Measurements Using:		
Dollars in thousands		Level 1	Level 2	Level 3
Residential mortgage loans held for sale	$ 602	$ -	$ 602	$ -
Impaired loans				
Commercial	$ 5,456	$ -	$ 3,731	$ 1,725

Commercial real estate	17,109	-	3,998	13,111
Construction and development	24,128	-	21,629	2,499
Residential real estate	22,632	-	17,341	5,291
Consumer	40	-	-	40
Total impaired loans	$ 69,365	$ -	$ 46,699	$ 22,666
OREO				
Commercial	$ -	$ -	$ -	$ -
Commercial real estate	9,961	-	9,961	-
Construction and development	31,747	-	31,747	-
Residential real estate	3,595	-	3,595	-
Consumer	-	-	-	-
Total OREO	$ 45,303	$ -	$ 45,303	$ -

Dollars in thousands	Total at December 31, 2012	Fair Value Measurements Using: Level 1	Level 2	Level 3
Residential mortgage loans held for sale	$ 226	$ -	$ 226	$ -
Impaired loans				
Commercial	$ 10,856	$ -	$ 5,013	$ 5,843
Commercial real estate	25,435	-	16,331	9,104
Construction and development	27,352	-	24,578	2,774
Residential real estate	24,442	-	21,625	2,817
Consumer	50	-	-	50
Total impaired loans	$ 88,135	$ -	$ 67,547	$ 20,588
OREO				
Commercial	$ -	$ -	$ -	$ -
Commercial real estate	11,835	-	11,047	788
Construction and development	40,671	-	35,978	4,693
Residential real estate	3,666	-	3,666	-
Consumer	-	-	-	-
Total OREO	$ 56,172	$ -	$ 50,691	$ 5,481

Our policy with respect to troubled debt restructurings (“TDRs”), included in impaired loans, is to appraise any underlying collateral at the time of restructure, and then only obtain periodic reappraisals if the TDR is not performing in accordance with the terms of the restructure. Substantially all Level 3 fair values of impaired loans in the above tables are performing TDRs.

ASC Topic 825, Financial Instruments, requires disclosure of the fair value of financial assets and financial liabilities, including those financial assets and financial liabilities that are not measured and reported at fair value on a recurring basis or non-recurring basis. The following summarizes the methods and significant assumptions we used in estimating our fair value disclosures for financial instruments.

Cash and cash equivalents: The carrying values of cash and cash equivalents approximate their estimated fair value.

Federal funds sold: The carrying values of Federal funds sold approximate their estimated fair values.

Securities: Estimated fair values of securities are based on quoted market prices, where available. If quoted market prices are not available, estimated fair values are based on quoted market prices of comparable securities.

Loans held for sale: The carrying values of loans held for sale approximate their estimated fair values.

Loans: The estimated fair values for loans are computed based on scheduled future cash flows of principal and interest, discounted at interest rates currently offered for loans with similar terms to borrowers of similar credit quality. No prepayments of principal are assumed.

Accrued interest receivable and payable: The carrying values of accrued interest receivable and payable approximate their estimated fair values.

Deposits: The estimated fair values of demand deposits (i.e. non-interest bearing checking, NOW, money market and savings accounts) and other variable rate deposits approximate their carrying values. Fair values of fixed maturity deposits are estimated using a discounted cash flow methodology at rates currently offered for deposits with similar remaining maturities. Any intangible value of long-term relationships with depositors is not considered in estimating the fair values disclosed.

Short-term borrowings: The carrying values of short-term borrowings approximate their estimated fair values.

Long-term borrowings: The fair values of long-term borrowings are estimated by discounting scheduled future payments of principal and interest at current rates available on borrowings with similar terms.

Subordinated debentures: The carrying values of subordinated debentures approximate their estimated fair values.

Subordinated debentures owed to unconsolidated subsidiary trusts: The carrying values of subordinated debentures owed to unconsolidated subsidiary trusts approximate their estimated fair values.

Derivative financial instruments: The fair value of the interest rate swap is valued using independent pricing models.

Off-balance sheet instruments: The fair values of commitments to extend credit and standby letters of credit are estimated using the fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreements and the present credit standing of the counter parties. The amounts of fees currently charged on commitments and standby letters of credit are deemed insignificant, and therefore, the estimated fair values and carrying values are not shown below.

The carrying values and estimated fair values of our financial instruments are summarized below:

	September 30, 2013		December 31, 2012	
Dollars in thousands	Carrying Value	Estimated Fair Value	Carrying Value	Estimated Fair Value
Financial assets				
Cash and cash equivalents	$ 16,103	$ 16,103	$ 14,802	$ 14,802
Securities available for sale	291,258	291,258	281,539	281,539
Other investments	8,004	8,004	14,658	14,658
Loans held for sale	602	602	226	226
Loans, net	939,169	965,070	937,168	965,454
Accrued interest receivable	5,364	5,364	5,621	5,621
	$ 1,260,500	$ 1,286,401	$ 1,254,014	$ 1,282,300
Financial liabilities				
Deposits	$ 1,016,735	$ 1,045,084	$ 1,027,125	$ 1,064,957
Short-term borrowings	54,163	54,163	3,958	3,958
Long-term borrowings	163,540	175,237	203,268	220,175
Subordinated debentures	16,800	16,800	16,800	16,800
Subordinated debentures owed to unconsolidated subsidiary trusts	19,589	19,589	19,589	19,589
Accrued interest payable	1,473	1,473	1,877	1,877

Derivative financial liabilities	117	117	-	-
	$ 1,272,417	$ 1,312,463	$ 1,272,617	$ 1,327,356

NOTE 4. EARNINGS PER SHARE

The computations of basic and diluted earnings per share follow:

	For the Three Months Ended September 30,					
	2013			2012		
Dollars in thousands, except per share amounts	Income (Numerator)	Common Shares (Denominator)	Per Share	Income (Numerator)	Common Shares (Denominator)	Per Share
Net income	$ 2,272			$ 997		
Less preferred stock dividends	(194)			(194)		
Basic EPS	$ 2,078	7,443,865	$ 0.28	$ 803	7,425,472	$ 0.11
Effect of dilutive securities:						
Stock options	-	7,819		-	1,261	
Series 2011 convertible preferred stock	120	1,495,728		120	1,500,000	
Series 2009 convertible preferred stock	74	674,545		74	674,545	
Diluted EPS	$ 2,272	9,621,957	$ 0.24	$ 997	9,601,278	$ 0.10

	For the Nine Months Ended September 30,					
	2013			2012		
Dollars in thousands, except per share amounts	Income (Numerator)	Common Shares (Denominator)	Per Share	Income (Numerator)	Common Shares (Denominator)	Per Share
Net income	$ 5,282			$ 3,608		
Less preferred stock dividends	(582)			(583)		
Basic EPS	$ 4,700	7,438,216	$ 0.63	$ 3,025	7,425,472	$ 0.41
Effect of dilutive securities:						
Stock options	-	7,316		-	1,081	
Series 2011 convertible preferred stock	359	1,498,251		360	1,500,000	

Series 2009 convertible preferred stock	223	674,545		223	674,545	
Diluted EPS	$ 5,282	9,618,328	$ 0.55	$ 3,608	9,601,098	$ 0.38

Stock option grants and the convertible preferred shares are disregarded in this computation if they are determined to be anti-dilutive. Our anti-dilutive stock options at September 30, 2013 and 2012 totaled 170,500 shares and 289,380 shares, respectively.

NOTE 5. SECURITIES

The amortized cost, unrealized gains, unrealized losses and estimated fair values of securities at September 30, 2013, December 31, 2012, and September 30, 2012 are summarized as follows:

		September 30, 2013		
	Amortized	Unrealized		Estimated
Dollars in thousands	Cost	Gains	Losses	Fair Value
Available for Sale				
Taxable debt securities:				
U. S. Government agencies and corporations	$ 27,740	$ 757	$ 67	$ 28,430
Residential mortgage-backed securities:				
Government-sponsored agencies	149,569	2,444	1,226	150,787
Nongovernment-sponsored agencies	13,134	315	9	13,440
State and political subdivisions:				
General obligations	9,064	-	383	8,681
Water and sewer revenues	3,234	1	91	3,144
Other revenues	3,298	-	112	3,186
Corporate debt securities	3,970	25	45	3,950
Total taxable debt securities	210,009	3,542	1,933	211,618
Tax-exempt debt securities:				
State and political subdivisions:				
General obligations	49,569	1,048	1,112	49,505
Water and sewer revenues	10,132	89	290	9,931
Lease revenues	8,869	1	441	8,429
Lottery/casino revenues	4,457	68	166	4,359
Other revenues	7,490	61	212	7,339
Total tax-exempt debt securities	80,517	1,267	2,221	79,563
Equity securities	77	-	-	77
Total available for sale securities	$ 290,603	$ 4,809	$ 4,154	$ 291,258

		December 31, 2012		
	Amortized	Unrealized		Estimated
Dollars in thousands	Cost	Gains	Losses	Fair Value
Available for Sale				
Taxable debt securities				
U. S. Government agencies				
and corporations	$ 28,128	$ 892	$ -	$ 29,020
Residential mortgage-backed securities:				
Government-sponsored agencies	133,812	3,250	492	136,570
Nongovernment-sponsored entities	15,380	509	144	15,745
State and political subdivisions:				
General obligations	8,847	58	57	8,848
Water and sewer revenues	1,920	-	32	1,888
Other revenues	1,420	13	-	1,433
Corporate debt securities	1,959	29	38	1,950
Total taxable debt securities	191,466	4,751	763	195,454
Tax-exempt debt securities				
State and political subdivisions:				
General obligations	54,948	3,259	145	58,062
Water and sewer revenues	5,773	171	47	5,897
Lease revenues	6,910	159	13	7,056
Lottery/casino revenues	4,500	305	9	4,796
Other revenues	7,272	210	23	7,459
Residential mortgage-backed securities:				
Government-sponsored agencies	2,738	-	-	2,738
Total tax-exempt debt securities	82,141	4,104	237	86,008
Equity securities	77	-	-	77
Total available for sale securities	$ 273,684	$ 8,855	$ 1,000	$ 281,539

		September 30, 2012		
	Amortized	Unrealized		Estimated
Dollars in thousands	Cost	Gains	Losses	Fair Value
Available for Sale				
Taxable debt securities:				
U. S. Government agencies				
and corporations	$ 25,857	$ 1,009	$ 4	$ 26,862
Residential mortgage-backed securities:				

Government-sponsored agencies	150,233	3,741	453	153,521
Nongovernment-sponsored agencies	21,199	712	290	21,621
State and political subdivisions	10,176	57	56	10,177
Corporate debt securities	1,955	29	74	1,910
Total taxable debt securities	209,420	5,548	877	214,091
Tax-exempt debt securities:				
State and political subdivisions	70,678	4,358	70	74,966
Residential mortgage-backed securities:				
Government-sponsored agencies	2,858	-	-	2,858
Total tax-exempt debt securities	73,536	4,358	70	77,824
Equity securities	77	-	-	77
Total available for sale securities	$ 283,033	$ 9,906	$ 947	$ 291,992

The below information is relative to the five states where issuers with the highest volume of state and political subdivision securities held in our portfolio are located. We own no such securities of any single issuer which we deem to be a concentration.

	September 30, 2013			
	Amortized	Unrealized		Estimated
Dollars in thousands	Cost	Gains	Losses	Fair Value
West Virginia	$ 14,286	$ 97	$ 267	$ 14,116
Illinois	10,435	59	535	9,959
California	8,102	107	241	7,968
Texas	7,155	234	178	7,211
Washington	4,409	110	80	4,439

Management performs pre-purchase and ongoing analysis to confirm that all investment securities meet applicable credit quality standards. Prior to July 1, 2013, we principally used credit ratings from Nationally Recognized Statistical Rating Organizations ("NRSROs") to support analyses of our portfolio of securities issued by state and political subdivisions, as we generally do not purchase securities that are rated below the six highest NRSRO rating categories. Beginning July 1, 2013, in addition to considering a security's NRSRO rating, we now also assess or confirm through an internal review of an issuer's financial information and other applicable information that: 1) the issuer's risk of default is low; 2) the characteristics of the issuer's demographics and economic environment are satisfactory; and 3) the issuer's budgetary position and stability of tax or other revenue sources are sound.

The maturities, amortized cost and estimated fair values of securities at September 30, 2013, are summarized as follows:

	Available for Sale	
	Amortized	Estimated
Dollars in thousands	Cost	Fair Value
Due in one year or less	$ 68,076	$ 68,631
Due from one to five years	88,188	89,189
Due from five to ten years	33,174	33,187
Due after ten years	101,088	100,174
Equity securities	77	77
	$ 290,603	$ 291,258

The proceeds from sales, calls and maturities of available for sale securities, including principal payments received on mortgage-backed obligations, and the related gross gains and losses realized, for the nine months ended September 30, 2013 are as follows:

				Calls and		Principal				
Dollars in thousands		Sales		Maturities		Payments		Gains		Losses
Securities available for sale	$	41,188	$	1,258	$	50,650	$	362	$	246

During the three and nine months ended September 30, 2013 and 2012, we recorded other-than-temporary impairment losses on residential mortgage-backed nongovernment sponsored entity securities as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
In thousands	2013	2012	2013	2012
Total other-than-temporary impairment losses	$ (38)	$ (233)	$ (155)	$ (1,115)
Portion of loss recognized in other comprehensive income	-	194	37	740
Net impairment losses recognized in earnings	$ (38)	$ (39)	$ (118)	$ (375)

Activity related to the credit component recognized on debt securities available for sale for which a portion of other-than-temporary impairment was recognized in other comprehensive income for the three and nine months ended September 30, 2013 is as follows:

	Three Months Ended September 30, 2013	Nine Months Ended September 30, 2013
In thousands	Total	Total
Beginning Balance	$ 2,984	$ 2,904
Additions for the credit component on debt securities in which other-than-temporary impairment was not previously recognized	38	118
Securities sold during the period	-	-
Ending Balance	$ 3,022	$ 3,022

At September 30, 2013, our debt securities with other-than-temporary impairment in which only the amount of loss related to credit was recognized in earnings consisted solely of residential mortgage-backed securities issued by nongovernment-sponsored entities. We utilize third party vendors to estimate the portion of loss attributable to credit using a discounted cash flow models. The vendors estimate cash flows of the underlying collateral of each mortgage-backed security using models that incorporate their best estimates of current key assumptions, such as default rates, loss severity and prepayment rates. Assumptions utilized vary widely from security to security, and are influenced by such factors as underlying loan interest rates, geographical location of underlying borrowers, collateral type and other borrower characteristics.

Our vendors performing these valuations also analyze the structure of each mortgage-backed instrument in order to determine how the estimated cash flows of the underlying collateral will be distributed to each security issued from the structure. Expected principal and interest cash flows on the impaired debt securities are discounted predominantly using unobservable discount rates which the vendors assume that market participants would utilize in pricing the specific security. Based on the discounted expected cash flows derived from our vendor's models, we expect to recover the remaining unrealized losses on residential mortgage-backed securities issued by nongovernment sponsored entities.

