Village Bank & Trust Financial Corp.
Form 10-Q
May 14, 2010

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

FORM 10-Q
oQUARTERLY REPORT UNDER SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2010

¨TRANSITION REPORT UNDER SECTION 13 OR 15(d)
OF THE EXCHANGE ACT

For the transition period from ______ to ______

Commission file number: 0-50765

VILLAGE BANK AND TRUST FINANCIAL CORP.
(Exact name of registrant as specified in its charter)

Virginia (State or other jurisdiction of incorporation or organization)	16-1694602 (I.R.S. Employer Identification No.)
15521 Midlothian Turnpike, Midlothian, Virginia Address of principal executive offices)	23113 (Zip code)

804-897-3900
(Registrant's telephone number, including area code)

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes £ No £

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

Large Accelerated Filer £ Accelerated Filer £

Non-Accelerated Filer £ (Do not check if smaller reporting company) Smaller Reporting Company x

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

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

4,238,348 shares of common stock, $4.00 par value, outstanding as of May 8, 2010

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ITEM 1 – FINANCIAL STATEMENTS

Village Bank and Trust Financial Corp. and Subsidiary
Consolidated Balance Sheets
March 31, 2010 (Unaudited) and December 31, 2009

		March 31, 2010 (Unaudited)		December 31, 2009
Assets				
Cash and due from banks	$	12,479,089	$	13,884,581
Federal funds sold		34,520,104		6,777,239
Investment securities available for sale		41,367,828		54,857,211
Loans held for sale		10,525,439		7,506,252
Loans				
Outstandings		463,717,444		467,359,664
Allowance for loan losses		(9,090,947)		(10,521,931)
Deferred costs		387,441		208,883
		455,013,938		457,046,616
Premises and equipment, net		27,685,122		27,799,084
Accrued interest receivable		2,932,596		3,366,718
Bank owned life insurance		5,488,252		5,431,002
Other real estate owned		10,714,591		11,278,532
Other assets		14,696,314		15,015,708
	$	615,423,273	$	602,962,943
Liabilities and Stockholders' Equity				
Liabilities				
Deposits	$	510,977,282	$	498,285,124
Trust preferred securities		8,764,000		8,764,000
Federal home loan bank advances		29,000,000		29,000,000
Other borrowings		14,470,730		14,829,521
Accrued interest payable		483,568		501,069
Other liabilities		2,366,675		2,641,410
Total liabilities		566,062,255		554,021,124
Stockholders' equity				
Preferred stock, $4 par value, $1,000 liquidation preference,		58,952		58,952
1,000,000 shares authorized, 14,738 shares issued and outstanding				
Common stock, $4 par value - 10,000,000 shares authorized;			16,922,512	16,922,512
4,230,628 shares issued and outstanding at March 31, 2010 and December 31, 2009				
Additional paid-in capital			40,598,815	40,568,771
Retained earnings			(8,377,580)	(8,647,731)

Warrant Surplus	732,479	732,479
Discount on preferred stock	(600,971)	(636,959)
Accumulated other comprehensive income (loss)	26,811	(56,205)
Total stockholders' equity	49,361,018	48,941,819
	$ 615,423,273	$ 602,962,943

See accompanying notes to consolidated financial statements.

Village Bank and Trust Financial Corp. and Subsidiary
Consolidated Income Statements
Three Months Ended March 31, 2010 and 2009
(Unaudited)

	Three Months Ended March 31,	
	2010	2009
Interest income		
Loans	$ 7,089,244	$ 8,009,697
Investment securities	357,120	336,458
Federal funds sold	14,232	7,273
Total interest income	7,460,596	8,353,428
Interest expense		
Deposits	2,510,967	4,003,456
Borrowed funds	533,820	443,306
Total interest expense	3,044,787	4,446,762
Net interest income	4,415,809	3,906,666
Provision for loan losses	500,000	1,100,000
Net interest income after provision for loan losses	3,915,809	2,806,666
Noninterest income		
Service charges and fees	407,689	373,119
Gain on sale of loans	1,171,954	943,116
Gain on sale of assets	242,936	-
Rental income	103,671	41,671
Other	227,720	98,480
Total noninterest income	2,153,970	1,456,386
Noninterest expense		
Salaries and benefits	2,767,389	2,464,614
Occupancy	509,918	444,044
Equipment	217,724	255,618
Supplies	134,362	125,825
Professional and outside services	522,809	435,641
Advertising and marketing	89,626	71,495
Expenses related to foreclosed real estate	209,828	39,923
FDIC insurance premium	292,168	95,387
Other operating expense	586,805	444,352
Total noninterest expense	5,330,629	4,376,899
Net income (loss) before income taxes	739,150	(113,847)
Income tax expense (benefit)	251,311	(38,709)
Net income (loss)	487,839	(75,138)
Preferred stock dividends	181,700	-

Net income loss available to common stockholders	$	306,139	$	(75,138)
Earnings (loss) per share, basic	$	0.07	$	(0.02)
Earnings (loss) per share, diluted	$	0.07	$	(0.02)

See accompanying notes to consolidated financial statements.

