GULF ISLAND FABRICATION INC
Form 4
June 25, 2014

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number:	3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
COTTER GREGORY J

(Last) (First) (Middle)

567 THOMPSON ROAD

(Street)

HOUMA, LA 70363

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
GULF ISLAND FABRICATION INC [GIFI]

3. Date of Earliest Transaction (Month/Day/Year)
06/06/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/06/2014		M		2,000	A	(1)	8,000	D	
Common Stock	06/06/2014		D		1,000	D	$ 21.17	7,000	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	06/06/2014		M			2,000	06/06/2014	06/06/2014	Common Stock	2,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COTTER GREGORY J 567 THOMPSON ROAD HOUMA, LA 70363	X			

Signatures

Gregory J. Cotter	06/25/2014
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Each restricted stock unit is the economic equivalent of one share of the Issuer's common stock. The reporting person settled 50% of his restricted stock units for cash and 50% for shares of the Issuer's common stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. iv style="text-align:right;font-size:10pt;">5,110

1,314,922

Acquired impaired loans
353

10,739

10,613

15

21,720

Total
$
291,454

$
729,868

$
312,932

$
5,125

$
1,339,379

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The following table presents changes in the Company's allowance for loan losses by portfolio segment and the related loan balance total by segment at and for the year ended December 31, 2017 (dollars in thousands):

	Commercial	Commercial Real Estate	Residential Real Estate	Consumer	Total
Allowance for Loan Losses					
Balance at December 31, 2016:	$ 2,095	$ 7,355	$ 3,303	$ 48	$ 12,801
Provision for loan losses	377	999	(391)	31	1,016
Charge-offs	(282)	(93)	(172)	(143)	(690)
Recoveries	223	60	85	108	476
Balance at December 31, 2017:	$ 2,413	$ 8,321	$ 2,825	$ 44	$ 13,603
Balance at December 31, 2017:					
Allowance for Loan Losses					
Individually evaluated for impairment	$ 154	$ —	$ 13	$ —	$ 167
Collectively evaluated for impairment	2,259	8,203	2,645	44	13,151
Acquired impaired loans	—	118	167	—	285
Total	$ 2,413	$ 8,321	$ 2,825	$ 44	$ 13,603
Loans					
Individually evaluated for impairment	$ 206	$ 862	$ 2,144	$ 5	$ 3,217
Collectively evaluated for impairment	251,185	747,819	306,066	4,408	1,309,478
Acquired impaired loans	275	12,167	10,973	15	23,430
Total	$ 251,666	$ 760,848	$ 319,183	$ 4,428	$ 1,336,125

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

Note 5 – Goodwill and Other Intangible Assets

The Company records as goodwill the excess of the purchase price over the fair value of the identifiable net assets acquired. Impairment testing is performed annually, as well as when an event triggering impairment may have occurred. The Company performs its annual analysis as of June 30 each fiscal year. Accounting guidance permits preliminary assessment of qualitative factors to determine whether more substantial impairment testing is required. The Company chose to bypass the preliminary assessment and utilized a two-step process for impairment testing of goodwill. The first step tests for impairment, while the second step, if necessary, measures the impairment. No indicators of impairment were identified as of June 30, 2018.

Core deposit intangibles resulting from the acquisition of MidCarolina Financial Corporation ("MidCarolina") in July 2011 were $6,556,000 and are being amortized on an accelerated basis over 108 months. Core deposit intangibles resulting from the acquisition of MainStreet BankShares, Inc. ("MainStreet") in January 2015 were $1,839,000 and are being amortized on an accelerated basis over 120 months.

The changes in the carrying amount of goodwill and intangibles for the six months ended June 30, 2018, are as follows (dollars in thousands):

	Goodwill	Intangibles
Balance at December 31, 2017	$ 43,872	$ 1,191
Additions	—	—
Amortization	—	(154)

Impairment	—	—
Balance at June 30, 2018	$ 43,872	$ 1,037

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Note 6 – Short-term Borrowings

Short-term borrowings consist of customer repurchase agreements, overnight borrowings from the FHLB, and federal funds purchased. The Company has federal funds lines of credit established with two correspondent banks in the amounts of $15,000,000, each, and, additionally, has access to the FRB's discount window. All short-term borrowings at December 31, 2017 and June 30,2018 were FHLB advances. Customer repurchase agreements are collateralized by securities of the U.S. Government or its agencies ("GSEs"). They mature daily. The interest rates may be changed at the discretion of the Company. The securities underlying these agreements remain under the Company's control. FHLB overnight borrowings contain floating interest rates that may change daily at the discretion of the FHLB. Federal funds purchased are unsecured overnight borrowings from other financial institutions. Short-term borrowings consisted of the following at June 30, 2018 and December 31, 2017 (dollars in thousands):

	June 30, 2018	December 31, 2017
Customer repurchase agreements	$6,776	$ 10,726
Other short-term borrowings	5,500	24,000
	$12,276	$ 34,726

Note 7 – Long-term Borrowings

Under the terms of its collateral agreement with the FHLB, the Company provides a blanket lien covering all of its residential first mortgage loans, second mortgage loans, home equity lines of credit, and commercial real estate loans. In addition, the Company pledges as collateral its capital stock in the FHLB and deposits with the FHLB. The Company has a line of credit with the FHLB equal to 30% of the Company's assets, subject to the amount of collateral pledged. As of June 30, 2018, $551,670,000 in eligible collateral was pledged under the blanket floating lien agreement which covers both short-term and long-term borrowings.

In the regular course of conducting its business, the Company takes deposits from political subdivisions of the states of Virginia and North Carolina. At June 30, 2018, the Bank's public deposits totaled $241,400,000. The Company is required to provide collateral to secure the deposits that exceed the insurance coverage provided by the Federal Deposit Insurance Corporation ("FDIC"). This collateral can be provided in the form of certain types of government or agency bonds or letters of credit from the FHLB. At June 30, 2018, the Company had $190,000,000 in letters of credit with the FHLB outstanding, as well as $101,944,000 in agency, state, and municipal securities pledged to provide collateral for such deposits.

Note 8 – Junior Subordinated Debt

On April 7, 2006, AMNB Statutory Trust I, a Delaware statutory trust and a wholly owned unconsolidated subsidiary of the Company, issued $20,000,000 of preferred securities (the "Trust Preferred Securities") in a private placement pursuant to an applicable exemption from registration. The Trust Preferred Securities mature on June 30, 2036, but may be redeemed at the Company's option beginning on September 30, 2011. Distributions are cumulative and will accrue from the date of original issuance, but may be deferred by the Company from time to time for up to 20 consecutive quarterly periods. The Company has guaranteed the payment of all required distributions on the Trust Preferred Securities. The proceeds of the Trust Preferred Securities received by the trust, along with proceeds of $619,000 received by the trust from the issuance of common securities by the trust to the Company, were used to purchase $20,619,000 of the Company's junior subordinated debt securities (the "Junior Subordinated Debt"), issued pursuant to junior subordinated debentures entered into between the Company and Wilmington Trust Company, as trustee. The proceeds of the Junior Subordinated Debt were used to fund the cash portion of the merger consideration to the former shareholders of Community First Financial Corporation in connection with the Company's acquisition of that company in 2006, and for general corporate purposes.

On July 1, 2011, in connection with the MidCarolina merger, the Company assumed $8,764,000 in junior subordinated debt to MidCarolina Trust I and MidCarolina Trust II, two separate Delaware statutory trusts (the "MidCarolina Trusts"), to fully and unconditionally guarantee the preferred securities issued by the MidCarolina Trusts. These long-term obligations, which currently qualify as Tier 1 capital, constitute a full and unconditional guarantee by the Company of the MidCarolina Trusts' obligations. The MidCarolina Trusts were not consolidated in

the Company's financial statements.

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

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A description of the junior subordinated debt securities outstanding payable to the trusts is shown below as of June 30, 2018 and December 31, 2017 (dollars in thousands):

Issuing Entity	Date Issued	Interest Rate	Maturity Date	Principal Amount June 30, 2018	December 31, 2017
AMNB Trust I	4/7/2006	Libor plus 1.35%	6/30/2036	$20,619	$ 20,619
MidCarolina Trust I	10/29/2002	Libor plus 3.45%	11/7/2032	4,349	4,322
MidCarolina Trust II	12/3/2003	Libor plus 2.95%	10/7/2033	2,908	2,885
				$27,876	$ 27,826

The principal amounts reflected above for the MidCarolina Trusts are net of fair value adjustments of $1,506,000 and $1,557,000 at June 30, 2018 and December 31, 2017, respectively. The original fair value adjustments of $1,197,000 and $1,021,000 were recorded as a result of the acquisition of MidCarolina on July 1, 2011, and are being amortized into interest expense over the remaining lives of the respective borrowings.

Note 9 - Derivative Financial Instruments and Hedging Activities

The Company uses derivative financial instruments ("derivatives") primarily to manage risks to the Company associated with changing interest rates. The Company's derivatives are hedging instruments in a qualifying hedge accounting relationship (cash flow or fair value hedge).

The Company designates derivatives as cash flow hedges when they are used to manage exposure to variability in cash flows on variable rate borrowings such as the Company's trust preferred capital notes. The Company uses interest rate swap agreements as part of its hedging strategy by exchanging variable-rate interest payments on a notional amount equal to the principal amount of the borrowings for fixed-rate interest payments, with such interest rates set based on benchmarked interest rates.

All interest rate swaps were entered into with counterparties that met the Company's credit standards and the agreements contain collateral provisions protecting the at-risk party. The Company believes that the credit risk inherent in these derivative contracts is not significant.

Terms and conditions of the interest rate swaps vary and amounts receivable or payable are recognized as accrued under the terms of the agreements. The Company assesses the effectiveness of each hedging relationship on a periodic basis. In accordance with ASC 815, "Derivatives and Hedging," the effective portions of the derivatives' unrealized gains or losses are recorded as a component of other comprehensive income. Based on the Company's assessment, its cash flow hedges are highly effective, but to the extent that any ineffectiveness exists in the hedge relationships, the amounts would be recorded in interest income and interest expense in the Company's consolidated statements of income.

(Dollars in thousands)	June 30, 2018				
	Notional Amount	Positions	Assets	Liabilities	Cash Collateral Pledged
Cash flow hedges:					
Interest rate swaps:					
Variable-rate to fixed-rate swaps with counterparty	$28,500	3	$ —	$ 237	$ 350,000

Note 10 – Stock Based Compensation

The Company's 2018 Equity Compensation Plan ("2018 Plan") was adopted by the Board of Directors of the Company on February 20, 2018, and approved by shareholders on May 15, 2018, at the Company's 2018 Annual Meeting of Shareholders. The 2018 Plan provides for the granting of restricted stock awards and incentive and non-statutory options to employees and directors on a periodic basis, at the discretion of the Board of Directors or a Board designated committee. The 2018 Plan authorizes the issuance of up to 675,000 shares of common stock. The 2018 Plan replaced the Company's stock incentive plan that was approved by the shareholders at the 2008 Annual

Meeting and expired in February 2018 (the "2008 Plan").

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Stock Options

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

A summary of stock option transactions for the six months ended June 30, 2018 is as follows:

	Option Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term	Aggregate Intrinsic Value ($000)
Outstanding at December 31, 2017	50,985	$ 24.09		
Acquired in acquisition	—	—		
Granted	—	—		
Exercised	(32,010)	24.23		
Forfeited	—	—		
Expired	(1,650)	33.33		
Outstanding at June 30, 2018	17,325	$ 22.94	0.45 years	$ 295
Exercisable at June 30, 2018	17,325	$ 22.94	0.45 years	$ 295

The fair value of options is estimated at the date of grant using the Black-Scholes option pricing model and expensed over the options' vesting period. No stock options have been granted since 2009. As of June 30, 2018, there were no unrecognized compensation expenses related to nonvested stock option grants.

