SURREY BANCORP
Form 10-Q
May 12, 2014

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

FORM 10-Q

x QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
for the quarterly period ended March 31, 2014

o TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE EXCHANGE ACT
For the transition period from _____ to _____

COMMISSION FILE NO. 000-50313

SURREY BANCORP

(Exact name of registrant as specified in its charter)

North Carolina	59-3772016
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)

145 North Renfro Street, Mount Airy, NC 27030

(Address of principal executive offices)

(336) 783-3900

(Registrant's telephone number)

Check whether the registrant: (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No 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 during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No o

Indicate by checkmark 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 (Check one):

Large accelerated filer o Accelerated filer o

Non-accelerated filer o Smaller reporting company x

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

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practical date:

On May 9, 2014 there were 3,542,984 common shares issued and outstanding.

PART I – FINANCIAL INFORMATION

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Consolidated Balance Sheets
March 31, 2014 (Unaudited) and December 31, 2013 (Audited)

	March 2014	December 2013
Assets		
Cash and due from banks	$5,915,986	$7,424,593
Interest-bearing deposits with banks	46,120,451	34,351,505
Federal funds sold	1,212,955	1,311,641
Investment securities available for sale	4,555,287	4,549,702
Restricted equity securities	617,859	676,799
Loans, net of allowance for loan losses of $3,364,054 at March 31, 2014 and $3,375,350 at December 31, 2013	179,027,735	179,908,825
Property and equipment, net	4,431,074	4,440,215
Foreclosed assets	144,521	-
Accrued income	955,229	966,042
Goodwill	120,000	120,000
Bank owned life insurance	5,502,346	5,462,336
Other assets	1,786,401	1,707,319
Total assets	$250,389,844	$240,918,977
Liabilities and Stockholders' Equity		
Liabilities		
Deposits:		
Noninterest-bearing	$44,364,868	$42,713,122
Interest-bearing	160,750,692	153,087,839
Total deposits	205,115,560	195,800,961
Long-term debt	7,750,000	7,750,000
Dividends payable	45,227	790,259
Accrued interest payable	152,587	123,558
Other liabilities	2,476,602	2,236,573
Total liabilities	215,539,976	206,701,351
Commitments and contingencies (Note 4)		
Stockholders' equity		
Preferred stock, 1,000,000 shares authorized, 189,356 shares of Series A, issued and outstanding with no par value, 4.5% convertible non-cumulative, perpetual, with a liquidation value of $14 per share;	2,620,325	2,620,325
181,154 shares of Series D, issued and outstanding with no par value 5.0% convertible non-cumulative, perpetual; with a liquidation value of $7.08 per share;	1,248,482	1,248,482
Common stock, 10,000,000 shares authorized at no par value; 3,542,984 shares issued and outstanding at March 31, 2014 and December 31, 2013	12,061,153	12,061,153
Retained earnings	18,960,262	18,329,089
Accumulated other comprehensive loss	(40,354)	(41,423)
Total stockholders' equity	34,849,868	34,217,626
Total liabilities and stockholders' equity	$250,389,844	$240,918,977

See Notes to Consolidated Financial Statements
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Consolidated Statements of Income
Three months ended March 31, 2014 and 2013 (Unaudited)

	2014	2013
Interest income		
Loans and fees on loans	$2,592,470	$2,608,711
Federal funds sold	684	345
Investment securities, taxable	16,262	13,640
Investment securities, dividends	3,617	2,618
Deposits with banks	19,610	19,691
Total interest income	2,632,643	2,645,005
Interest expense		
Deposits	274,949	308,688
Fed funds purchased	17	-
Short-term debt	-	4,719
Long-term debt	71,874	71,813
Total interest expense	346,840	385,220
Net interest income	2,285,803	2,259,785
Provision for loan losses	(62,362)	42,394
Net interest income after provision for loan losses	2,348,165	2,217,391
Noninterest income		
Service charges on deposit accounts	199,084	231,325
Realized gain on the sale of investment securities	2,898	1,958
Fees on loans delivered to correspondents	530	21,295
Other service charges and fees	146,016	128,324
Income from Bank Owned Life Insurance	40,010	40,455
Other operating income	193,390	235,019
Total noninterest income	581,928	658,376
Noninterest expense		
Salaries and employee benefits	1,009,500	961,121
Occupancy expense	107,884	99,743
Equipment expense	58,871	62,698
Data processing	105,311	101,671
Foreclosed assets, net	(894)	42,335
Postage, printing and supplies	45,626	37,734
Professional fees	115,323	125,590
FDIC insurance premiums	29,626	33,175
Other expense	396,140	377,759
Total noninterest expense	1,867,387	1,841,826
Net income before income taxes	1,062,706	1,033,941
Income tax expense	386,306	382,165
Net income	676,400	651,776

Preferred stock dividends	(45,227)	(45,227)
Net income available to common stockholders	$631,173	$606,549
Basic earnings per common share	$0.18	$0.17
Diluted earnings per common share	$0.16	$0.16
Basic weighted average common shares outstanding	3,542,984	3,542,984
Diluted weighted average common shares outstanding	4,176,919	4,176,919

See Notes to Consolidated Financial Statements

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Consolidated Statements of Comprehensive Income
Three months ended March 31, 2014 and 2013 (Unaudited)

	2014	2013
Net income	$676,400	$651,776
Other comprehensive income:		
Investment securities available for sale:		
Unrealized holding gains	4,565	29,459
Tax effect	(1,583)	(10,282)
Reclassification of gains recognized in net income	(2,898)	(1,958)
Tax effect	985	666
	1,069	17,885
Comprehensive income	$677,469	$669,661

See Notes to Consolidated Financial Statements

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Consolidated Statements of Cash Flows
Three months ended March 31, 2014 and 2013 (Unaudited)

	2014	2013
Cash flows from operating activities		
Net income	$676,400	$651,776
Adjustments to reconcile net income to net cash provided by operations:		
Depreciation and amortization	66,677	65,197
Gain on sale of property and equipment	(75)	(100)
Gain on the sale of investments	(2,898)	(1,958)
Loss on the sale of foreclosed assets	-	273
Provision for loan losses	(62,362)	42,394
Deferred income taxes	(1,036)	2,579
Accretion of discount on securities, net of amortization of premiums	7	9
Increase in cash surrender value of life insurance	(40,010)	(40,455)
Changes in assets and liabilities:		
Accrued income	10,813	1,605
Other assets	(31,738)	22,945
Accrued interest payable	29,029	26,406
Other liabilities	193,123	472,436
Net cash provided by operating activities	837,930	1,243,107
Cash flows from investing activities		
Net increase in interest-bearing deposits with banks	(11,768,946)	(6,506,267)
Net (increase) decrease in federal funds sold	98,686	(154)
Purchases of investment securities	(1,011,509)	(1,529,339)
Maturities of investment securities	1,001,223	501,689
Redemption of restricted equity securities	59,000	61,800
Purchase of restricted equity securities	(60)	(125)
Net (increase) decrease in loans	798,931	(4,457,012)
Proceeds from the sale of investment securities	9,259	27,937
Proceeds from the sale of foreclosed assets	-	30,859
Purchases of property and equipment	(57,536)	(24,430)
Proceeds from the sale of property and equipment	75	100
Net cash used in investing activities	(10,870,877)	(11,894,942)
Cash flows from financing activities		
Net increase in deposits	9,314,599	6,352,368
Proceeds from short-term debt	-	3,743,820
Dividends paid	(790,259)	(46,106)
Net cash provided by financing activities	8,524,340	10,050,082
Net decrease in cash and cash equivalents	(1,508,607)	(601,753)
Cash and due from banks, beginning	7,424,593	5,973,042
Cash and due from banks, ending	$5,915,986	$5,371,289
Supplemental disclosures of cash flow information		
Interest paid	$317,840	$358,814
Taxes paid	$63,722	$48,255

Supplemental disclosures of non-cash transactions		
Loans transferred to foreclosed properties	$144,521	$27,580

See Notes to Consolidated Financial Statements

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Consolidated Statements of Changes in Stockholders' Equity
Three months ended March 31, 2014 and 2013 (Unaudited)

	Preferred Stock Amount	Common Stock Shares	Common Stock Amount	Retained Earnings	Accumulated Other Comprehensive Loss	Total
Balance, January 1, 2013	$3,868,807	3,542,984	$12,061,153	$16,367,187	$ (59,846)	$32,237,301
Net income	-	-	-	651,776	-	651,776
Other comprehensive income	-	-	-	-	17,885	17,885
Dividends declared and accrued on convertible Series A preferred stock ($.16 per share)	-	-	-	(29,415)	-	(29,415)
Dividends declared and accrued on convertible Series D preferred stock ($.09 per share)	-	-	-	(15,812)	-	(15,812)
Balance, March 31, 2013	$3,868,807	3,542,984	$12,061,153	$16,973,736	$ (41,961)	$32,861,735
Balance, January 1, 2014	$3,868,807	3,542,984	$12,061,153	$18,329,089	$ (41,423)	$34,217,626
Net income	-	-	-	676,400	-	676,400
Other comprehensive income	-	-	-	-	1,069	1,069
Dividends declared and accrued on convertible Series A preferred stock ($.16 per share)	-	-	-	(29,415)		(29,415)
Dividends declared and accrued on convertible Series D preferred stock ($.09 per share)	-	-	-	(15,812)		(15,812)
Balance, March 31, 2014	$3,868,807	3,542,984	$12,061,153	$18,960,262	$ (40,354)	$34,849,868