Provided below is a summary of securities available for sale which were in an unrealized loss position at September 30, 2013 and December 31, 2012, including debt securities for which a portion of other-than-temporary impairment has been recognized in other comprehensive income.

	September 30, 2013					
	Less than 12 months		12 months or more		Total	
Dollars in thousands	Estimated Fair Value	Unrealized Loss	Estimated Fair Value	Unrealized Loss	Estimated Fair Value	Unrealized Loss
Temporarily impaired securities						
Taxable debt securities						
U. S. Government agencies and corporations	$ 7,770	$ (67)	$ -	$ -	$ 7,770	$ (67)
Residential mortgage-backed securities:						
Government-sponsored agencies	48,957	(1,011)	11,754	(215)	60,711	(1,226)
Nongovernment-sponsored entities	355	(1)	858	(8)	1,213	(9)
State and political subdivisions:						
General obligations	5,806	(316)	876	(67)	6,682	(383)
Water and sewer revenues	634	(35)	1,175	(56)	1,809	(91)
Other revenues	3,185	(112)	-	-	3,185	(112)
Corporate debt securities	2,954	(45)	-	-	2,954	(45)
Tax-exempt debt securities						
State and political subdivisions:						
General obligations	21,134	(1,112)	-	-	21,134	(1,112)
Water and sewer revenues	6,505	(290)	-	-	6,505	(290)
Lease revenues	7,522	(424)	366	(17)	7,888	(441)
Lottery/casino revenues	3,292	(166)	-	-	3,292	(166)
Other revenues	5,407	(212)	-	-	5,407	(212)
Total temporarily impaired securities	113,521	(3,791)	15,029	(363)	128,550	(4,154)
Other-than-temporarily impaired securities						
Taxable debt securities						
Residential mortgage-backed securities:						
Nongovernment-sponsored entities	-	-	-	-	-	-
Total other-than-temporarily impaired securities	-	-	-	-	-	-
Total	$ 113,521	$ (3,791)	$ 15,029	$ (363)	$ 128,550	$ (4,154)

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	December 31, 2012					
	Less than 12 months		12 months or more		Total	
Dollars in thousands	Estimated Fair Value	Unrealized Loss	Estimated Fair Value	Unrealized Loss	Estimated Fair Value	Unrealized Loss
Temporarily impaired securities						
Taxable debt securities						
U. S. Government agencies and corporations	$ -	$ -	$ -	$ -	$ -	$ -
Residential mortgage-backed securities:						
Government-sponsored agencies	36,498	(414)	8,997	(78)	45,495	(492)
Nongovernment-sponsored entities	-	(4)	1,478	(14)	1,478	(18)
State and political subdivisions:						
General obligations	2,526	(57)	-	-	2,526	(57)
Water and sewer revenues	1,240	(28)	387	(4)	1,627	(32)
Other revenues	-	-	-	-	-	-
Corporate debt securities	-	-	962	(38)	962	(38)
Tax-exempt debt securities						
State and political subdivisions:						
General obligations	11,926	(145)	-	-	11,926	(145)
Water and sewer revenues	2,534	(47)	-	-	2,534	(47)
Lease revenues	1,013	(13)	-	-	1,013	(13)
Lottery/casino revenues	1,777	(9)	-	-	1,777	(9)
Other revenues	2,684	(23)	-	-	2,684	(23)
Other equity securities	-	-	-	-	-	-
Total temporarily impaired securities	60,198	(740)	11,824	(134)	72,022	(874)
Other-than-temporarily impaired securities						
Taxable debt securities						
Residential mortgage-backed securities:						
Nongovernment-sponsored entities	265	(6)	593	(120)	858	(126)
Total other-than-temporarily impaired securities	265	(6)	593	(120)	858	(126)
Total	$ 60,463	$ (746)	$ 12,417	$ (254)	$ 72,880	$ (1,000)

We held 127 available for sale securities having an unrealized loss at September 30, 2013. We do not intend to sell these securities, and it is more likely than not that we will not be required to sell these securities before recovery of their amortized cost bases. We believe that this decline in value is primarily attributable to the lack of market liquidity and to changes in market interest rates and not due to credit quality. Accordingly, no additional other-than-temporary impairment charge to earnings is warranted at this time.

NOTE 6. LOANS

Loans are generally stated at the amount of unpaid principal, reduced by unearned discount and allowance for loan losses. Interest on loans is accrued daily on the outstanding balances. Loan origination fees and certain direct loan origination costs are deferred and amortized as adjustments of the related loan yield over its contractual life. We categorize residential real estate loans in excess of $600,000 as jumbo loans.

Generally, loans are placed on nonaccrual status when principal or interest is greater than 90 days past due based upon the loan's contractual terms. Interest is accrued daily on impaired loans unless the loan is placed on nonaccrual status. Impaired loans are placed on nonaccrual status when the payments of principal and interest are in default for a period of 90 days, unless the loan is both well-secured and in the process of collection. Interest on nonaccrual loans is recognized primarily using the cost-recovery method. Loans may be returned to accrual status when repayment is reasonably assured and there has been demonstrated performance under the terms of the loan or, if applicable, the terms of the restructured loans.

Commercial-related loans or portions thereof (which are risk-rated) are charged off to the allowance for loan losses when the loss has been confirmed. This determination is made on a case by case basis considering many factors, including the prioritization of our claim in bankruptcy, expectations of the workout/restructuring of the loan and valuation of the borrower's equity. We deem a loss confirmed when a loan or a portion of a loan is classified "loss" in accordance with bank regulatory classification guidelines, which state, "Assets classified loss are considered uncollectible and of such little value that their continuance as bankable assets is not warranted".

Consumer-related loans are generally charged off to the allowance for loan losses upon reaching specified stages of delinquency, in accordance with the Federal Financial Institutions Examination Council policy. For example, credit card loans are charged off by the end of the month in which the account becomes 180 days past due or within 60 days from receiving notification about a specified event (e.g., bankruptcy of the borrower), which ever is earlier. Residential mortgage loans are generally charged off to net realizable value no later than when the account becomes 180 days past due. Other consumer loans, if collateralized, are generally charged off to net realizable value at 120 days past due.

Loans are summarized as follows:

Dollars in thousands	September 30, 2013	December 31, 2012	September 30, 2012
Commercial	$ 83,844	$ 85,829	$ 88,997
Commercial real estate			
Owner-occupied	151,260	154,252	150,090
Non-owner occupied	279,412	276,082	279,132
Construction and development			
Land and land development	73,089	79,335	82,857
Construction	12,323	3,772	2,087
Residential real estate			
Non-jumbo	215,058	216,714	215,584
Jumbo	59,701	61,567	62,748
Home equity	53,674	53,263	53,455
Consumer	20,472	20,586	21,290
Other	3,375	3,701	2,513
Total loans, net of unearned fees	952,208	955,101	958,753
Less allowance for loan losses	13,039	17,933	17,820
Loans, net	$ 939,169	$ 937,168	$ 940,933

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The following table presents the contractual aging of the recorded investment in past due loans by class as of September 30, 2013 and 2012 and December 31, 2012.

At September 30, 2013

	Past Due					Recorded Investment > 90 days and
Dollars in thousands	30-59 days	60-89 days	> 90 days	Total	Current	Accruing
Commercial	$ 10	$ 111	$ 1,583	$ 1,704	$ 82,140	$ -
Commercial real estate						
Owner-occupied	846	229	432	1,507	149,753	-
Non-owner occupied	587	244	-	831	278,581	-
Construction and development						
Land and land development	154	-	8,669	8,823	64,266	-
Construction	-	-	38	38	12,285	-
Residential mortgage						
Non-jumbo	3,467	2,031	2,225	7,723	207,335	-
Jumbo	-	-	9,000	9,000	50,701	-
Home equity	214	49	24	287	53,387	-
Consumer	197	77	91	365	20,107	-
Other	50	-	-	50	3,325	-
Total	$ 5,525	$ 2,741	$ 22,062	$ 30,328	$ 921,880	$ -

At December 31, 2012

	Past Due					Recorded Investment > 90 days and
Dollars in thousands	30-59 days	60-89 days	> 90 days	Total	Current	Accruing
Commercial	$ 225	$ 5	$ 2,294	$ 2,524	$ 83,305	$ -
Commercial real estate						
Owner-occupied	57	-	1,023	1,080	153,172	-
Non-owner occupied	182	193	908	1,283	274,799	-

Construction and development						
Land and land development	-	-	11,795	11,795	67,540	-
Construction	-	-	153	153	3,619	-
Residential mortgage						
Non-jumbo	3,344	2,616	2,797	8,757	207,957	-
Jumbo	-	-	12,564	12,565	49,002	-
Home equity	337	448	179	964	52,299	-
Consumer	255	79	48	382	20,204	-
Other	-	-	-	-	3,701	-
Total	$ 4,400	$ 3,341	$ 31,761	$ 39,503	$ 915,598	$ -

	At September 30, 2012					
			Past Due			Recorded Investment > 90 days and Accruing
Dollars in thousands	30-59 days	60-89 days	> 90 days	Total	Current	
Commercial	$ 273	$ 634	$ 1,594	$ 2,501	$ 86,496	$ -
Commercial real estate						
Owner-occupied	216	581	400	1,197	148,893	-
Non-owner occupied	513	-	1,882	2,395	276,737	-
Construction and development						
Land and land development	17	39	13,412	13,468	69,389	-
Construction	50	-	153	203	1,884	-
Residential mortgage						
Non-jumbo	2,681	2,029	2,544	7,254	208,330	-
Jumbo	-	-	15,273	15,273	47,475	-
Home equity	280	5	149	434	53,021	-
Consumer	319	36	46	401	20,889	-
Other	-	-	-	-	2,513	-
Total	$ 4,349	$ 3,324	$ 35,453	$ 43,126	$ 915,627	$ -

Nonaccrual loans: The following table presents the nonaccrual loans included in the net balance of loans at September 30, 2013, December 31, 2012 and September 30, 2012.

Dollars in thousands	9/30/2013	12/31/2012	9/30/2012
Commercial	$ 2,557	$ 5,002	$ 5,343
Commercial real estate			
Owner-occupied	3,795	1,524	921
Non-owner occupied	-	1,032	1,882
Construction and development			
Land & land development	12,851	13,487	16,558
Construction	38	154	203
Residential mortgage			

Non-jumbo		3,119		3,518		3,122
Jumbo		9,000		12,564		15,272
Home equity		266		440		415
Consumer		145		55		87
Other		-		-		-
Total	$	31,771	$	37,776	$	43,803

Impaired loans: Impaired loans include the following:

§ Loans which we risk-rate (consisting of loan relationships having aggregate balances in excess of $2.0 million, or loans exceeding $500,000 and exhibiting credit weakness) through our normal loan review procedures and which, based on current information and events, it is probable that we will be unable to collect all amounts due in accordance with the original contractual terms of the loan agreement. Risk-rated loans with insignificant delays or insignificant short falls in the amount of payments expected to be collected are not considered to be impaired.

§ Loans that have been modified in a troubled debt restructuring.

Both commercial and consumer loans are deemed impaired upon being contractually modified in a troubled debt restructuring. Troubled debt restructurings typically result from our loss mitigation activities and occur when we grant a concession to a borrower who is experiencing financial difficulty in order to minimize our economic loss and to avoid foreclosure or repossession of collateral. Once restructured in a troubled debt restructuring, a loan is generally considered impaired until its maturity, regardless of whether the borrower performs under the modified terms. Although such a loan may be returned to accrual status if the criteria set forth in our accounting policy are met, the loan would continue to be evaluated for an asset-specific allowance for loan losses and we would continue to report the loan in the impaired loan table below.

The table below sets forth information about our impaired loans.

Method Used to Measure Impairment of Impaired Loans
Dollars in thousands

Loan Category	9/30/2013	12/31/2012	9/30/2012	Method used to measure impairment
Commerical	$ 5,997	$ 10,776	$ 12,411	Fair value of collateral
	160	165	-	Discounted cash flow
Commerical real estate				
Owner-occupied	9,054	14,028	13,248	Fair value of collateral
	2,497	2,686	2,698	Discounted cash flow
Non-owner occupied	5,884	9,468	12,057	Fair value of collateral
Construction and development				
Land & land development	24,870	29,307	30,482	Fair value of collateral
	649	656	656	Discounted cash flow
Residential mortgage				
Non-jumbo	5,133	5,626	5,461	Fair value of collateral
	884	692	959	Discounted cash flow
Jumbo	17,786	21,543	23,094	Fair value of collateral
Home equity	213	219	219	Fair value of collateral

Consumer	52	66	42	Fair value of collateral
Total	$ 73,179	$ 95,232	$ 101,327	

Summit Financial Group, Inc. and Subsidiaries
Notes to Consolidated Financial Statements (unaudited)

The following tables present loans individually evaluated for impairment at September 30, 2013, December 31, 2012 and September 30, 2012.