Restricted Stock

The Company from time-to-time grants shares of restricted stock to key employees and non-employee directors. These awards help align the interests of these employees and directors with the interests of the shareholders of the Company by providing economic value directly related to increases in the value of the Company's common stock. The value of the stock awarded is established as the fair value of the stock at the time of the grant. The Company recognizes expense, equal to the total value of such awards, ratably over the vesting period of the stock grants. The majority of the restricted stock granted cliff vests at the end of a 36 month period beginning on the date of the grant. The remainder vests one-third each year beginning on the date of the grant. Nonvested restricted stock activity for the six months ended June 30, 2018 is summarized in the following table.

Restricted Stock	Shares	Weighted Average Grant Date Value
Nonvested at December 31, 2017	46,501	$ 26.28
Granted	18,192	39.52
Vested	(10,101)	21.62
Forfeited	(483)	34.70
Nonvested at June 30, 2018	54,109	$ 31.53

As of June 30, 2018 and December 31, 2017, there was $965,000 and $538,000, respectively, in unrecognized compensation cost related to nonvested restricted stock granted under the 2008 Plan. The weighted average period over which this cost is expected to be recognized is 1.46 years. The share based compensation expense for nonvested restricted stock was $292,000 and $304,000 during the first six months of 2018 and 2017, respectively.

The Company offers its outside directors alternatives with respect to director compensation. For 2018, the regular quarterly board retainer will be received in the form of shares of immediately vested, but restricted stock with a market value of $7,500. Monthly meeting fees can be received as $725 per meeting in cash or $900 in immediately vested, but restricted stock. Only outside directors receive board fees. The Company issued 7,861 and 7,109 shares and recognized share based compensation expense of $300,000 and $255,000 during the first six months of 2018 and 2017, respectively.

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Note 11 – Earnings Per Common Share

The following shows the weighted average number of shares used in computing earnings per common share and the effect on weighted average number of shares of potentially dilutive common stock. Potentially dilutive common stock had no effect on income available to common shareholders. Nonvested restricted shares are included in the computation of basic earnings per share as the holder is entitled to full shareholder benefits during the vesting period including voting rights and sharing in nonforfeitable dividends. The following table presents basic and diluted earnings per share for the three and six month periods ended June 30, 2018 and 2017.

	Three Months Ended June 30,			
	2018		2017	
	Shares	Per Share Amount	Shares	Per Share Amount
Basic earnings per share	8,692,107	$ 0.69	8,640,648	$ 0.50
Effect of dilutive securities - stock options	12,619	—	18,517	(0.01)
Diluted earnings per share	8,704,726	$ 0.69	8,659,165	$ 0.49

	Six Months Ended June 30,			
	2018		2017	
	Shares	Per Share Amount	Shares	Per Share Amount
Basic earnings per share	8,680,739	$ 1.36	8,636,954	$ 0.97
Effect of dilutive securities - stock options	15,121	—	18,219	(0.01)
Diluted earnings per share	8,695,860	$ 1.36	8,655,173	$ 0.96

Outstanding stock options on common stock that were not included in computing diluted earnings per share for the six month periods ended June 30, 2018 and 2017 because their effects were anti-dilutive, averaged 0 and 660 shares, respectively. There were no anti-dilutive stock options for the three month periods ended June 30, 2018 and 2017.

Note 12 – Employee Benefit Plans

The following information for the six months ended June 30, 2018 and 2017 pertains to the Company's non-contributory defined benefit pension plan which was frozen in 2009. If lump sum payments exceed the service cost plus interest cost, an additional settlement charge will apply (dollars in thousands):

Components of Net Periodic Benefit Cost	Six Months Ended June 30,	
	2018	2017
Service cost	$—	$—
Interest cost	118	118
Expected return on plan assets	(177)	(177)
Recognized loss due to settlement	111	70
Recognized net actuarial loss	124	109
Net periodic cost	$176	$120

Note 13 – Fair Value of Financial Instruments

Determination of Fair Value

The Company uses fair value measurements to record fair value adjustments to certain assets and liabilities and to determine fair value disclosures. In accordance with the fair value measurements and disclosures topic of FASB ASC 820, the fair value of an instrument is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value is best determined based upon quoted market prices. However, in many instances, there are no quoted market prices for the Company's various instruments. In cases where quoted market prices are not available, fair values are based on estimates using present value or other valuation techniques. Those techniques are significantly affected by the assumptions used, including the

discount rate and estimates of future cash flows. Accordingly, the fair value estimates may not be realized in an immediate settlement of the instrument.

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

Fair Value Hierarchy

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

Level 1 –	Valuation is based on quoted prices in active markets for identical assets and liabilities.
Level 2 –	Valuation is based on observable inputs including quoted prices in active markets for similar assets and liabilities, quoted prices for identical or similar assets and liabilities in less active markets, and model-based valuation techniques for which significant assumptions can be derived primarily from or corroborated by observable data in the market.
Level 3 –	Valuation is based on model-based techniques that use one or more significant inputs or assumptions that are unobservable in the market.

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

Securities available for sale: Securities available for sale are recorded at fair value on a recurring basis. Fair value measurement is based upon quoted market prices, when available (Level 1). If quoted market prices are not available, fair values are measured utilizing independent valuation techniques of identical or similar securities for which significant assumptions are derived primarily from or corroborated by observable market data. Third party vendors compile prices from various sources and may determine the fair value of identical or similar securities by using pricing models that consider observable market data (Level 2). If no observable market data is available, valuations are based upon third party model based techniques (Level 3). There were no securities recorded with a Level 3 valuation at June 30, 2018 or December 31, 2017.

Derivative asset (liability) - cash flow hedges: Cash flow hedges are recorded at fair value on a recurring basis. Cash flow hedges are valued by a third party using significant assumptions that are observable in the market and can be corroborated by market data. All of the Company's cash flow hedges are classified as Level 2.

The following table presents the balances of financial assets measured at fair value on a recurring basis at the dates indicated (dollars in thousands):

	Fair Value Measurements at June 30, 2018 Using			
	Balance at June 30,	Quoted Prices in Active Markets for Identical Assets	Significant Other Observable Inputs	Significant Unobservable Inputs
Description	2018	Level 1	Level 2	Level 3
Assets:				
Securities available for sale:				
Federal agencies and GSEs	$132,845	$ —	$ 132,845	$ —
Mortgage-backed and CMOs	107,472	—	107,472	—
State and municipal	93,002	—	93,002	—
Corporate	7,928	—	7,928	—
Total securities available for sale	$341,247	$ —	$ 341,247	$ —
Equity securities	$2,177	$ —	$ 2,177	$ —
Liabilities:				
Derivative - cash flow hedges	$237	$ —	$ 237	$ —

	Fair Value Measurements at December 31, 2017 Using			
	Balance at December 31,	Quoted Prices in Active Markets for Identical Assets	Significant Other Observable Inputs	Significant Unobservable Inputs
Description	2017	Level 1	Level 2	Level 3
Assets:				
Securities available for sale:				
Federal agencies and GSEs	$112,127	$ —	$ 112,127	$ —
Mortgage-backed and CMOs	105,316	—	105,316	—
State and municipal	93,626	—	93,626	—
Corporate	8,062	—	8,062	—
Equity securities	2,206	—	2,206	—
Total securities available for sale	$321,337	$ —	$ 321,337	$ —

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

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

Loans held for sale: Loans held for sale are carried at fair value. These loans currently consist of one-to-four family residential loans originated for sale in the secondary market. Fair value is based on the price secondary markets are currently offering for similar loans using observable market data which is not materially different than cost due to the

short duration between origination and sale (Level 2). As such, the Company records any fair value adjustments on a nonrecurring basis. No nonrecurring fair value adjustments were recorded on loans held for sale during the six month period ended June 30, 2018 or the year ended December 31, 2017. Gains and losses on the sale of loans are recorded within mortgage banking income on the consolidated statements of income.

Impaired loans: Loans are designated as impaired when, in the judgment of management based on current information and events, it is probable that all amounts due according to the contractual terms of the loan agreements will not be collected when due. The measurement of the loss associated with impaired loans can be based on either the observable market price of the loan or the fair value of the collateral. Collateral may be in the form of real estate or business assets including equipment, inventory, and accounts receivable. The vast majority of the Company's collateral is real estate. The value of real estate collateral is determined utilizing a market valuation approach based on an appraisal, of one year or less, conducted by an independent, licensed appraiser using observable market data (Level 2). However, if the collateral is a house or building in the process of construction or if an appraisal of the property is more than one year old and not solely based on observable market comparables

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or management determines the fair value of the collateral is further impaired below the appraised value, then a Level 3 valuation is considered to measure the fair value. The value of business equipment is based upon an outside appraisal, of one year or less, if deemed significant, or the net book value on the applicable business's financial statements if not considered significant using observable market data. Likewise, values for inventory and accounts receivable collateral are based on financial statement balances or aging reports (Level 3). Impaired loans allocated to the allowance for loan losses are measured at fair value on a nonrecurring basis. Any fair value adjustments are recorded in the period incurred as provision for loan losses on the consolidated statements of income.

OREO: Measurement for fair values for OREO are the same as impaired loans. Any fair value adjustments are recorded in the period incurred as a valuation allowance against other real estate owned with the associated expense included in other real estate owned expense, net on the consolidated statements of income.

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

	Fair Value Measurements at June 30, 2018 Using			
	Balance at June 30,	Quoted Prices in Active Markets for Identical Assets	Significant Other Observable Inputs	Significant Unobservable Inputs
Description	2018	Level 1	Level 2	Level 3
Assets:				
Loans held for sale	$2,296	$ —	$ 2,296	$ —
Impaired loans, net of valuation allowance	554	—	—	554
Other real estate owned, net	1,124	—	—	1,124

	Fair Value Measurements at December 31, 2017 Using			
	Balance at December 31,	Quoted Prices in Active Markets for Identical Assets	Significant Other Observable Inputs	Significant Unobservable Inputs
Description	2017	Level 1	Level 2	Level 3
Assets:				
Loans held for sale	$1,639	$ —	$ 1,639	$ —
Impaired loans, net of valuation allowance	1,391	—	—	1,391
Other real estate owned, net	1,225	—	—	1,225

The following tables summarize the Company's quantitative information about Level 3 fair value measurements at the dates indicated:

Quantitative Information About Level 3 Fair Value Measurements at June 30, 2018

Assets	Valuation Technique	Unobservable Input	Rate
Impaired loans	Discounted appraised value	Selling cost	8.00%
	Discounted cash flow analysis	Market rate for borrower (discount rate)	3.25% - 9.80%

Other real estate owned, net	Discounted appraised value	Selling cost	8.00%

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Quantitative Information About Level 3 Fair Value Measurements at December 31, 2017

Assets	Valuation Technique	Unobservable Input	Rate
Impaired loans	Discounted appraised value	Selling cost	8.00%
	Discounted cash flow analysis	Market rate for borrower (discount rate)	3.25% - 9.80%
Other real estate owned, net	Discounted appraised value	Selling cost	8.00%

ASC 825, "Financial Instruments," requires disclosure about fair value of financial instruments for interim periods and excludes certain financial instruments and all non-financial instruments from its disclosure requirements. Accordingly, the aggregate fair value amounts presented may not necessarily represent the underlying fair value of the Company. The carrying values and the exit pricing concept fair values of the Company's financial instruments at June 30, 2018 are as follows (dollars in thousands):