See Notes to Consolidated Financial Statements
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SURREY BANCORP
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

NOTE 1. BASIS OF PRESENTATION

The accompanying unaudited consolidated financial statements were prepared in accordance with instructions for Form 10-Q and therefore, do not include all disclosures required by generally accepted accounting principles for a complete presentation of financial statements. In the opinion of management, the consolidated financial statements contain all adjustments necessary to present fairly the financial condition of Surrey Bancorp, (the "Company), as of March 31, 2014, the results of its operations and comprehensive income for the three months ended March 31, 2014 and 2013, and its changes in stockholders' equity and cash flows for the three months ended March 31, 2014 and 2013. These adjustments are of a normal and recurring nature. The results of operations for the three months ended March 31, 2014, are not necessarily indicative of the results expected for the full year. These consolidated financial statements should be read in conjunction with the Company's audited financial statements and related disclosures for the year ended December 31, 2013, included in the Company's Form 10-K. The balance sheet at December 31, 2013, has been taken from the audited financial statements at that date.

Organization

Surrey Bancorp began operation on May 1, 2003 and was created for the purpose of acquiring all the outstanding shares of common stock of Surrey Bank & Trust ("the Bank"). Stockholders of the bank received six shares of Surrey Bancorp common stock for every five shares of Surrey Bank & Trust common stock owned. The Company is subject to regulation by the Federal Reserve.

Surrey Bank & Trust was organized and incorporated under the laws of the State of North Carolina on July 15, 1996 and commenced operations on July 22, 1996. The Bank currently serves Surry County, North Carolina and Patrick County, Virginia and surrounding areas through five banking offices. As a state chartered bank, which is not a member of the Federal Reserve, the Bank is subject to regulation by the State of North Carolina Banking Commission and the Federal Deposit Insurance Corporation.

Surrey Investment Services, Inc., ("Subsidiary") was organized and incorporated under the laws of the State of North Carolina on February 10, 1998. The subsidiary provides insurance services through SB&T Insurance and investment advice and brokerage services through LPL Financial.

On July 31, 2000, Surrey Bank & Trust formed Freedom Finance, LLC, a subsidiary operation specializing in the purchase of sales finance contracts from local automobile dealers.

The accounting and reporting policies of the Company, the Bank, and its subsidiaries follow generally accepted accounting principles and general practices within the financial services industry. Following is a summary of the more significant policies.

Critical Accounting Policies

The notes to the audited consolidated financial statements for the year ended December 31, 2013 contain a summary of the significant accounting policies. The Company believes our policies with respect to the methodology for the determination of the allowance for loan losses, and asset impairment judgments, including the recoverability of intangible assets involve a higher degree of complexity and require management to make difficult and subjective judgments which often require assumptions or estimates about highly uncertain matters. Changes in these judgments, assumptions or estimates could cause reported results to differ materially. These critical policies and their application

are periodically reviewed with the Audit Committee and our Board of Directors. See our Annual Report on Form 10-K for full details on critical accounting policies.

Principles of Consolidation

The consolidated financial statements include the accounts of the Company, the Bank and the subsidiaries. All significant intercompany transactions and balances have been eliminated in consolidation.

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SURREY BANCORP
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1. BASIS OF PRESENTATION, CONTINUED

Presentation of Cash Flows

For purposes of reporting cash flows, cash and cash equivalents includes cash and amounts due from depository institutions (including cash items in process of collection). Overnight interest bearing deposits and federal funds sold are shown separately. Federal funds purchased are shown with securities sold under agreements to repurchase.

Investment Securities

Investments classified as available for sale are intended to be held for indefinite periods of time and include those securities that management may employ as part of asset/liability strategy or that may be sold in response to changes in interest rates, prepayments, regulatory capital requirements or similar factors. These securities are carried at fair value and are based on quoted market prices, where available. If quoted market prices are not available, fair values are based on quoted market prices of comparable instruments or significant other observable inputs.

Investment securities classified as held to maturity are those debt securities that the Bank has the ability and intent to hold to maturity. Accordingly, these securities are carried at cost adjusted for amortization of premiums and accretion of discount, computed by the interest-method over their contractual lives. At March 31, 2014 and December 31, 2013, the Bank had no investments classified as held to maturity.

Loans Held for Sale

The Bank originates and holds Small Business Administration (SBA) and United States Department of Agriculture (USDA) guaranteed loans in its portfolio in the normal course of business. Occasionally, the Bank sells the guaranteed portions of these loans into the secondary market. The loans are generally variable rate loans, which eliminates the market risk to the Bank and are therefore carried at cost. The Bank recognizes gains on the sale of the guaranteed portion upon the consummation of the transaction. The Bank plans to continue to originate guaranteed loans for sales, however no such loans were funded at March 31, 2014 and December 31, 2013.

Loans Receivable

Loans receivable that management has the intent and ability to hold for the foreseeable future or until maturity or payoff are reported at their outstanding principal amount adjusted for any charge-offs, the allowance for loan losses, and any deferred fees or cost on originated loans and unamortized premiums or discounts on purchased loans.

Loan origination fees and certain direct origination costs are capitalized and recognized as an adjustment of the yield of the related loan using the interest method. Discounts and premiums on any purchased residential real estate loans are amortized to income using the interest method over the remaining period to contractual maturity, adjusted for anticipated prepayments. Discounts and premiums on any purchased consumer loans are recognized over the expected lives of the loans using methods that approximate the interest method.

Interest is accrued and credited to income based on the principal amount outstanding. The accrual of interest on impaired loans is discontinued when, in management’s opinion, the borrower may be unable to meet payments as they become due. When the interest accrual is discontinued, all unpaid accrued interest is reversed. Interest income is subsequently recognized only to the extent cash payments are received. Payments received on nonaccrual loans are first applied to principal and any residual amounts are then applied to interest. When facts and circumstances indicate

the borrower has regained the ability to meet the required payments, the loan is returned to accrual status. Past due loans are determined on the basis of contractual terms.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1. BASIS OF PRESENTATION, CONTINUED

Allowance for Loan Losses

The allowance for loan losses is established as losses are estimated to have occurred through a provision for loan losses charged to earnings. Loan losses are charged against the allowance when management believes the uncollectability of a loan balance is confirmed. Subsequent recoveries, if any, are credited to the allowance.

The allowance for loan losses is evaluated on a regular basis by management and is based upon management's periodic review of the collectability of the loans in light of historical experience, the nature and volume of the loan portfolio, adverse situations that may affect the borrower's ability to repay, estimated value of any underlying collateral and prevailing economic conditions. This evaluation is inherently subjective as it requires estimates that are susceptible to significant revision as more information becomes available.

The allowance consists of specific, general and unallocated components. The specific component relates to loans that are classified as impaired. For loans that are classified as impaired, an allowance is established when the discounted cash flows (or collateral value or observable market price) of the impaired loan is lower than the carrying value of that loan. The general component covers non-impaired loans and is based on historical loss experience adjusted for qualitative factors. An unallocated component is maintained to cover uncertainties that could affect management's estimate of probable losses. The unallocated component of the allowance reflects the margin of imprecision inherent in the underlying assumptions used in the methodologies for estimating specific and general losses in the portfolio.

A loan is considered impaired when, based on current information and events, it is probable that the Company will be unable to collect the scheduled payments of principal or interest when due according to the contractual terms of the loan agreement. Factors considered by management in determining impairment include payment status, collateral value, and the probability of collecting scheduled principal and interest payments when due. Loans that experience insignificant payment delays and payment shortfalls generally are not classified as impaired. Management determines the significance of payment delays and payment shortfalls on a case-by-case basis, taking into consideration all of the circumstances surrounding the loan and the borrower, including the length of the delay, the reasons for the delay, the borrower's prior payment record, and the amount of the shortfall in relation to the principal and interest owed. Impairment is measured on a loan by loan basis for commercial and construction loans by either the present value of expected future cash flows discounted at the loan's effective interest rate, the loan's obtainable market price, or the fair value of the collateral if the loan is collateral dependent.

Large groups of smaller balance homogeneous loans are collectively evaluated for impairment. Accordingly, the Company does not separately identify individual consumer and residential loans for impairment disclosures.

