

SURREY BANCORP
Form 10-Q
August 12, 2016

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

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

for the quarterly period ended June 30, 2016

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

For the transition period from _____ to _____

COMMISSION FILE NO. 000-50313

SURREY BANCORP

(Exact name of registrant as specified in its charter)

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

145 North Renfro Street, Mount Airy, NC 27030

(Address of principal executive offices)

(336) 783-3900

(Registrant's telephone number)

Check whether the registrant: (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes 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 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 checkmark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act (Check one):

Large accelerated filer Accelerated filer

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Non-accelerated filer Smaller reporting company

Indicate by checkmark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

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

On August 12, 2016 there were 3,444,709 common shares issued and outstanding and 104,956 Class A common shares issued and outstanding

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Consolidated Balance Sheets

June 30, 2016 (Unaudited) and December 31, 2015 (Audited)

	June 2016	December 2015
Assets		
Cash and due from banks	\$6,716,185	\$5,874,561
Interest-bearing deposits with banks	25,992,126	32,921,125
Federal funds sold	1,222,549	1,217,801
Investment securities available for sale	4,319,809	5,340,743
Restricted equity securities	401,829	397,599
Loans, net of allowance for loan losses of \$3,846,517 at June 30, 2016 and \$3,626,908 at December 31, 2015	207,918,096	197,904,895
Property and equipment, net	5,270,896	5,333,066
Foreclosed assets	202,982	384,452
Accrued income	1,016,293	1,084,164
Goodwill	120,000	120,000
Bank owned life insurance	6,339,377	5,125,339
Other assets	3,130,552	2,072,810
Total assets	\$262,650,694	\$257,776,555
Liabilities and Stockholders' Equity		
Liabilities		
Deposits:		
Noninterest-bearing	\$60,467,106	\$54,619,375
Interest-bearing	156,221,927	158,068,586
Total deposits	216,689,033	212,687,961
Long-term debt	1,750,000	2,750,000
Dividends payable	45,730	1,004,642
Accrued interest payable	128,286	91,632
Other liabilities	3,537,887	2,571,350
Total liabilities	222,150,936	219,105,585
Commitments and contingencies (Note 4)		
Stockholders' equity		
Preferred stock, 1,000,000 shares authorized, 189,356 shares of Series A issued and outstanding with no par value 4.5% convertible non-cumulative, perpetual, with a liquidation value of \$14 per share;	2,620,325	2,620,325
181,154 shares of Series D issued and outstanding with no par value 5.0% convertible non-cumulative, perpetual; with a liquidation value of \$7.08 per share;	1,248,482	1,248,482
Common stock, 9,000,000 shares authorized at no par value; 3,444,709 and 3,549,665 shares issued and outstanding at June 30, 2016 and December 31, 2015, respectively	10,763,291	12,101,480
Common stock, Class A 1,000,000 shares authorized at no par value; 104,956 shares issued and outstanding at June 30, 2016	1,313,189	-
Retained earnings	24,552,405	22,727,587
Accumulated other comprehensive loss	2,066	(26,904)

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Total stockholders' equity	40,499,758	38,670,970
Total liabilities and stockholders' equity	\$262,650,694	\$257,776,555

See Notes to Consolidated Financial Statements

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Consolidated Statements of Income

Six months ended June 30, 2016 and 2015 (Unaudited)