			September 30, 2013		
Dollars in thousands	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Impaired Balance	Interest Income Recognized while impaired
Without a related allowance					
Commercial	$ 4,254	$ 4,268	$ -	$ 5,632	$ 334
Commercial real estate					
Owner-occupied	7,609	7,613	-	8,839	293
Non-owner occupied	5,368	5,370	-	5,800	289
Construction and development					
Land & land development	20,923	20,921	-	20,331	404
Construction	-	-	-	-	-
Residential real estate					
Non-jumbo	2,888	2,895	-	2,930	171
Jumbo	7,876	7,882	-	8,168	419
Home equity	186	186	-	186	11
Consumer	28	28	-	32	2
Total without a related allowance	$ 49,132	$ 49,163	$ -	$ 51,918	$ 1,923
With a related allowance					
Commercial	$ 1,891	$ 1,889	$ 702	$ 2,537	$ -
Commercial real estate					
Owner-occupied	3,938	3,938	216	3,956	138
Non-owner occupied	514	514	110	516	28
Construction and development					
Land & land development	4,597	4,598	1,390	3,992	121
Construction	-	-	-	-	-

Residential real estate					
Non-jumbo	3,119	3,122	316	2,843	130
Jumbo	9,904	9,904	1,040	10,152	45
Home equity	27	27	27	27	-
Consumer	24	24	13	25	1
Total with a related allowance	$ 24,014	$ 24,016	$ 3,814	$ 24,048	$ 463
Total					
Commercial	$ 49,094	$ 49,111	$ 2,418	$ 51,603	$ 1,607
Residential real estate	24,000	24,016	1,383	24,306	776
Consumer	52	52	13	57	3
Total	$ 73,146	$ 73,179	$ 3,814	$ 75,966	$ 2,386

	December 31, 2012				
Dollars in thousands	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Impaired Balance	Interest Income Recognized while impaired
Without a related allowance					
Commercial	$ 10,518	$ 10,537	$ -	$ 3,131	$ 134
Commercial real estate					
Owner-occupied	9,992	9,996	-	8,528	368
Non-owner occupied	6,143	6,145	-	6,056	304
Construction and development					
Land & land development	11,596	11,596	-	11,093	367
Construction	-	-	-	-	-
Residential real estate					
Non-jumbo	3,497	3,505	-	3,040	125
Jumbo	7,347	7,349	-	5,399	272
Home equity	191	191	-	191	11
Consumer	38	38	-	32	1
Total without a related allowance	$ 49,322	$ 49,357	$ -	$ 37,470	$ 1,582
With a related allowance					
Commercial	$ 404	$ 404	$ 85	$ 515	$ 6
Commercial real estate					
Owner-occupied	6,719	6,718	461	4,442	187
Non-owner occupied	3,321	3,323	286	3,341	115
Construction and development					
Land & land development	18,367	18,367	2,611	17,633	344
Construction	-	-	-	-	-
Residential real estate					
Non-jumbo	2,812	2,813	394	2,378	77
Jumbo	14,189	14,194	3,216	13,585	59
Home equity	28	28	28	29	-

Consumer	28	28	16	2	-
Total with a related allowance	$ 45,868	$ 45,875	$ 7,097	$ 41,925	$ 788
Total					
Commercial	$ 67,060	$ 67,086	$ 3,443	$ 54,739	$ 1,825
Residential real estate	28,064	28,080	3,638	24,622	544
Consumer	66	66	16	34	1
Total	$ 95,190	$ 95,232	$ 7,097	$ 79,395	$ 2,370

	September 30, 2012									
Dollars in thousands		Recorded Investment		Unpaid Principal Balance		Related Allowance		Average Impaired Balance		Interest Income Recognized while impaired
Without a related allowance										
Commercial	$	12,059	$	12,075	$	-	$	3,148	$	54
Commercial real estate										
Owner-occupied		11,370		11,373		-		8,058		346
Non-owner occupied		8,537		8,540		-		6,349		304
Construction and development										
Land & land development		15,624		15,624		-		14,060		524
Construction		-		-		-		-		-
Residential real estate										
Non-jumbo		3,987		3,996		-		3,545		135
Jumbo		8,902		8,905		-		6,497		257
Home equity		191		191		-		192		12
Consumer		39		38		-		30		1
Total without a related allowance	$	60,709	$	60,742	$	-	$	41,879	$	1,633
With a related allowance										
Commercial	$	336	$	336	$	86	$	299	$	6
Commercial real estate										
Owner-occupied		4,573		4,573		241		4,409		209
Non-owner occupied		3,516		3,517		475		3,361		115
Construction and development										
Land & land development		15,514		15,514		2,762		15,026		182
Construction		-		-		-		-		-
Residential real estate										
Non-jumbo		2,422		2,424		502		1,787		101
Jumbo		14,183		14,189		3,211		13,193		32
Home equity		28		28		28		29		-

Consumer	4	4	4	1	-
Total with a related allowance	$ 40,576	$ 40,585	$ 7,309	$ 38,105	$ 645
Total					
Commercial	$ 71,529	$ 71,552	$ 3,564	$ 54,710	$ 1,740
Residential real estate	29,713	29,733	3,741	25,243	537
Consumer	43	42	4	31	1
Total	$ 101,285	$ 101,327	$ 7,309	$ 79,984	$ 2,278

A modification of a loan is considered a TDR when a borrower is experiencing financial difficulty and the modification constitutes a concession that we would not otherwise consider. This may include a transfer of real estate or other assets from the borrower, a modification of loan terms, or a combination of both. A loan continues to be classified as a TDR for the life of the loan. Included in impaired loans are TDRs of $43.8 million, of which $33.7 million were current with respect to restructured contractual payments at September 30, 2013, and $56.7 million, of which $42.3 million were current with respect to restructured contractual payments at December 31, 2012. There were no commitments to lend additional funds under these restructurings at either balance sheet date.

The following table presents by class the TDRs that were restructured during the three and nine months ended September 30, 2013 and 2012. Generally, the modifications were extensions of term, modifying the payment terms from principal and interest to interest only for an extended period, or reduction in interest rate. All TDRs are evaluated individually for allowance for loan loss purposes.

	For the Three Months Ended September 30, 2013			For the Three Months Ended September 30, 2012		
		Pre-modification	Post-modification		Pre-modification	Post-modification
	Number of	Recorded	Recorded	Number of	Recorded	Recorded
Dollars in thousands	Modifications	Investment	Investment	Modifications	Investment	Investment
Commercial	-	$ -	$ -	-	$ -	$ -
Commercial real estate						
Owner-occupied	-	-	-	-	-	-
Non-owner occupied	-	-	-	1	1,929	1,929
Construction and development						
Land & land development	-	-	-	2	1,927	1,927
Construction	-	-	-	-	-	-
Residential real estate						
Non-jumbo	2	487	487	3	688	688
Jumbo	-	-	-	-	-	-
Home equity	-	-	-	-	-	-
Consumer	-	-	-	-	-	-
Total	2	$ 487	$ 487	6	$ 4,544	$ 4,544

	For the Nine Months Ended September 30, 2013			For the Nine Months Ended September 30, 2012		
		Pre-modification	Post-modification		Pre-modification	Post-modification
	Number of	Recorded	Recorded	Number of	Recorded	Recorded
Dollars in thousands	Modifications	Investment	Investment	Modifications	Investment	Investment
Commercial	1	$ 23	$ 23	3	$ 1,109	$ 1,117
Commercial real estate						
Owner-occupied	-	-	-	-	-	-
Non-owner occupied	-	-	-	3	4,063	3,685
Construction and development						
Land & land development	1	49	50	3	3,715	2,927
Construction	-	-	-	-	-	-
Residential real estate						
Non-jumbo	4	728	514	7	1,245	1,256
Jumbo	-	-	-	3	2,301	2,701
Home equity	-	-	-	-	-	-
Consumer	-	-	-	2	42	42

Total	6	$ 800	$ 587	21	$ 12,475	$ 11,728

The following table presents defaults during the stated period of TDRs that were restructured during the past twelve months. For purposes of these tables, a default is considered as either the loan was past due 30 days or more at any time during the period, or the loan was fully or partially charged off during the period.

	For the Three Months Ended September 30, 2013		For the Nine Months Ended September 30, 2013	
Dollars in thousands	Number of Defaults	Recorded Investment at Default Date	Number of Defaults	Recorded Investment at Default Date
Commercial	-	$ -	-	$ -
Commercial real estate				
Owner-occupied	-	-	-	-
Non-owner occupied	-	-	-	-
Construction and development				
Land & land development	-	-	2	1,676
Construction	-	-	-	-
Residential real estate				
Non-jumbo	1	239	3	760
Jumbo	-	-	-	-
Home equity	-	-	-	-
Consumer	2	22	2	24
Total	3	$ 261	7	$ 2,460

The following tables detail the activity regarding TDRs by loan type for the three months and nine months ended September 30, 2013, and the related allowance on TDRs.

	For the Three Months Ended September 30, 2013										
	Construction & Land Development			Commercial Real Estate		Residential Real Estate					
Dollars in thousands	Land & Land Development	Construction	Commercial	Owner Occupied	Non-Owner Occupied	Non-jumbo	Jumbo	Home Equity	Consumer	Other	Total

Troubled debt restructurings											
Balance June 30, 2013	$ 8,549	$ -	$ 3,735	$ 9,986	$ 5,367	$ 5,018	$ 15,349	$ -	$ 62	$ -	$ 48,066
Additions	-	-	-	-	-	487	-	-	-	-	487
Charge-offs	-	-	-	-	-	-	(113)	-	-	-	(113)
Net (paydowns) advances	(3,007)	-	(1,441)	(211)	(31)	(28)	84	-	(10)	-	(4,644)
Transfer into OREO	-	-	-	-	-	-	-	-	-	-	-
Refinance out of TDR status	-	-	-	-	-	-	-	-	-	-	-
Balance September 30, 2013	$ 5,542	$ -	$ 2,294	$ 9,775	$ 5,336	$ 5,477	$ 15,320	$ -	$ 52	$ -	$ 43,796
Allowance related to troubled debt restructurings	$ 22	$ -	$ 131	$ 216	$ 110	$ 302	$ 1,040	$ -	$ 13	$ -	$ 1,834

	For the Nine Months Ended September 30, 2013										
	Construction & Land Development			Commercial Real Estate		Residential Real Estate					
Dollars in thousands	Land & Land Develop-ment	Construc-tion	Commer-cial	Owner Occupied	Non-Owner Occupied	Non-jumbo	Jumbo	Home Equity	Con-sumer	Other	Total
Troubled debt restructurings											
Balance December 31, 2012	$ 9,570	$ -	$ 4,981	$ 10,692	$ 7,331	$ 5,089	$ 19,000	$ -	$ 65	$ -	$ 56,728
Additions	49	-	23	-	-	728	-	-	-	-	800
Charge-offs	(888)	-	(33)	(63)	-	(9)	(3,678)	-	-	-	(4,671)
Net paydowns	(3,189)	-	(2,677)	(336)	(104)	(331)	(2)	-	(13)	-	(6,652)
Transfer into OREO	-	-	-	(518)	-	-	-	-	-	-	(518)
Refinance out of TDR status	-	-	-	-	(1,891)	-	-	-	-	-	(1,891)
Balance September 30, 2013	$ 5,542	$ -	$ 2,294	$ 9,775	$ 5,336	$ 5,477	$ 15,320	$ -	$ 52	$ -	$ 43,796
Allowance related to troubled debt restructurings	$ 22	$ -	$ 131	$ 216	$ 110	$ 302	$ 1,040	$ -	$ 13	$ -	$ 1,834

We categorize loans into risk categories based on relevant information about the ability of borrowers to service their debt such as current financial information, historical payment experience, credit documentation, public information, and current economic trends, among other factors. We analyze loans individually by classifying the loans as to credit risk. We internally grade all commercial loans at the time of loan origination. In addition, we perform an annual loan review on all non-homogenous commercial loan relationships with an aggregate exposure of $2 million, at which time these loans are re-graded. We use the following definitions for our risk grades:

Pass: Loans graded as Pass are loans to borrowers of acceptable credit quality and risk. They are higher quality loans that do not fit any of the other categories described below.

OLEM (Special Mention): Commercial loans categorized as OLEM are potentially weak. The credit risk may be relatively minor yet represent a risk given certain specific circumstances. If the potential weaknesses are not monitored or mitigated, the asset may weaken or inadequately protect our position in the future.

Substandard: Commercial loans categorized as Substandard are inadequately protected by the borrower's ability to repay, equity, and/or the collateral pledged to secure the loan. These loans have identified weaknesses that could hinder normal repayment or collection of the debt. These loans are characterized by the distinct possibility that we will sustain some loss if the identified weaknesses are not mitigated.

Doubtful: Commercial loans categorized as Doubtful have all the weaknesses inherent in those loans classified as Substandard, with the added elements that the full collection of the loan is improbable and the possibility of loss is high.

Loss: Loans classified as loss are considered to be non-collectible and of such little value that their continuance as a bankable asset is not warranted. This does not mean that the loan has absolutely no recovery value, but rather it is neither practical nor desirable to defer writing off the loan, even though partial recovery may be obtained in the future.

The following table presents the recorded investment in construction and development, commercial, and commercial real estate loans which are generally evaluated based upon the internal risk ratings defined above.

Loan Risk Profile by Internal Risk Rating

	Construction and Development						Commercial Real Estate			
	Land and land development		Construction		Commercial		Owner Occupied		Non-Owner Occupied	
Dollars in thousands	9/30/2013	12/31/2012	9/30/2013	12/31/2012	9/30/2013	12/31/2012	9/30/2013	12/31/2012	9/30/2013	12/31/2012
Pass	$ 43,400	$ 43,572	$ 12,285	$ 3,619	$ 75,968	$ 73,425	$ 145,349	$ 139,176	$ 268,002	$ 262,132
OLEM (Special Mention)	5,603	7,349	-	-	1,501	1,260	1,422	1,034	11,141	11,477
Substandard	23,977	28,414	38	153	5,264	11,144	4,489	14,042	269	2,473
Doubtful	109	-	-	-	1,111	-	-	-	-	-
Loss	-	-	-	-	-	-	-	-	-	-
Total	$ 73,089	$ 79,335	$ 12,323	$ 3,772	$ 83,844	$ 85,829	$ 151,260	$ 154,252	$ 279,412	$ 276,082

The following table presents the recorded investment in consumer, residential real estate, and home equity loans, which are generally evaluated based on the aging status of the loans, which was previously presented, and payment activity.

	Performing			Nonperforming		
Dollars in thousands	9/30/2013	12/31/2012	9/30/2012	9/30/2013	12/31/2012	9/30/2012
Residential real estate						
Non-jumbo	$ 211,939	$ 213,196	$ 212,529	$ 3,119	$ 3,518	$ 3,055
Jumbo	50,701	49,003	47,476	9,000	12,564	15,272
Home Equity	53,408	52,823	53,040	266	440	415
Consumer	20,327	20,531	21,202	145	55	88
Other	3,375	3,701	2,513	-	-	-
Total	$ 339,750	$ 339,254	$ 336,760	$ 12,530	$ 16,577	$ 18,830

Loan commitments: ASC Topic 815, Derivatives and Hedging, requires that commitments to make mortgage loans should be accounted for as derivatives if the loans are to be held for sale, because the commitment represents a written option and accordingly is recorded at the fair value of the option liability.