Village Bank and Trust Financial Corp. and Subsidiary
Consolidated Statements of Stockholders' Equity
Three Months Ended March 31, 2010 and 2009
(Unaudited)

	Prefered Stock	Common Stock	Additional Paid-in Capital	Retained Earnings (Deficit)	Warrant	Discount on Preferred Stock	Accumulated Other Comprehensive Income (loss)	Total
Balance, December 31, 2009	$ 58,952	$ 16,922,512	$ 40,568,771	$ (8,647,731)	$ 732,479	$ (636,959)	$ (56,205)	$ $8,941,819
Amortization of preferred stock discount	-	-	-	(35,988)	-	35,988	-	-
Preferred stock dividend	-	-	-	(181,700)	-	-	-	(181,700)
Stock based compensation	-	-	30,044		-	-	-	30,044
Minimum pension adjustment (net of income taxes of 2,188)	-	-	-		-	-	2,145	2,145
Net income	-	-	-	487,839	-	-	-	487,839
Change in unrealized gain (loss) on securities available for sale (net of income taxes of $24,496)	-	-	-	-	-	-	80,871	80,871
Total comprehensive income (loss)	-	-	-	-	-	-	-	570,855
Balance, March 31, 2010	$ 58,952	$ 16,922,512	$ 40,598,815	$ (8,377,580)	$ 732,479	$ (600,971)	$ 26,811	$ 49,361,018
Balance, December 31, 2008	$ -	$ 16,917,488	$ 25,737,048	$ 3,453,788	$ -	$ -	$ 54,250	$ 46,162,574

Issuance of common stock	-	4,872	(4,872)	-	-	-	-	-
Stock based compensation	-	-	45,461	-	-	-	-	45,461
Minimum pension adjustment (net of income taxes of $729)							2,145	2,145
Net loss	-	-	-	(75,138)	-	-	-	(75,138)
Change in unrealized gain (loss) on securities available for sale (net of income taxes of $54,089)	-	-	-	-	-	-	(159,086)	(159,086)
Total comprehensive income (loss)	-	-	-	-	-	-	-	(232,079)
Balance, March 31, 2009	$ -	$ 16,922,360	$ 25,777,637	$ 3,378,650	$ -	$ -	$ (102,691)	$ 45,975,956

See accompanying notes to consolidated financial statements.

Village Bank and Trust Financial Corp. and Subsidiary
Consolidated Statements of Cash Flows
Three Months Ended March 31, 2010 and 2009

	2010	2009
Cash Flows from Operating Activities		
Net income (loss)	$ 487,839	$ (75,138)
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Depreciation and amortization	315,000	310,004
Provision for loan losses	500,000	1,100,000
Write-down of other real estate owned	43,000	-
Gain on securities	(108,213)	(8,061)
Gain on loans sold	(1,171,954)	(943,116)
Gain on sale of premises and equipment	(242,936)	(645)
Gain on sale of other real estate owned	(68,475)	-
Stock compensation expense	30,044	45,461
Proceeds from sale of mortgage loans	49,053,958	45,065,904
Origination of mortgage loans for sale	(50,901,191)	(49,328,920)
Amortization of premiums and accrection of discounts on securities, net	209,813	7,692
Decrease in interest receivable	834,122	233,682
Increase in bank owned life insurance	(57,250)	(59,545)
(Increase) decrease in other assets	279,878	(1,341,837)
Increase (decrease) in interest payable	(17,501)	(89,204)
Increase (decrease) in other liabilities	(274,734)	175,954
Net cash used in operating activities	(1,088,600)	(4,907,769)
Cash Flows from Investing Activities		
Purchases of available for sale securities	(2,950,740)	(6,230,297)
Maturities and calls of available for sale securities	16,162,000	4,473,630
Proceeds from the sale of calls of available for sale securities	299,054	-
Proceeds from sale of other real estate owned	1,568,051	-
Net increase in loans	154,043	(2,363,098)
Purchases of premises and equipment	(335,423)	(120,736)
Proceeds from sale of premises and equipment	377,321	9,626
Acquisition net of cash required	-	-
Net cash used in investing activities	15,274,306	(4,230,875)
Cash Flows from Financing Activities		
Net increase (decrease) in deposits	12,692,158	16,207,140
Net increase (decrease) in other borrowings	(358,791)	(8,872,798)
Dividends on preferred stock	(181,700)	-
Net cash provided by financing activities	12,151,667	7,334,342
Net (decrease) increase in cash and cash equivalents	26,337,373	(1,804,302)
Cash and cash equivalents, beginning of period	20,661,820	26,600,829

Cash and cash equivalents, end of period	$	46,999,193	$	24,796,527
Supplemental Schedule of Non Cash Activities				
Real estate owned assets acquired in settlement of loans	$	978,635	$	306,124

See accompanying notes to consolidated financial statements.

Notes to Condensed Consolidated Financial Statements (Unaudited)

Note 1 - Principles of presentation

Village Bank and Trust Financial Corp. (the "Company") is the holding company of Village Bank (the "Bank"). The consolidated financial statements include the accounts of the Company, the Bank and the Bank's three wholly-owned subsidiaries, Village Bank Mortgage Company, Village Insurance Agency, Inc., and Village Financial Services Company. All material intercompany balances and transactions have been eliminated in consolidation.

The Company's financial statements are prepared in accordance with U.S. generally accepted accounting principles ("U.S. GAAP") which, effective for all interim and annual periods ending after September 15, 2009, principally consist of the Financial Accounting Standards Board Accounting Standards Codification ("FASB Codification"). FASB Codification Topic 105: Generally Accepted Accounting Principles establishes the FASB codification as the source of authoritative accounting principles recognized by the FASB to be applied by nongovernmental entities in the preparation of financial statements in conformity with generally accepted accounting principles. Rules and interpretive releases of the Securities and Exchange Commission ("SEC") under authority of federal securities laws are also sources of authoritative guidance for SEC registrants. All guidance contained in the FASB Codification carries an equal level of authority. All non-grandfathered, non-SEC accounting literature not included in the FASB Codification is superseded and deemed non-authoritative.