	2016	2015
Interest income		
Loans and fees on loans	\$5,794,040	\$5,356,148
Federal funds sold	2,600	1,363
Investment securities available for sale, taxable	44,728	34,085
Investment securities available for sale, dividends	649	6,119
Deposits with banks	55,167	47,997
Total interest income	5,897,184	5,445,712
Interest expense		
Deposits	417,420	467,168
Fed funds purchased	5	3
Long-term debt	39,388	118,464
Total interest expense	456,813	585,635
Net interest income	5,440,371	4,860,077
Provision for (recapture of) loan losses	212,741	(43,496)
Net interest income after provision for (recapture of) loan losses	5,227,630	4,903,573
Noninterest income		
Service charges on deposit accounts	321,365	399,665
Fees on loans delivered to correspondents	56,202	27,808
Other service charges and fees	375,375	359,488
Gain (loss) on the sale of investment securities	(33,127)	4,376
Income from bank owned life insurance	94,095	73,569
Insurance commissions	230,877	215,315
Brokerage commissions	36,071	102,460
Other operating income	80,866	67,568
Bank-owned life insurance death benefit in excess of CSV	315,754	-
Total noninterest income	1,477,478	1,250,249
Noninterest expense		
Salaries and employee benefits	2,213,729	1,991,930
Occupancy expense	255,218	228,578
Equipment expense	137,852	127,256
Data processing	259,583	231,208
Foreclosed assets, net	43,081	85,611
Postage, printing and supplies	85,018	106,641
Professional fees	53,387	248,005
FDIC insurance premiums	62,987	56,539
Other expense	801,031	794,282
Total noninterest expense	3,911,886	3,870,050
Net income before income taxes	2,793,222	2,283,772
Income tax expense	877,447	815,402
Net income	1,915,775	1,468,370

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Preferred stock dividends	(90,957)	(90,957)
Net income available to common stockholders	\$1,824,818	\$1,377,413
Basic earnings per common share	\$0.51	\$0.39
Diluted earnings per common share	\$0.46	\$0.35
Basic weighted average common shares outstanding	3,549,665	3,549,665
Diluted weighted average common shares outstanding	4,183,600	4,187,334

See Notes to Consolidated Financial Statements

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Consolidated Statements of Income

Three months ended June 30, 2016 and 2015 (Unaudited)

	2016	2015
Interest income		
Loans and fees on loans	\$2,920,977	\$2,676,839
Federal funds sold	1,334	672
Investment securities available for sale, taxable	21,946	17,278
Investment securities available for sale, dividends	-	3,885
Deposits with banks	24,311	27,160
Total interest income	2,968,568	2,725,834
Interest expense		
Deposits	205,072	230,771
Fed funds purchased	5	3
Long-term debt	18,521	57,759
Total interest expense	223,598	288,533
Net interest income	2,744,970	2,437,301
Provision for loan losses	136,927	70,298
Net interest income after provision for loan losses	2,608,043	2,367,003
Noninterest income		
Service charges on deposit accounts	160,388	208,321
Fees on loans delivered to correspondents	49,008	22,162
Other service charges and fees	195,190	188,295
Income from bank owned life insurance	48,085	36,745
Insurance commissions	129,966	131,538
Brokerage commissions	21,390	23,419
Other operating income	19,140	14,535
Bank-owned life insurance death benefit in excess of CSV	315,754	-
Total noninterest income	938,921	625,015
Noninterest expense		
Salaries and employee benefits	1,135,671	959,599
Occupancy expense	126,125	119,230
Equipment expense	69,401	64,360
Data processing	130,007	108,202
Foreclosed assets, net	9,050	46,767
Postage, printing and supplies	41,539	65,317
Professional fees	35,684	106,006
FDIC insurance premiums	30,472	32,081
Other expense	378,348	335,820
Total noninterest expense	1,956,297	1,837,382
Net income before income taxes	1,590,667	1,154,636
Income tax expense	451,846	414,700
Net income	1,138,821	739,936

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Preferred stock dividends	(45,730)	(45,730)
Net income available to common stockholders	\$1,093,091	\$694,206
Basic earnings per common share	\$0.31	\$0.20
Diluted earnings per common share	\$0.27	\$0.18
Basic weighted average common shares outstanding	3,549,665	3,549,665
Diluted weighted average common shares outstanding	4,183,600	4,187,257

See Notes to Consolidated Financial Statements

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Consolidated Statements of Comprehensive Income

Three and Six months ended June 30, 2016 and 2015 (Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
Net income	\$1,138,821	\$739,936	\$1,915,775	\$1,468,370
Other comprehensive income (loss):				
Investment securities available for sale:				
Unrealized holding gains (losses)	3,716	(2,615)	11,172	10,211
Tax effect	(1,362)	338	(4,066)	(4,464)
Reclassification of (gains) losses recognized in net income	-	-	33,127	(4,376)
Tax effect	-	-	(11,263)	1,488
	2,354	(2,277)	28,970	2,859
Comprehensive income	\$1,141,175	\$737,659	\$1,944,745	\$1,471,229