Recent Accounting Pronouncements

The following is a summary of recent authoritative pronouncements:

In January 2014, the FASB amended the Receivables—Troubled Debt Restructurings by Creditors subtopic of the Codification to address the reclassification of consumer mortgage loans collateralized by residential real estate upon foreclosure. The amendments clarify the criteria for concluding that an in substance repossession or foreclosure has occurred, and a creditor is considered to have received physical possession of residential real estate property collateralizing a consumer mortgage loan. The amendments also outline interim and annual disclosure requirements. The amendments will be effective for the Company for interim and annual reporting periods beginning after

December 15, 2014. Companies are allowed to use either a modified retrospective transition method or a prospective transition method when adopting this update. Early adoption is permitted. The Company does not expect these amendments to have a material effect on its financial statements.

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

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1. BASIS OF PRESENTATION, CONTINUED

Subsequent Events

Subsequent events are events or transactions that occur after the balance sheet date but before financial statements are issued. Recognized subsequent events are events or transactions that provide additional evidence about conditions that existed at the date of the balance sheet, including the estimates inherent in the process of preparing financial statements. Non-recognized subsequent events are events that provide evidence about conditions that did not exist at the date of the balance sheet but arose after that date. Management has reviewed events occurring through the date the financial statements were issued and no subsequent events have occurred requiring accrual or disclosure.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 2. SECURITIES

Debt and equity securities have been classified in the balance sheets according to management's intent. The amortized costs of securities available for sale and their approximate fair values at March 31, 2014 and December 31, 2013 follow:

	Amortized Cost	Unrealized Gains	Unrealized Losses	Fair Value
March 31, 2014				
Government-sponsored enterprises	$3,500,000	$ 1,955	$ 2,290	$3,499,665
Mortgage-backed securities	30,870	1,057	-	31,927
Corporate bonds	550,000	-	99,000	451,000
Equities and mutual funds	540,474	41,676	9,455	572,695
	$4,621,344	$ 44,688	$ 110,745	$4,555,287
December 31, 2013				
Government-sponsored enterprises	$3,500,000	$ 795	$ 2,030	$3,498,765
Mortgage-backed securities	32,099	1,022	-	33,121
Corporate bonds	550,000	-	99,000	451,000
Equities and mutual funds	535,326	43,260	11,770	566,816
	$4,617,425	$ 45,077	$ 112,800	$4,549,702

At March 31, 2014 and December 31, 2013, substantially all government-sponsored enterprises securities were pledged as collateral on public deposits and for other purposes as required or permitted by law. The mortgage-backed securities were pledged to the Federal Home Loan Bank.

Maturities of mortgage-backed bonds are stated based on contractual maturities. Actual maturities of these bonds may vary as the underlying mortgages are prepaid. The investment in equities and mutual funds by nature have no maturity date and are classified as due in one year or less. The scheduled maturities of securities (all available for sale) at March 31, 2014, were as follows:

	Amortized Cost	Fair Value
Due in one year or less	$1,040,474	$1,073,065
Due after one year through five years	3,559,875	3,460,427
Due after five years through ten years	10,676	11,099
Due after ten years	10,319	10,696
	$4,621,344	$4,555,287

The following table shows investments' gross unrealized losses and fair value, aggregated by investment category and length of time that the individual securities have been in a continuous unrealized loss position, at March 31, 2014 and December 31, 2013. These unrealized losses on investment securities are a result of volatility in interest rates which relate to government-sponsored enterprises and corporate bonds issued by other banks and market volatility as it relates to equity and mutual fund investments at March 31, 2014 and December 31, 2013.

	Less Than 12 Months	12 Months or More	Total

	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
March 31, 2014						
Government-sponsored enterprises	$997,760	$ 2,240	$999,950	$ 50	$1,997,710	$ 2,290
Corporate bonds	-	-	451,000	99,000	451,000	99,000
Equities and mutual funds	256,892	9,455	-	-	256,892	9,455
	$1,254,652	$ 11,695	$1,450,950	$ 99,050	$2,705,602	$ 110,745
December 31, 2013						
Government-sponsored enterprises	$1,497,970	2,030	$-	$ -	$1,497,970	$ 2,030
Corporate bonds	-	-	451,000	99,000	451,000	99,000
Equities and mutual funds	245,218	11,770	-	-	245,218	11,770
	$1,743,188	$ 13,800	$451,000	$ 99,000	$2,194,188	$ 112,800

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SURREY BANCORP
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 2. SECURITIES, CONTINUED

Management considers the nature of the investment, the underlying causes of the decline in the market value and the severity and duration of the decline in market value in determining if impairment is other than temporary. Consideration is given to (1) the length of time and the extent to which the fair value has been less than cost, (2) the financial condition and near term prospects of the issuer, and (3) the intent and ability of the Company to retain its investment in the issuer for a period of time sufficient to allow for any anticipated recovery in fair value. Based upon this evaluation, there are two securities in the portfolio at March 31, 2014, with unrealized losses for a period greater than 12 months. These securities also had unrealized losses for a period greater than 12 months at December 31, 2013. We have analyzed each individual security for Other Than Temporary Impairment ("OTTI") purposes by reviewing delinquencies, loan-to-value ratios, and credit quality and concluded that all unrealized losses presented in the tables above are not related to an issuer's financial condition but are due to changes in the level of interest rates and no declines are deemed to be other than temporary in nature.

The Company had realized gains of $2,898 and $1,958 from the sales of equity and mutual fund investment securities for the three month periods ended March 31, 2014 and 2013, respectively. Total proceeds from the sales amounted to $9,259 and $27,937 in 2014 and 2013, respectively.

NOTE 3. EARNINGS PER COMMON SHARE

Basic earnings per common share for the three months ended March 31, 2014 and 2013 were calculated by dividing net income available to common stockholders by the weighted average number of common shares outstanding during the period.

The computation of diluted earnings per common share is similar to the computation of basic earnings per common share except that the denominator is increased to include the number of additional common shares that would have been outstanding if dilutive potential common shares had been issued. The numerator is adjusted for any changes in income or loss that would result from the assumed conversion of those potential common shares. The potential dilutive shares are represented by common stock options and by the Series A and D convertible preferred stock. Each share of the Series A preferred is convertible into 2.2955 shares of common stock. Each share of Series D preferred is convertible into 1.10 shares of common stock.

NOTE 4. COMMITMENTS AND LETTERS OF CREDIT

At March 31, 2014, the Company had commitments to extend credit, including unused lines of credit of approximately $39,889,000 and letters of credit outstanding of $1,204,834.

NOTE 5. LOANS

The major components of loans in the balance sheets at March 31, 2014 and December 31, 2013 are below.

	2014	2013
Commercial	$66,457,837	$66,612,984
Real estate:		
Construction and land development	7,367,581	6,353,787
Residential, 1-4 families	39,564,157	40,203,978
Residential, 5 or more families	1,397,463	1,515,239

Farmland	1,823,049	2,219,688
Nonfarm, nonresidential, net of discounts of $135,377 in 2014 and $136,040 in 2013	59,798,495	60,316,018
Agricultural	271,422	107,974
Consumer, net of discounts of $12,551 in 2014 and $10,931 in 2013	5,436,073	5,685,407
	182,116,077	183,015,075
Deferred loan origination costs, net of (fees)	275,712	269,100
	182,391,789	183,284,175
Allowance for loan losses	(3,364,054)	(3,375,350)
	$179,027,735	$179,908,825

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NOTE 5. LOANS, CONTINUED

Residential, 1-4 family loans pledged as collateral against FHLB advances approximated $17,523,000 and $17,376,000 at March 31, 2014 and December 31, 2013, respectively.