	Fair Value Measurements at June 30, 2018 Using				
		Quoted Prices in Active Markets for Identical Assets	Significant Other Observable Inputs	Significant Unobservable Inputs	Fair Value
	Carrying Value	Level 1	Level 2	Level 3	Balance
Financial Assets:					
Cash and cash equivalents	$33,342	$33,342	$—	$ —	$33,342
Equity securities	2,177		2,177		2,177
Securities available for sale	341,247	—	341,247	—	341,247
Restricted stock	5,463	—	5,463	—	5,463
Loans held for sale	2,296	—	2,296	—	2,296
Loans, net of allowance	1,325,871	—	—	1,325,283	1,325,283
Bank owned life insurance	18,674	—	18,674	—	18,674
Accrued interest receivable	5,293	—	5,293	—	5,293
Financial Liabilities:					
Deposits	$1,560,746	$—	$1,566,931	$ —	$1,566,931
Repurchase agreements	6,776	—	6,776	—	6,776
Other short-term borrowings	5,500	—	5,500	—	5,500
Junior subordinated debt	27,876	—	—	22,554	22,554
Accrued interest payable	672	—	672	—	672
Derivative - cash flow hedges	237	—	237	—	237

The carrying values and estimated fair values of the Company's financial instruments at December 31, 2017 are as follows (dollars in thousands):

		Fair Value Measurements at December 31, 2017 Using			
		Quoted Prices in Active Markets for Identical Assets	Significant Other Observable Inputs	Significant Unobservable Inputs	Fair Value
	Carrying Value	Level 1	Level 2	Level 3	Balance
Financial Assets:					
Cash and cash equivalents	$52,477	$52,477	$—	$ —	$52,477
Securities available for sale	321,337	—	321,337	—	321,337
Restricted stock	6,110	—	6,110	—	6,110
Loans held for sale	1,639	—	1,639	—	1,639
Loans, net of allowance	1,322,522	—	—	1,317,737	1,317,737
Bank owned life insurance	18,460	—	18,460	—	18,460
Accrued interest receivable	5,231	—	5,231	—	5,231
Financial Liabilities:					
Deposits	$1,534,726	$—	$1,527,956	$ —	$1,527,956
Repurchase agreements	10,726	—	10,726	—	10,726
Other short-term borrowings	24,000	—	24,000	—	24,000
Junior subordinated debt	27,826	—	—	28,358	28,358
Accrued interest payable	674	—	674	—	674

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

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

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

Restricted stock. The carrying value of restricted stock approximates fair value based on the redemption provisions of the respective entity.

Loans held for sale. The carrying amount is at fair value. Fair value is based on the price secondary markets are currently offering for similar loans using observable market data which is not materially different than cost due to the short duration between origination and sale

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

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

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

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

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

Other short-term borrowings. The carrying amount is a reasonable estimate of fair value.

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Long-term borrowings. The fair values of long-term borrowings are estimated using discounted cash flow analysis based on the interest rates for similar types of borrowing arrangements.
Junior subordinated debt. Fair value is calculated by discounting the future cash flows using the estimated current interest rates at which similar securities would be issued.
Accrued interest payable. The carrying amount is a reasonable estimate of fair value.
Derivative - cash flow hedges. Fair values are based on observable market data.
Off-balance sheet instruments. The fair value of letters of credit is based on fees currently charged for similar agreements or on the estimated cost to terminate them or otherwise settle the obligations with the counterparties at the reporting date. At June 30, 2018 and December 31, 2017, the fair value of off-balance sheet instruments was deemed immaterial, and therefore was not included in the previous table.
The Company assumes interest rate risk (the risk that interest rates will change) in its normal operations. As a result, the fair values of the Company's financial instruments will change when interest rates change and that change may be either favorable or unfavorable to the Company.
Note 14 – Segment and Related Information
The Company has two reportable segments, community banking and trust and investment services.
Community banking involves making loans to and generating deposits from individuals and businesses. All assets and liabilities of the Company are allocated to community banking. Investment income from securities is also allocated to the community banking segment. Loan fee income, service charges from deposit accounts, and non-deposit fees such as automated teller machine fees and insurance commissions generate additional income for the community banking segment.
Trust and investment services include estate planning, trust account administration, investment management, and retail brokerage. Investment management services include purchasing equity, fixed income, and mutual fund investments for customer accounts. The trust and investment services segment receives fees for investment and administrative services.
Amounts shown in the "Other" column includes activities of the Company which are primarily debt service on trust preferred securities and corporate items.
Segment information as of and for the three and six months ended June 30, 2018 and 2017 (unaudited), is shown in the following tables (dollars in thousands):

	Three Months Ended June 30, 2018				
	Community Banking	Trust and Investment Services	Other	Intersegment Eliminations	Total
Interest income	$16,900	$ —	$ 92	$ —	$ 16,992
Interest expense	1,874	—	330	—	2,204
Noninterest income	2,111	1,155	297	—	3,563
Income (loss) before income taxes	7,071	567	(259)	—	7,379
Net income (loss)	5,725	459	(204)	—	5,980
Depreciation and amortization	541	3	—	—	544
Total assets	1,814,730	—	241,617	(231,816)	1,824,531
Goodwill	43,872	—	—	—	43,872
Capital expenditures	587	—	—	—	587

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	Three Months Ended June 30, 2017				
	Community Banking	Trust and Investment Services	Other	Intersegment Eliminations	Total
Interest income	$ 15,518	$ —	$ 85	$ —	$ 15,603
Interest expense	1,447	—	244	—	1,691
Noninterest income	2,242	1,100	6	—	3,348
Income (loss) before income taxes	6,129	518	(448)	—	6,199
Net income (loss)	4,217	358	(296)	—	4,279
Depreciation and amortization	669	3	—	—	672
Total assets	1,755,185	—	234,913	(225,625)	1,764,473
Goodwill	43,872	—	—	—	43,872
Capital expenditures	1,071	5	—	—	1,076

	Six Months Ended June 30, 2018				
	Community Banking	Trust and Investment Services	Other	Intersegment Eliminations	Total
Interest income	$ 33,480	$ —	$ 180	$ —	$ 33,660
Interest expense	3,709	—	620	—	4,329
Noninterest income	4,174	2,306	416	—	6,896
Income (loss) before income taxes	14,097	1,020	(520)	—	14,597
Net income (loss)	11,378	824	(410)	—	11,792
Depreciation and amortization	1,081	6	—	—	1,087
Total assets	1,814,730	—	241,617	(231,816)	1,824,531
Goodwill	43,872	—	—	—	43,872
Capital expenditures	932	—	—	—	932

	Six Months Ended June 30, 2017				
	Community Banking	Trust and Investment Services	Other	Intersegment Eliminations	Total
Interest income	$ 30,114	$ —	$ 170	$ —	$ 30,284
Interest expense	2,755	—	483	—	3,238
Noninterest income	4,403	2,204	12	—	6,619
Income (loss) before income taxes	11,586	1,059	(782)	—	11,863
Net income (loss)	8,113	746	(517)	—	8,342
Depreciation and amortization	1,275	6	—	—	1,281
Total assets	1,755,185	—	234,913	(225,625)	1,764,473
Goodwill	43,872	—	—	—	43,872
Capital expenditures	1,728	11	—	—	1,739

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Note 15 – Supplemental Cash Flow Information

	Six Months Ended June 30, 2018	2017
Supplemental Schedule of Cash and Cash Equivalents:		
Cash and due from banks	$24,042	$23,765
Interest-bearing deposits in other banks	9,300	62,164
Cash and Cash Equivalents	$33,342	$85,929
Supplemental Disclosure of Cash Flow Information:		
Cash paid for:		
Interest on deposits and borrowed funds	$4,332	$3,250
Income taxes	2,548	3,707
Noncash investing and financing activities:		
Transfer of loans to other real estate owned	532	513
Unrealized (losses) gains on securities available for sale	(5,188)	1,300
Unrealized losses on cash flow hedges	(237)	—

Note 16 – Accumulated Other Comprehensive Income (Loss)

Changes in each component of accumulated other comprehensive income (loss) ("AOCI") for the three and six months ended June 30, 2018 and 2017 (unaudited) were as follows (dollars in thousands):

For the Three Months Ended	Net Unrealized Gains (Losses) on Securities	Unrealized Losses on Cash Flow Hedges	Adjustments Related to Pension Benefits	Accumulated Other Comprehensive Income (Loss)
Balance at March 31, 2017	$ 339	$ —	$ (1,724)	$ (1,385)
Net unrealized gains on securities available for sale, net of tax, $307	572	—	—	572
Reclassification adjustment for realized gains on securities, net of tax, $(116)	(215)	—	—	(215)
Balance at June 30, 2017	$ 696	$ —	$ (1,724)	$ (1,028)
Balance at March 31, 2018	$ (4,325)	$ —	$ (2,280)	$ (6,605)
Net unrealized losses on securities available for sale, net of tax, $(325)	(1,121)	—	—	(1,121)
Unrealized losses on cash flow hedges, net of tax, $(53)	—	(184)	—	(184)
Balance at June 30, 2018	$ (5,446)	$ (184)	$ (2,280)	$ (7,910)

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For the Six Months Ended	Net Unrealized Gains (Losses) on Securities	Unrealized Losses on Cash Flow Hedges	Adjustments Related to Pension Benefits	Accumulated Other Comprehensive Income (Loss)
Balance at December 31, 2016	$ (150)	$ —	$ (1,724)	$ (1,874)
Net unrealized gains on securities available for sale, net of tax, $661	1,229	—	—	1,229
Reclassification adjustment for realized gains on securities, net of tax, $(207)	(383)	—	—	(383)
Balance at June 30, 2017	$ 696	$ —	$ (1,724)	$ (1,028)
Balance at December 31, 2017	$ (796)	$ —	$ (2,280)	$ (3,076)
Net unrealized losses on securities available for sale, net of tax, $(1,186)	(3,994)	—	—	(3,994)
Reclassification adjustment for gains on sales of securities, net of tax, $(2)	(6)	—	—	(6)
Reclassification for ASU 2016-01 adoption	(650)	—	—	(650)
Unrealized losses on cash flow hedges, net of tax, $(53)	—	(184)	—	(184)
Balance at June 30, 2018	$ (5,446)	$ (184)	$ (2,280)	$ (7,910)

Reclassifications Out of Accumulated Other Comprehensive Income
For the three and six months ended June 30, 2018 and 2017
(dollars in thousands)

For the Three Months Ended June 30, 2018	Amount Reclassified from AOCI	Affected Line Item in the Statement of Where Net Income is Presented
Details about AOCI Components		
Available for sale securities:		
Realized gain on sale of securities	$ —	Securities gains, net
	—	Income taxes
Total reclassifications	$ —	Net of tax

For the Three Months Ended June 30, 2017	Amount Reclassified from AOCI	Affected Line Item in the Statement of Where Net Income is Presented
Details about AOCI Components		
Available for sale securities:		
Realized gain on sale of securities	$ 331	Securities gains, net
	(116)	Income taxes
Total reclassifications	$ 215	Net of tax

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For the Six Months Ended June 30, 2018	Amount Reclassified from AOCI		Affected Line Item in the Statement of Where Net Income is Presented
Details about AOCI Components			
Available for sale securities:			
Realized gain on sale of securities	$ 8		Securities gains, net
	(2	)	Income taxes
	6		Net of tax
Reclassification for ASU 2016-01 adoption	650		*
Total reclassifications	$ 656		

* Reclassification from AOCI to retained earnings for unrealized holding gains on equity securities due to adoption of ASU 2016-01.