In the opinion of management, the accompanying condensed consolidated financial statements of the Company have been prepared on the accrual basis in accordance with generally accepted accounting principles for interim financial information. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. However, all adjustments that are, in the opinion of management, necessary for a fair presentation have been included. The results of operations for the three month period ended March 31, 2010 is not necessarily indicative of the results to be expected for the full year ending December 31, 2010. The unaudited interim financial statements should be read in conjunction with the audited financial statements and notes to financial statements that are presented in the Company's Annual Report on Form 10-K for the year ended December 31, 2009 as filed with the Securities and Exchange Commission.

Note 2 - Use of estimates

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the statements of financial condition and revenues and expenses during the reporting period. Actual results could differ significantly from those estimates. A material estimate that is particularly susceptible to significant change in the near term relates to the determination of the allowance for loan losses.

Note 3 – Earnings (loss) per common share

The following table presents the basic and diluted earnings per share computations:

	Three Months Ended March 31, 2010		2009
Numerator			
Net income (loss) - basic and diluted	$	487,839	$	(75,138)
Preferred stock dividend		181,700		-
Net income (loss) applicable to common stockholders	$	306,139	$	(75,138)
Denominator				
Weighted average shares outstanding - basic		4,230,628		4,229,981
Dilutive effect of common stock options and restricted stock awards		-		-
Weighted average shares outstanding - diluted		4,230,628		4,229,981
Earnings (loss) per share - basic and diluted				
Earnings (loss) per share - basic	$	0.07	$	(0.02)
Effect of dilutive common stock options		-		-
Earnings (loss) per share - diluted	$	0.07	$	(0.02)

Outstanding options and warrants to purchase common stock were considered in the computation of diluted earnings per share for the periods presented. Stock options for 336,005 and 333,955 shares of common stock were not included in computing diluted earnings per share for the three months ended March 31, 2010 and 2009, respectively, because their effects were anti-dilutive. Warrants for 499,029 shares of common stock were not included in computing earnings per share in 2010 because their effects were also anti-dilutive.

Note 4 – Investment securities

At March 31, 2010 and December 31, 2009, all of our securities were classified as available-for-sale. The following table presents the composition of our investment portfolio at the dates indicated.

Investment Securities Available-for-Sale
(Dollars in thousands)

	Par Value	Amortized Cost	Unrealized Gain (Loss)	Estimated Fair Value	Average Yield
March 31, 2010					
US Government Agencies					
Within one year	$ 12,750	$ 12,834	$ 20	$ 12,854	2.14%
One to five years	16,463	17,087	61	17,148	3.34%
Five to ten years	2,352	2,331	28	2,359	1.72%
More than ten years	1,000	981	43	1,024	2.80%
Total	32,565	33,233	152	33,385	2.75%
Mortgage-backed securities					
One to five years	3,464	3,580	74	3,654	3.54%
Five to ten years	220	229	(8)	221	1.39%
More than ten years	27	28	-	28	3.04%
Total	3,711	3,837	66	3,903	3.41%
Municipals					
More than ten years	2,000	2,105	5	2,110	5.19%
Other investments					
More than five years	2,000	1,974	(4)	1,970	5.65%
Total investment securities	$ 40,276	$ 41,149	$ 219	$ 41,368	3.07%
December 31, 2009				$ -	
US Government Agencies					
One to five years	$ 9,000	$ 9,315	$ (66)	$ 9,249	2.32%
Five to ten years	3,000	3,029	32	3,061	4.50%
More than ten years	34,250	35,284	75	35,359	5.73%
Total	46,250	47,628	41	47,669	5.70%
Mortgage-backed securities					
One to five years	389	435	(37)	$ 398	4.40%
Five to ten years	471	471	29	500	5.24%
More than ten years	3,141	3,227	53	3,280	5.42%
	4,001	4,133	45	4,178	5.39%
Municipals					
More than ten years	1,000	1,026	1	1,027	5.28%
Other investments					
More than five years	2,000	1,973	10	1,983	5.65%
Total investment securities	$ 53,251	$ 54,760	$97	$ 54,857	4.72%

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Investment securities available for sale that have an unrealized loss position at March 31, 2010 and December 31, 2009 are detailed below.

	Securities in a Loss Position for Less Than 12 Months		Securities in a Loss Position for More Than 12 Months		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
			(in thousands)			
March 31, 2010						
Investment securities available for sale						
US Government Agencies	$ 10,080	$ (43)	$ -	$ -	$ 10,080	$ (43)
Mortgage-backed securities	599	(42)	-	-	599	(42)
Municipals	518	(4)	-	-	518	(4)
Other investments	1,970	(3)	-	-	1,970	(3)
Total	$ 13,167	$ (92)	$ -	$ -	$ 13,167	$ (92)
December 31, 2009						
Investment securities available for sale						
US Government Agencies	$ 19,542	$ (264)	$ -	$ -	$ 19,542	$ (264)
Total	$ 19,542	$ (264)	$ -	$ -	$ 19,542	$ (264)

Management does not believe that any individual unrealized loss as of March 31, 2010 and December 31, 2009 is other than a temporary impairment. These unrealized losses are primarily attributable to changes in interest rates. The Company has the ability to hold these securities for a time necessary to recover the amortized cost or until maturity when full repayment would be received.