NOTE 6. ALLOWANCE FOR LOAN LOSSES

The activity of the allowance for loan losses by loan components during the three months ended March 31, 2014 and 2013 was as follows:

	Construction & Development	1-4 Family Residential	Nonfarm, Nonresidential	Commercial & Industrial	Consumer	Other	Total
March 31, 2014							
Allowance for credit losses:							
Beginning balance	$73,000	$617,629	$753,050	$1,708,962	$181,309	$41,400	$3,375,350
Charge-offs	-	(77,957)	(1,778)	(3,283)	(14,460)	-	(97,478)
Recoveries	-	219	133	144,173	4,019	-	148,544
Provision	20,600	184,445	2,268	(279,273)	9,298	300	(62,362)
Ending balance	$93,600	$724,336	$753,673	$1,570,579	$180,166	$41,700	$3,364,054
Ending balance: individually evaluated for impairment	$-	$54,436	$132,173	$258,579	$-	$-	$445,188
Ending balance: collectively evaluated for impairment	$93,600	$669,900	$621,500	$1,312,000	$180,166	$41,700	$2,918,866
Ending balance: loans acquired with deteriorated credit quality	$-	$-	$-	$-	$-	$-	$-
Loans Receivable:							
Ending balance	$7,367,581	$39,564,157	$59,798,495	$66,457,837	$5,436,073	$3,491,934	$182,116,077
	$315,826	$556,204	$2,817,421	$2,514,876	$-	$-	$6,204,327

Ending balance: individually evaluated for impairment							
Ending balance: collectively evaluated for impairment	$7,051,755	$39,007,953	$56,981,074	$63,942,961	$5,436,073	$3,491,934	$175,911,750
Ending balance: loans acquired with deteriorated credit quality	$-	$-	$-	$-	$-	$-	$-
March 31, 2013							
Allowance for credit losses:							
Beginning balance	$86,300	$668,700	$801,999	$1,604,510	$198,789	$42,800	$3,403,098
Charge-offs	-	-	(79,609)	-	(46,185)	-	(125,794)
Recoveries	318	401	136	6,299	15,182	-	22,336
Provision	(9,618)	(19,301)	99,370	(50,111)	21,554	500	42,394
Ending balance	$77,000	$649,800	$821,896	$1,560,698	$189,340	$43,300	$3,342,034
Ending balance: individually evaluated for impairment	$-	$-	$213,096	$207,398	$-	$-	$420,494
Ending balance: collectively evaluated for impairment	$77,000	$649,800	$608,800	$1,353,300	$189,340	$43,300	$2,921,540
Ending balance: loans acquired with deteriorated credit quality	$-	$-	$-	$-	$-	$-	$-
Loans Receivable:							
Ending balance	$4,261,466	$35,608,828	$64,420,526	$65,731,927	$6,713,173	$4,163,685	$180,899,605
	$87,283	$553,793	$3,157,290	$2,430,635	$-	$206,241	$6,435,242

Ending balance: individually evaluated for impairment							
Ending balance: collectively evaluated for impairment	$4,174,183	$35,055,035	$61,263,236	$63,301,292	$6,713,173	$3,957,444	$174,464,363
Ending balance: loans acquired with deteriorated credit quality	$-	$-	$-	$-	$-	$-	$-

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NOTE 6. ALLOWANCE FOR LOAN LOSSES, CONTINUED

The following table presents impaired loans individually evaluated by class of loan as of March 31, 2014 and December 31, 2013 and the recognized interest income per the related period:

	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Recorded Investment	Interest Income Recognized
March 31, 2014					
With no related allowance recorded:					
Construction and development	$348,141	$348,141	$-	$349,296	$4,496
1-4 family residential	323,750	323,750	-	326,574	2,355
Nonfarm, nonresidential	1,931,231	2,001,469	-	1,955,298	10,565
Commercial and industrial	997,620	1,025,014	-	981,726	14,227
Consumer	-	-	-	-	-
Other loans	-	-	-	-	-
	3,600,742	3,698,374	-	3,612,894	31,643
With an allowance recorded:					
Construction and development	$-	$-	$-	$-	$-
1-4 family residential	232,453	232,453	54,436	235,709	1,479
Nonfarm, nonresidential	885,085	885,085	132,173	886,996	416
Commercial and industrial	1,486,047	1,486,047	258,579	1,487,665	6,211
Consumer	-	-	-	-	-
Other loans	-	-	-	-	-
	2,603,585	2,603,585	445,188	2,610,370	8,106
Combined:					
Construction and development	$348,141	$348,141	$-	$349,296	$4,496
1-4 family residential	556,203	556,203	54,436	562,283	3,834
Nonfarm, nonresidential	2,816,316	2,886,554	132,173	2,842,294	10,981
Commercial and industrial	2,483,667	2,511,061	258,579	2,469,391	20,438
Consumer	-	-	-	-	-
Other loans	-	-	-	-	-
	$6,204,327	$6,301,959	$445,188	$6,223,264	$39,749
December 31, 2013					
With no related allowance recorded:					
Construction and development	$318,111	$318,111	$-	$320,260	$21,825
1-4 family residential	263,562	263,562	-	261,364	21,295
Nonfarm, nonresidential	2,095,645	2,165,883	-	2,144,605	120,322
Commercial and industrial	1,359,371	1,561,253	-	1,393,077	71,409
Consumer	-	-	-	-	-
Other loans	-	-	-	-	-

	4,036,689	4,308,809	-	4,119,306	234,851
With an allowance recorded:					
Construction and development	$ -	$ -	$ -	$ -	$ -
1-4 family residential	74,205	74,205	10,829	77,144	4,300
Nonfarm, nonresidential	816,776	816,776	131,950	930,060	24,653
Commercial and industrial	1,140,160	1,140,160	206,162	1,163,698	47,393
Consumer	-	-	-	-	-
Other loans	-	-	-	-	-
	2,031,141	2,031,141	348,941	2,170,902	76,346
Combined:					
Construction and development	$318,111	$318,111	$ -	$320,260	$ 21,825
1-4 family residential	337,767	337,767	10,829	338,508	25,595
Nonfarm, nonresidential	2,912,421	2,982,659	131,950	3,074,665	144,975
Commercial and industrial	2,499,531	2,701,413	206,162	2,556,775	118,802
Consumer	-	-	-	-	-
Other loans	-	-	-	-	-
	$6,067,830	$6,339,950	$ 348,941	$6,290,208	$ 311,197

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NOTE 6. ALLOWANCE FOR LOAN LOSSES, CONTINUED

The following presents by class, an aging analysis of the recorded investment in loans.

	30-59 Days Past Due	60-89 Days Past Due	90 Days Plus Past Due	Total Past Due	Current	Total Financing Receivables	Recorded Investment > 90 Days and Accruing
March 31, 2014							
Construction and development	$11,979	$31,260	$-	$43,239	$7,324,342	$7,367,581	$-
1-4 family residential	616,331	146,599	108,967	871,897	38,692,260	39,564,157	21,022
Nonfarm, nonresidential	591,708	79,307	761,865	1,432,880	58,365,615	59,798,495	-
Commercial and industrial	32,031	381,328	568,155	981,514	65,476,323	66,457,837	-
Consumer	104,267	35,169	27,558	166,994	5,269,079	5,436,073	26,178
Other loans	-	-	-	-	3,491,934	3,491,934	-
Total	$1,356,316	$673,663	$1,466,545	$3,496,524	$178,619,553	$182,116,077	$47,200
Percentage of total loans	0.74 %	0.37 %	0.81 %	1.92 %	98.08 %	100.00 %	
Non-accruals included above							
Construction and development	$-	$-	$-	$-	$69,410	$69,410	
1-4 family residential	-	-	87,945	87,945	356,631	444,576	
Nonfarm, nonresidential	-	-	761,865	761,865	1,213,376	1,975,241	
Commercial and industrial	-	381,328	568,155	949,483	566,884	1,516,367	
Consumer	-	-	1,381	1,381	-	1,381	
Other loans	-	-	-	-	-	-	
	$-	$381,328	$1,419,346	$1,800,674	$2,206,301	$4,005,975	
December 31, 2013							
Construction and	$-	$-	$-	$-	$6,353,787	$6,353,787	$-

development							
1-4 family residential	544,559	165,244	173,786	883,589	39,320,389	40,203,978	-
Nonfarm, nonresidential	193,411	336,036	791,148	1,320,595	58,995,423	60,316,018	-
Commercial and industrial	84,145	2,528	929,552	1,016,225	65,596,759	66,612,984	15,837
Consumer	103,463	68,767	20,742	192,972	5,492,435	5,685,407	19,602
Other loans	-	-	-	-	3,842,901	3,842,901	-
Total	$925,578	$572,575	$1,915,228	$3,413,381	$179,601,694	$183,015,075	$35,439
Percentage of total loans	0.51 %	0.31 %	1.05 %	1.87 %	98.13 %	100.00 %	

Non-accruals included above						
Construction and development	$-	$-	$-	$-	$70,058	$70,058
1-4 family residential	29,269	-	173,786	203,055	190,032	393,087
Nonfarm, nonresidential	85,646	-	791,148	876,794	1,222,090	2,098,884
Commercial and industrial	-	-	913,715	913,715	321,592	1,235,307
Consumer	259	547	1,141	1,947	1,044	2,991
Other loans	-	-	-	-	-	-
	$115,174	$89,322	$1,879,790	$1,995,511	$1,804,816	$3,800,327

Credit Quality Indicators:

The Company categorizes 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. The Company analyzes loans individually by classifying the loans as to credit risk. Loans classified as substandard or special mention are reviewed quarterly by the Company for further impairment or improvement to determine if appropriately classified. All other loans greater than $500,000, commercial lines greater than $250,000 and personal lines of credit greater than $100,000, and unsecured loans greater than $100,000 are specifically reviewed at least annually to determine the appropriate loan grading. In addition, during the renewal process of any loan, as well as when a loan becomes past due, the Company will evaluate the loan grade.