For the Six Months Ended June 30, 2017	Amount Reclassified from AOCI		Affected Line Item in the Statement of Where Net Income is Presented
Details about AOCI Components			
Available for sale securities:			
Realized gain on sale of securities	$ 590		Securities gains, net
	(207	)	Income taxes
Total reclassifications	$ 383		Net of tax

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

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

Forward-Looking Statements

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

A variety of factors, some of which are discussed in more detail in Item 1A – Risk Factors of the Company's Annual Report on Form 10-K for the year ended December 31, 2017, may affect the operations, performance, business strategy, and results of the Company. Those factors include, but are not limited to, the following:

- financial market volatility, including the level of interest rates, could affect the values of financial instruments and the amount of net interest income earned;
- general economic or business conditions, either nationally or in the market areas in which the Company does business, may be less favorable than expected, resulting in deteriorating credit quality, reduced demand for credit, or a weakened ability to generate deposits;
- competition among financial institutions may increase, and competitors may have greater financial resources and develop products and technology that enable those competitors to compete more successfully than the Company;
- businesses that the Company is engaged in may be adversely affected by legislative or regulatory changes, including changes in accounting standards and tax laws;
- the ability to retain key personnel;
- the failure of assumptions underlying the allowance for loan losses; and
- risks associated with mergers and acquisitions and other expansion activities.

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Reclassification
In certain circumstances, reclassifications have been made to prior period information to conform to the 2018 presentation. There were no material reclassifications.
CRITICAL ACCOUNTING POLICIES
The accounting and reporting policies followed by the Company conform with U.S. generally accepted accounting principles ("GAAP") and they conform to general practices within the banking industry. The Company's critical accounting policies, which are summarized below, relate to (1) the allowance for loan losses, (2) mergers and acquisitions, (3) acquired loans with specific credit-related deterioration (4) goodwill and intangible assets, (5) other real estate owned, (6) deferred tax assets and liabilities, (7) other-than-temporary impairment of securities and (8) the unfunded pension liability. A summary of the Company's significant accounting policies is set forth in Note 1 to the Consolidated Financial Statements contained in the Form 10-K for the year ended December 31, 2017.
The financial information contained within the Company's financial statements is, to a significant extent, financial information that is based on measures of the financial effects of transactions and events that have already occurred. A variety of factors could affect the ultimate value that is obtained when earning income, recognizing an expense, recovering an asset, or relieving a liability. In addition, GAAP itself may change from one previously acceptable method to another method.
Allowance for Loan Losses
The purpose of the allowance for loan losses ("ALLL") is to provide for probable losses inherent in the loan portfolio. The allowance is increased by the provision for loan losses and by recoveries of previously charged-off loans. Loan charge-offs decrease the allowance.
The goal of the Company is to maintain an appropriate, systematic, and consistently applied process to determine the amounts of the ALLL and the provision for loan loss expense.
The Company uses certain practices to manage its credit risk. These practices include (1) appropriate lending limits for loan officers, (2) a loan approval process, (3) careful underwriting of loan requests, including analysis of borrowers, cash flows, collateral, and market risks, (4) regular monitoring of the portfolio, including diversification by type and geography, (5) review of loans by the Loan Review department, which operates independently of loan production, (6) regular meetings of the Credit Committee to discuss portfolio and policy changes and make decisions on large or unusual loan requests, and (7) regular meetings of the Asset Quality Committee which reviews the status of individual loans.
Risk grades are assigned as part of the loan origination process. From time to time, risk grades may be modified as warranted by the facts and circumstances surrounding the credit.
Calculation and analysis of the ALLL is prepared quarterly by the Finance Department. The Company's Credit Committee, Risk and Compliance Committee, Audit Committee, and the Board of Directors review the allowance for adequacy.
The Company's ALLL has two basic components: the formula allowance and the specific allowance. Each of these components is determined based upon estimates and judgments.
The formula allowance uses historical loss experience as an indicator of future losses, along with various qualitative factors, including levels and trends in delinquencies, nonaccrual loans, charge-offs and recoveries, trends in volume and terms of loans, effects of changes in underwriting standards, experience of lending staff, economic conditions, portfolio concentrations, regulatory, legal, competition, quality of loan review system, and value of underlying collateral. In the formula allowance for commercial and commercial real estate loans, the historical loss rate is combined with the qualitative factors, resulting in an adjusted loss factor for each risk-grade category of loans. The period-end balances for each loan risk-grade category are multiplied by the adjusted loss factor. Allowance calculations for residential real estate and consumer loans are calculated based on historical losses for each product category without regard to risk grade. This loss rate is combined with qualitative factors resulting in an adjusted loss factor for each product category.
The specific allowance uses various techniques to arrive at an estimate of loss for specifically identified impaired loans. These include:
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The present value of expected future cash flows discounted at the loan's effective interest rate. The effective interest rate on a loan is the rate of return implicit in the loan (that is, the contractual interest rate adjusted for any net deferred loan fees or costs and any premium or discount existing at the origination or acquisition of the loan);

- The loan's observable market price, or

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- The fair value of the collateral, net of estimated costs to dispose, if the loan is collateral dependent.

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

The relationships and ratios used in calculating the allowance, including the qualitative factors, may change from period to period as facts and circumstances evolve. Furthermore, management cannot provide assurance that in any particular period the Bank will not have sizable credit losses in relation to the amount reserved. Management may find it necessary to significantly adjust the allowance, considering current factors at the time.

Mergers and Acquisitions

Business combinations are accounted for under the Financial Accounting Standards Board (the "FASB") Accounting Standards Codification ("ASC") 805, Business Combinations, using the acquisition method of accounting. The acquisition method of accounting requires an acquirer to recognize the assets acquired and the liabilities assumed at the acquisition date measured at their fair values as of that date. To determine the fair values, the Company will rely on third party valuations, such as appraisals, or internal valuations based on discounted cash flow analysis or other valuation techniques. Under the acquisition method of accounting, the Company will identify the acquirer and the closing date and apply applicable recognition principles and conditions.

Acquisition-related costs are costs the Company incurs to effect a business combination. Those costs include advisory, legal, accounting, valuation, and other professional or consulting fees. Some other examples of costs to the Company include systems conversions, integration planning consultants and advertising costs. The Company will account for acquisition-related costs as expenses in the periods in which the costs are incurred and the services are received, with one exception. The costs to issue debt or equity securities will be recognized in accordance with other applicable GAAP. These acquisition-related costs have been and will be included within the consolidated statements of income classified within the noninterest expense caption.

Acquired Loans with Specific Credit-Related Deterioration

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

Goodwill and Intangible Assets

The Company performs its annual analysis as of June 30 each fiscal year. Accounting guidance permits preliminary assessment of qualitative factors to determine whether more substantial impairment testing is required. The Company chose to bypass the preliminary assessment and utilized a two-step process for impairment testing of goodwill. The first step tests for impairment, while the second step, if necessary, measures the impairment. No indicators of impairment were identified during the six months ended June 30, 2018 or 2017.

Other Real Estate Owned

Assets acquired through, or in lieu of, loan foreclosure are held for sale and are initially recorded at fair value less costs to sell at the date of foreclosure. Subsequent to foreclosure, management periodically performs valuations of the foreclosed assets based on updated appraisals, general market conditions, recent sales of similar properties, length of time the properties have been held, and our ability and intention with regard to continued ownership of the properties. The Company may incur additional write-downs of foreclosed assets to fair value less costs to sell if valuations indicate a further deterioration in market conditions.

Deferred Tax Assets and Liabilities

The realization of deferred income tax assets is assessed and a valuation allowance is recorded if it is "more likely than not" that all or a portion of the deferred tax asset will not be realized. "More likely than not" is defined as greater than a 50%

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chance. Management considers all available evidence, both positive and negative, to determine whether, based on the weight of that evidence, a valuation allowance is needed.

Other-than-temporary Impairment of Securities

Impairment of securities occurs when the fair value of a security is less than its amortized cost. For debt securities, impairment is considered other-than-temporary and recognized in its entirety in net income if either (1) the Company intends to sell the security or (2) it is more-likely-than-not that the Company will be required to sell the security before recovery of its amortized cost basis. If, however, the Company does not intend to sell the security and it is not more-likely-than-not that it will be required to sell the security before recovery, the Company must determine what portion of the impairment is attributable to a credit loss, which occurs when the amortized cost basis of the security exceeds the present value of the cash flows expected to be collected from the security. If there is no credit loss, there is no other-than-temporary impairment. If there is a credit loss, other-than-temporary impairment exists, and the credit loss must be recognized in net income and the remaining portion of impairment must be recognized in other comprehensive income.

Unfunded Pension Liability

The Company previously maintained a non-contributory, defined benefit pension plan for eligible full-time employees as specified by the plan. The Company froze its pension plan to new participants and converted its pension plan to a cash balance plan effective December 31, 2009. Plan assets, which consist primarily of mutual funds invested in marketable equity securities and corporate and government fixed income securities, are valued using market quotations. The Company's actuary determines plan obligations and annual pension expense using a number of key assumptions. Key assumptions may include the discount rate, the interest crediting rate, the estimated future return on plan assets and the anticipated rate of future salary increases. Changes in these assumptions in the future, if any, or in the method under which benefits are calculated may impact pension assets, liabilities or expense.

Derivative Financial Instruments

The Company uses derivatives primarily to manage risk associated with changing interest rates. The Company's derivative financial instruments consist of interest rate swaps that qualify as cash flow hedges of the Company's trust preferred notes. The Company recognizes derivative financial instruments at fair value as either an other asset or other liability in the consolidated balance sheets. The effective portion of the gain or loss on the Company's cash flow hedges is reported as a component of other comprehensive income, net of deferred income taxes, and is reclassified into earnings in the same period or periods during which the hedged transactions affect earnings.

Non-GAAP Presentations

Non-GAAP presentations are provided because the Company believes these may be valuable to investors. These include (1) the analysis of net interest income presented on a taxable equivalent basis to facilitate performance comparisons among various taxable and tax-exempt assets and (2) the calculation of the efficiency ratio.

Internet Access to Corporate Documents

The Company provides access to its Securities and Exchange Commission ("SEC") filings through a link on the Investor Relations page of the Company's web site at www.amnb.com. Reports available include annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and all amendments to those reports as soon as reasonably practicable after the reports are filed electronically with the SEC. The information on the Company's website is not incorporated into this report or any other filing the Company makes with the SEC. The SEC maintains an Internet site that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC at www.sec.gov.