Note 5 – Deposits

Deposits as of March 31, 2010 and December 31, 2009 were as follows:

	March 31, 2010		December 31, 2009	
	Amount	%	Amount	%
Noninterest bearing demand	$ 40,329,929	7.89%	$ 38,520,878	7.73%
NOW	37,105,791	7.26%	36,441,259	7.31%
Money market	105,829,790	20.71%	115,166,477	23.11%
Savings	9,985,487	1.95%	8,901,299	1.79%
Time deposits of $100,000 and over	126,119,292	24.68%	119,352,471	23.95%
Other time deposits	191,606,993	37.51%	179,902,740	36.11%
Total	$ 510,977,282	100.00%	$ 498,285,124	100.00%

Note 6 – Trust preferred securities

During the first quarter of 2005, Southern Community Financial Capital Trust I, a wholly-owned subsidiary of the Company, was formed for the purpose of issuing redeemable securities. On February 24, 2005, $5.2 million of Trust Preferred Capital Notes were issued through a pooled underwriting. The securities have a LIBOR-indexed floating rate of interest (three-month LIBOR plus 2.15%) which adjusts, and is payable, quarterly. The interest rate at March 31, 2010 was 2.42%. The securities may have been redeemed at par beginning on March 15, 2010 and each quarter after such date until the securities mature on March 15, 2035. The principal asset of the Trust is $5.2 million of the Company's junior subordinated debt securities with like maturities and like interest rates to the Trust Preferred Capital Notes.

During the third quarter of 2007, Village Financial Statutory Trust II, a wholly-owned subsidiary of the Company, was formed for the purpose of issuing redeemable securities. On September 20, 2007, $3.6 million of Trust Preferred Capital Notes were issued through a pooled underwriting. The securities have a five year fixed income rate of 6.29% payable quarterly, converting after five years to a LIBOR-indexed floating rate of interest (three-month LIBOR plus 1.40%) which adjusts, and is also payable, quarterly. The securities may be redeemed at par at any time commencing in December 2012 until the securities mature in 2037. The principal asset of the Trust is $3.6 million of the Company's junior subordinated debt securities with like maturities and like interest rates to the Trust Preferred Capital Notes.

The Trust Preferred Capital Notes may be included in Tier 1 capital for regulatory capital adequacy determination purposes up to 25% of Tier 1 capital after its inclusion. The portion of the Trust Preferred Capital Notes not considered as Tier 1 capital may be included in Tier 2 capital.

The obligations of the Company with respect to the issuance of the Trust Preferred Capital Notes constitute a full and unconditional guarantee by the Company of the Trust's obligations with respect to the Trust Preferred Capital Notes. Subject to certain exceptions and limitations, the Company may elect from time to time to defer interest payments on the junior subordinated debt securities, which would result in a deferral of distribution payments on the related Trust Preferred Capital Notes and require a deferral of common dividends.

Note 7 – Stock incentive plan

The Company has a stock incentive plan which authorizes the issuance of up to 455,000 shares of common stock to assist the Company in recruiting and retaining key personnel.

The following table summarizes stock options outstanding under the stock incentive plan at the indicated dates:

	Three Months Ended March 31, 2010				2009			
	Options	Weighted Average Exercise Price	Fair Value Per Share	Intrinsic Value	Options	Weighted Average Exercise Price	Fair Value Per Share	Intrinsic Value
Options outstanding, beginning of period	336,005	$ 9.58	$ 4.75		333,955	$ 9.63	$ 4.77	
Granted	-	-	-		-	-	-	
Forfeited	-	-	-		-	-	-	
Exercised	-	-	-		-	-	-	
Options outstanding, end of period	336,005	$ 9.58	$ 4.75	$ -	333,955	$ 9.63	$ 4.77	$ -

Options exercisable, end of period	300,650	298,600

During the first quarter of 2009, we granted to certain officers 26,592 restricted shares of common stock with a weighted average fair market value of $4.60 at the date of grant. These restricted stock awards have three-year graded vesting. Prior to vesting, these shares are subject to forfeiture to us without consideration upon termination of employment under certain circumstances. The total number of shares underlying non-vested restricted stock and performance share awards was 18,078 and 34,710 at March 31, 2010 and 2009, respectively.

Stock-based compensation expense was $34,044 and $45,561 for the three months ended March 31, 2010 and 2009, respectively. Unamortized stock-based compensation related to nonvested share based compensation arrangements granted under the Incentive Plan as of March 31, 2010 and 2009 was $212,869 and $441,312, respectively. The time based unamortized compensation of $212,462 is expected to be recognized over a weighted average period of 1.81 years.

Note 8 — Fair value

Effective January 1, 2008, the Company adopted the provisions of FASB Codification Topic 820: Fair Value Measurements which defines fair value, establishes a framework for measuring fair value under U.S. GAAP, and expands disclosures about fair value measurements.

The fair value of an asset or liability is the price that would be received to sell that asset or paid to transfer that liability in an orderly transaction between market participants. A fair value measurement assumes that the transaction to sell the asset or transfer the liability occurs in the principal market for the asset or liability or, in the absence of a principal market, the most advantageous market for the asset or liability. The price in the principal (or most advantageous) market used to measure the fair value of the asset or liability shall not be adjusted for transaction costs. An orderly transaction is a transaction that assumes exposure to the market for a period prior to the measurement date to allow for marketing activities that are usual and customary for transaction involving such assets and liabilities; it is not a forced transaction. Market participants are buyers and sellers in the principal market that are independent, knowledgeable, able to transact and willing to transact.

FASB Codification Topic 820: Fair Value Measurements and Disclosures establishes a hierarchy for valuation inputs that gives the highest priority to quoted prices in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The fair values hierarch is as follows:

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

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

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

The Company used the following methods to determine the fair value of each type of financial instrument:

Investment securities: The fair values for investment securities are determined by quoted prices for similar assets or liabilities (Level 2).