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NOTE 6. ALLOWANCE FOR LOAN LOSSES, CONTINUED

Loans excluded from the scope of the annual review process above are generally classified as pass credits until: (a) they become past due; (b) management becomes aware of deterioration in the credit worthiness of the borrower; or (c) the customer contacts the Company for a modification. In these circumstances, the loan is specifically evaluated for potential classification as to special mention, substandard or even charged off. The Company uses the following definitions for risk ratings:

Special Mention. Loans classified as special mention have a potential weakness that deserves management's close attention. If left uncorrected, these potential weaknesses may result in deterioration of the repayment prospects for the loan or of the institution's credit position at some future date.

Substandard. Loans classified as substandard are inadequately protected by the current net worth and payment capacity of the obligor or of the collateral pledged, if any. Loans so classified have a well-defined weakness or weaknesses that jeopardize the liquidation of the debt. They are characterized by the distinct possibility that the institution will sustain some loss if the deficiencies are not corrected.

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

Loans by credit quality indicator are provided in the following table.

March 31, 2014	Total	Pass Credits	Special Mention	Substandard	Doubtful
Construction and development	$7,367,581	$7,298,171	$69,410	$ -	$ -
1-4 family residential	39,564,157	39,031,696	532,461	-	-
Nonfarm, nonresidential	59,798,495	57,415,160	2,281,516	101,819	-
Commercial and industrial	66,457,837	64,094,477	2,363,360	-	-
Consumer	5,436,073	5,434,374	1,699	-	-
Other loans	3,491,934	3,491,934	-	-	-
	$182,116,077	$176,765,812	$5,248,446	$ 101,819	$ -
	100.0 %	97.1 %	2.8 %	0.1 %	- %
Guaranteed portion of loans					
Construction and development	$70,441	$70,441	-		$ -
1-4 family residential	641,337	599,149	42,188	-	-
Nonfarm, nonresidential	26,613,258	25,655,167	958,091	-	-
Commercial and industrial	19,841,881	18,700,142	1,141,739	-	-
Consumer	-	-	-	-	-
Other loans	542,548	542,548	-	-	-
	$47,709,465	$45,567,447	$2,142,018	$ -	$ -
	Total	Pass Credits	Special	Substandard	Doubtful

			Mention							
December 31, 2013										
Construction and development	$6,353,787		$6,283,729		$70,058		$ -		$ -	
1-4 family residential	40,203,978		39,586,647		617,331		-		-	
Nonfarm, nonresidential	60,316,018		58,188,799		2,022,868		104,351		-	
Commercial and industrial	66,612,984		64,556,331		2,056,653		-		-	
Consumer	5,685,407		5,684,245		1,162		-		-	
Other loans	3,842,901		3,842,901		-		-		-	
	$183,015,075		$178,142,652		$4,768,072		$ 104,351		$ -	
	100.0	%	97.3	%	2.6	%	0.1	%	-	%

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NOTE 6. ALLOWANCE FOR LOAN LOSSES, CONTINUED

	Total	Pass Credits	Special Mention	Substandard	Doubtful
Guaranteed portion of loans					
Construction and development	$73,000	$73,000	$-	$ -	$ -
1-4 family residential	673,854	629,939	43,915	-	-
Nonfarm, nonresidential	26,835,404	26,063,658	771,746	-	-
Commercial and industrial	19,589,284	18,737,759	851,525	-	-
Consumer	-	-	-	-	-
Other loans	544,195	544,195	-	-	-
	$47,715,737	$46,048,551	$1,667,186	$ -	$ -

NOTE 7. TROUBLED DEBT RESTRUCTURINGS

For the three months ended March 31, 2014 and 2013, the following table presents loans modified during the period that were considered to be troubled debt restructurings.

	For the three months ended March 31, 2014			For the Three months ended March 31, 2013		
	Number of Contracts	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment	Number of Contracts	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment
Troubled Debt Restructurings						
Construction and development	-	$ -	$ -	-	$ -	$ -
1-4 Family residential	3	159,927	163,627	-	-	-
Nonfarm, nonresidential	-	-	-	-	-	-
Commercial and industrial	-	-	-	-	-	-

During the quarter ended March 31, 2014, the Bank modified three loans that were considered to be troubled debt restructurings. The interest rates were lowered and the terms extended on the three loans.

During the three months ended March 31, 2014, no loans that had previously been restructured were in default.

In the determination of the allowance for loan losses, management considers troubled debt restructurings and subsequent defaults in these restructurings by adjusting the loan grades of such loans, which figure into the environmental factors associated with the allowance. Defaults resulting in charge-offs affect the historical loss experience ratios which are a component of the allowance calculation. Additionally, specific reserves may be established on restructured loans evaluated individually.

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NOTE 8. FAIR VALUE

The Company utilizes fair value measurements to record fair value adjustments to certain assets and liabilities and to determine fair value disclosures. Securities available for sale, trading securities and derivatives, if present, are recorded at fair value on a recurring basis. Additionally, from time to time, the Company may be required to record at fair value other assets on a nonrecurring basis, such as loans held for sale, loans held for investment and certain other assets. These nonrecurring fair value adjustments typically involve application of lower of cost or market accounting or write-downs of individual assets.

Fair Value Hierarchy

Under the Fair Value Measurements and Disclosures Topic of the FASB ASC, the Company groups assets and liabilities at fair value in three levels, based on the markets in which the assets and liabilities are traded and the reliability of the assumptions used to determine fair value. These levels are:

Level 1 Valuation is based upon quoted prices for identical instruments traded in active markets.

Level 2 Valuation is based upon quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model-based valuation techniques for which all significant assumptions are observable in the market.

Level 3 Valuation is generated from model-based techniques that use at least one significant assumption not observable in the market. These unobservable assumptions reflect estimates of assumptions that market participants would use in pricing the asset or liability. Valuation techniques include use of option pricing models, discounted cash flow models and similar techniques.

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

Investment Securities Available for Sale

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. Securities classified as Level 3 include asset-backed securities in less liquid markets.

Loans

The Company does 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 contractual terms of the loan agreement are considered impaired. Once a loan is identified as individually impaired, management measures impairment in accordance with the Receivables Topic of the FASB ASC. The fair value of impaired loans is estimated using one of several methods, including collateral value, market value of similar debt, enterprise value, liquidation value and discounted cash flows.

Those impaired loans not requiring an allowance represent loans for which the fair value of the expected repayments or collateral exceed the recorded investments in such loans. At March 31, 2014, substantially all of the total impaired loans were evaluated based on the fair value of the collateral and discounted cash flows. In accordance with the Fair Value and Measurement Topic of the FASB ASC, impaired loans where an allowance is established based on the fair value of collateral require classification in the fair value hierarchy. When the fair value of the collateral is based on an observable market price or a current appraised value, the Company records the impaired loan as nonrecurring Level 2. When an appraised value is not available or management determines the fair value of the collateral is further impaired below the appraised value and there is no observable market price, the Company records the impaired loan as nonrecurring Level 3.

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NOTE 8. FAIR VALUE, CONTINUED

Servicing Assets

A valuation of loan servicing rights is performed on an individual basis due to the small number of loans serviced. Loans are evaluated on a discounted earnings basis to determine the present value of future earnings. The present value of the future earnings is the estimated market value for the loan, calculated using consensus assumptions that a first party purchaser would utilize in evaluating a potential acquisition of the servicing. As such, the Company classifies loan servicing rights as Level 3.

Foreclosed Assets

Foreclosed assets are adjusted to fair value upon transfer of the loans to foreclosed assets. Subsequently, foreclosed assets are carried at the lower of carrying value or fair value. Fair value is based upon independent market prices, appraised values of the collateral or management's estimation of the value of the collateral. When the fair value of the collateral is based on an observable market price or a current appraised value, the Company records the foreclosed asset as nonrecurring Level 2. When an appraised value is not available or management determines the fair value of the collateral is further impaired below the appraised value and there is no observable market price, the Company records the foreclosed asset as nonrecurring Level 3.

Assets and Liabilities Recorded at Fair Value on a Recurring Basis

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

(in thousands)

March 31, 2014	Total	Level 1	Level 2	Level 3
Government-sponsored enterprises	$3,499	$-	$3,499	$-
Mortgage-backed securities	32	-	32	-
Corporate bonds	451	-	-	451
Equities and mutual funds	573	573	-	-
Total assets at fair value	$4,555	$573	$3,531	$451
Total liabilities at fair value	$-	$-	$-	$-

(in thousands)

December 31, 2013	Total	Level 1	Level 2	Level 3
Government-sponsored enterprises	$3,499	$-	$3,499	$-
Mortgage-backed securities	33	-	33	-
Corporate bonds	451	-	-	451
Equities and mutual funds	567	567	-	-
Total assets at fair value	$4,550	$567	$3,532	$451
Total liabilities at fair value	$-	$-	$-	$-

For the three months ended March 31, 2014 and 2013, the changes in Level 3 assets and liabilities measured at fair value on a recurring basis were as follows:

	Level 3	
	2014 Fair	2013 Fair
(in thousands)	Value	Value
Corporate Bonds – Available for Sale		
Balance, January 1	$451	$ 443
Total unrealized gain (loss) included in income	-	-
Total unrealized gain (loss) included in other comprehensive income	-	8
Balance, March 31	$451	$ 451

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NOTE 8. FAIR VALUE, CONTINUED

There were no changes in Level 3 corporate bond assets measured at fair value on a recurring basis for the three month period ended March 31, 2014. The change in corporate bond assets for the three month period ended March 31, 2013 was $8,250.