RESULTS OF OPERATIONS
Earnings Performance
Three months ended June 30, 2018 and 2017
For the quarter ended June 30, 2018, the Company reported net income of $5,980,000 compared to $4,279,000 for the comparable quarter in 2017. The $1,701,000 or 39.8% increase was driven primarily by higher net interest income, resulting mostly from higher yields on the loan portfolio and greater loans volume. Also positively impacting income was the recent reduction in the corporate income tax rate, to 21% from 35% and a lower loan loss provision. The Company's tax expense for the quarter was $521,000 or 27.1% less than the comparable quarter of 2017. The Company had a small negative provision in the 2018 quarter compared to a $350,000 expense in the 2017 quarter.
SUMMARY INCOME STATEMENT
(Dollars in thousands)

Three Months Ended June 30,	2018	2017	$ Change	% Change
Interest income	$16,992	$15,603	$1,389	8.9 %
Interest expense	(2,204)	(1,691)	(513)	30.3
Net interest income	14,788	13,912	876	6.3
Provision for loan losses	30	(350)	380	(108.6)
Noninterest income	3,563	3,348	215	6.4
Noninterest expense	(11,002)	(10,711)	(291)	2.7
Income tax expense	(1,399)	(1,920)	521	(27.1)
Net income	$5,980	$4,279	$1,701	39.8

Six Months Ended June 30, 2018 and 2017
For the six month period ended June 30, 2018, the Company reported net income of $11,792,000 compared to $8,342,000 for the comparable period in 2017. The $3,450,000 or 41.36% increase was driven by the same factors discussed above for the quarter.
SUMMARY INCOME STATEMENT
(Dollars in thousands)

Six Months Ended June 30,	2018	2017	$ Change	% Change
Interest income	$33,660	$30,284	$3,376	11.1 %
Interest expense	(4,329)	(3,238)	(1,091)	33.7
Net interest income	29,331	27,046	2,285	8.4
Provision for loan losses	74	(650)	724	(111.4)
Noninterest income	6,896	6,619	277	4.2
Noninterest expense	(21,704)	(21,152)	(552)	2.6
Income tax expense	(2,805)	(3,521)	716	(20.3)
Net income	$11,792	$8,342	$3,450	41.4

Net Interest Income
Net interest income is the difference between interest income on earning assets, primarily loans and securities, and interest expense on interest bearing liabilities, primarily deposits and other funding sources. Fluctuations in interest rates as well as volume and mix changes in earning assets and interest bearing liabilities can materially impact net interest income. The following discussion of net interest income is presented on a taxable equivalent basis to facilitate performance comparisons among various taxable and tax-exempt assets, such as certain state and municipal securities. A tax rate of 21% was used in adjusting interest on tax-exempt assets to a fully taxable equivalent basis in 2018, and a tax rate of 35% was used in 2017. Net interest income divided by average earning assets is referred to as

the net interest margin. The net interest spread represents the difference between the weighted rate earned on average earning assets and the weighted rate paid on average interest-bearing liabilities.

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Three months ended June 30, 2018 and 2017

Net interest income on a taxable equivalent basis increased $693,000 or 4.9%, for the second quarter of 2018 compared to the same quarter of 2017. The increase was driven by higher yields and higher loan volume.

For the second quarter of 2018, the Company's yield on interest-earning assets was 4.02%, compared to 3.96% for the second quarter of 2017. The cost of interest-bearing liabilities was 0.75% compared to 0.60%, primarily related to a 14 basis point (0.14%) increase in the cost of deposits. The interest rate spread was 3.27% compared to 3.36%. The net interest margin, on a fully taxable equivalent basis, was 3.50% compared to 3.54%, a decrease of four basis points (0.04%). The decrease in net interest margin related mostly to increases in the cost of deposits.

The following presentation is an analysis of net interest income and related yields and rates, on a taxable equivalent basis, for the three months ended June 30, 2018 and 2017. Nonaccrual loans are included in average balances. Interest income on nonaccrual loans, if recognized, is recorded on a cash basis or when the loan returns to accrual status.

Net Interest Income Analysis (dollars in thousands)
Three Months Ended June 30,

	Average Balance		Income/Expense		Yield/Rate	
	2018	2017	2018	2017	2018	2017
Loans:						
Commercial	$267,996	$229,690	$2,652	$2,241	3.97%	3.91%
Real estate	1,052,105	1,026,010	12,087	11,502	4.60	4.48
Consumer	4,327	5,072	77	89	7.14	7.04
Total loans	1,324,428	1,260,772	14,816	13,832	4.48	4.39
Securities:						
Federal agencies and GSEs	127,033	96,339	707	454	2.23	1.89
Mortgage-backed and CMOs	108,789	80,003	609	412	2.24	2.06
State and municipal	91,636	104,115	653	938	2.85	3.60
Other securities	15,028	15,406	176	179	4.68	4.65
Total securities	342,486	295,863	2,145	1,983	2.51	2.68
Deposits in other banks	40,309	53,497	185	125	1.84	0.94
Total interest-earning assets	1,707,223	1,610,132	17,146	15,940	4.02	3.96
Non-earning assets	118,637	126,554				
Total assets	$1,825,860	$1,736,686				
Deposits:						
Demand	$246,493	$219,743	13	11	0.02	0.02
Money market	395,135	322,737	802	342	0.81	0.43
Savings	132,190	125,134	10	9	0.03	0.03
Time	371,883	380,214	1,048	990	1.13	1.04
Total deposits	1,145,701	1,047,828	1,873	1,352	0.66	0.52
Customer repurchase agreements	11,347	49,239	1	14	0.04	0.11
Other short-term borrowings	247	—	1	—	1.62	—
Long-term borrowings	27,861	37,748	329	325	4.72	3.44
Total interest-bearing liabilities	1,185,156	1,134,815	2,204	1,691	0.75	0.60
Noninterest bearing demand deposits	419,620	386,024				
Other liabilities	8,828	9,073				
Shareholders' equity	212,256	206,774				
Total liabilities and shareholders' equity	$1,825,860	$1,736,686				
Interest rate spread					3.27%	3.36%

Net interest margin	3.50%	3.54%
Net interest income (taxable equivalent basis)	14,942	14,249
Less: Taxable equivalent adjustment (1)	154	337
Net interest income	$14,788	$13,912

(1) - Calculated using 21% and 35% statutory tax rate in 2018 and 2017, respectively, due to tax rate change.

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

	Three Months Ended June 30, 2018 vs. 2017		
		Change Attributable to	
Interest income	Increase (Decrease)	Rate	Volume
Loans:			
Commercial	$411	$32	$ 379
Real estate	585	289	296
Consumer	(12)	1	(13)
Total loans	984	322	662
Securities:			
Federal agencies and GSEs	253	92	161
Mortgage-backed and CMOs	197	38	159
State and municipal	(285)	(181)	(104)
Other securities	(3)	1	(4)
Total securities	162	(50)	212
Deposits in other banks	60	97	(37)
Total interest income	1,206	369	837
Interest expense			
Deposits:			
Demand	2	1	1
Money market	460	369	91
Savings	1	—	1
Time	58	80	(22)
Total deposits	521	450	71
Customer repurchase agreements	(13)	(6)	(7)
Other short-term borrowings	1	1	—
Long-term borrowings	4	102	(98)
Total interest expense	513	547	(34)
Net interest income (taxable equivalent basis)	$693	$(178)	$ 871

Six months ended June 30, 2018 and 2017
Net interest income on a taxable equivalent basis increased $1,867,000 or 6.7%, for the six months ended June 30, 2018 compared to the same period of 2017. The increase was driven by higher yields and higher loan volume.
For the first six months of 2018, the Company's yield on interest-earning assets was 3.99%, compared to 3.90% for the same period of 2017. The cost of interest-bearing liabilities was 0.73% compared to 0.58%, primarily related to a 15 basis point (0.15%) increase in the cost of deposits. The interest rate spread was 3.26% compared to 3.32%. The net interest margin, on a fully taxable equivalent basis, was 3.48% compared to 3.49%, a decrease of one basis point (0.01%). The decrease in net interest margin related mostly to increases in the cost of deposits.

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The following presentation is an analysis of net interest income and related yields and rates, on a taxable equivalent basis, for the six months ended June 30, 2018 and 2017. Nonaccrual loans are included in average balances. Interest income on nonaccrual loans, if recognized, is recorded on a cash basis or when the loan returns to accrual status.

Net Interest Income Analysis (dollars in thousands)
Six Months Ended June 30,

	Average Balance		Income/Expense		Yield/Rate	
	2018	2017	2018	2017	2018	2017
Loans:						
Commercial	$263,300	$224,833	$5,096	$4,294	3.90%	3.85%
Real estate	1,064,605	999,484	24,277	22,126	4.56	4.43
Consumer	4,313	5,230	153	181	7.15	6.98
Total loans	1,332,218	1,229,547	29,526	26,601	4.44	4.33
Securities:						
Federal agencies and GSEs	115,182	96,651	1,224	896	2.13	1.85
Mortgage-backed and CMOs	108,808	79,033	1,208	825	2.22	2.09
State and municipal	89,000	117,681	1,287	2,090	2.89	3.55
Other securities	15,153	16,781	351	365	4.63	4.35
Total securities	328,143	310,146	4,070	4,176	2.48	2.69
Deposits in other banks	42,926	52,702	373	234	1.75	0.90
Total interest-earning assets	1,703,287	1,592,395	33,969	31,011	3.99	3.90
Non-earning assets	118,878	125,915				
Total assets	$1,822,165	$1,718,310				
Deposits:						
Demand	$239,477	$217,847	24	21	0.02	0.02
Money market	402,612	314,235	1,585	583	0.79	0.37
Savings	131,453	124,694	20	19	0.03	0.03
Time	377,838	377,766	2,069	1,929	1.10	1.03
Total deposits	1,151,380	1,034,542	3,698	2,552	0.65	0.50
Customer repurchase agreements	11,795	47,184	2	15	0.03	0.06
Other short-term borrowings	1,210	5,884	10	27	1.65	0.92
Long-term borrowings	27,848	37,733	619	644	4.45	3.41
Total interest-bearing liabilities	1,192,233	1,125,343	4,329	3,238	0.73	0.58
Noninterest bearing demand deposits	409,878	378,558				
Other liabilities	9,202	9,283				
Shareholders' equity	210,852	205,126				
Total liabilities and shareholders' equity	$1,822,165	$1,718,310				
Interest rate spread					3.26%	3.32%

Net interest margin			3.48%	3.49%
Net interest income (taxable equivalent basis)	29,640	27,773		
Less: Taxable equivalent adjustment	309	727		
Net interest income	$29,331	$27,046		

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

	Six Months Ended June 30, 2018 vs. 2017		
		Change Attributable to	
Interest income	Increase (Decrease)	Rate	Volume
Loans:			
Commercial	$802	$58	$744
Real estate	2,151	680	1,471
Consumer	(28)	4	(32)
Total loans	2,925	742	2,183
Securities:			
Federal agencies and GSEs	328	142	186
Mortgage-backed and CMOs	383	55	328
State and municipal	(803)	(347)	(456)
Other securities	(14)	23	(37)
Total securities	(106)	(127)	21
Deposits in other banks	139	189	(50)
Total interest income	2,958	804	2,154
Interest expense			
Deposits:			
Demand	3	1	2
Money market	1,002	801	201
Savings	1	—	1
Time	140	140	—
Total deposits	1,146	942	204
Customer repurchase agreements	(13)	(5)	(8)
Other short-term borrowings	(17)	13	(30)
Long-term borrowings	(25)	167	(192)
Total interest expense	1,091	1,117	(26)
Net interest income (taxable equivalent basis)	$1,867	$(313)	$2,180

Noninterest Income, three months ended June 30, 2018 and 2017

For the quarter ended June 30, 2018, noninterest income increased $215,000 or 6.4% compared to the comparable 2017 quarter. Details of individual accounts are shown in the table below.

	Three Months Ended June 30, (Dollars in thousands)			
	2018	2017	$ Change	% Change
Noninterest income:				
Trust fees	$945	$908	$ 37	4.1 %
Service charges on deposit accounts	592	607	(15)	(2.5)
Other fees and commissions	679	627	52	8.3
Mortgage banking income	491	462	29	6.3
Securities gains, net	289	331	(42)	(12.7)
Brokerage fees	209	192	17	8.9
Income from SBICs	171	6	165	2,750.0
Other	187	215	(28)	(13.0)
Total noninterest income	$3,563	$3,348	$ 215	6.4

Trust fees increased $37,000 and brokerage fees increased $17,000 in the second quarter of 2018 compared to the same quarter last year. Mortgage banking income increased $29,000 in the 2018 quarter compared to the 2017 quarter. Other fees and commissions were positively impacted by higher levels of debit card transaction volume. Net securities gains decreased $42,000 in the 2018 quarter compared to the same quarter in 2017. Gains in the 2018 quarter were almost entirely related to unrealized changes in the fair value of equity securities held by the Company, recorded in conformity with new accounting requirements. Income from Small Business Investment Companies ("SBICs") reflected a $165,000 increase compared to the 2017 quarter; this category of income is highly unpredictable.