Impaired loans: The fair values of impaired loans are measured for impairment using the fair value of the collateral for collateral-dependent loans on a nonrecurring basis. Collateral may be in the form of real estate or business assets including equipment, inventory and accounts receivable. The use of appraisals, discounted cash flow models and management's best judgment are significant inputs

in arriving at the fair value measure of the underlying collateral and are therefore classified within (Level 3).

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

Assets and liabilities measured at fair value under Topic 820 on a recurring and non-recurring basis are summarized below for the indicated dates:

		Fair Value Measurement at March 31, 2010 Using		
	Carrying Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
		(in thousands)		
Financial Assets-Recurring				
US Government Agencies	$ 33,385	$ -	$ 33,385	$ -
MBS	3,903	-	3,903	-
Municipals	2,110	-	2,110	-
Other available for sale (1)	1,970	-	1,970	-
Financial Assets-Non-Recurring				
Impaired loans	$ 33,255	$ -	$ -	$ 33,255
Real estate owned	10,715	-	-	10,715

(1) Excludes restricted stock.

	Fair Value Measurement at December 31, 2009 Using			
	Carrying Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	(in thousands)			
Financial Assets-Recurring				
US Government Agencies	$ 47,669	$ -	$ 47,669	$ -
MBS	4,178	-	4,178	-
Municipals	1,027	-	1,027	-
Other available for sale (1)	1,983	-	1,983	-
Financial Assets-Non-Recurring				
Impaired loans	$ 25,913	$ -	$ -	$ 25,913
Real estate owned	11,279	-	-	11,279

(1) Excludes restricted stock.

In general, fair value of securities is based upon quoted market prices, where available. If such quoted market prices are not available, fair value is based upon market prices determined by an outside, independent entity that primarily uses as inputs, observable market-based parameters. Fair value of loans held for sale is based upon internally developed models that primarily use as inputs, observable market-based parameters. Valuation adjustments may be made to ensure that financial instruments are recorded at fair value. These adjustments may include amounts to reflect counterparty credit quality, among other things, as well as unobservable parameters. Any such valuation adjustments are applied consistently over time. The Company valuation methodologies may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. While management believes the Company's valuation methodologies are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different estimate of fair value at the reporting date.

Cash and cash equivalents – The carrying amount of cash and cash equivalents approximates fair value.

Investment securities – The fair value of investment securities available-for-sale is estimated based on bid quotations received from independent pricing services for similar assets. The carrying amount of other investments approximates fair value.

Loans – For variable rate loans that reprice frequently and have no significant change in credit risk, fair values are based on carrying values. For all other loans, fair values are calculated by discounting the contractual cash flows using estimated market discount rates which reflect the credit and interest rate risk inherent in the loans, or by using the current rates at which similar loans would be made to borrowers with similar credit ratings and for the same remaining maturities.

Deposits – The fair value of deposits with no stated maturity, such as demand, interest checking and money market, and savings accounts, is equal to the amount payable on demand at year-end. The fair value of certificates of deposit is based on the discounted value of contractual cash flows using the rates currently offered for deposits of similar remaining maturities.

Borrowings – The fair value of FHLB borrowings is based on the discounted value of contractual cash flows using the rates currently offered for borrowings of similar remaining maturities. The carrying amounts of federal funds purchased approximate their fair values.

Accrued interest – The carrying amounts of accrued interest receivable and payable approximate fair value.

Off-balance-sheet instruments –The fair value of commitments to extend credit is estimated using the fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreements and the present creditworthiness of the counterparties. For fixed-rate loan commitments, fair value also considers the difference between current levels of interest rates and the committed rates. The fair value of commitments to extend credit, including letters of credit, is estimated to approximate their aggregate book balance.

	March 31. 2010		December 31, 2009	
	Carrying Value	Estimated Fair Value	Carrying Value	Estimated Fair Value
Financial assets				
Cash and cash equivalents	$ 46,999,193	$ $46,999,193	$ $20,661,820	$ $20,661,820
Investment securities available for sale	41,367,828	41,367,828	54,857,211	54,857,211
Loans held for sale	10,525,439	10,525,439	7,506,252	7,506,252
Loans	455,013,938	455,913,883	457,046,616	466,271,730
Accrued interest receivable	2,932,596	2,932,596	3,366,718	3,366,718
Financial liabilities				
Deposits	510,977,282	508,592,924	498,285,124	500,979,984
FHLB borrowings	29,000,000	29,045,019	29,000,000	29,011,904
Trust preferred securities	8,764,000	10,215,897	8,764,000	8,764,000
Other borrowings	14,470,730	15,348,992	14,829,521	14,829,521
Accrued interest payable	483,568	483,568	501,069	501,069
Off-balance-sheet instruments				
Undisbursed credit lines		53,834,188		49,621,000
Commitments to extend or originate credit		24,599,943		19,078,000
Standby letters of credit		3,906,054		4,177,000

Note 9 – Capital Purchase Program

On May 1, 2009, as part of the Capital Purchase Program established by the U.S. Department of the Treasury (the "Treasury") under the Emergency Economic Stabilization Act of 2008 ("EESA"), the Company entered into a Letter Agreement and Securities Purchase Agreement—Standard Terms (collectively, the "Purchase Agreement") with the Treasury, pursuant to which the Company sold (i) 14,738 shares of the Company's Fixed Rate Cumulative Perpetual Preferred Stock, Series A, par value $4.00 per share, having a liquidation preference of $1,000 per share (the "Preferred Stock") and (ii) a warrant (the "Warrant") to purchase 499,029 shares of the Company's common stock at an initial exercise price of $4.43 per share, subject to certain anti-dilution and other adjustments, for an aggregate purchase price of $14,738,000 in cash. The fair value of the preferred stock was estimated using discounted cash flow methodology at an assumed market equivalent rate of 13%, with 20 quarterly payments over a five year period. The fair value of the warrant was estimated

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using the Black-Scholes option pricing model, with assumptions of 25% volatility, a risk-free rate of 2.03%, a yield of 6.162% and an estimated life of 5 years. The value attributed to the warrant is being accreted as a discount on the preferred stock using the effective interest rate method over five years.