NOTE 7. ALLOWANCE FOR LOAN LOSSES

An analysis of the allowance for loan losses for the nine month periods ended September 30, 2013 and 2012, and for the year ended December 31, 2012 is as follows:

	Nine Months Ended September 30,		Year Ended December 31,
Dollars in thousands	2013	2012	2012
Balance, beginning of year	$ 17,933	$ 17,712	$ 17,712
Losses:			
Commercial	205	355	1,273
Commercial real estate			
Owner occupied	1,067	636	636
Non-owner occupied	9	436	806
Construction and development			
Land and land development	3,560	2,319	3,390
Construction	-	367	367
Residential real estate			
Non-jumbo	494	1,257	1,372
Jumbo	3,739	737	737
Home equity	77	5	5
Consumer	55	91	136
Other	84	69	95
Total	9,290	6,272	8,817
Recoveries:			
Commercial	7	7	13
Commercial real estate			
Owner occupied	2	24	33
Non-owner occupied	633	20	31
Construction and development			
Land and land development	13	16	61
Construction	-	-	-

Real estate - mortgage			
Non-jumbo	106	51	81
Jumbo	4	85	86
Home equity	4	60	61
Consumer	53	53	95
Other	74	62	77
Total	896	378	538
Net losses	8,394	5,894	8,279
Provision for loan losses	3,500	6,002	8,500
Balance, end of year	$ 13,039	$ 17,820	$ 17,933

Activity in the allowance for loan losses by loan class during the first nine months of 2013 is as follows:

For the Nine Months Ended September 30, 2013

	Construction & Land Development			Commercial Real Estate		Residential Real Estate					
Dollars in thousands	Land & Land Development	Construction	Commercial	Owner Occupied	Non-Owner Occupied	Non-jumbo	Jumbo	Home Equity	Consumer	Other	Total
Allowance for loan losses											
Beginning balance	$5,220	$138	$782	$1,387	$3,269	$2,617	$3,942	$425	$132	$21	$17,933
Charge-offs	3,560	-	205	1,067	9	494	3,739	77	55	84	9,290
Recoveries	13	-	7	2	633	106	4	4	53	74	896
Provision	2,780	95	888	1,071	(3,716)	(66)	2,636	(162)	(43)	17	3,500
Ending balance	$4,453	$233	$1,472	$1,393	$177	$2,163	$2,843	$190	$87	$28	$13,039
Allowance related to:											
Loans individually evaluated for impairment	$1,390	$-	$702	$216	$110	$316	$1,040	$27	$13	$-	$3,814
Loans collectively evaluated for impairment	3,063	233	770	1,177	67	1,847	1,803	163	74	28	9,225
Loans acquired with deteriorated credit quality	-	-	-	-	-	-	-	-	-	-	-
Total	$4,453	$233	$1,472	$1,393	$177	$2,163	$2,843	$190	$87	$28	$13,039
Loans											
Loans individually evaluated for impairment	$25,519	$-	$6,157	$11,551	$5,884	$6,017	$17,786	$213	$52	$-	$73,179

Loans collectively											
evaluated for impairment	47,570	12,323	77,687	139,709	273,528	209,041	41,915	53,461	20,420	3,375	$879,029
Loans acquired with											
deteriorated credit quality	-	-	-	-	-	-	-	-	-	-	-
Total	$73,089	$12,323	$83,844	$151,260	$279,412	$215,058	$59,701	$53,674	$20,472	$3,375	$952,208

NOTE 8. GOODWILL AND OTHER INTANGIBLE ASSETS

The following tables present our goodwill by reporting unit at September 30, 2013 and other intangible assets by reporting unit at September 30, 2013 and December 31, 2012.

	Goodwill Activity		
	Community	Insurance	
Dollars in thousands	Banking	Services	Total
Balance, January 1, 2013	$ 1,488	$ 4,710	$ 6,198
Acquired goodwill, net	-	-	-
Balance, September 30, 2013	$ 1,488	$ 4,710	$ 6,198

	Other Intangible Assets					
	September 30, 2013			December 31, 2012		
Dollars in thousands	Community Banking	Insurance Services	Total	Community Banking	Insurance Services	Total
Unidentifiable intangible assets						
Gross carrying amount	$ 2,267	$ -	$ 2,267	$ 2,267	$ -	$ 2,267
Less: accumulated amortization	2,179	-	2,179	2,065	-	2,065
Net carrying amount	$ 88	$ -	$ 88	$ 202	$ -	$ 202
Identifiable intangible assets						
Gross carrying amount	$ -	$ 3,000	$ 3,000	$ -	$ 3,000	$ 3,000
Less: accumulated amortization	-	1,250	1,250	-	1,100	1,100
Net carrying amount	$ -	$ 1,750	$ 1,750	$ -	$ 1,900	$ 1,900

We recorded amortization expense of approximately $263,000 for the nine months ended September 30, 2013 relative to our other intangible assets. Annual amortization is expected to be approximately $351,000 in 2013, $251,000 in 2014, and $200,000 for each of the years ending 2015 through 2017.

NOTE 9. DEPOSITS

The following is a summary of interest bearing deposits by type as of September 30, 2013 and 2012 and December 31, 2012:

	September 30,	December 31,	September 30,
Dollars in thousands	2013	2012	2012
Demand deposits, interest bearing	$ 186,702	$ 175,706	$ 177,236
Savings deposits	193,285	193,039	197,610
Time deposits	537,639	557,788	555,697
Total	$ 917,626	$ 926,533	$ 930,543

Included in time deposits are deposits acquired through a third party ("brokered deposits") totaling $174.5 million, $190.4 million and $207.3 million at September 30, 2013, December 31, 2012, and September 30, 2012, respectively.

A summary of the scheduled maturities for all time deposits as of September 30, 2013 is as follows:

Dollars in thousands	
Three month period ending December 31, 2013	$78,769
Year ending December 31, 2014	174,501
Year ending December 31, 2015	71,003
Year ending December 31, 2016	84,033
Year ending December 31, 2017	30,169
Thereafter	99,164
	$537,639

The following is a summary of the maturity distribution of all certificates of deposit in denominations of $100,000 or more as of September 30, 2013:

Dollars in thousands	Amount	Percent
Three months or less	$ 53,212	13.6%
Three through six months	23,785	6.1%
Six through twelve months	82,135	21.0%
Over twelve months	232,620	59.3%
Total	$ 391,752	100.0%

NOTE 10. BORROWED FUNDS

Short-term borrowings: A summary of short-term borrowings is presented below:

	Nine Months Ended September 30, 2013	
Dollars in thousands	Short-term FHLB Advances	Federal Funds Purchased and Lines of Credit
Balance at September 30	$ 45,200	$ 8,963
Average balance outstanding for the period	22,834	2,745
Maximum balance outstanding at any month end during period	45,200	8,963

Weighted average interest rate for the period	0.27 %	0.25%
Weighted average interest rate for balances outstanding at September 30	0.26 %	0.25%

	Year Ended December 31, 2012	
Dollars in thousands	Short-term FHLB Advances	Federal Funds Purchased and Lines of Credit
Balance at December 31	$ 3,000	$ 958
Average balance outstanding for the year	12,291	957
Maximum balance outstanding at any month end	20,000	958
Weighted average interest rate for the year	0.24 %	0.25%
Weighted average interest rate for balances outstanding at December 31	0.25 %	0.25%

	Nine Months Ended September 30, 2012	
		Federal Funds

Dollars in thousands	Short-term FHLB Advances	Purchased and Lines of Credit
Balance at September 30	$ 20,000	$ 957
Average balance outstanding for the period	13,294	956
Maximum balance outstanding at any month end during period	20,000	957
Weighted average interest rate for the period	0.23 %	0.25%
Weighted average interest rate for balances outstanding at September 30	0.26 %	0.25%

Long-term borrowings: Our long-term borrowings of $163.5million, $203.3 million and $203.7 million at September 30, 2013, December 31, 2012, and September 30, 2012 respectively, consisted primarily of advances from the Federal Home Loan Bank ("FHLB") and structured reverse repurchase agreements with two unaffiliated institutions. All FHLB advances are collateralized primarily by similar amounts of residential mortgage loans, certain commercial loans, mortgage backed securities and securities of U. S. Government agencies and corporations.

	Balance at September 30,		Balance at December 31,
Dollars in thousands	2013	2012	2012
Long-term FHLB advances	$ 82,624	$ 122,718	$ 122,693
Long-term reverse repurchase agreements	72,000	72,000	72,000
Term loans	8,916	9,026	8,575
Total	$ 163,540	$ 203,744	$ 203,268

The term loans are secured by the common stock of our subsidiary bank. $5.4 million bears a variable interest rate of prime minus 50 basis points with a final maturity of 2017, and $3.5 million bears a fixed rate of 8% with a final maturity of 2023.

Our long term FHLB borrowings and reverse repurchase agreements bear both fixed and variable rates and mature in varying amounts through the year 2019.

The average interest rate paid on long-term borrowings for the nine month period ended September 30, 2013 was 3.89% compared to 3.92% for the first nine months of 2012.

Subordinated debentures: We have subordinated debt totaling $16.8 million at September 30, 2013, December 31, 2012, and September 30, 2012. The subordinated debt qualifies as Tier 2 capital under Federal Reserve Board guidelines until the debt is within 5 years of its maturity; thereafter the amount qualifying as Tier 2 capital is reduced by 20 percent each year until maturity. During 2009, we issued $6.8 million in subordinated debt, of which $5 million was issued to an affiliate of a director of Summit. We also issued $1.0 million and $0.8 million to two unrelated parties. These three issuances bear an interest rate of 10 percent per annum, a term of 10 years, and are not prepayable by us within the first five years. During 2008, we issued $10 million of subordinated debt to an unrelated institution, which bears a variable interest rate of 1 month LIBOR plus 275 basis points and a term of 7.5 years.

Subordinated debentures owed to unconsolidated subsidiary trusts: We have three statutory business trusts that were formed for the purpose of issuing mandatorily redeemable securities (the "capital securities") for which we are obligated to third party investors and investing the proceeds from the sale of the capital securities in our junior subordinated debentures (the "debentures"). The debentures held by the trusts are their sole assets. Our subordinated debentures totaled $19.6 million at September 30, 2013, December 31, 2012, and September 30, 2012.

In October 2002, we sponsored SFG Capital Trust I, in March 2004, we sponsored SFG Capital Trust II, and in December 2005, we sponsored SFG Capital Trust III, of which 100% of the common equity of each trust is owned by us. SFG Capital Trust I issued $3.5 million in capital securities and $109,000 in common securities and invested the proceeds in $3.61 million of debentures. SFG Capital Trust II issued $7.5 million in capital securities and $232,000 in common securities and invested the proceeds in $7.73 million of debentures. SFG Capital Trust III issued $8.0 million in capital securities and $248,000 in common securities and invested the proceeds in $8.25 million of debentures. Distributions on the capital securities issued by the trusts are payable quarterly at a variable interest rate equal to 3 month LIBOR plus 345 basis points for SFG Capital Trust I, 3 month LIBOR plus 280 basis points for SFG Capital Trust II, and 3 month LIBOR plus 145 basis points for SFG Capital Trust III, and equals the interest rate earned on the debentures held by the trusts, and is recorded as interest expense by us. The capital securities are subject to mandatory redemption in whole or in part, upon repayment of the debentures. We have entered into agreements which, taken collectively, fully and unconditionally guarantee the capital securities subject to the terms of the guarantee. The debentures of each Capital Trust are redeemable by us quarterly.

The capital securities held by SFG Capital Trust I, SFG Capital Trust II, and SFG Capital Trust III qualify as Tier 1 capital under Federal Reserve Board guidelines. In accordance with these Guidelines, trust preferred securities generally are limited to 25% of Tier 1 capital elements, net of goodwill. The amount of trust preferred securities and certain other elements in excess of the limit can be included in Tier 2 capital.

A summary of the maturities of all long-term borrowings and subordinated debentures for the next five years and thereafter is as follows:

Dollars in thousands		Long-term borrowings	Subordinated debentures	Subordinated debentures owed to unconsolidated subsidiary trusts
Year Ending December 31,	2013	$ 24	$ -	$ -
	2014	82,527	-	-
	2015	1,909	10,000	-
	2016	28,911	-	-
	2017	918	-	-
	Thereafter	49,251	6,800	19,589
		$ 163,540	$ 16,800	$ 19,589

NOTE 11. STOCK OPTION PLAN

The 2009 Officer Stock Option Plan was adopted by our shareholders in May 2009 and provides for the granting of stock options for up to 350,000 shares of common stock to our key officers. Each option granted under the Plan vests according to a schedule designated at the grant date and has a term of no more than 10 years following the vesting date. Also, the option price per share was not to be less than the fair market value of our common stock on the date of grant. The 2009 Officer Stock Option Plan, which expires in May 2019, replaces the 1998 Officer Stock Option Plan (collectively the "Plans") that expired in May 2008.

The fair value of our employee stock options granted is estimated at the date of grant using the Black-Scholes option-pricing model. This model requires the input of highly subjective assumptions, changes to which can materially affect the fair value estimate. Additionally, there may be other factors that would otherwise have a significant effect on the value of employee stock options granted but are not considered by the model. Because our employee stock options have characteristics significantly different from those of traded options and because changes in the subjective input assumptions can materially affect the fair value estimate, in management's opinion, the existing models do not necessarily provide a reliable single measure of the fair value of its employee stock options at the time of grant. There were no options granted during the first nine months of 2013 or 2012.

We recognize compensation expense based on the estimated number of stock awards expected to actually vest, exclusive of the awards expected to be forfeited. During the first nine months of 2013 and 2012, our stock compensation expense and related deferred taxes were insignificant.

A summary of activity in our Plans during the first nine months of 2013 and 2012 is as follows:

	For the Nine Months Ended September 30,			
	2013		2012	
	Options	Weighted-Average Exercise Price	Options	Weighted-Average Exercise Price
Outstanding, January 1	249,700	$ 18.98	317,180	$ 18.17
Granted	-	-	-	-
Exercised	(15,200)	5.27	-	-
Forfeited	(1,750)	19.69	-	-
Expired	(39,700)	23.41	(22,800)	5.12
Outstanding, September 30	193,050	$ 19.14	294,380	$ 19.18

Other information regarding options outstanding and exercisable at September 30, 2013 is as follows:

	Options Outstanding				Options Exercisable		
Range of exercise price	# of shares	WAEP	Wted. Avg. Remaining Contractual Life (yrs)	Aggregate Intrinsic Value (in thousands)	# of shares	WAEP	Aggregate Intrinsic Value (in thousands)
$ 2.54 - $6.00	19,550	$ 4.86	3.50	$ 74	17,550	$ 5.13	$ 62
6.01 - 10.00	28,200	9.14	2.89	7	27,600	9.20	6
10.01 - 17.50	2,300	17.43	0.42	-	2,300	17.43	-
17.51 - 20.00	38,500	17.80	3.25	-	38,500	17.80	-
20.01 - 25.93	104,500	25.04	2.99	-	104,500	25.04	-
	193,050	19.14		$ 81	190,450	19.35	$ 68

NOTE 12. COMMITMENTS AND CONTINGENCIES

Off-Balance Sheet Arrangements

We are a party to certain financial instruments with off-balance-sheet risk in the normal course of business to meet the financing needs of our customers. These instruments involve, to varying degrees, elements of credit and interest rate risk in excess of the amount recognized in the statement of financial position. The contract amounts of these instruments reflect the extent of involvement that we have in this class of financial instruments.

Many of our lending relationships contain both funded and unfunded elements. The funded portion is reflected on our balance sheet. The unfunded portion of these commitments is not recorded on our balance sheet until a draw is made under the loan facility. Since many of the commitments to extend credit may expire without being drawn upon, the total commitment amounts do not necessarily represent future cash flow requirements.

A summary of the total unfunded, or off-balance sheet, credit extension commitments follows:

Dollars in thousands	September 30, 2013
Commitments to extend credit:	
Revolving home equity and credit card lines	$ 49,535
Construction loans	32,534
Other loans	42,196
Standby letters of credit	1,759
Total	$ 126,024

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. We evaluate each customer's credit worthiness on a case-by-case basis. The amount of collateral obtained, if we deem necessary upon extension of credit, is based on our credit evaluation. Collateral held varies but may include accounts receivable, inventory, equipment or real estate.

Standby letters of credit are conditional commitments issued to guarantee the performance of a customer to a third party. Standby letters of credit generally are contingent upon the failure of the customer to perform according to the terms of the underlying contract with the third party.

Our exposure to credit loss in the event of nonperformance by the other party to the financial instrument for commitments to extend credit is represented by the contractual amount of those instruments. We use the same credit policies in making commitments and conditional obligations as we do for on-balance sheet instruments.