Noninterest Income, six months ended June 30, 2018 and 2017

For the six months ended June 30, 2018, noninterest income increased $277,000 or 4.2% compared to the comparable 2017 period. Details of individual accounts are shown in the table below.

	Six Months Ended June 30, (Dollars in thousands)			
	2018	2017	$ Change	% Change
Noninterest income:				
Trust fees	$1,874	$1,820	$ 54	3.0 %
Service charges on deposit accounts	1,204	1,196	8	0.7
Other fees and commissions	1,321	1,234	87	7.1
Mortgage banking income	941	991	(50)	(5.0)
Securities gains, net	410	590	(180)	(30.5)
Brokerage fees	431	384	47	12.2
Income from SBICs	326	32	294	918.8
Other	389	372	17	4.6
Total noninterest income	$6,896	$6,619	$ 277	4.2

Trust fees increased $54,000 and brokerage fees increased $47,000 in the second quarter of 2018 compared to the same period last year. Mortgage banking income decreased $50,000 in the 2018 period compared to the 2017 period. Other fees and commissions were positively impacted by higher levels of debit card transaction volume. Net securities gains decreased $180,000 in the 2018 period compared to the same period in 2017. Gains in the 2018 period were almost entirely related to unrealized changes in the fair value of equity securities held by the Company, recorded in conformity with new accounting requirements. Income from SBICs reflected a $294,000 increase compared to the 2017 period; this category of income is highly unpredictable.

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Noninterest Expense, three months ended June 30, 2018 and 2017

For the three months ended June 30, 2018, noninterest expense increased $291,000 or 2.7%. Details of individual accounts are shown in the table below.

	Three Months Ended June 30, (Dollars in thousands)			
	2018	2017	$ Change	% Change
Noninterest Expense				
Salaries	$5,095	$4,733	$ 362	7.6 %
Employee benefits	1,111	1,061	50	4.7
Occupancy and equipment	1,100	1,148	(48)	(4.2)
FDIC assessment	132	134	(2)	(1.5)
Bank franchise tax	291	263	28	10.6
Core deposit intangible amortization	77	203	(126)	(62.1)
Data processing	467	502	(35)	(7.0)
Software	354	271	83	30.6
Other real estate owned, net	25	68	(43)	(63.2)
Other	2,350	2,328	22	0.9
Total noninterest expense	$11,002	$10,711	$ 291	2.7

Salaries expense increased $362,000 in the 2018 quarter as compared to the 2017 quarter primarily as a result of normal annual salary adjustments. Core deposit intangible amortization decreased $126,000 in the 2018 quarter compared to 2017 as the amortization expense relating to the Company's acquisition of MidCarolina Financial Corporation ("MidCarolina") in July 2011 was treated under the accelerated method and will be fully amortized in 2020.

Noninterest Expense, six months ended June 30, 2018 and 2017

For the six months ended June 30, 2018, noninterest expense increased $552,000 or 2.6%. Details of individual accounts are shown in the table below.

	Six months ended June 30, (Dollars in thousands)			
	2018	2017	$ Change	% Change
Noninterest Expense				
Salaries	$10,092	$9,532	$ 560	5.9 %
Employee benefits	2,286	2,181	105	4.8
Occupancy and equipment	2,228	2,216	12	0.5
FDIC assessment	278	263	15	5.7
Bank franchise tax	572	519	53	10.2
Core deposit intangible amortization	154	368	(214)	(58.2)
Data processing	889	989	(100)	(10.1)
Software	659	550	109	19.8
Other real estate owned, net	55	111	(56)	(50.5)
Other	4,491	4,423	68	1.5
Total noninterest expense	$21,704	$21,152	$ 552	2.6

Salaries expense increased $560,000 in the 2018 period as compared to the 2017 period primarily as a result of normal annual salary adjustments. Core deposit intangible amortization decreased $214,000 in the 2018 period compared to 2017 as the amortization expense relating to the Company's acquisition of MidCarolina was treated under the accelerated method and will be fully amortized in 2020.

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Non-GAAP Financial Measures

The efficiency ratio is calculated by dividing noninterest expense excluding gains or losses on the sale of OREO by net interest income including tax equivalent income on nontaxable loans and securities and noninterest income and excluding (1) gains or losses on securities and (2) gains or losses on sale of premises and equipment. The efficiency ratio for the 2018 quarter was 60.38% compared to 61.76% for the 2017 quarter. The Company expects gradual improvement in this ratio in coming quarters. This is a non-GAAP financial measure that the Company believes provides investors with important information regarding operational efficiency. Such information is not prepared in accordance with GAAP and should not be construed as such. Management believes, however, such financial information is meaningful to the reader in understanding operating performance, but cautions that such information not be viewed as a substitute for GAAP. The Company, in referring to its net income, is referring to income under GAAP. The components of the efficiency ratio calculation are summarized in the following table (dollars in thousands):

	Three Months Ended June 30,	
	2018	2017
Efficiency Ratio		
Noninterest expense	$11,002	$10,711
Add loss/subtract gain on sale OREO	(3)	(48)
	$10,999	$10,663
Net interest income	$14,788	$13,912
Tax equivalent adjustment	154	337
Noninterest income	3,563	3,348
Subtract gain on securities	(289)	(331)
	$18,216	$17,266
Efficiency ratio	60.38 %	61.76 %

Net interest margin is calculated by dividing tax equivalent net interest income by total average earning assets. Because a portion of interest income earned by the Company is nontaxable, the tax equivalent net interest income is considered in the calculation of this ratio. Tax equivalent net interest income is calculated by adding the tax benefit realized from interest income that is nontaxable to total interest income then subtracting total interest expense. The tax rate utilized in calculating the tax benefit is 21% for the 2018 quarter and 35% for the 2017 quarter. The reconciliation of tax equivalent net interest income, which is not a measurement under GAAP, to net interest income, is reflected in the table below (in thousands):

	Three Months Ended June 30,	
	2018	2017
Reconciliation of Net Interest Income to Tax-Equivalent Net Interest Income		
Non-GAAP measures:		
Interest income - loans	$ 14,816	$ 13,832
Interest income - investments and other	2,330	2,108
Interest expense - deposits	(1,873)	(1,352)
Interest expense - customer repurchase agreements	(1)	(14)

Interest expense - other short-term borrowings	(1		)	—		
Interest expense - long-term borrowings	(329		)	(325		)
Total net interest income	$	14,942		$	14,249	
Less non-GAAP measures:						
Tax benefit realized on non-taxable interest income - loans	$	(50	)	$	(79	)
Tax benefit realized on non-taxable interest income - municipal securities	(104		)	(258		)
GAAP measures	$	14,788		$	13,912	

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Income Taxes

The effective tax rate for the second quarter of 2018 was 18.96% compared to 30.97% for the second quarter of 2017. The effective tax rate for the six months ended June 30, 2018 and 2017 was 19.22% and 29.68%, respectively. The primary reason for the decrease in the effective rate is the Tax Cuts and Jobs Act that was adopted on December 22, 2017 which lowered the statutory rate from 35% to 21%. The effective tax rate is lower than the statutory rate each year as a result of income that is not taxable for federal income tax purposes in both years and the tax benefit from the exercise of stock options.

Fair Value Impact to Net Income

The following table presents the impact for the three and six month period ended June 30, 2018 of the accretable and amortizable fair value adjustments attributable to the July 2011 acquisition of MidCarolina and the January 2015 acquisition of MainStreet BankShares, Inc. ("MainStreet") on net interest income and pretax income (dollars in thousands):

		June 30, 2018	
	Income Statement Effect	Accretion (Amortization) Three Months Ended	Accretion (Amortization) Six Months Ended
Interest income/(expense):			
Acquired performing loans	Income	$ 112	$ 215
Purchase impaired loans	Income	291	640
Junior subordinated debt	Expense	(26)	(51)
Net interest income		377	804
Noninterest (expense):			
Amortization of core deposit intangible	Expense	(77)	(154)
Change in pretax income		$ 300	$ 650

During the first quarter of 2018, the Company received $231,000 in cash basis accretion income related to the early payoff of several acquired loans, compared to $209,000 for the comparable quarter of 2017.

The following table presents the impact for the three and six month period ended June 30, 2017 of the accretable and amortizable fair value adjustments attributable to the two acquisitions mentioned above on net interest income and pretax income (dollars in thousands):

		June 30, 2017	
	Income Statement Effect	Accretion (Amortization) Three Months Ended	Accretion (Amortization) Six Months Ended
Interest income/(expense):			
Acquired performing loans	Income	$ 247	$ 442
Purchase impaired loans	Income	380	649
FHLB Advances	Expense	(6)	(11)
Junior subordinated debt	Expense	(26)	(51)
Net interest income		595	1,029
Noninterest (expense):			
Amortization of core deposit intangible	Expense	(203)	(368)

Change in pretax income	$ 392	$ 661

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The MidCarolina acquisition was effective July 1, 2011 and the MainStreet acquisition was effective January 1, 2015. Management expects that the acquisition accounting financial impact of these acquisitions will continue to decline in future quarters.

Impact of Inflation and Changing Prices

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

CHANGES IN FINANCIAL POSITION

BALANCE SHEET ANALYSIS

Securities

The securities portfolio generates income, plays a major role in the management of interest rate sensitivity, provides a source of liquidity, and is used to meet collateral requirements. The securities portfolio consists primarily of high credit quality investments, mostly federal agency, mortgage-backed, and state and municipal securities.

The available for sale securities portfolio was $341,247,000 at June 30, 2018, compared to $321,337,000 at December 31, 2017, an increase of $19,910,000 or 6.20%. The increase is net of $2,206,000 of equity securities classified as available for sale prior to the adoption of ASU 2016-01 which were reclassified on January 1, 2018 to fair value on the balance sheet. Also, as a result, the Company reclassified $650,000 of the unrealized holding gains on these equity securities from accumulated other comprehensive loss to retained earnings. Accordingly, the Company recognized $402,000 in unrealized gains on these equity securities for the six months ended June 30, 2018. At June 30, 2018, the available for sale portfolio had an amortized cost of $348,266,000 resulting in a net unrealized loss of $7,019,000. At December 31, 2017, the available for sale portfolio had an amortized cost of $322,345,000, resulting in a net unrealized loss of $1,008,000.

The Company is cognizant of the continuing historically low, but increasing interest rate environment and has elected to maintain a defensive asset liability strategy of purchasing high quality taxable securities of relatively short duration. The Company experienced significant growth rates for earning assets and deposits in calendar year 2017. The magnitude and unpredictable timing of this growth has generated periodic liquidity constraints. Consequently, management elected to selectively reduce portions of its securities portfolio in an effort to mitigate actual and anticipated liquidity challenges. During the six months ended June 30, 2018, the Company sold $22,025,000 in par value bonds and realized a net gain of $8,000. This compares to the six months ended June 30, 2017, when the Company sold $53,930,000 in par value bonds and realized a net gain of $590,000. During the six months ended June 30, 2018, the Company sold $431,000 in equity securities at fair value.

The Company manages its investment portfolio on an aggregate portfolio basis for purposes of monitoring and controlling average life and duration. Accordingly, some individual purchases may fall outside these overall guidelines. The Company will continue to purchase high quality, relatively low optionality bonds to the maximum extent practical and prudent, consistent with its liquidity and asset liability strategies, and regulatory requirements.

Loans

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

Total loans were $1,339,379,000 at June 30, 2018, compared to $1,336,125,000 at December 31, 2017, an increase of $3,254,000 or 0.24%. The minimal increase is the result of several large payoffs of multi-family construction loans that moved into the permanent, non-recourse market in the first quarter of 2018. These payoffs were anticipated by management.