The Preferred Stock qualifies as Tier 1 capital and will pay cumulative dividends at a rate of 5% per annum for the first five years, and thereafter at a rate of 9% per annum. The Preferred Stock is generally non-voting, other than on certain matters that could adversely affect the Preferred Stock.

The Warrant is immediately exercisable. The Warrant provides for the adjustment of the exercise price and the number of shares of common stock issuable upon exercise pursuant to customary anti-dilution provisions, such as upon stock splits or distributions of securities or other assets to holders of common stock, and upon certain issuances of common stock at or below a specified price relative to the then-current market price of common stock. The Warrant expires ten years from the issuance date. Pursuant to the Purchase Agreement, the Treasury has agreed not to exercise voting power with respect to any shares of common stock issued upon exercise of the Warrant.

Note 10 – Recent accounting pronouncements

In January 2010, the FASB issued ASU No. 2010-06- Fair Value Measurements and Disclosures amending Topic 820. The ASU provides for additional disclosures of transfers between assets and liabilities valued under Level 1 and 2 inputs as well as additional disclosures regarding those assets and liabilities valued under Level 3 inputs. The new disclosures are effective for interim and annual reporting periods beginning after December 15, 2009 except for those provisions addressing Level 3 fair value measurements which provisions are effective for fiscal years, and periods therein, beginning after December 15, 2010. The adoption of this Statement did not have a material impact on the Company's consolidated financial statements.

In March 2010, the FASB issued ASU No. 2010-09 amending FASB ASC Topic 855 to exclude SEC reporting entities from the requirement to disclose the date on which subsequent events have been evaluated. It further modifies the requirement to disclose the date on which subsequent events have been evaluated in reissued financial statements to apply only to such statements that have been restated to correct an error or to apply U.S. GAAP retrospectively. The Company has complied with ASU No. 2010-09.

New authoritative accounting guidance under ASC Topic 860, "Transfers and Servicing," amended prior accounting guidance to enhance reporting about transfers of financial assets, including securitizations, and where companies have continuing exposure to the risks related to transferred financial assets. The new authoritative accounting guidance eliminates the concept of a "qualifying special-purpose entity" and changes the requirements for derecognizing financial assets. The new authoritative accounting guidance also requires additional disclosures about all continuing involvements with transferred financial assets including information about gains and losses resulting from transfers during the period. The new authoritative accounting guidance under ASC Topic 860 became effective January 1, 2010 and did not have a significant impact on the Company's consolidated financial statements.

ITEM 2 – MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

Caution about forward-looking statements

In addition to historical information, this report may contain forward-looking statements. For this purpose, any statement, that is not a statement of historical fact may be deemed to be a forward-looking statement. These forward-looking statements may include statements regarding profitability, liquidity, allowance for loan losses, interest rate sensitivity, market risk, growth strategy and financial and other goals. Forward-looking statements often use words such as "believes," "expects," "plans," "may," "will," "should," "projects," "contemplates," "anticipates," "forecas other words of similar meaning. You can also identify them by the fact that they do not relate strictly to historical or current facts. Forward-looking statements are subject to numerous assumptions, risks and uncertainties, and actual results could differ materially from historical results or those anticipated by such statements.

There are many factors that could have a material adverse effect on the operations and future prospects of the Company including, but not limited to, changes in interest rates, general economic conditions, the quality or composition of the loan or investment portfolios, the level of nonperforming assets and charge-offs, the local real estate market, volatility and disruption in national and international financial markets, government intervention in the U.S. financial system, changes in regulations applicable to the Company, demand for loan products, deposit flows, competition, accounting principles, policies and guidelines, and any other risks discussed in this report or in "Item 1A Risk Factors" in the Annual Report on Form 10-K for the year ended December 31, 2009. Monetary and fiscal policies of the U.S. Government could also adversely effect the Company; such policies include the impact of any regulations or programs implemented pursuant to the Emergency Economic Stabilization Act of 2008 (EESA), the American Recovery and Reinvestment Act of 2009 (ARRA) and other policies of the Office of the Comptroller of the Currency, U.S. Treasury and the Federal Reserve Board.

These risks and uncertainties should be considered in evaluating the forward-looking statements contained herein, and readers are cautioned not to place undue reliance on such statements. Any forward-looking statement speaks only as of the date on which it is made, and the Company undertakes no obligation to update any forward-looking statement to reflect events or circumstances after the date on which it is made. In addition, past results of operations are not necessarily indicative of future results.

General

The Company was organized under the laws of the Commonwealth of Virginia as a bank holding company whose activities consist of investment in its wholly-owned subsidiary, the Bank. The Bank is engaged in commercial and retail banking. We opened to the public on December 13, 1999. We place special emphasis on serving the financial needs of individuals, small and medium sized businesses, entrepreneurs, and professional concerns.