NOTE 13. REGULATORY MATTERS

We and our subsidiaries are subject to various regulatory capital requirements administered by the banking regulatory agencies. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, we and each of our subsidiaries must meet specific capital guidelines that involve quantitative measures of our and our subsidiaries' assets, liabilities and certain off-balance sheet items as calculated under regulatory accounting practices. We and each of our subsidiaries' capital amounts and classifications are also subject to qualitative judgments by the regulators about components, risk weightings and other factors.

Quantitative measures established by regulation to ensure capital adequacy require us and each of our subsidiaries to maintain minimum amounts and ratios of total and Tier I capital (as defined in the regulations) to risk-weighted assets (as defined), and of Tier I capital (as defined) to average assets (as defined). We believe, as of September 30, 2013, that we and each of our subsidiaries met all capital adequacy requirements to which they were subject.

The most recent notifications from the banking regulatory agencies categorized us and each of our subsidiaries as well capitalized under the regulatory framework for prompt corrective action. To be categorized as well capitalized, we and each of our subsidiaries must maintain minimum total risk-based, Tier I risk-based, and Tier I leverage ratios as set forth in the table below.

Our actual capital amounts and ratios as well as our subsidiary, Summit Community Bank's ("Summit Community") are presented in the following table.

	Actual		Minimum Required Regulatory Capital		To be Well Capitalized under Prompt Corrective Action Provisions	
Dollars in thousands	Amount	Ratio	Amount	Ratio	Amount	Ratio
As of September 30, 2013						
Total Capital (to risk weighted assets)						
Summit	$ 143,494	14.5 %	$ 79,423	8.0 %	$ 99,279	10.0%
Summit Community	154,155	15.5 %	79,497	8.0 %	99,371	10.0%
Tier I Capital (to risk weighted assets)						
Summit	120,221	12.1 %	39,712	4.0 %	59,567	6.0%
Summit Community	141,682	14.3 %	39,748	4.0 %	59,623	6.0%
Tier I Capital (to average assets)						
Summit	120,221	8.9 %	54,291	4.0 %	67,863	5.0%
Summit Community	141,682	10.4 %	54,336	4.0 %	67,920	5.0%
As of December 31, 2012						
Total Capital (to risk weighted assets)						
Summit	138,593	14.0 %	79,391	8.0 %	99,238	10.0%
Summit Community	148,803	15.0 %	79,484	8.0 %	99,354	10.0%
Tier I Capital (to risk weighted assets)						
Summit	115,221	11.6 %	39,695	4.0 %	59,543	6.0%
Summit Community	136,231	13.7 %	39,742	4.0 %	59,613	6.0%
Tier I Capital (to average assets)						
Summit	115,221	8.3 %	55,591	4.0 %	69,489	5.0%
Summit Community	136,231	9.8 %	55,581	4.0 %	69,476	5.0%

Summit Financial Group, Inc. ("Summit") and its bank subsidiary, Summit Community Bank, Inc. (the "Bank"), have entered into informal Memoranda of Understanding ("MOU's") with their respective regulatory authorities. A memorandum of understanding is characterized by the regulatory authorities as an informal action that is not published or publicly available and that is used when circumstances warrant a milder form of action than a formal supervisory action, such as a formal written agreement or order.

Under the Summit MOU, Summit has agreed among other things to:

- Summit suspending all cash dividends on its common stock until further notice. Dividends on all preferred stock, as well as interest payments on subordinated notes underlying Summit's trust preferred securities, continue to be permissible; and,

- Summit not incurring any additional debt, other than trade payables, without the prior written consent of the principal banking regulators.

Additional information regarding Summit's MOU is included in Part I. Item 1A – Risk Factors on our Form 10-K for the year ended December 31, 2012.

On October 25, 2012, the Bank entered into a revised MOU ("Bank MOU") which replaced the Bank MOU effective September 24, 2009 and subsequently amended on February 1, 2011. In general, the Bank MOU includes provisions substantially similar to those in the prior Bank MOU with the exception that several provisions deemed no longer applicable by the regulatory authorities were removed and a provision relative to reducing the Bank's levels of classified assets was added.

In summary, we have agreed, among other things, to address the following matters relative to the Bank:

§ maintaining a Board committee which monitors and promotes compliance with the provisions of the Bank MOU;

§ providing the Bank's regulatory authorities with updated reports of criticized assets and/or formal workout plans for all nonperforming borrower relationships with an aggregate outstanding balance exceeding $1 million;

§ developing and submitting to regulatory authorities a written plan to reduce the Bank's risk exposure in each adversely classified credit relationship in excess of $1 million and all OREO;

§ establishing procedures to report all loans with balances exceeding $500,000 that have credit weaknesses or that fall outside of the Bank's policy;

§ annually reviewing the organizational structure and operations of the Bank's loan department;

§ maintaining an adequate allowance for loan and lease losses through charges to current operating income;

§ reviewing overall liquidity objectives and developing and submitting to regulatory authorities plans and procedures aimed to improve liquidity and reduce reliance on volatile liabilities;

§ preparing comprehensive budgets and earnings forecasts for the Bank and submitting reports comparing actual performance to the budget plan;

§ maintaining a minimum Tier 1 Leverage Capital ratio of at least 8% and a Total Risk-based Capital ratio of at least 11%;

§ not paying any cash dividends without the prior written consent of the banking regulators; and,

§ providing quarterly progress reports to the Bank's regulatory authorities detailing steps taken to comply with the Bank MOU.

Summit Financial Group, Inc. and Subsidiaries
Notes to Consolidated Financial Statements (unaudited)

NOTE 14. SEGMENT INFORMATION

We operate two business segments: community banking and insurance services. These segments are primarily identified by the products or services offered. The community banking segment consists of our full service banks which offer customers traditional banking products and services through various delivery channels. The insurance services segment consists of three insurance agency offices that sell insurance products. The accounting policies discussed throughout the notes to the consolidated financial statements apply to each of our business segments.

Intersegment revenue and expense consists of management fees allocated to the bank and Summit Insurance Services, LLC for all centralized functions that are performed by the parent, including overall direction in the areas of strategic planning, investment portfolio management, asset/liability management, financial reporting and other financial and administrative services. Information for each of our segments is included below:

	Nine Months Ended September 30, 2013				
	Community	Insurance			
Dollars in thousands	Banking	Services	Parent	Eliminations	Total
Net interest income	$ 30,237	$ -	$ (1,436)	$ -	$ 28,801
Provision for loan losses	3,500	-	-	-	3,500
Net interest income after provision for loan losses	26,737	-	(1,436)	-	25,301
Other income	4,857	3,457	815	(815)	8,314
Other expenses	22,723	3,266	1,158	(815)	26,332
Income (loss) before income taxes	8,871	191	(1,779)	-	7,283
Income tax expense (benefit)	2,534	79	(612)	-	2,001
Net income (loss)	6,337	112	(1,167)	-	5,282
Dividends on preferred shares	-	-	582	-	582
Net income (loss) applicable to common shares	$ 6,337	$ 112	$ (1,749)	$ -	$ 4,700
Intersegment revenue (expense)	$ (734)	$ (81)	$ 815	$ -	$ -
Average assets	$ 1,431,835	$ 6,329	$ 155,522	$ (213,202)	$ 1,380,484

	Nine Months Ended September 30, 2012				
	Community	Insurance			
Dollars in thousands	Banking	Services	Parent	Eliminations	Total
Net interest income	$ 31,264	$ -	$ (1,340)	$ -	$ 29,924
Provision for loan losses	6,002	-	-	-	6,002
Net interest income after provision for loan losses	25,262	-	(1,340)	-	23,922
Other income	6,681	3,371	765	(783)	10,034
Other expenses	25,583	2,980	1,223	(783)	29,003
Income (loss) before income taxes	6,360	391	(1,798)	-	4,953
Income tax expense (benefit)	1,772	156	(583)	-	1,345
Net income (loss)	4,588	235	(1,215)	-	3,608
Dividends on preferred shares	-	-	583	-	583
Net income (loss) applicable to common shares	$ 4,588	$ 235	$ (1,798)	$ -	$ 3,025
Intersegment revenue (expense)	$ (706)	$ (77)	$ 783	$ -	$ -
Average assets	$ 1,486,808	$ 6,495	$ 154,011	$ (218,207)	$ 1,429,107

	Three Months Ended September 30, 2013				
Dollars in thousands	Community Banking	Insurance Services	Parent	Eliminations	Total
Net interest income	$ 10,025	$ -	$ (487)	$ -	$ 9,538
Provision for loan losses	1,000	-	-	-	1,000
Net interest income after provision for loan losses	9,025	-	(487)	-	8,538
Other income	1,758	1,105	272	(272)	2,863
Other expenses	7,060	1,078	365	(272)	8,231
Income (loss) before income taxes	3,723	27	(580)	-	3,170
Income tax expense (benefit)	1,087	12	(201)	-	898
Net income (loss)	2,636	15	(379)	-	2,272
Dividends on preferred shares	-	-	194	-	194
Net income (loss) applicable to common shares	$ 2,636	$ 15	$ (573)	$ -	$ 2,078
Intersegment revenue (expense)	$ (251)	$ (21)	$ 272	$ -	$ -
Average assets	$ 1,409,870	$ 6,377	$ 153,596	$ (205,332)	$ 1,364,511

	Three Months Ended September 30, 2012				
Dollars in thousands	Community Banking	Insurance Services	Parent	Eliminations	Total
Net interest income	$ 10,381	$ -	$ (446)	$ -	$ 9,935
Provision for loan losses	2,000	-	-	-	2,000
Net interest income after provision for loan losses	8,381	-	(446)	-	7,935
Other income	2,312	1,049	261	(261)	3,361
Other expenses	8,904	1,023	361	(261)	10,027

Income (loss) before income taxes	1,789	26	(546)	-	1,269
Income tax expense (benefit)	430	10	(168)	-	272
Net income (loss)	1,359	16	(378)	-	997
Dividends on preferred shares	-	-	194	-	194
Net income (loss) applicable to common shares	$ 1,359	$ 16	$ (572)	$ -	$ 803
Intersegment revenue (expense)	$ (235)	$ (26)	$ 261	$ -	$ -
Average assets	$ 1,473,356	$ 6,579	$ 155,168	$ (220,005)	$ 1,415,098

NOTE 15. DERIVATIVE FINANCIAL INSTRUMENTS

We use derivative instruments primarily to protect against the risk of adverse interest rate movements on the cash flows of certain liabilities. Derivative instruments represent contracts between parties that usually require little or no initial net investment and result in one party delivering cash or another type of asset to the other party based upon a notional amount and an underlying as specified in the contract. A notional amount represents the number of units of a specific item, such as currency units. An underlying represents a variable, such as an interest rate or price index. The amount of cash or other asset delivered from one party to the other is determined based upon the interaction of the notional amount of the contract with the underlying. Derivatives can also be implicit in certain contracts and commitments.

As with any financial instrument, derivative instruments have inherent risks, primarily market and credit risk. Market risk associated with changes in interest rates is managed by establishing and monitoring limits as to the degree of risk that may be undertaken as part of our overall market risk monitoring process. Credit risk occurs when a counterparty to a derivative contract with an unrealized gain fails to perform according to the terms of the agreement. Credit risk is managed by monitoring the size and maturity structure of the derivative portfolio, and applying uniform credit standards to all activities with credit risk.

In accordance with ASC 815, Derivatives and Hedging, all derivative instruments are recorded on the balance sheet at fair value. Changes in the fair value of derivatives are recorded each period in current earnings or other comprehensive income, depending on whether a derivative is designated as part of a hedge transaction and, if it is, depending on the type of hedge transaction.

Fair-value hedges – For transactions in which we are hedging changes in fair value of an asset, liability, or a firm commitment, changes in the fair value of the derivative instrument are generally offset in the income statement by changes in the hedged item's fair value.

Cash-flow hedges – For transactions in which we are hedging the variability of cash flows related to a variable-rate asset, liability, or a forecasted transaction, changes in the fair value of the derivative instrument are reported in other comprehensive income. The gains and losses on the derivative instrument, which are reported in comprehensive income, are reclassified to earnings in the periods in which earnings are impacted by the variability of cash flows of the hedged item.

The ineffective portion of all hedges is recognized in current period earnings.

Other derivative instruments - For risk management purposes that do not meet the hedge accounting criteria and, therefore, do not qualify for hedge accounting. These derivative instruments are accounted for at fair value with changes in fair value recorded in the income statement.

We have entered into a $40 million notional forward-starting, pay-fixed/receive LIBOR interest rate swap with an effective date of July 18, 2016, which was designated as a cash flow hedge of $40 million of forecasted variable rate Federal Home Loan Bank advances. Under the terms of the swap we will pay a fixed rate of 2.98% for a 3 year period.

A summary of this sole derivative financial instrument as of September 30, 2013 follows:

		September 30, 2013		
		Derivative		Net Ineffective Hedge
	Notional	Fair Value		Gains
Dollars in thousands	Amount	Asset	Liability	(Losses)
CASH FLOW HEDGES				
Pay-fixed/receive-variable interest rate swaps				
Long term borrowings	$ 40,000	$ -	$ 117	$ -
	$ 40,000	$ -	$ 117	$ -

On October 23, 2013, we entered into a $30 million notional forward-starting, pay-fixed/receive LIBOR interest rate swap with an effective date of April 18, 2016, which was designated as a cash flow hedge of $30 million of forecasted variable rate Federal Home Loan Bank advances. Under the terms of the swap we will pay a fixed rate of 2.89% for a 4.5 year period.

Summit Financial Group, Inc. and Subsidiaries
Management's Discussion and Analysis of Financial Condition and
Results of Operations

INTRODUCTION

The following discussion and analysis focuses on significant changes in our financial condition and results of operations of Summit Financial Group, Inc. ("Company" or "Summit") and our operating segments, Summit Community Bank ("Summit Community"), and Summit Insurance Services, LLC for the periods indicated. See Note 14 of the accompanying consolidated financial statements for our segment information. This discussion and analysis should be read in conjunction with our 2012 audited financial statements and Annual Report on Form 10-K.

The Private Securities Litigation Act of 1995 indicates that the disclosure of forward-looking information is desirable for investors and encourages such disclosure by providing a safe harbor for forward-looking statements by us. Our following discussion and analysis of financial condition and results of operations contains certain forward-looking statements that involve risk and uncertainty. In order to comply with the terms of the safe harbor, we note that a variety of factors could cause our actual results and experience to differ materially from the anticipated results or other expectations expressed in those forward-looking statements.

OVERVIEW

Our primary source of income is net interest income from loans and deposits. Business volumes tend to be influenced by the overall economic factors including market interest rates, business spending, and consumer confidence, as well as competitive conditions within the marketplace.

Interest earning assets declined by 3.27% for the first nine months in 2013 compared to the same period of 2012 while our net interest earnings on a tax equivalent basis decreased 3.95%. Our tax equivalent net interest margin decreased 2 basis points. Historically high levels of nonaccrual loans continue to negatively impact our net interest earnings while our reduced cost of interest bearing funds continues to positively impact our net interest earnings.