Average loans were $1,324,428,000 for the second quarter of 2018, compared to $1,260,772,000 for the second quarter of 2017, an increase of $63,656,000 or 5.05%.

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Explanation of Responses:

Loans held for sale totaled $2,296,000 at June 30, 2018 and $1,639,000 at December 31, 2017. Loan production volume was $38,861,000 for the six month period ended June 30, 2018 and $39,030,000 for the same period of 2017. These loans were approximately 60% purchase and 40% refinancing.
Management of the loan portfolio is organized around portfolio segments. Each segment is comprised of various loan types that are reflective of operational and regulatory reporting requirements. The following table presents the Company's loan portfolio by segment as of June 30, 2018 and December 31, 2017 (dollars in thousands):

	June 30, 2018	December 31, 2017
Commercial	$291,454	$251,666
Commercial real estate:		
Construction and land development	96,740	123,147
Commercial real estate	633,128	637,701
Residential real estate:		
Residential	207,374	209,326
Home equity	105,558	109,857
Consumer	5,125	4,428
Total loans	$1,339,379	$1,336,125

Provision for Loan Losses
The Company had a negative provision for loan losses of $74,000 for the six month period ended June 30, 2018, compared to a provision of $650,000 for the same period ended June 30, 2017. The negative provision related to favorable adjustments on the acquired impaired loan loss allowance. The need for any additional provision in the six month period ended June 30, 2018 was mitigated by slower growth in loans, continued strong asset quality metrics, and improvements in various qualitative factors used in computing loss reserve.
Allowance for Loan Losses
The purpose of the ALLL is to provide for probable losses inherent in the loan portfolio. The allowance is increased by the provision for loan losses and by recoveries of previously charged-off loans. Loan charge-offs decrease the allowance.
At June 30, 2018, the ALLL was $13,508,000 compared to $13,603,000 at December 31, 2017. The ALLL as a percentage of total loans at such dates was 1.01% and 1.02%, respectively.
As part of the Company's methodology to evaluate the adequacy of its ALLL, the Company computes its ASC 450 loan balance by reducing total loans by acquired loans and loans that were evaluated for impairment individually or smaller balance nonaccrual loans evaluated for impairment in homogeneous pools. The FASB ASC 450 loan loss reserve balance is the total ALLL reduced by allowances associated with these other pools of loans.
The general allowance, ASC 450 (FAS 5) reserves to FASB ASC 450 loans, was 1.00% at June 30, 2018, compared to 1.04% at December 31, 2017. On a dollar basis, the reserve was $13,090,000 at June 30, 2018, compared to $13,151,000 at December 31, 2017. The percentage of the reserve to total loans has declined due to improving local and national economic conditions and continued strong asset quality metrics. This segment of the allowance represents by far the largest portion of the loan portfolio and the largest aggregate risk.
The specific allowance, ASC 310-40 (FAS 114) reserves to FASB ASC 310-40 loans, was 7.61% at June 30, 2018, compared to 5.18% at December 31, 2017. On a dollar basis, the reserve was $208,000 at June 30, 2018, compared to $167,000 at December 31, 2017. There is ongoing turnover in the composition of the impaired loan population, which decreased by a net $480,000 over December 31, 2017.

The specific allowance does not include reserves related to acquired loans with deteriorated credit quality. This reserve was $210,000 at June 30, 2018 compared to $285,000 at December 31, 2017. This is the only portion of the reserve related to acquired impaired loans. Cash flow expectations for these loans are reviewed on a quarterly basis and unfavorable changes in those estimates relative to the initial estimates can result in the need for additional loan loss provision. The following table presents the Company's loan loss and recovery experience for the periods indicated (dollars in thousands):

Summary of Loan Loss Experience

	Six Months Ended June 30, 2018	Year Ended December 31, 2017
Balance at beginning of period	$13,603	$ 12,801
Charge-offs:		
Construction and land development	—	35
Commercial real estate	11	58
Residential real estate	—	159
Home equity	86	13
Total real estate	97	265
Commercial and industrial	10	282
Consumer	67	143
Total charge-offs	174	690
Recoveries:		
Construction and land development	—	43
Commercial real estate	3	17
Residential real estate	24	45
Home equity	12	40
Total real estate	39	145
Commercial and industrial	63	223
Consumer	51	108
Total recoveries	153	476
Net charge-offs	21	214
Provision for loan losses	(74)	1,016
Balance at end of period	$13,508	$ 13,603

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Asset Quality Indicators

The following table provides qualitative indicators relevant to the Company's loan portfolio for the six month period and year indicated below.

Asset Quality Ratios

	June 30, 2018	December 31, 2017
Allowance to loans	1.01 %	1.02 %
ASC 450 (FAS 5) ALLL	1.00	1.04
Net charge-offs (recoveries) to allowance [1]	0.31	1.57
Net charge-offs (recoveries) to average loans [1]	0.00	0.02
Nonperforming assets to total assets	0.18	0.21
Nonperforming loans to loans	0.16	0.19
Provision to net charge-offs (recoveries) [1]	(352.38)	474.77
Provision to average loans [1]	(0.01)	0.08
Allowance to nonperforming loans	646.32	531.37

(1) - Annualized.

Nonperforming Assets (Loans and Other Real Estate Owned)

Nonperforming loans include loans on which interest is no longer accrued and accruing loans that are contractually past due 90 days or more. Nonperforming loans include loans originated and loans acquired.

Nonperforming loans to total loans were 0.16% at June 30, 2018 and 0.19% at December 31, 2017.

Nonperforming assets include nonperforming loans and OREO. Nonperforming assets represented 0.18% and 0.21% of total assets at June 30, 2018 and December 31, 2017, respectively.

In most cases, it is the policy of the Company that any loan that becomes 90 days past due will automatically be placed on nonaccrual loan status, accrued interest reversed out of income, and further interest accrual ceased. Any payments received on such loans will be credited to principal. In some cases a loan in process of renewal may become 90 days past due. In these instances the loan may still be accruing because of a delayed renewal process in which the customer has not been billed. In accounting for acquired impaired loans, such loans are not classified as nonaccrual when they become 90 days past due. They are considered to be accruing because their interest income relates to the accretable yield and not to contractual interest payments.

Loans will only be restored to full accrual status after six consecutive months of payments that were each less than 30 days delinquent. The Company strictly adheres with this policy before restoring a loan to normal accrual status.

The following table presents the Company's nonperforming assets as of June 30, 2018 and December 31, 2017 (dollars in thousands):

Nonperforming Assets

	June 30, 2018	December 31, 2017
Nonaccrual loans:		
Real estate	$ 1,335	$ 2,111
Commercial	526	90
Consumer	—	—
Total nonaccrual loans	1,861	2,201
Loans past due 90 days and accruing interest:		
Real estate	229	359
Total past due 90 days and accruing interest	229	359
Total nonperforming loans	2,090	2,560
Other real estate owned	1,124	1,225
Total nonperforming assets	$ 3,214	$ 3,785

Impaired Loans

A loan is considered impaired when, based on current information and events, it is probable that the Company will be unable to collect the scheduled payments of principal or interest when due according to the contractual terms of the loan agreement. The following table shows loans that were considered impaired, exclusive of acquired impaired loans, as of June 30, 2018 and December 31, 2017 (dollars in thousands):

Impaired Loans

	June 30, 2018	December 31, 2017
Accruing	$ 876	$ 1,016
Nonaccruing	1,861	2,201
Total impaired loans	$ 2,737	$ 3,217

Troubled Debt Restructurings ("TDRs")

TDRs exist whenever the Company makes a concession to a customer based on the customer's financial distress that would not have otherwise been made in the normal course of business.

There were $1,157,000 in TDRs at June 30, 2018 compared to $1,306,000 at December 31, 2017. These loans are included in the impaired loan table above.

Other Real Estate Owned

Other real estate owned was $1,124,000 and $1,225,000 as of June 30, 2018 and December 31, 2017, respectively. OREO is initially recorded at fair value, less estimated costs to sell, at the date of foreclosure. Loan losses resulting from foreclosure are charged against the ALLL at that time. Subsequent to foreclosure, valuations are periodically performed by management and the assets are carried at the lower of the new cost basis or fair value, less estimated costs to sell with any additional write-downs charged against earnings. For significant assets, these valuations are typically outside annual appraisals. The following table shows the Company's OREO as of June 30, 2018 and December 31, 2017 (dollars in thousands):

Other Real Estate Owned

	June 30, 2018	December 31, 2017
Construction and land development	$ 78	$ 318
1-4 family residential	808	629
Commercial real estate	238	278
	$ 1,124	$ 1,225

Deposits

The Company's deposits consist primarily of checking, money market, savings, and consumer and commercial time deposits. Total deposits were $1,560,746,000 at June 30, 2018 compared to $1,534,726,000 at December 31, 2017, an increase of $26,020,000 or 1.70%. This growth is mostly in non-maturity, savings and money market accounts. Average interest bearing deposits were $1,145,701,000 for the second quarter of 2018, compared to $1,047,828,000 for the second quarter of 2017, an increase of $97,873,000 or 9.34%. Noninterest bearing deposits for the 2018 quarter were $419,620,000, compared to $386,024,000 for the 2017 quarter, an increase of $33,596,000 or 8.70%.

The Company's primary focus on the liability side of the balance sheet is growing core deposits and their affiliated relationships. The increasing challenge in this rising rate environment is to fund the Bank in a cost effective and competitive manner. The Company's cost of deposits for the second quarter of 2018 was 0.66%, up from 0.52% for the second quarter of 2017.

Junior Subordinated Debt

The Company had three junior subordinated notes in the amounts of $20,619,000, $4,349,000, and $2,908,000 outstanding at June 30, 2018. These notes accrue at 1.35%, 3.45%, and 2.95%, respectively, above the 90-day LIBOR rate, adjusted quarterly. To add stability to net interest income and manage exposure to interest rate movement, the Company entered into three interest rate swaps in June 2018 on these notes. The swap contracts involve the payment of fixed-rate amounts to a counterparty in exchange for receipt of variable rate payments over the ten year life of the contracts. The effective interest rates on the swapped notes were 4.33%, 6.44%, and 5.93%, respectively at June 30, 2018.

Shareholders' Equity

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

Shareholders' equity was $213,348,000 at June 30, 2018 compared to $208,717,000 at December 31, 2017, an increase of $4,631,000 or 2.22%.

The Company paid cash dividends of $0.50 per share during the first six months of 2018 while the aggregate basic and diluted earnings per share for the same period was $1.36.

In July 2013, the Board of Governors of the Federal Reserve System and the Office of the Comptroller of the Currency issued final rules that make technical changes to its capital rules to align them with the Basel III regulatory capital framework and meet certain requirements of the Dodd-Frank Act. The final rules maintain the general structure of the prompt corrective action framework in effect at such time while incorporating certain increased minimum requirements. Effective January 1, 2015, the final rules require the Company and the Bank to comply with the following minimum capital ratios: (i) a new common equity Tier 1 capital ratio of 4.5% of risk-weighted assets; (ii) a Tier 1 capital ratio of 6.0% of risk-weighted assets (increased from the prior requirement of 4.0%); (iii) a total capital ratio of 8.0% of risk-weighted assets (unchanged from the prior requirement); and (iv) a leverage ratio of 4.0% of total

assets (unchanged from the prior requirement). These are the initial capital requirements, which will be phased-in over a four-year period. When fully phased-in on January 1, 2019, the rules will require the Company and the Bank to maintain such minimum ratios plus a 2.5% "capital conservation buffer" (other than for

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the leverage ratio). The phase-in of the capital conservation buffer began on January 1, 2016, at 0.625% of risk-weighted assets, increasing by the same amount each year until fully implemented at 2.5% on January 1, 2019. Management believes the Company and the Bank will be compliant with the fully phased-in requirements when they become effective January 1, 2019.
The following table provides information on the regulatory capital ratios for the Company and the Bank at June 30, 2018 and December 31, 2017. Management believes, as of June 30, 2018, that the Company and the Bank more than satisfy all capital adequacy requirements to which they are subject.