The Bank has one subsidiary, Village Bank Mortgage Corporation. We offer a wide range of banking and related financial services, including checking, savings, certificates of deposit and other depository services, and commercial, real estate and consumer loans. We are a community-oriented and locally owned and managed financial institution focusing on providing a high level of responsive and personalized services to our customers, delivered in the context of a strong direct relationship with the customer. We conduct our operations from our main office/corporate headquarters location and fourteen branch offices.

The Company's primary source of earnings is net interest income, and its principal market risk exposure is interest rate risk. The Company is not able to predict market interest rate fluctuations and its asset/liability management strategy may not prevent interest rate changes from having a material adverse effect on the Company's results of operations and financial condition. In addition, revenues are generated from fees charged on deposit accounts and gains from sale of mortgage loans to third-party investors.

Although management endeavors to minimize the credit risk inherent in the Company's loan portfolio, it must necessarily make various assumptions and judgments about the collectibility of the loan portfolio based on its experience and evaluation of economic conditions. If such assumptions or judgments prove to be incorrect, the current allowance for loan losses may not be sufficient to cover loan losses and additions to the allowance may be necessary, which would have a negative impact on net income.

There is intense competition in all areas in which the Company conducts its business. The Company competes with banks and other financial institutions, including savings and loan associations, savings banks, finance companies, and credit unions. Many of these competitors have substantially greater resources and lending limits and provide a wider array of banking services. To a limited extent, the Company also competes with other providers of financial services, such as money market mutual funds, brokerage firms, consumer finance companies and insurance companies. Competition is based on a number of factors, including prices, interest rates, services, availability of products and geographic location.

The Company experienced significant losses during the prior year related to the current economic climate. Although we were profitable for the first quarter of 2010, a continuation of the turbulence in significant portions of the global financial markets, particularly if it worsens, could further impact the Company's performance, both directly by affecting revenues and the value of the Company's assets and liabilities, and indirectly by affecting the Company's counterparties and the economy generally. Dramatic declines in the housing market in the past year have resulted in significant write-downs of asset values by financial institutions in the United States. Concerns about the stability of the U.S. financial markets generally have reduced the availability of funding to certain financial institutions, leading to a tightening of credit, reduction of business activity, and increased market volatility. It is not clear at this time what impact liquidity and funding initiatives of the Treasury and other bank regulatory agencies that have been announced or any additional programs that may be initiated in the future will have on the financial markets and the financial services industry. The extreme levels of volatility and limited credit availability currently being experienced could continue to affect the U.S. banking industry and the broader U.S. and global economies, which would have an effect on all financial institutions, including the Company.

The Company had net income of $488,000 for the first quarter of 2010 as compared to a net loss $(75,000) for the same period in 2009. The most significant factors in our improving earnings was a decline in the provision for loan losses of $600,000, from $1,100,000 in 2009 to $500,000 in 2010, and a decline in our cost of deposits.

Our total assets increased to $615,423,000 at March 31, 2010 from $602,963,000 at December 31, 2009, an increase of $12,460,000, or 2.1%. During the first quarter of 2010 liquid assets (cash and due from banks, federal funds sold and investment securities available for sale) increased by $12,848,000, loans held for sale increased by $3,019,000, net portfolio loans decreased by $(2,033,000), accrued interest receivable decreased by $(434,000), and other real estate owned decreased by $(564,000). The net increase in these assets of $12,460,000 was funded by a $12,692,000 increase in deposit accounts offset by a decrease in borrowings of $(359,000).

The following presents management's discussion and analysis of the financial condition of the

Company at March 31, 2010 and December 31, 2009, and results of operations for the Company for the three month periods ended March 31, 2010 and 2009. This discussion should be read in conjunction with the Company's Annual Report on Form 10-K for the year ended December 31, 2009 as filed with the Securities and Exchange Commission as well as the first quarter 2010 financial statements and notes thereto appearing elsewhere in this report.

Results of operations

The Company had income totaling $488,000 and net income available to shareholders of $306,000, or $0.07 per share on a fully diluted basis, in the first quarter of 2010 compared to a loss of $(75,000), or $(0.02) per share on a fully diluted basis, in the first quarter of 2009. This represents an increase in profitability of $563,000, and is the first quarter we have been profitable since the third quarter of 2008. The last eighteen months have been difficult for the Company, as well as the banking industry in general, and is a result of unprecedented losses related to the collapse of the real estate market and the resulting depressed economy.

The increase in net earnings during the quarter ended March 31, 2010 resulted primarily decreases in the provision for loan losses and the cost of deposits. The decrease in the provision is due to a slowing of the deterioration of asset quality. The decrease in the provision for loan losses is discussed further under Asset quality and provision for loan losses. Our cost of deposits declined from 3.65% for the first quarter of 2009 to 2.18% for the first quarter of 2010. This decline in cost of deposits is a result of the repricing of higher cost certificates of deposit during the low interest rate environment that has existed for the last eighteen months as well as an effort to change our deposit mix so that we are not so dependent on higher cost deposits. Our mortgage company's profit declined in the first quarter of 2010 compared to 2009 by $37,000, primarily as a result of start up expenses associated with its new presence in Northern Virginia. The mortgage company closed $50,901,000 in mortgage loans in the first quarter of 2010 compared to $49,329,000 in the first quarter of 2009.

Net interest income

Net interest income is our primary source of earnings and represents the difference between interest and fees earned on interest-earning assets and the interest paid on interest-bearing liabilities. The level of net interest income is affected primarily by variations in the volume and mix of those assets and liabilities, as well as changes in interest rates when compared to previous periods of operation.