Assets and Liabilities Recorded at Fair Value on a Nonrecurring Basis

The Company may be required, from time to time, to measure certain assets or liabilities at fair value on a nonrecurring basis in accordance with U.S. generally accepted accounting principles. These include assets and liabilities 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 and liabilities measured at fair value on a nonrecurring basis are included in the table below.

(in thousands)

March 31, 2014	Total	Level 1	Level 2	Level 3
Loans-commercial and industrial	$1,227	$ -	$ -	$1,227
Loans-nonfarm, non-residential	753	-	-	753
Loans-1-4 family residential	178	-	-	178
Foreclosed assets	145	-	-	145
Servicing assets	260	-	-	260
Total assets at fair value	$2,563	$ -	$ -	$2,563
Total liabilities at fair value	$-	$ -	$ -	$-

(in thousands)

December 31, 2013	Total	Level 1	Level 2	Level 3
Loans-commercial and industrial	$934	$ -	$ -	$934
Loans-nonfarm, non-residential	685	-	-	685
Loans-1-4 family residential	63	-	-	63
Foreclosed assets	-	-	-	-
Servicing assets	261	-	-	261
Total assets at fair value	$1,943	$ -	$ -	$1,943
Total liabilities at fair value	$-	$ -	$ -	$-

Financial Instruments

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

Cash and due from banks: The carrying amounts reported in the balance sheet for cash and due from banks approximate their fair values.

Interest-bearing deposits with banks: Fair values for time deposits are estimated using a discounted cash flow analysis that applies interest rates currently being offered on certificates to a schedule of aggregated contractual maturities on such time deposits.

Federal funds sold: Due to the short-term nature of these assets, the carrying value approximates fair value.

Securities: Fair values for securities, excluding restricted equity securities, are based on quoted market prices, where 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. The carrying values of restricted equity securities approximate fair values.

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NOTE 8. FAIR VALUE, CONTINUED

Loans receivable: For variable-rate loans that reprice frequently and with no significant change in credit risk, fair values are based on carrying amounts. The fair values for other loans are estimated using discounted cash flow analysis, based on interest rates currently being offered for loans with similar terms to borrowers of similar credit quality. Loan fair value estimates include judgments regarding future expected loss experience and risk characteristics. The fair value of impaired loans is estimated using one of several methods, including collateral value, market value of similar debt, enterprise value, liquidation value and discounted cash flows.

Bank owned life insurance: The carrying amount reported in the balance sheet approximates the fair value as it represents the cash surrender value of the life insurance.

Deposit liabilities: The fair values disclosed for demand and savings deposits are, by definition, equal to the amount payable on demand at the reporting date. The fair values for certificates of deposit are estimated using a discounted cash flow calculation that applies interest rates currently being offered on certificates to a schedule of aggregated contractual maturities on such time deposits.

Federal funds purchased, securities sold under agreements to repurchase and short-term debt: The carrying amounts of federal funds purchased, securities sold under agreements to repurchase and short-term debt approximate their fair values.

Long-term debt: The fair value of long-term debt is estimated using a discounted cash flow calculation that applies interest rates currently available on similar instruments.

Other liabilities: For fixed-rate loan commitments, fair value considers the difference between current levels of interest rates and the committed rates. The carrying amounts of other liabilities approximate fair value.

The following presents the carrying amount, fair value, and placement in the fair value hierarchy of the Company's financial instruments as of March 31, 2014 and December 31, 2013. This table excludes financial instruments for which the carrying amount approximates fair value.

			Fair Value Measurements		
(dollars in thousands)	Amount	Fair Value	Quoted Prices in Active Markets For Identical (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
March 31, 2014					
Financial Instruments - Assets					
Loans	$179,028	$179,032	$-	$-	$179,032

Financial Instruments – Liabilities					
Deposits	205,116	186,080	-	186,080	-
Long-Term Debt	7,750	8,062	-	8,062	-
December 31, 2013					
Financial Instruments - Assets					
Loans	$179,909	$179,531	$-	$-	$179,531
Financial Instruments – Liabilities					
Deposits	195,801	171,649	-	171,649	-
Long-Term Debt	7,750	8,100	-	8,100	

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

Introduction

This discussion, analysis and related financial information are presented to explain the significant factors which affected Surrey Bancorp's financial condition and results of operations for the three months ended March 31, 2014 and 2013. This discussion should be read in conjunction with the financial statements and related notes contained within this report.

Surrey Bancorp ("Company") is a North Carolina corporation, located in Mount Airy, North Carolina. The Company was incorporated on February 6, 2003, and began business on May 1, 2003.

Surrey Bank & Trust ("Bank") is a North Carolina state chartered bank, located in Mount Airy, North Carolina. The Bank was chartered on July 15, 1996, and began operations on July 22, 1996. The Bank has two operating subsidiaries: Surrey Investment Services, Inc. and Freedom Finance, LLC.

Effective March 5, 1998, the Bank became a member of the Federal Home Loan Bank.

Highlights

Certain information contained in this discussion may include "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These forward-looking statements are generally identified by phrases such as "the Company expects," "the Company believes" or words of similar import. Such forward-looking statements involve known and unknown risks including, but not limited to, changes in general economic and business conditions, interest rate fluctuations, competition within and from outside the banking industry, new products and services in the banking industry, risk inherent in making loans such as repayment risks and fluctuating collateral values, problems with technology utilized by the Company, changing trends in customer profiles and changes in laws and regulations applicable to the Company. Although the Company believes that its expectations with respect to the forward-looking statements are based upon reliable assumptions within the bounds of its knowledge of its business and operations, there can be no assurance that actual results, performance or achievements of the Company will not differ materially from any future results, performance or achievements expressed or implied by such forward-looking statements.

Net income available for common stockholders for the three months ended March 31, 2014, was $631,173 or $0.16 per diluted share outstanding, compared to a $606,549 or $0.16 per diluted share outstanding, for the same period in 2013. Earnings for the three months ended March 31, 2014, are approximately 4.1% higher than for the same period in 2013. The increase results from a reduction in the provision for loan losses. The provision for loan losses decreased from $42,394 in the first quarter of 2013 to a recapture of $62,362 in 2014. This decrease is partially due to a reduction in gross loans in the first quarter of 2014, while gross loans increased in the first quarter of 2013. Gross loans decreased $898,998 from December 31, 2013 to March 31, 2014. During the same period in 2013 gross loans increased $4,212,276. In addition the Bank experienced net charge off recoveries in the first quarter of 2014 compared to 2013. Net recoveries amounted to $51,067 in 2014 compared to net charge offs of $103,457 in the first quarter of 2013, a $154,524 difference. At March 31, 2014, the percentage of loans receiving pass credit risk grades was 97.1%, compared to 97.8% at December 31, 2013 and 98.3% at March 31, 2013. Although credit quality slightly decreased over the period credit quality continues to be enhanced by loans carrying government guarantees. At March 31, 2014, the guaranteed portion of loans equaled 26.2% of total loans compared to 26.1% at December 31, 2013. Net interest income increased from $2,217,391 in the first quarter of 2013 to $2,348,165 in 2014. This increased due to loan growth and is also associated with the Bank's net charge off recoveries in 2014. The payoff of previously charged off or nonaccrual loans recaptured the lost interest on those loans. Asset yields decreased from 4.93% to 4.74% from 2013

to 2014 partially due to the change in average earning asset mix from higher yielding loans to lower yielding deposits in other banks. Loan yields also decreased from 5.93% in the first quarter of 2013 to 5.75% in the first quarter of 2014. Loan yields fell due to the prolonged low rate environment and competition. A reduction in the cost of deposits from the first quarter of 2013 to 2014 was unable to offset the tightening asset yields. The cost of funds decreased from 0.78% in the first quarter of 2013 to 0.68% in the first quarter of 2014. Noninterest income decreased from $658,376 in the first quarter of 2013 to $581,928 in 2014. The decrease results from a reduction in service charges on deposit accounts and a reduction in contingency bonus revenue from the Bank’s insurance subsidiary. Noninterest expenses increased slightly from $1,841,826 in the first quarter of 2013, to $1,867,387 in 2014. Salaries and employee benefits accounted for most of the change increasing from $961,121 in 2013 to $1,009,500 in 2014. This increase was primarily due to normal salary adjustments. This increase was partially offset by a reduction in expenses associated with foreclosed assets which decreased from $42,335 in 2013 to a gain of $894 in 2014.