BUSINESS SEGMENT RESULTS

We are organized and managed along two major business segments, as described in Note 14 of the accompanying consolidated financial statements. The results of each business segment are intended to reflect each segment as if it were a stand alone business. Net income by segment follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
Dollars in thousands	2013	2012	2013	2012
Community banking	$ 2,636	$ 1,359	$ 6,337	$ 4,588
Insurance	15	16	112	235
Parent	(573)	(572)	(1,749)	(1,798)
Consolidated net income	$ 2,078	$ 803	$ 4,700	$ 3,025

CRITICAL ACCOUNTING POLICIES

Our consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States of America and follow general practices within the financial services industry. Application of these principles requires us to make estimates, assumptions, and judgments that affect the amounts reported in our financial statements and accompanying notes. These estimates, assumptions, and judgments are based on information available as of the date of the financial statements; accordingly, as this information changes, the financial statements could reflect different estimates, assumptions, and judgments. Certain policies inherently have a greater reliance on the use of estimates, assumptions, and judgments and as such have a greater possibility of producing results that could be materially different than originally reported.

Our most significant accounting policies are presented in the notes to the consolidated financial statements of our 2012 Annual Report on Form 10-K. These policies, along with the other disclosures presented in the financial statement notes and in this financial review, provide information on how significant assets and liabilities are valued in the financial statements and how those values are determined.

Based on the valuation techniques used and the sensitivity of financial statement amounts to the methods, assumptions, and estimates underlying those amounts, we have identified the determination of the allowance for loan losses, the valuation of goodwill, fair value measurements and deferred tax assets to be the accounting areas that require the most subjective or complex judgments, and as such could be most subject to revision as new information becomes available.

Allowance for Loan Losses: The allowance for loan losses represents our estimate of probable credit losses inherent in the loan portfolio. Determining the amount of the allowance for loan losses is considered a critical accounting estimate because it requires significant judgment and the use of estimates related to the amount and timing of expected future cash flows on impaired loans, estimated losses on pools of homogeneous loans based on historical loss experience, and consideration of current economic trends and conditions, all of which may be susceptible to significant change. The loan portfolio also represents the largest asset type on our consolidated balance sheet. To the extent actual outcomes differ from our estimates, additional provisions for loan losses may be required that would negatively impact earnings in future periods. Note 8 to the consolidated financial statements of our 2012 Annual Report on Form 10-K describes the methodology used to determine the allowance for loan losses and a discussion of the factors driving changes in the amount of the allowance for loan losses is included in the Asset Quality section of the financial review of the 2012 Annual Report on Form 10-K.

Goodwill: Goodwill is subject to an analysis by reporting unit at least annually to determine whether write-downs of the recorded balances are necessary. Initially, an assessment of qualitative factors (Step 0) is performed to determine whether the existence of events or circumstances leads to a determination that it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If, after assessing the totality of events or circumstances, we determine it is not more likely than not that the fair value of a reporting unit is less than its carrying value, then performing the two-step impairment test is unnecessary. However, if we conclude otherwise, then we are required to perform the first step (Step 1) of the two-step impairment test by calculating the fair value of the reporting unit and comparing the fair value with the carrying amount of the reporting unit. If the fair value is less than the carrying value, an expense may be required on our books to write down the goodwill to the proper carrying value. Step 2 of impairment testing, which is necessary only if the reporting unit does not pass Step 1, compares the implied fair value of the reporting unit goodwill with the carrying amount of the goodwill for the reporting unit. The implied fair value of goodwill is determined in the same manner as goodwill that is recognized in a business combination.

Community Banking – During third quarter 2013, we performed the Step 0 assessment of our goodwill of our community banking reporting unit and determined that it was not more likely than not that the fair value was less than its carrying value. In performing the qualitative Step 0 assessments, we considered certain events and circumstances such as macroeconomic conditions, industry and market considerations, overall financial performance and cost factors when evaluating whether it is more likely than not that the fair value is less than its carrying amount. No indicators of impairment were noted as of September 30, 2013.

Insurance Services – During third quarter 2013, we performed the Step 0 assessment of our goodwill of our insurance services reporting unit. We considered certain events and circumstances specific to the reporting unit, such as macroeconomic conditions, industry and market considerations, overall financial performance and cost factors when evaluating whether it is more likely than not that the fair value of our insurance services reporting unit is less than its carrying value and deemed it necessary to perform the further 2-step impairment test. We performed an internal valuation utilizing the income approach to determine the fair value of our insurance services reporting unit. This methodology consisted of discounting the expected future cash flows of this unit based upon a forecast of its operations considering long-term key business drivers such as anticipated commission revenue growth. The long term growth rate used in determining the terminal value was estimated at 2%, and a discount rate of 10.0% was applied to the insurance services unit's estimated future cash flows. We did not fail this Step 1 test as of September 30, 2013, therefore Step 2 testing was not necessary.

We cannot assure you that future goodwill impairment tests will not result in a charge to earnings. See Note 11 of the consolidated financial statements of our 2012 Annual Report on Form 10-K for further discussion of our intangible assets, which include goodwill.

Fair Value Measurements: ASC Topic 820 Fair Value Measurements and Disclosures provides a definition of fair value, establishes a framework for measuring fair value, and requires expanded disclosures about fair value measurements. Fair value is the price that could be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. Based on the observability of the inputs used in the valuation techniques, we classify our financial assets and liabilities measured and disclosed at fair value in accordance with the three-level hierarchy (e.g., Level 1, Level 2 and Level 3) established under ASC Topic 820. Fair value determination in accordance with this guidance requires that we make a number of significant judgments. In determining the fair value of financial instruments, we use market prices of the same or similar instruments whenever such prices are available. We do not use prices involving distressed sellers in determining fair value. If observable market prices are unavailable or impracticable to obtain, then fair value is estimated using modeling techniques such as discounted cash flow analyses. These modeling techniques incorporate our assessments regarding assumptions that market participants would use in pricing the asset or the liability, including assumptions about the risks inherent in a particular valuation technique and the risk of nonperformance.

Fair value is used on a recurring basis for certain assets and liabilities in which fair value is the primary basis of accounting. Additionally, fair value is used on a non-recurring basis to evaluate assets or liabilities for impairment or for disclosure purposes in accordance with ASC Topic 825 Financial Instruments.

Deferred Income Tax Assets: At September 30, 2013, we had net deferred tax assets of $12.9 million. Based on our ability to offset the net deferred tax asset against taxable income in carryback years and expected future taxable income in carryforward years, there was no impairment of the deferred tax asset at September 30, 2013. All available evidence, both positive and negative, was considered to determine whether, based on the weight of that evidence, impairment should be recognized. However, our forecast process includes judgmental and quantitative elements that may be subject to significant change. If our forecast of taxable income within the carryback/carryforward periods available under applicable law is not sufficient to cover the amount of net deferred tax assets, such assets may become impaired.

RESULTS OF OPERATIONS

Earnings Summary

Net income applicable to common shares for the nine months ended September 30, 2013 increased to $4.7 million, or $0.55 per diluted share as compared to $3.0 million or $0.38 per diluted share for the same period of 2012. Net income applicable to common shares for the quarter ended September 30, 2013 totaled $2.1 million, or $0.24 per diluted share as compared to $803,000, or $0.10 per diluted share for the quarter ended September 30, 2012. Earnings for both the quarter and nine months ended September 30, 2013 were positively impacted by lower provisions for loan losses and lower write-downs of foreclosed properties to their estimated fair values. The provision for loan losses was $3.5 million and $6.0 million for the nine months ended September 30, 2013 and 2012, respectively. Included in earnings for the nine months ended September 30, 2013 was $535,000 in losses on the sales of assets, primarily foreclosed properties, and $3.1 million of charges resulting from the write down of a portion of our foreclosed properties to fair value. Returns on average equity and assets for the first nine months of 2013 were 6.46% and 0.51%, respectively, compared with 4.54% and 0.34% for the same period of 2012.

Net Interest Income

Net interest income is the principal component of our earnings and represents the difference between interest and fee income generated from earning assets and the interest expense paid on deposits and borrowed funds. Fluctuations in interest rates as well as changes in the volume and mix of earning assets and interest bearing liabilities can materially impact net interest income.

Our net interest income on a fully tax-equivalent basis totaled $29.8 million for the nine months ended September 30, 2013 compared to $31.1 million for the same period of 2012, representing a decrease of $1.2 million or 4.0%. While our earnings on interest earning assets decreased $5.8 million, this decrease was partially offset by a reduction in the volume of interest bearing liabilities and a reduction in the cost of interest bearing liabilities (see Table II). Average interest earning assets decreased 3.27% from $1.30 billion during the first nine months of 2012 to $1.26 billion for the first nine months of 2013. Average interest bearing liabilities declined 4.33% from $1.22 billion at September 30, 2012 to $1.17 billion at September 30, 2013, at an average yield for the first nine months of 2013 of 1.61% compared to 2.05% for the same period of 2012.

Our consolidated net interest margin decreased to 3.17% for the nine months ended September 30, 2013, compared to 3.19% for the same period in 2012. The margin continues to be affected by elevated levels of nonaccruing loans. The present continued low interest rate environment has served to positively impact our net interest margin due to our liability sensitive balance sheet. For the nine months ended September 30, 2013 compared to September 30, 2012, both the yields on earning assets and the cost of our interest bearing funds decreased by 44 basis points.

Assuming no significant change in market interest rates, we anticipate a relatively stable net interest margin in the near term as we do not expect interest rates to rise in the near future, we do not expect significant growth in our interest earning assets, nor do we expect our nonperforming asset balances to decline significantly in the near future. We continue to monitor the net interest margin through net interest income simulation to minimize the potential for any significant negative impact. See the "Market Risk Management" section for further discussion of the impact changes in market interest rates could have on us. Further analysis of our yields on interest earning assets and interest bearing liabilities are presented in Tables I and II below.

Table I - Average Balance Sheet and Net Interest Income Analysis
Dollars in thousands

	For the Nine Months Ended					
	September 30, 2013			September 30, 2012		
	Average Balance	Earnings/ Expense	Yield/ Rate	Average Balance	Earnings/ Expense	Yield/ Rate
Interest earning assets						
Loans, net of unearned income (1)						
Taxable	$ 948,870	$ 38,038	5.36 %	$ 965,227	$ 41,811	5.79%
Tax-exempt (2)	5,560	298	7.17 %	6,776	368	7.25%
Securities						
Taxable	220,669	2,851	1.73 %	235,885	4,592	2.60%
Tax-exempt (2)	76,021	2,776	4.88 %	70,753	3,009	5.68%
Federal funds sold and interest bearing deposits with other banks	7,706	4	0.07 %	22,737	31	0.18%
Total interest earning assets	1,258,826	43,967	4.67 %	1,301,378	49,811	5.11%
Noninterest earning assets						
Cash & due from banks	4,430			4,195		
Premises and equipment	21,006			21,684		
Other assets	111,948			120,041		
Allowance for loan losses	(15,726)			(18,191)		
Total assets	$ 1,380,484			$ 1,429,107		
Interest bearing liabilities						
Interest bearing demand deposits	$ 178,911	$ 193	0.14 %	$ 167,843	$ 247	0.20%
Savings deposits	195,907	875	0.60 %	206,953	1,054	0.68%
Time deposits	566,172	7,007	1.65 %	545,121	8,839	2.17%
Short-term borrowings	25,579	50	0.26 %	14,250	25	0.23%
Long-term borrowings and capital trust securities	203,019	5,997	3.95 %	288,305	8,575	3.97%
Total interest bearing liabilities	1,169,588	14,122	1.61 %	1,222,472	18,740	2.05%

Noninterest bearing liabilities						
and shareholders' equity						
Demand deposits	94,139			92,362		
Other liabilities	7,698			8,273		
Total liabilities	1,271,425			1,323,107		
Shareholders' equity - preferred	9,319			9,326		
Shareholders' equity - common	99,740			96,674		
Total liabilities and shareholders' equity	$ 1,380,484			$ 1,429,107		
Net interest earnings		$ 29,845			$ 31,071	
Net yield on interest earning assets			3.17 %			3.19%

(1) For purposes of this table, nonaccrual loans are included in average loan balances.

(2) - Interest income on tax-exempt securities and loans has been adjusted assuming an effective tax rate of 34% for all periods presented.
The tax equivalent adjustment resulted in an increase in interest income of $1,045,000 and $1,147,000 for the periods ended September 30, 2013 and September 30, 2012, respectively.

Table II - Changes in Interest Margin Attributable to Rate and Volume

	For the Nine Months Ended September 30, 2013 versus September 30, 2012		
	Increase (Decrease) Due to Change in:		
Dollars in thousands	Volume	Rate	Net
Interest earned on:			
Loans			
Taxable	$ (705)	$ (3,068)	$ (3,773)
Tax-exempt	(66)	(4)	(70)
Securities			
Taxable	(281)	(1,460)	(1,741)
Tax-exempt	212	(445)	(233)
Federal funds sold and interest bearing deposits with other banks	(13)	(14)	(27)
Total interest earned on interest earning assets	(853)	(4,991)	(5,844)
Interest paid on:			
Interest bearing demand deposits	15	(69)	(54)
Savings deposits	(54)	(125)	(179)
Time deposits	329	(2,161)	(1,832)
Short-term borrowings	22	3	25
Long-term borrowings and capital trust securities	(2,527)	(51)	(2,578)
Total interest paid on interest bearing liabilities	(2,215)	(2,403)	(4,618)

Net interest income	$ 1,362	$ (2,588)	$ (1,226)

Noninterest Income

Total noninterest income decreased to $8.31 million for the first nine months of 2013, compared to $10.03 million for the same period of 2012, with fewer realized securities gains being the primary negative component. Further detail regarding noninterest income is reflected in the following table.

Table III - Noninterest Income

	For the Quarter Ended September 30,		For the Nine Months Ended September 30,	
Dollars in thousands	2013	2012	2013	2012
Insurance commissions	$ 1,057	$ 1,052	$ 3,373	$ 3,352
Service fees related to deposit accounts	1,106	1,074	3,202	3,163
Realized securities gains (losses)	132	760	116	2,245
Other-than-temporary impairment of securities	(38)	(39)	(118)	(375)
Bank owned life insurance income	229	257	703	781
Other	377	257	1,038	868
Total	$ 2,863	$ 3,361	$ 8,314	$ 10,034

Other-than-temporary impairment of securities: During the first nine months of 2013, we recorded non-cash other-than temporary impairment charges of $118,000 related to certain residential mortgage-backed securities which we continue to own.

Noninterest Expense

Total noninterest expense decreased 17.9% and 9.2% for the quarter and nine months ended September 30, 2013, respectively, as compared to the same periods in 2012. Table IV below shows the breakdown of the changes.