Net interest income for the first quarter of $4,416,000 represents an increase of $509,000, or 13%, compared to the first quarter of 2009, and an increase of $27,000, or 1%, compared to the fourth quarter of 2009. Theses increases are a result of a decline in the Company's cost of funds, which declined from 3.63% for the first quarter of 2009 to 2.83% for the fourth quarter of 2009 and to 2.36% for the first quarter of 2010.

The Company's net interest margin is not a measurement under accounting principles generally accepted in the United States, but it is a common measure used by the financial services industry to determine how profitably earning assets are funded. Net interest margin is calculated by dividing net interest income by average earning assets. Net interest margin may be affected by interest on nonaccrual loans as any accrued but unpaid interest is deducted from interest income when a loan is placed on nonaccrual status. Conversely, if a nonaccrual loan is returned to performing status, the accrued but unpaid interest is added back to interest income. As our nonaccrual loans have increased, the effect on nonaccrual interest has been more significant (see discussion of nonaccrual loans under Asset quality and provision for loan losses). Management believes presenting our actual net interest margin and our net interest margin adjusted for nonaccrual interest for the

indicated periods is meaningful to the reader in understanding operating performance. Our net interest margin over the last several quarters is provided in the following table:

Quarter Ended	Actual	Adjusted for Interest On Non-Accrual Loans
March 31, 2009	3.04%	3.17%
June 30, 2009	3.17%	3.27%
September 30, 2009	3.17%	3.32%
December 31, 2009	3.22%	3.27%
March 31, 2010	3.26%	3.52%

As interest rates were reduced by the Federal Reserve during 2007 and 2008 in reaction to the declining economy, our margin was compressed as our deposits generally do not reprice as quickly as our loans. Because our deposits continue to reprice downward and the yield on interest earning assets appears to be stabilizing, we expect the upward trend in out net interest margin will continue. However, given the continued depressed economy and the potential impact on interest income from new nonaccrual loans, no assurance can be provided that this will occur.

Average interest-earning assets for the first quarter of 2010 increased by $27,582,000, or 5%, compared to the first quarter of 2009. The increase in interest-earning assets was due primarily to an increase in investment securities of $20,540,000 and federal funds sold of $11,038,000. The average yield on interest-earning assets decreased to 5.51% for the first quarter of 2010 compared to 6.49% for the first quarter of 2009. Many of our loans are indexed to short-term rates affected by the Federal Reserve’s decisions about short-term interest rates, and, accordingly, as the Federal Reserve increases or decreases short-term rates, the yield on interest-earning assets is affected. As the Federal Reserve decreased interest rates starting in 2007 and into 2008, decreasing short-term interest rates by 5% over twelve months, the average yield on our interest-earning assets decreased. Additionally, while many of our indexed rate loans have interest rate floors included in their terms, we have decreased rates to loan customers to better reflect the current interest rate environment and, in some limited cases, to facilitate workouts on nonperforming loans.

Our average interest-bearing liabilities increased by $26,075,000, or 5%, for the first quarter of 2010 compared to the first quarter of 2009. The increase in interest-bearing liabilities was due to growth in average deposits of $22,450,000. The average cost of interest-bearing liabilities decreased to 2.36% for the first three months of 2010 from 3.63% for the first quarter of 2009. The principal reason for the decrease in liability costs was the reduction in short-term interest rates by the Federal Reserve. See our discussion of interest rate sensitivity below for more information.

The following table illustrates average balances of total interest-earning assets and total interest-bearing liabilities for the periods indicated, showing the average distribution of assets, liabilities, shareholders' equity and related income, expense and corresponding weighted-average yields and rates. The average balances used in these tables and other statistical data were calculated using daily average balances. We had no tax exempt assets for the periods presented.

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Average Balance
Sheets
(In thousands)

	Three Months Ended March 31, 2010			Three Months Ended March 31, 2009		
	Average Balance	Interest Income/ Expense	Annualized Yield Rate	Average Balance	Interest Income/ Expense	Annualized Yield Rate
Loans net of deferred fees	$ 469,676	$ 7,000	6.04%	$ 474,419	$ 7,928	6.78%
Investment securities	46,280	357	3.13%	25,740	337	5.31%
Loans held for sale	7,208	89	5.01%	6,461	81	5.08%
Federal funds and other	26,226	14	0.22%	15,188	7	0.19%
Total interest earning assets	549,390	7,460	5.51%	521,808	8,353	6.49%
Allowance for loan losses and deferred fees	(10,582)			(6,221)		
Cash and due from banks	12,031			12,300		
Premises and equipment, net	27,774			28,121		
Other assets	34,324			24,953		
Total assets	$ 612,937			$ 580,961		
Interest bearing deposits						
Interest checking	$ 37,222	$ 135	1.47%	$ 19,122	$ 67	1.42%
Money market	111,145	370	1.35%	30,420	132	1.76%
Savings	9,391	26	1.12%	6,107	18	1.20%
Certificates	309,218	1,980	2.60%	388,877	3,786	3.95%
Total deposits	466,976	2,511	2.18%	444,526	4,003	3.65%
Borrowings	55,234	534	3.92%	51,609	443	3.48%
Total interest bearing liabilities	522,210	3,045	2.36%	496,135	4,446	3.63%
Noninterest bearing deposits	38,001			36,013		
Other liabilities	3,430			2,746		
Total liabilities	563,641			534,894		
Equity capital	49,297			46,067		
Total liabilities and capital	$ 612,938			$ 580,961		
Net interest income before provision for loan losses		$ 4,415			$ 3,907	
Interest spread - average yield on interest						

earning assets, less average rate on interest bearing liabilities	3.15%	2.86%
Annualized net interest margin (net		