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS, CONTINUED

On March 31, 2014, Surrey Bancorp's assets totaled $250,389,844 compared to $240,918,977 on December 31, 2013. Net loans were $179,027,735 compared to $179,908,825 on December 31, 2013. This net decrease was the result of an $892,386 decrease in gross loans and an $11,296 net decrease in the loan loss reserve. Real estate loans account for most of the reduction decreasing 0.8% during the three month period ended March 31, 2014. There was a 16.0% increase in construction loans but decreases in 1-4 family loans, nonfarm nonresidential real estate loans and other real estate loans decreased over 28.5% resulting in an overall decrease in gross loans of 0.5%.

Total deposits on March 31, 2014, were $205,115,560 compared to $195,800,961 at the end of 2013. This increase is attributable to a sizable increase in interest-bearing demand deposits accounts, which increased from $30,917,403 at December 31, 2013 to $36,232,331 at March 31, 2014. This was a temporary spike due to trust account activity at the end of the quarter. Overall, noninterest-bearing and interest-bearing demand deposits increased 9.5% from 2013 totals, while savings deposits, including money market accounts, decreased 0.9%. Certificates of deposit increased 3.2% from December 31, 2013 totals.

Common stockholders' equity increased by $632,242, or 1.85%, during the three months ended March 31, 2014. The increase is comprised of net income of $676,400 and adjustments to other comprehensive income of $1,069. Decreases included the payment and accrual of preferred dividends of $45,227. The net increase resulted in a common stock book value of $8.74 per share, up from $8.57 on December 31, 2013.

The book value per common share is calculated by taking total stockholders' equity, subtracting all preferred equity, and then dividing by the total number of common shares outstanding at the end of the reporting period.

Preferred stockholders' equity remained the same during the period ended March 31, 2014.

Financial Condition, Liquidity and Capital Resources

Investments

The Bank maintains a portfolio of securities as part of its asset/liability and liquidity management programs which emphasize effective yields and maturities to match its needs. The composition of the investment portfolio is examined periodically and appropriate realignments are initiated to meet liquidity and interest rate sensitivity needs for the Bank. The Company also invests funds in a brokerage account made up of selected equities and mutual funds. The investments were made to increase income in the holding company and improve yields.

Available for sale securities are reported at fair value and consist of bonds, notes, debentures and equity securities and mutual funds not classified as trading securities or as held to maturity securities.

Unrealized holding gains and losses, net of tax, on available for sale securities are reported as a net amount in a separate component of stockholders' equity. Realized gains and losses on the sale of available for sale securities are determined using the specific-identification method. Premiums and discounts are recognized in interest income using the interest method over the period to maturity or to call dates.

Declines in the fair value of individual held to maturity and available for sale securities below cost that are other than temporary are reflected as write-downs of the individual securities to fair value. Related write-downs are included in earnings as realized losses.

Investments in available for sale securities of $4,555,287 consisted of Government-sponsored enterprise obligations with maturities ranging from 11 to 35 months, corporate bonds with maturities of 4.25 years to 4.50 years, that reprice quarterly, GNMA adjustable rate mortgage securities, which adjust annually, and equity securities and mutual funds.

Loans

Net loans outstanding on March 31, 2014, were $179,027,735 compared to $179,908,825 on December 31, 2013. The Bank maintains a loan portfolio dominated by real estate and commercial loans diversified among various industries. Approximately 60.4% of the Bank's loans as of March 31, 2014, are fixed rate loans with 39.6% floating with the Bank's prime rate or other appropriate internal or external indices.

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS, CONTINUED

Deposits

Deposits on March 31, 2014, were $205,115,560, compared to $195,800,961 on December 31, 2013. The March total consists of a base of approximately 12,743 accounts compared to 12,742 accounts at December 31, 2013. Interest-bearing accounts represent 78.4% of March 31, 2014 period end deposits versus 78.2% at December 31, 2013.

Federal Funds Purchased

The Company had no federal funds purchased at March 31, 2014 or December 31, 2013. Federal funds purchased were not utilized due to the adequate liquidity resulting from the increase in deposits.

Stockholders' Equity

Surrey Bancorp and Surrey Bank & Trust are subject to various regulatory capital requirements administered by federal banking agencies. The Company and the Bank maintain strong capital positions which exceed all capital adequacy re−quirements of federal regulatory authorities. The Company's and the Bank's capital ratios are presented in the following table.

	Ratio	Minimum Required For Capital Adequacy Purposes	
March 31, 2014:			
Total Capital (to Risk-Weighted Assets)			
Surrey Bancorp (Consolidated)	22.34%	8.0	%
Surrey Bank & Trust	21.93%	8.0	%
Tier I Capital (to Risk-Weighted Assets)			
Surrey Bancorp (Consolidated)	21.08%	4.0	%
Surrey Bank & Trust	20.67%	4.0	%
Tier I Capital (to Average Assets)			
Surrey Bancorp (Consolidated)	13.85%	4.0	%
Surrey Bank & Trust	13.60%	4.0	%
December 31, 2013:			
Total Capital (to Risk-Weighted Assets)			
Surrey Bancorp (Consolidated)	21.90%	8.0	%
Surrey Bank & Trust	21.46%	8.0	%
Tier I Capital (to Risk-Weighted Assets)			
Surrey Bancorp (Consolidated)	20.64%	4.0	%
Surrey Bank & Trust	20.20%	4.0	%
Tier I Capital (to Average Assets)			
Surrey Bancorp (Consolidated)	13.58%	4.0	%
Surrey Bank & Trust	13.31%	4.0	%

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS, CONTINUED

Asset Quality

The Company actively monitors delinquencies, nonperforming assets and potential problem loans. Unsecured loans past due more than 90 days are placed into nonaccrual status. Secured loans reach nonaccrual status when they surpass 120 days past due. When facts and circumstances indicate the borrower has regained the ability to meet the required payments, the loan is returned to accrual status.

Management reviews all criticized loans on a periodic basis for possible charge offs. Any unsecured loans that are 90 plus days past due must be charged off in full. If secured, a reserve equal to the potential loss will be established. Any charge off must be reported to the Board of Directors within 30 days. On a monthly basis, a management report of recovery actions is provided to the Board of Directors.

Nonperforming assets are detailed below.

	March 31, 2014	December 31, 2013
Nonaccrual loans	$4,006,975	$3,800,327
Loans past due 90 days and still accruing	47,200	35,439
Foreclosed assets	144,521	-
Total	$4,198,696	$3,835,766
Total assets	$250,389,844	$240,918,977
Ratio of nonperforming assets to total assets	1.68 %	1.59 %

At March 31, 2014, the Bank had loans totaling $4,006,975 in nonaccrual status. Approximately $2,206,302 of the nonaccrual loans were current at the end of March. All of the loans past due 90 days and still accruing are less than 120 days past due. All the loans are secured loans. The guaranteed portion of nonaccrual loans at March 31, 2014 is $1,862,569. Foreclosed assets at March 31, 2014 primarily consist of 1-4 family dwellings. Loans that were considered impaired but were still accruing interest at March 31, 2014, including troubled debt restructurings, totaled $2,227,301. A loan is considered impaired when, based on current information and events, it is probable that the Bank will be unable to collect all amounts due under the contractual terms of the loan agreement. Specific reserves on nonaccrual and impaired loans totaled $445,188 at March 31, 2014, or 7.1% of the balances outstanding.

Nonaccrual and impaired loans still accruing are summarized below:

	March 31, 2014	December 31, 2013
Construction and development	$315,826	$318,111
1-4 family residential	584,772	386,564
Nonfarm, nonresidential	2,817,421	2,912,421
Commercial and industrial	2,514,876	2,499,531
Consumer	1,381	2,991
Total impaired and nonaccrual	$6,234,276	$6,119,618
Guaranteed portion	$2,464,124	$2,235,481

At March 31, 2014, consumer loans totaling $29,949 are included above that were not individually evaluated for impairment in the determination of the allowance for loan loss reserve (See Note 6). These loans are primarily home equity loans collateralized by 1-4 family properties which are considered consumer loans. These loans are on nonaccrual status at March 31, 2014 and therefore considered impaired.