Table IV - Noninterest Expense

	For the Quarter Ended September 30,				For the Nine Months Ended September 30,			
		Change				Change		
Dollars in thousands	2013	$	%	2012	2013	$	%	2012
Salaries, commissions, and employee benefits	$ 4,050	$ 110	2.8 %	$ 3,940	$ 12,155	$ 422	3.6 %	$ 11,733
Net occupancy expense	454	(22)	-4.6 %	476	1,387	(58)	-4.0 %	1,445
Equipment expense	578	5	0.9 %	573	1,724	(53)	-3.0 %	1,777
Professional fees	263	(29)	-9.9 %	292	885	13	1.5 %	872
Amortization of intangibles	88	-	0.0 %	88	263	-	0.0 %	263
FDIC premiums	503	(7)	-1.4 %	510	1,558	26	1.7 %	1,532
Foreclosed properties expense	262	(94)	-26.4 %	356	836	(99)	-10.6 %	935
(Gain) loss on sale of foreclosed properties	(17)	(1)	6.3 %	(16)	546	(37)	-6.3 %	583
Write-down of foreclosed properties	654	(1,917)	-74.6 %	2,571	3,078	(3,036)	-49.7 %	6,114
Other	1,396	159	12.9 %	1,237	3,900	151	4.0 %	3,749
Total	$ 8,231	$ (1,796)	-17.9 %	$ 10,027	$ 26,332	$ (2,671)	-9.2 %	$ 29,003

Salaries, commissions, and employee benefits; Salaries, commissions, and employee benefits increased during the first nine months of 2013 compared to the first nine months of 2012 primarily as a result of general merit raises.

Foreclosed properties expense: Foreclosed properties expense has decreased in 2013 due to our lower balance of foreclosed properties.

Writedown of foreclosed properties: During the first nine months of 2013, we recorded $3.08 million in charges to writedown certain OREO properties to fair value less estimated costs to sell as part of our normal, ongoing re-appraisal process. Continued volatility in the real estate markets could result in further writedowns of these properties in the foreseeable future.

Credit Experience

While recent economic data points to a stabilizing real estate market, general economic conditions remain weak when compared to pre-2008 levels. As a result, we continue to experience elevated levels of loan delinquencies and nonperforming assets. Although Management anticipates loan delinquencies and nonperforming assets will remain higher than pre-recession levels,we do expect recent trends of improvement to continue.

The provision for loan losses represents charges to earnings necessary to maintain an adequate allowance for probable credit losses inherent in the loan portfolio. Our determination of the appropriate level of the allowance is based on an ongoing analysis of credit quality and loss potential in the loan portfolio, change in the composition and risk characteristics of the loan portfolio, and the anticipated influence of national and local economic conditions. The adequacy of the allowance for loan losses is reviewed quarterly and adjustments are made as considered necessary.

We recorded $3.5 million and $6.0 million provisions for loan losses for the first nine months of 2013 and 2012, respectively. This decline is a result of lower levels of specific reserves, based upon the fair value of collateral method in measuring impairment, necessary on newly identified impaired loans at September 30, 2013 compared to September 30, 2012.

As illustrated in Table V below, our non-performing assets have decreased since year end 2012.

Table V - Summary of Non-Performing Assets

	September 30,		December 31,
Dollars in thousands	2013	2012	2012
Accruing loans past due 90 days or more	$ -	$ -	$ -
Nonaccrual loans			
Commercial	2,557	5,343	5,002
Commercial real estate	3,795	2,803	2,556
Commercial construction and development	3,761	428	-
Residential construction and development	9,128	16,333	13,641
Residential real estate	12,385	18,809	16,522
Consumer	145	88	55
Total nonaccrual loans	31,771	43,804	37,776
Foreclosed properties			
Commercial real estate	9,961	11,802	11,835
Commercial construction and development	11,161	17,683	17,597
Residential construction and development	20,585	23,769	23,074
Residential real estate	3,596	2,779	3,666
Total foreclosed properties	45,303	56,033	56,172

Repossessed assets	-	-	6
Total nonperforming assets	$ 77,074	$ 99,837	$ 93,954
Total nonperforming loans as a percentage of total loans	3.34 %	4.57 %	3.96%
Total nonperforming assets as a percentage of total assets	5.55 %	7.11 %	6.77%
Allowance for loan losses as a percentage of nonperforming loans	41.04 %	40.68 %	47.47%
Allowance for loan losses as a percentage of period end loans	1.37 %	1.86 %	1.88%

The following table details the activity regarding our foreclosed properties for the three months and nine months ended September 30, 2013 and 2012.

Table VI - Foreclosed Property Activity	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
Dollars in thousands	2013	2012	2013	2012
Beginning balance	$ 47,257	$ 60,068	$ 56,172	$ 63,938
Acquisitions	60	241	2,858	5,262
Improvements	90	155	197	677
Disposals	(1,449)	(1,860)	(10,846)	(7,309)
Writedowns to fair value	(655)	(2,571)	(3,078)	(6,114)
Reclassification of covered loans	-	-	-	(421)
Balance Sept 30	$ 45,303	$ 56,033	$ 45,303	$ 56,033

The following table details our most significant nonperforming loan relationships at September 30, 2013.

Table IX - Significant Nonperforming Loan Relationships
September 30, 2013
Dollars in thousands

Location	Underlying Collateral	Loan Origination Date	Loan Nonaccrual Date	Loan Balance	Method Used to Measure Impairment	Most Recent Appraised Value		Amount Allocated to Allowance for Loan Losses	Amount Previously Charged-off
Eastern Panhandle WV	Commercial development & commercial real estate	Aug. 2006 & Apr. 2007	Aug. 2013	$ 5,240	Collateral Value	$ 8,179	(1)	$ -	$ -
Shenandoah Valley VA	Commerical real estate	Dec. 2009	Aug. 2013	$ 1,442	Collateral value	$ 1,400	(1)	$ 182	$ -
Northern VA	Single family residence	Aug. 2007, Oct. 2007 & Sept. 2008	Dec. 2011	$ 9,000	Collateral value	$ 10,000	(1)	$ 1,000	$ 3,565
Eastern Panhandle WV	Residential development & undeveloped acreage	Mar. 2008 & June 2008	Jun. 2011	$ 5,936	Collateral value	$ 6,713	(1)	$ -	$ 2,477
Southcentral WV	UCC Business Assets & Residential Subdivision	Feb. 2003, Mar. 2008 & Apr. 2008	May 2011 & Jul. 2011	$ 1,220	Collateral value	$ 1,620	(2)	$ 571	$ -

(1) - Values are based upon recent external appraisal.
(2) - Value is based upon current appraisal on the real estate and most recent estimate on business assets.

Refer to Note 6 of the accompanying consolidated financial statements for information regarding our past due loans, impaired loans, nonaccrual loans, and TDRs.

We maintain the allowance for loan losses at a level considered adequate to provide for estimated probable credit losses inherent in the loan portfolio. The allowance is comprised of three distinct reserve components: (1) specific reserves related to loans individually evaluated, (2) quantitative reserves related to loans collectively evaluated, and (3) qualitative reserves related to loans collectively evaluated. A summary of the methodology we employ on a quarterly basis with respect to each of these components in order to evaluate the overall adequacy of our allowance for loan losses is as follows:

Specific Reserve for Loans Individually Evaluated

First, we identify loan relationships having aggregate balances in excess of $500,000 and that may also have credit weaknesses. Such loan relationships are identified primarily through our analysis of internal loan evaluations, past due loan reports, and loans adversely classified by regulatory authorities. Each loan so identified is then individually evaluated to determine whether it is impaired – that is, based on current information and events, it is probable that we will be unable to collect all amounts due in accordance with the contractual terms of the underlying loan agreement. Substantially all of our impaired loans are and historically have been collateral dependent, meaning repayment of the loan is expected to be provided solely from the sale of the loan’s underlying collateral. For such loans, we measure impairment based on the fair value of the loan’s collateral, which is generally determined utilizing current appraisals. A specific reserve is established in an amount equal to the excess, if any, of the recorded investment in each impaired loan over the fair value of its underlying collateral, less estimated costs to sell. Our policy is to re-evaluate the fair value of collateral dependent loans at least every twelve months unless there is a known deterioration in the collateral’s value, in which case a new appraisal is obtained.

Quantitative Reserve for Loans Collectively Evaluated

Second, we stratify the loan portfolio into the following ten loan pools: land and land development, construction, commercial, commercial real estate -- owner-occupied, commercial real estate -- non-owner occupied, conventional residential mortgage, jumbo residential mortgage, home equity, consumer, and other. Loans within each pool are then further segmented between (1) loans which were individually evaluated for impairment and not deemed to be impaired, (2) larger-balance loan relationships exceeding $2 million which are assigned an internal risk rating in conjunction with our normal ongoing loan review procedures and (3) smaller-balance homogenous loans.

Quantitative reserves relative to each loan pool are established as follows: for all loan segments detailed above an allocation equaling 100% of the respective pool’s average 12 month historical net loan charge-off rate (determined based upon the most recent twelve quarters) is applied to the aggregate recorded investment in the pool of loans.

Qualitative Reserve for Loans Collectively Evaluated

Third, we consider the necessity to adjust our average historical net loan charge-off rates relative to each of the above ten loan pools for potential risk factors that could result in actual losses deviating from prior loss experience. For example, if we observe a significant increase in delinquencies within the conventional mortgage loan pool above historical trends, an additional allocation to the average historical loan charge-off rate is applied. Such qualitative risk factors considered are: (1) levels of and trends in delinquencies and impaired loans, (2) levels of and trends in charge-offs and recoveries, (3) trends in volume and term of loans, (4) effects of any changes in risk selection and underwriting standards, and other changes in lending policies, procedures, and practice, (5) experience, ability, and depth of lending management and other relevant staff, (6) national and local economic trends and conditions, (7) industry conditions, and (8) effects of changes in credit concentrations.

Relationship between Allowance for Loan Losses, Net Charge-offs and Nonperforming Loans

In analyzing the relationship between the allowance for loan losses, net loan charge-offs and nonperforming loans, it is helpful to understand the process of how loans are treated as they deteriorate over time. Reserves for loans are established at origination through the quantitative and qualitative reserve process discussed above.

Charge-offs, if necessary, are typically recognized in a period after the reserves were established. If the previously established reserves exceed that needed to satisfactorily resolve the problem credit, a reduction in the overall level of the reserve could be recognized. In summary, if loan quality deteriorates, the typical credit sequence is periods of reserve building, followed by periods of higher net charge-offs.

Consumer loans are generally charged off to the allowance for loan losses upon reaching specified stages of delinquency, in accordance with the Federal Financial Institutions Examination Council policy. For example, credit card loans are charged off by the end of the month in which the account becomes 180 days past due or within 60 days from receiving notification about a specified event (e.g., bankruptcy of the borrower), whichever is earlier. Residential mortgage loans are generally charged off to net realizable value no later than when the account becomes 180 days past due. Other consumer loans, if collateralized, are generally charged off to net realizable value at 120 days past due.

Commercial-related loans (which are risk-rated) are charged off to the allowance for loan losses when the loss has been confirmed. This determination includes many factors, including the prioritization of our claim in bankruptcy, expectations of the workout/restructuring of the loan and valuation of the borrower's equity.

Substantially all of our nonperforming loans are secured by real estate. The majority of these loans were underwritten in accordance with our loan-to-value policy guidelines which range from 70-85% at the time of origination. The fair values of the underlying collateral value remains in excess of the recorded investment in many of our nonperforming loans, and therefore, no specific reserve allocation is required; as of September 30, 2013, approximately 59% of our impaired loans required no reserves or have been charged down to their fair value.

At September 30, 2013, December 31, 2012, and September 30, 2012, our allowance for loan losses totaled $13.0 million, or 1.37% of total loans, $17.9 million, or 1.88% of total loans and $17.8 million, or 1.86% of total loans, respectively, and is considered adequate to cover our estimate of probable credit losses inherent in our loan portfolio. The 2013 decline is a result of lower average loan losses experienced over the past twelve quarters. Lower losses cause our historical charge-off factor of the quantitative reserve calculation to decline, thus requiring fewer quantitative reserves.

At September 30, 2013, December 31, 2012, and September 30, 2012, we had approximately $45.3 million, $56.2 million and $56.0 million, respectively, in other real estate owned which was obtained as the result of foreclosure proceedings. Although foreclosed property is recorded at fair value less estimated costs to sell, the prices ultimately realized upon their sale may or may not result in us recognizing loss.

FINANCIAL CONDITION

Our total assets increased slightly to $1.388 billion at September 30, 2013, compared to $1.387 billion at December 31, 2012. Table VIII below serves to illustrate significant changes in our financial position between December 31, 2012 and September 30, 2013.

Table VIII - Summary of Significant Changes in Financial Position

	Balance December 31,	Increase (Decrease)			Balance September 30,
Dollars in thousands	2012	Amount	Percentage		2013
Assets					
Securities available for sale	$281,539	9,719	3.5	%	$291,258
Loans, net of unearned interest	937,168	2,001	0.2	%	939,169
Liabilities					
Deposits	$1,027,125	$(10,390)	-1.0	%	$1,016,735
Short-term borrowings	3,958	50,205	1268.4	%	54,163
Long-term borrowings	203,268	(39,728)	-19.5	%	163,540
Subordinated debentures	16,800	-	0.0	%	16,800
Subordinated debentures owed to unconsolidated subsidiary trusts	19,589	-	0.0	%	19,589

Loans increased 0.2% and securities increased 3.5% during the first nine months of 2013. We have slowed our loan growth due to the current weakened economic conditions in our market areas and limited availability of new capital resources.

Deposits decreased approximately $10.4 million during the first nine months of 2013; brokered deposits decreased approximately $15.9 million.

The decrease in long term borrowings is primarily attributable to maturities and repayments of long-term FHLB advances during the first nine months of 2013.

Refer to Notes 5, 6, 9, and 10 of the notes to the accompanying consolidated financial statements for additional information with regard to changes in the composition of our securities, loans, deposits and borrowings between September 30, 2013 and December 31, 2012.

LIQUIDITY AND CAPITAL RESOURCES

Liquidity reflects our ability to ensure the availability of adequate funds to meet loan commitments and deposit withdrawals, as well as provide for other transactional requirements. Liquidity is provided primarily by funds invested in cash and due from banks (net of float and reserves), Federal funds sold, non-pledged securities, and available lines of credit with the Federal Home Loan Bank of Pittsburgh ("FHLB") and Federal Reserve Bank of Richmond, which totaled approximately $560 million or 40.4% of total consolidated assets at September 30, 2013.

Our liquidity strategy is to fund loan growth with deposits and other borrowed funds while maintaining an adequate level of short- and medium-term investments to meet normal daily loan and deposit activity. As a member of the FHLB, we have access to approximately $393 million. As of September 30, 2013 and December 31, 2012, these advances totaled approximately $128 million and $126 million, respectively. At September 30, 2013, we had additional borrowing capacity of $265 million through FHLB programs. We have established a line with the Federal Reserve Bank to be used as a contingency liquidity vehicle. The amount available on this line at September 30, 2013 was approximately $84 million, which is secured by a pledge of our consumer and commercial and industrial loan portfolios. We have a $6 million unsecured line of credit with a correspondent bank. Also, we classify all of our securities as available for sale to enable us to liquidate them if the need arises.