	Percentage At June 30, 2018		Percentage At December 31, 2017	
Risk-Based Capital Ratios:	Company	Bank	Company	Bank
Common equity tier 1 capital ratio	12.18 %	13.37 %	11.50 %	12.79 %
Tier 1 capital ratio	14.11	13.37	13.42	12.79
Total capital ratio	15.06	14.32	14.39	13.75
Leverage Capital Ratio:				
Tier 1 leverage ratio	11.41	10.80	10.95	10.43

Stock Repurchase Plan
On November 19, 2015, the Company filed a Form 8-K with the SEC to announce the approval by its Board of Directors of a stock repurchase program. The plan authorized the repurchase of up to 300,000 shares of the Company's common shares over a two year period. The share purchase limit was established at such number to equal to approximately 3.5% of the 8,622,000 shares then outstanding at the time the Board approved the program. The program expired on November 19, 2017.
On January 19, 2018, the Company filed a Form 8-K with the SEC to announce the approval by its Board of another stock repurchase program. The program authorizes the repurchase of up to 300,000 shares of the Company's common stock over a two year period.
In the six month periods ended June 30, 2018 and 2017, the Company did not repurchase any shares.
Liquidity
Liquidity is the ability of the Company to convert assets into cash or cash equivalents without significant loss and to raise additional funds by increasing liabilities in a timely manner. Liquidity management involves maintaining the Company's ability to meet the daily cash flow requirements of its customers, whether they are borrowers requiring funds or depositors desiring to withdraw funds. Additionally, the Company requires cash for various operating needs including dividends to shareholders, the servicing of debt, and the payment of general corporate expenses. The Company manages its exposure to fluctuations in interest rates through policies approved by the Asset Liability Committee ("ALCO") and Board of Directors, both of which receive periodic reports of the Company's interest rate risk and liquidity position. The Company uses a computer simulation model to assist in the management of the future liquidity needs of the Company.
Liquidity sources include on balance sheet and off balance sheet sources.
Balance sheet liquidity sources include cash, amounts due from banks, loan repayments, and increases in deposits. The Company also maintains a large, high quality, very liquid bond portfolio, which is generally 50% to 60% unpledged and would, accordingly, be available for sale if necessary.
Off balance sheet sources include lines of credit from the Federal Home Loan Bank of Atlanta ("FHLB"), federal funds lines of credit, and access to the Federal Reserve Bank of Richmond's discount window.
The Company has a line of credit with the FHLB, equal to 30% of the Bank's assets, subject to the amount of collateral pledged. Under the terms of its collateral agreement with the FHLB, the Company provides a blanket lien covering all of its residential first mortgage loans, second mortgage loans, home equity lines of credit, and commercial real estate loans. In addition, the Company pledges as collateral its capital stock in and deposits with the FHLB. The

Company had $190,250,000 outstanding in letters of credit at June 30, 2018 and $190,700,000 outstanding at December 31, 2017. The letters of credit provide the Bank with alternate collateral for securing public entity deposits above FDIC insurance levels, thereby providing less need for collateral pledging from the securities portfolio, and thereby maximizing on balance sheet liquidity.

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Short-term borrowings are discussed in Note 6 and long-term borrowings are discussed in Note 7 in the Consolidated Financial Statements included in this report.

The Company has federal funds lines of credit established with two correspondent banks in the amounts of $15,000,000 each, and has access to the Federal Reserve Bank's discount window.

The Company has a relationship with Promontory Network, the sponsoring entity for the Certificate of Deposit Account Registry Service® ("CDARS"). Through CDARS, the Company is able to provide deposit customers with access to aggregate FDIC insurance in amounts exceeding $250,000. This gives the Company the ability, as and when needed, to attract and retain large deposits from insurance conscious customers. Under the Economic Growth, Regulatory Relief, and Consumer Protection Act signed into law on May 24, 2018, a well-capitalized bank with a CAMELS rating of 1 or 2 may hold reciprocal deposits up to the lesser of 20 percent of its total liabilities or $5 billion without those deposits being treated as brokered deposits. With CDARS, the Company has the option to keep deposits on balance sheet or sell them to other members of the network. Additionally, subject to certain limits, the Bank can use CDARS to purchase cost-effective funding without collateralization and in lieu of generating funds through traditional brokered CDs or the FHLB. In this manner, CDARS can provide the Company with another funding option. Thus, CDARS serves as a deposit-gathering tool and an additional liquidity management tool. Deposits through the CDARS program as of June 30, 2018 and December 31, 2017, were $16,225,000 and $25,838,000, respectively.

Management believes that these sources provide sufficient and timely liquidity, both on and off the balance sheet.

Off-Balance Sheet Activities

The Company enters into certain financial transactions in the ordinary course of performing traditional banking services that result in off-balance sheet transactions. Other than subsidiaries to issue trust preferred securities, the Company does not have any off-balance sheet subsidiaries. Off-balance sheet transactions at June 30, 2018 and at December 31, 2017 were as follows (dollars in thousands):

	June 30, 2018	December 31, 2017
Commitments to extend credit	$349,671	$ 341,760
Standby letters of credit	11,606	13,647
Mortgage loan rate-lock commitments	11,538	5,089

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

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Market Risk Management

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

Interest Rate Risk Management

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

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

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A balance sheet is considered asset sensitive when its earning assets (loans and securities) reprice faster or to a greater extent than its liabilities (deposits and borrowings). An asset sensitive balance sheet will produce relatively more net interest income when interest rates rise and less net interest income when they decline. Based on the Company's simulation analysis, management believes the Company's interest sensitivity position at June 30, 2018 is asset sensitive. Management expects that the general direction of market interest rates will be gradually up over the remainder of 2018.

Earnings Simulation

The following table shows the estimated impact of changes in interest rates on net interest income as of June 30, 2018 (dollars in thousands), assuming gradual and parallel changes in interest rates, and consistent levels of assets and liabilities. Net interest income for the following twelve months is projected to increase when interest rates are higher than current rates.

Estimated Changes in Net Interest Income

	June 30, 2018 Change in Net Interest Income	
Change in interest rates	Amount	Percent
Up 4.00%	$7,131	12.1 %
Up 3.00%	5,501	9.3
Up 2.00%	3,893	6.6
Up 1.00%	2,079	3.5
Flat	—	—
Down 0.25%	(532)	(0.9)
Down 1.00%	(3,491)	(5.9)

Management cannot predict future interest rates or their exact effect on net interest income. Computations of future effects of hypothetical interest rate changes are based on numerous assumptions and should not be relied upon as indicative of actual results. Certain limitations are inherent in such computations. Assets and liabilities may react differently than projected to changes in market interest rates. The interest rates on certain types of assets and liabilities may fluctuate in advance of changes in market interest rates, while rates on other types of assets and liabilities may lag changes in market interest rates. Interest rate shifts may not be parallel.

Changes in interest rates can cause substantial changes in the amount of prepayments of loans and mortgage-backed securities, which may in turn affect the Company's interest rate sensitivity position. Additionally, credit risk may rise if an interest rate increase adversely affects the ability of borrowers to service their debt.

Economic Value Simulation

Economic value simulation is used to calculate the estimated fair value of assets and liabilities over different interest rate environments. Economic values are calculated based on discounted cash flow analysis. The net economic value of equity is the economic value of all assets minus the economic value of all liabilities. The change in net economic value over different rate environments is an indication of the longer-term earnings capability of the balance sheet. The same assumptions are used in the economic value simulation as in the earnings simulation. The economic value simulation uses instantaneous rate shocks to the balance sheet.

The following table reflects the estimated change in net economic value over different rate environments using economic value simulation for the balances at the quarterly period ended June 30, 2018 (dollars in thousands):

Estimated Changes in Economic Value of Equity

	June 30, 2018		
Change in interest rates	Amount	$ Change	% Change
Up 4.00%	$369,339	$77,653	26.6 %
Up 3.00%	357,206	65,520	22.5
Up 2.00%	341,395	49,709	17.0

Up 1.00%	319,952	28,266	9.7
Flat	291,686	—	—
Down 0.25%	282,538	(9,148)	(3.1)
Down 1.00%	249,343	(42,343)	(14.5)

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Due to the current low interest rate environment, no measurement was considered necessary for a further decline in interest rates. There have been no material changes to market risk as disclosed in the Company's Annual Report on Form 10-K for the year ended December 31, 2017. Refer to those disclosures for further information.

ITEM 4. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

The Company's management, including the Chief Executive Officer and Chief Financial Officer, evaluated the Company's disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), as of June 30, 2018. Based on this evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures are effective to ensure that the information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in SEC rules and forms. There were no significant changes in the Company's internal controls over financial reporting that occurred during the quarter ended June 30, 2018, that have materially affected or are reasonably likely to materially affect the Company's internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

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

ITEM 1A. RISK FACTORS

There have been no material changes to the risk factors disclosed in the Company's Annual Report on Form 10-K for the year ended December 31, 2017 filed with the SEC on March 9, 2018.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

On January 16, 2018, the Company's Board of Directors authorized a share repurchase program of up to 300,000 shares of the Company's outstanding common stock for a period of two years. Repurchases may be made through open market purchases or in privately negotiated transactions, and shares repurchased will be returned to the status of authorized and unissued shares of common stock. The actual timing, number, and value of shares repurchased under the program will be determined by management.

No shares of the Company's common stock were repurchased during the three months ended June 30, 2018. Under the share repurchase program, the Company has the remaining authority to repurchase up to 300,000 shares of the Company's common stock as of June 30, 2018.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable

ITEM 5. OTHER INFORMATION

(a) Required 8-K disclosures

None

(b) Changes in Nominating Process

None

ITEM 6. EXHIBITS

11.0	Refer to EPS calculation in the Notes to Financial Statements
31.1	Section 302 Certification of Jeffrey V. Haley, President and Chief Executive Officer
31.2	Section 302 Certification of William W. Traynham, Executive Vice President and Chief Financial Officer
32.1	Section 906 Certification of Jeffrey V. Haley, President and Chief Executive Officer
32.2	Section 906 Certification of William W. Traynham, Executive Vice President and Chief Financial Officer
101	Interactive data files pursuant to Rule 405 of Regulation S-T: (i) the Consolidated Balance Sheets as of June 30, 2018 and December 31, 2017, (ii) the Consolidated Statements of Income for the three and six months ended June 30, 2018 and June 30, 2017, (iii) the Consolidated Statements of Comprehensive Income for the three and six months ended June 30, 2018 and June 30, 2017, (iv) the Consolidated Statements of Changes in Shareholders' Equity for the six months ended June 30, 2018 and June 30, 2017, (v) the Consolidated Statements of Cash Flows for the six months ended June 30, 2018 and June 30, 2017, and (vi) the Notes to the Consolidated Financial Statements (furnished herewith).

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SIGNATURES

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

AMERICAN NATIONAL BANKSHARES INC.

	By: /s/ Jeffrey V. Haley Jeffrey V. Haley President and Chief Executive Officer
Date - August 3, 2018	(principal executive officer)
	By: /s/ William W. Traynham William W. Traynham Executive Vice President and Chief Financial Officer
Date - August 3, 2018	(principal financial officer)
	By: /s/ Cathy W. Liles Cathy W. Liles Senior Vice President and Chief Accounting Officer
Date - August 3, 2018	(principal accounting officer)

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