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS, CONTINUED

The loan portfolio is dominated by real estate and commercial loans. The general composition of the loan portfolio is as follows:

	March 31, 2014		December 31, 2013	
Construction and development	$7,367,581	4.05 %	$6,353,787	3.47 %
1-4 family residential	39,564,157	21.72 %	40,203,978	21.97 %
Multi-family	1,397,463	0.77 %	1,515,239	0.83 %
Farmland	1,823,049	1.00 %	2,219,688	1.21 %
Nonfarm, nonresidential	59,798,495	32.84 %	60,316,018	32.96 %
Total real estate	109,950,745	60.38 %	110,608,710	60.44 %
Agricultural	271,422	0.15 %	107,974	0.06 %
Commercial and industrial	66,457,837	36.49 %	66,612,984	36.40 %
Consumer	5,436,073	2.98 %	5,685,407	3.10 %
Total loans	$182,116,077	100.00%	$183,015,075	100.00%

The concentrations represented above do not, based on managements' assessment, expose the Bank to any unusual concentration risk. Based on the Bank's asset size, the concentrations that are above area peer group analysis are nonfarm nonresidential and commercial and industrial loans. Management recognizes the inherent risk associated with commercial real estate and commercial lending, including a borrower's actual results of operations not corresponding to those projected by the borrower when the loan was funded; economic factors such as the number of housing starts and increases in interest rates, etc.; depression of collateral values; and completion of projects within the original cost and time estimates. The Bank mitigates some of that risk by actively seeking government guarantees on these loans. Collectively, the Bank has approximately $60,707,863 in loans that carry government guarantees. The guaranteed portion of these loans amounts to $47,709,465 at March 31, 2014. Loan guarantees by loan class are below:

	March 31, 2014	Guaranteed Portion Amount	Percentage	
Construction and development	$7,367,581	$70,441	0.96	%
1-4 family residential	39,564,157	641,337	1.62	%
Multi-family	1,397,463	9,143	0.65	%
Farmland	1,823,049	448,405	24.60	%
Nonfarm, nonresidential	59,798,495	26,613,258	44.50	%
Total real estate	109,950,745	27,782,584	25.27	%
Agricultural	271,422	85,000	31.32	%
Commercial and industrial	66,457,837	19,841,881	29.86	%
Consumer	5,436,073	-	-	%
Total loans	$182,116,077	$47,709,465	26.20	%

Loans in higher risk categories, such as non-owner occupied nonfarm, non-residential property and commercial real estate construction represent a small segment of our loan portfolio. Commercial construction loans included in construction and development loans amounted to $4,311,737 at March 31, 2014. Non-owner occupied nonfarm, non-residential properties included in nonfarm, non-residential loans above amounted to $9,045,363 at March 31, 2014.

The consolidated provision for loan losses was a recapture of $62,362 for the first three months of 2014 compared to a provision of $42,394 for the same period in 2013. Significant charge off recoveries and a decrease in loans in 2014, in comparison to 2013, resulted in the provision decrease.

The reserve for loan losses on March 31, 2014, was $3,364,054 or 1.84% of period end loans. This percentage is derived from total loans. Approximately $60,708,000 of total loans outstanding at March 31, 2014, are government guaranteed loans which carry guarantees ranging from 49% to 100% of the outstanding loan balance. When the guaranteed portion of the loans, for which the Bank has no credit exposure, is removed from the equation the loan loss reserve is approximately 2.50% of outstanding loans. At December 31, 2013 the loan loss reserve percentage was 1.84% of total loans and 2.49% of loans net of government guarantees.

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS, CONTINUED

The level of reserve is established based upon management's evaluation of historical loss data and the effects of certain environmental factors on the loan portfolio. The historical loss portion of the reserve is computed using the average loss data from the past applied to its corresponding category of loans. However, historical losses only reflect a small portion of the Bank's loan loss reserve. That portion did decrease during the first Three months of 2013 due to changes in the loan portfolio. The environmental factors represent risk from external economic influences on the credit quality of the loan portfolio. These factors include the movement of interest rates, unemployment rates, past due and charge off trends, loan grading migrations, movement in collateral values and the Bank's exposure to certain loan concentrations. Positive or negative movements in any of these factors have an effect on the credit quality of the loan portfolio. As a result, management continues to actively monitor the Bank's asset quality affected by these environmental factors. The following table is a summary of loans past due at March 31, 2014 and December 31, 2013.

	March 31, 2014		December 31, 2013	
	30-89 Days	90 Days Plus	30-89 Days	90 Days Plus
Construction and development	$43,239	$-	$-	$-
1-4 family residential	762,930	108,967	709,803	173,786
Nonfarm, non-residential	671,015	761,865	529,447	791,148
Commercial and industrial	413,359	568,155	86,673	929,552
Consumer	139,436	27,558	172,230	20,742
Other loans	-	-	-	-
	$2,029,979	$1,466,545	$1,498,153	$1,915,228
Non-accrual loans included above	$381,328	$1,419,346	$249,344	$1,879,790
Guaranteed portion	$592,170	$915,651	$288,601	$1,193,581
Ratio to total loans	1.11 %	0.81 %	0.82 %	1.05 %
Ratio to total loans, net of guarantees	1.07 %	0.41 %	0.89 %	0.53 %

Past due loans are reviewed weekly and collection efforts assessed to determine potential problems arising in the loan portfolio. Proactive monitoring of past due accounts allows management to anticipate trends within the portfolio and make appropriate adjustments to collection efforts and to the allowance for loan losses. Collectively, past dues increased slightly from December 31, 2013 to March 31, 2014. The increase is in the 30-89 day time frame.

Net of loan guarantees, total past dues have increased from $1,931,199 at December 31, 2013, to $1,988,704 at March 31, 2014, or 3.0%. Total past due loans at March 31, 2014 consist of sixty-nine loans with an average balance of $50,674, compared to seventy-seven loans at December 31, 2013, with an average balance of $44,330. Loans over $250,000 delinquent at March 31, 2014 and December 31, 2013 amounted to $1,525,010 and $1,549,868, respectively. The March 2014 and December 2013 totals consist of four loans, three of which are the same. The guaranteed portion of these loans at March 31, 2014 and December 31, 2013, is $1,161,124 and $1,218,890, respectively.

Management believes that its loan portfolio is sufficiently diversified such that a downturn in a particular market or industry will not have a significant impact on the loan portfolio or the Bank's financial condition. Management believes that its provision and reserve offer an adequate allowance for loan losses and provide an appropriate reserve for the loan portfolio. The Bank lends primarily in Surry County, North Carolina and Patrick Country, Virginia and surrounding counties.

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS, CONTINUED

Interest Rate Sensitivity and Liquidity

One of the principal duties of the Bank's Asset/Liability Committee is management of interest rate risk. The Bank utilizes quarterly asset/liability reports prepared by a regional correspondent bank to project the impact on net interest income that might occur with hypothetical interest rate changes. The committee monitors and manages asset and liability strategies and pricing.

Another function of the Asset/Liability Committee is maintaining adequate liquidity and planning for future liquidity needs. Having adequate liquidity means the ability to meet current funding needs, including deposit withdrawals and commitments, in an orderly manner without sacrificing earnings. The Bank funds its investing activities, including making loans and purchasing investments, by attracting deposits and utilizing short-term borrowings when necessary.

At March 31, 2014, the liquidity position of the Company was excellent, in management's opinion, with short-term liquid assets of $57,804,679 compared to $47,637,441 at December 31, 2013. Deposit growth and decreases in gross loan account for the increase in liquidity. To provide supplemental liquidity, the Bank has seven unsecured lines of credit with correspondent banks totaling $35,500,000. At March 31, 2014, there were no advances against these lines. Additionally, the Bank has a secured borrowing arrangement with the Federal Home Loan Bank (FHLB). The maximum credit available under this agreement approximates $10,251,000 of which $7,750,000 of advances had been taken down at March 31, 2014.

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ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not Applicable as a “Smaller Reporting Company”.

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ITEM 4. CONTROLS AND PROCEDURES

As of the end of the period covered by the report, an evaluation was performed under the supervision and with the participation of the Company's management, including the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures pursuant to Exchange Act Rule 13a-15e. Based on the evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the design and operation of these disclosure controls and procedures were effective. There have not been any changes in the Company's internal control over financial reporting that occurred during the Company's last quarter that has materially affected, or is reasonably likely to materially affect, internal control over financial reporting.

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PART II - OTHER INFORMATION

Item 1. Legal Proceedings

None

Item 1A. Risk Factors

Not Applicable as a “Smaller Reporting Company”

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

None

Item 3. Defaults Upon Senior Securities

Not Applicable

Item 4. Mine Safety Disclosures

Not Applicable

Item 5. Other Information

None

Item 6. Exhibits

31.1	Certification of Principal Executive Officer Pursuant to Section 302 of the Sarbanes Oxley Act
31.2	Certification of Principal Financial Officer Pursuant to Section 302 of the Sarbanes Oxley Act
32.1	Certification of PEO/PFO Pursuant to Section 906 of the Sarbanes Oxley Act
101	Interactive Data File

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SIGNATURES

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

Surrey Bancorp

Date: May 12, 2014 /s/ Edward C. Ashby, III

Edward C. Ashby, III
President and Chief Executive Officer
(Principal Executive Officer)

Date: May 12, 2014 /s/ Mark H. Towe

Mark H. Towe
Sr. Vice President and Chief Financial Officer
(Principal Financial Officer)