Liquidity risk represents the risk of loss due to the possibility that funds may not be available to satisfy current or future commitments based on external market issues, customer or creditor perception of financial strength, and events unrelated to Summit such as war, terrorism, or financial institution market specific issues. The Asset/Liability Management Committee ("ALCO"), comprised of members of senior management and certain members of the Board of Directors, oversees our liquidity risk management process. The ALCO develops and recommends policies and limits governing our liquidity to the Board of Directors for approval with the objective of ensuring that we can obtain cost-effective funding to meet current and future obligations, as well as maintain sufficient levels of on-hand liquidity, under both normal and "stressed" circumstances.

One aspect of our liquidity management process is establishing contingency liquidity funding plans under various scenarios in order to prepare for unexpected liquidity shortages or events. The following represents three "stressed" liquidity circumstances and our related contingency plans with respect to each.

Scenario 1 – Summit Community's capital status becomes less than "well capitalized". Banks which are less than "well capitalized" in accordance with regulatory capital guidelines are prohibited from issuing new brokered deposits without first obtaining a waiver from the FDIC to do so. In the event Summit Community's capital status were to fall below well capitalized and was not successful in obtaining the FDIC's waiver to issue new brokered deposits, Summit Community:

- Would have limited amounts of maturing brokered deposits to replace in the short-term, as we have limited our brokered deposits maturing in any one quarter to no more than $50 million.
- Presently has $560 million in available sources of liquid funds which could be drawn upon to fund maturing brokered deposits until Summit Community had restored its capital to well capitalized status.
- Would first seek to restore its capital to well capitalized status through capital contributions from Summit, its parent holding company.
- Would generally have no more than $100 million in brokered deposits maturing in any one year time frame, which is well within its presently available sources of liquid funds, if in the event Summit does not have the capital resources to restore Summit Community's capital to well capitalized status. One year would give Summit Community ample time to raise alternative funds either through retail deposits or the sale of assets, and obtain capital resources to restore it to well capitalized status.

Scenario 2 – Summit Community's credit quality deteriorates such that the FHLB restricts further advances. If in the event that the Bank's credit quality deteriorated to the point that further advances under its line with the FHLB were restricted, Summit Community:

- Would severely curtail lending and other growth activities until such time as access to this line could be restored, thus eliminating the need for net new advances, and
- Would still have available current liquid funding sources secured by unemcumbered loans and securities totaling $275 million aside from its FHLB line, which would result in a funding source of approximately $233 million.

Scenario 3 – A competitive financial institution offers a retail deposit program at interest rates significantly above current market rates in the Summit Community's market areas. If a competitive financial institution offered a retail deposit program at rates well in excess of current market rates in the Summit Community's market area, the Bank:

- Presently has $560 million in available sources of liquid funds which could be drawn upon immediately to fund any "net run off" of deposits from this activity.
- Would severely curtail lending and other growth activities so as to preserve the availability of as much contingency funds as possible.
- Would begin offering its own competitive deposit program when deemed prudent so as to restore the retail deposits lost to the competition.

We continuously monitor our liquidity position to ensure that day-to-day as well as anticipated funding needs are met. We are not aware of any trends, commitments, events or uncertainties that have resulted in or are reasonably likely to result in a material change to our liquidity.

One of our continuous goals is maintenance of a strong capital position. Through management of our capital resources, we seek to provide an attractive financial return to our shareholders while retaining sufficient capital to support future growth. Shareholders' equity at September 30, 2013 totaled $108.8 million compared to $108.6 million at December 31, 2012.

Summit and Summit Community have entered into informal Memoranda of Understanding ("MOU's") with their respective regulatory authorities. A memorandum of understanding is characterized by the regulatory authorities as an informal action that is not published or publicly available and that is used when circumstances warrant a milder form of action than a formal supervisory action, such as a formal written agreement or order. Among other things, under the MOU's, Summit's management team has agreed to:

- The Bank achieving and maintaining a minimum Tier 1 leverage capital ratio of at least 8% and a total risk-based capital ratio of at least 11%;
- The Bank providing 30 days prior notice of any declaration of intent to pay cash dividends to provide the Bank's regulatory authorities an opportunity to object;
- Summit suspending all cash dividends on its common stock until further notice. Dividends on all preferred stock, as well as interest payments on subordinated notes underlying Summit's trust preferred securities, continue to be permissible; and,
- Summit not incurring any additional debt, other than trade payables, without the prior written consent of the principal banking regulators.

On October 25, 2012, the Bank entered into a revised MOU ("Bank MOU") which replaced the Bank MOU effective September 24, 2009 and subsequently amended on February 1, 2011. In general, the Bank MOU includes provisions substantially similar to those in the prior Bank MOU with the exception that several provisions deemed no longer applicable by the regulatory authorities were removed and a provision relative to reducing the Bank's levels of classified assets was added.

In summary, we have agreed, among other things, to address the following matters relative to the Bank:

- maintaining a Board committee which monitors and promotes compliance with the provisions of the Bank MOU;

- providing the Bank's regulatory authorities with updated reports of criticized assets and/or formal workout plans for all nonperforming borrower relationships with an aggregate outstanding balance exceeding $1 million;

- developing and submitting to regulatory authorities a written plan to reduce the Bank's risk exposure in each adversely classified credit relationship in excess of $1 million and all OREO;

- establishing procedures to report all loans with balances exceeding $500,000 that have credit weaknesses or that fall outside of the Bank's policy;

- annually reviewing the organizational structure and operations of the Bank's loan department;

- maintaining an adequate allowance for loan and lease losses through charges to current operating income;

- reviewing overall liquidity objectives and developing and submitting to regulatory authorities plans and procedures aimed to improve liquidity and reduce reliance on volatile liabilities;

- preparing comprehensive budgets and earnings forecasts for the Bank and submitting reports comparing actual performance to the budget plan;

- maintaining a minimum Tier 1 Leverage Capital ratio of at least 8% and a Total Risk-based Capital ratio of at least 11%;

- not paying any cash dividends without the prior written consent of the banking regulators; and,

- providing quarterly progress reports to the Bank's regulatory authorities detailing steps taken to comply with the Bank MOU.

Dividends on Summit's preferred stock, as well as interest payments on our subordinated debt and junior subordinated debentures underlying our trust preferred securities, continue to be permissible. However, such dividends and interest payments on our preferred stock and trust preferred debt are subject to future review by the regulatory authorities should we continue to experience deterioration in our financial condition.

Summit Community received regulatory approval for and paid an upstream dividend of $1.0 million to Summit during third quarter 2013, representing the first such dividend since second quarter 2008. Although dividends from Summit Community are the principal source of funds to pay dividends, interest, and principal payments on Summit's preferred stock, subordinated debentures (including those owed to unconsolidated subsidiary trusts), and term borrowings, we currently have sufficient cash on hand to continue to service our subordinated debentures and term borrowing obligations as well as the expected dividend payments on our preferred stock through mid-2015. Nevertheless, we can make no assurances that we will continue to have sufficient funds available for Summit's debt service and for distributions to the holders of our preferred stock.

Refer to Note 13 of the notes to the accompanying consolidated financial statements for additional information regarding regulatory restrictions on our capital as well as our subsidiaries' capital.

CONTRACTUAL CASH OBLIGATIONS

During our normal course of business, we incur contractual cash obligations. The following table summarizes our contractual cash obligations at September 30, 2013.

Table IX - Contractual Cash Obligations	Long Term	Capital Trust	Operating
Dollars in thousands	Debt	Securities	Leases
2013	$ 24	$ -	$ 61
2014	82,527	-	204
2015	11,909	-	38
2016	28,911	-	-
2017	918	-	-
Thereafter	56,051	19,589	-
Total	$ 180,340	$ 19,589	$ 303

OFF-BALANCE SHEET ARRANGEMENTS

We are involved with some off-balance sheet arrangements that have or are reasonably likely to have an effect on our financial condition, liquidity, or capital. These arrangements at September 30, 2013 are presented in the following table.

Table X - Off-Balance Sheet Arrangements	September 30,
Dollars in thousands	2013
Commitments to extend credit:	
Revolving home equity and credit card lines	$ 49,535
Construction loans	32,534
Other loans	42,196

Standby letters of credit	1,759
Total	$ 126,024

MARKET RISK MANAGEMENT

Market risk is the risk of loss arising from adverse changes in the fair value of financial instruments due to changes in interest rates, exchange rates and equity prices. Interest rate risk is our primary market risk and results from timing differences in the repricing of assets, liabilities and off-balance sheet instruments, changes in relationships between rate indices and the potential exercise of imbedded options. The principal objective of asset/liability management is to minimize interest rate risk and our actions in this regard are taken under the guidance of our Asset/Liability Management Committee ("ALCO"), which is comprised of members of senior management and members of the Board of Directors. The ALCO actively formulates the economic assumptions that we use in our financial planning and budgeting process and establishes policies which control and monitor our sources, uses and prices of funds.

Some amount of interest rate risk is inherent and appropriate to the banking business. Our net income is affected by changes in the absolute level of interest rates. Our interest rate risk position is liability sensitive. The nature of our lending and funding activities tends to drive our interest rate risk position to being liability sensitive. That is, absent any changes in the volumes of our interest earning assets or interest bearing liabilities, liabilities are likely to reprice faster than assets, resulting in a decrease in net income in a rising rate environment. Net income would increase in a falling interest rate environment. Net income is also subject to changes in the shape of the yield curve. In general, a flattening yield curve would result in a decline in our earnings due to the compression of earning asset yields and funding rates, while a steepening would result in increased earnings as margins widen.

Several techniques are available to monitor and control the level of interest rate risk. We primarily use earnings simulations modeling to monitor interest rate risk. The earnings simulation model forecasts the effects on net interest income under a variety of interest rate scenarios that incorporate changes in the absolute level of interest rates and changes in the shape of the yield curve. Each increase or decrease in interest rates is assumed to gradually take place over the next 12 months, and then remain stable, except for the up 400 scenario, which assumes a gradual increase in rates over 24 months. Assumptions used to project yields and rates for new loans and deposits are derived from historical analysis. Securities portfolio maturities and prepayments are reinvested in like instruments. Mortgage loan prepayment assumptions are developed from industry estimates of prepayment speeds. Noncontractual deposit repricings are modeled on historical patterns.

The following table presents the estimated sensitivity of our net interest income to changes in interest rates, as measured by our earnings simulation model as of September 30, 2013. The sensitivity is measured as a percentage change in net interest income given the stated changes in interest rates (gradual change over 12 months, stable thereafter for the down 100 and the up 200 scenarios, and gradual change over 24 months for the up 400 scenario) compared to net interest income with rates unchanged in the same period. The estimated changes set forth below are dependent on the assumptions discussed above and are well within our ALCO policy limit, which is a 10% reduction in net interest income over the ensuing twelve month period.

Change in	Estimated % Change in Net	
Interest Rates	Interest Income Over:	
		13-24
(basis points)	0-12 Months	Months
Down 100 (1)	-0.61 %	1.55%
Up 200 (1)	-4.51 %	-4.91%
Up 400 (2)	-3.72 %	-9.91%

(1) assumes a parallel shift in the yield curve
(2) assumes 400 bp increase over 24 months

CONTROLS AND PROCEDURES

Our management, including the Chief Executive Officer and Chief Financial Officer, has conducted as of September 30, 2013, an evaluation of the effectiveness of disclosure controls and procedures as defined in Exchange Act Rule 13a-15(e). Based on that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the disclosure controls and procedures as of September 30, 2013 were effective. There were no changes in our internal control over financial reporting that occurred during the quarter ended September 30, 2013 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Summit Financial Group, Inc. and Subsidiaries
Part II. Other Information

Item 1. Legal Proceedings

We are involved in various legal actions arising in the ordinary course of business. In the opinion of management, the outcome of these matters will not have a significant adverse effect on the consolidated financial statements.

Item 1A. Risk Factors

In addition to the other information set forth in this report, you should carefully consider the factors discussed in Part I, "Item 1A. Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2012.

Item 6. Exhibits

Exhibit 3.i	Amended and Restated Articles of Incorporation of Summit Financial Group, Inc.
Exhibit 3.ii	Articles of Amendment 2009
Exhibit 3.iii	Articles of Amendment 2011
Exhibit 3.iv	Amended and Restated By-Laws of Summit Financial Group, Inc.
Exhibit 11	Statement re: Computation of Earnings per Share – Information contained in Note 4 to the Consolidated Financial Statements on page 15 of this Quarterly Report is incorporated herein by reference.
Exhibit 31.1	Sarbanes-Oxley Act Section 302 Certification of Chief Executive Officer
Exhibit 31.2	Sarbanes-Oxley Act Section 302 Certification of Chief Financial Officer

Exhibit 32.1	Sarbanes-Oxley Act Section 906 Certification of Chief Executive Officer
Exhibit 32.2	Sarbanes-Oxley Act Section 906 Certification of Chief Financial Officer
Exhibit 101	Interactive Data File (XBRL)

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.

SUMMIT FINANCIAL GROUP, INC.
(registrant)

By: /s/ H. Charles Maddy, III
H. Charles Maddy, III,
President and Chief Executive Officer

By: /s/ Robert S. Tissue
Robert S. Tissue,
Senior Vice President and Chief Financial Officer

By: /s/ Julie R. Cook
Julie R. Cook,
Vice President and Chief Accounting Officer

Date: November 12, 2013

EXHIBIT INDEX

Exhibit No.	Description	Page Number
(3)	Articles of Incorporation and By-laws:	
	(i) Amended and Restated Articles of Incorporation of Summit Financial Group, Inc.	(a)
	(ii) Articles of Amendment 2009	(b)
	(iii) Articles of Amendment 2011	(c)
	(iv) Amended and Restated By-laws of Summit Financial Group, Inc.	(d)
11	Statement re: Computation of Earnings per Share	16
31.1	Sarbanes-Oxley Act Section 302 Certification of Chief Executive Officer	
31.2	Sarbanes-Oxley Act Section 302 Certification of Chief Financial Officer	
32.1*	Sarbanes-Oxley Act Section 906 Certification of Chief Executive Officer	
32.2*	Sarbanes-Oxley Act Section 906 Certification of Chief Financial Officer	
101**	Interactive data file (XBRL)	

* Furnished, not filed.

** As provided in Rule 406T of Regulation S-T, this information is furnished and not filed for purposes of Sections 11 and 12 of the Securities Act of 1933 and Section 18 of the Securities Exchange Act of 1934.

(a) Incorporated by reference to Exhibit 3.i of Summit Financial Group, Inc.'s filing on Form 10-Q dated March 31, 2006.

(b) Incorporated by reference to Exhibit 3.1 of Summit Financial Group, Inc.'s filing on Form 8-K dated September 30, 2009.

(c) Incorporated by reference to Exhibit 3.1 of Summit Financial Group, Inc.'s filing on Form 8-K dated November 3, 2011.

(d) Incorporated by reference to Exhibit 3.2 of Summit Financial Group, Inc.'s filing on Form 10-Q dated June 30, 2006.