See Notes to Consolidated Financial Statements

Table of ContentsConsolidated Statements of Cash Flows
Six months ended June 30, 2016 and 2015 (Unaudited)

	2016	2015
Cash flows from operating activities		
Net income	\$ 1,915,775	\$ 1,468,370
Adjustments to reconcile net income to net cash provided by operations:		
Depreciation and amortization	148,430	134,855
Gain on sale of property and equipment	(10)	(50)
(Gain) loss on the sale of securities	33,127	(4,376)
Loss on the sale of foreclosed assets	31,103	9,620
Provision (recapture) of loan losses	212,741	(43,496)
Deferred income tax benefit	(3,682)	(630)
Accretion of discount on securities, net of amortization of premiums	(1,766)	(304)
Increase in cash surrender value of life insurance	(94,095)	(73,569)
Bank-owned life insurance death benefit in excess of CSV	(315,754)	(419,150)
Changes in assets and liabilities:		
Accrued income	67,871	(66,274)
Other assets	(1,069,389)	(427,953)
Accrued interest payable	36,654	30,255
Other liabilities	966,537	547,397
Net cash provided by operating activities	1,927,542	1,154,695
Cash flows from investing activities		
Net (increase) decrease in interest-bearing deposits with banks	6,928,999	432,980
Net increase in federal funds sold	(4,748)	(2,546)
Purchases of investment securities	(1,500,516)	(1,012,202)
Maturities of investment securities	2,003,678	1,002,913
Redemption of restricted equity	-	104,400
Purchase of restricted equity securities	(4,230)	(11,180)
Net increase in loans	(10,290,202)	(419,410)
Proceeds from the sale of investment securities	530,710	11,135
Proceeds from the sale of foreclosed assets	214,627	207,974
Purchases of property and equipment	(86,260)	(490,093)
Purchase of bank owned life insurance	(1,500,000)	-
Life insurance proceeds	695,811	1,001,320
Proceeds from the sale of property and equipment	10	50
Net cash provided by (used in) investing activities	(3,012,121)	825,341
Cash flows from financing activities		
Net increase in deposits	4,001,072	766,488
Maturity of long-term debt	(1,000,000)	(2,000,000)
Expenses incurred in recapitalization	(25,000)	-
Dividends paid	(1,049,869)	(872,386)
Net cash provided by (used in) financing activities	1,926,203	(2,105,898)
Net increase (decrease) in cash and cash equivalents	841,624	(125,862)
Cash and due from banks, beginning	5,874,561	6,236,749
Cash and due from banks, ending	\$ 6,716,185	\$ 6,110,887

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Supplemental disclosures of cash flow information

Interest paid	\$420,159	\$555,635
Taxes paid	\$1,050,247	\$828,479
Supplemental disclosures of non-cash transactions		
Loans transferred to foreclosed properties	\$64,260	\$130,574
Cash dividends declared but not paid	\$45,730	\$45,730
Reclassification of Class A common stock	\$1,338,189	\$-

See Notes to Consolidated Financial Statements

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Table of ContentsConsolidated Statements of Changes in Stockholders' Equity
Six months ended June 30, 2016 and 2015 (Unaudited)

	Preferred Stock	Common Stock		Common Stock, Class A		Retained	Accumulated Other Comprehensive Income (Loss) Total	
	Amount	Shares	Amount	Shares	Amount	Earnings		
Balance, January 1, 2015	\$3,868,807	3,549,665	\$12,101,480	-	\$-	\$20,808,309	\$(7,942)	\$36,770,654
Net income	-	-	-	-	-	1,468,370	-	1,468,370
Other comprehensive income	-	-	-	-	-	-	2,859	2,859
Dividends declared on Series A convertible preferred stock (\$.32 per share)						(59,157)		(59,157)
Dividends declared on Series D convertible preferred stock (\$.18 per share)						(31,800)		(31,800)
Balance, June 30, 2015	\$3,868,807	3,549,665	\$12,101,480	-	\$-	\$22,185,722	\$(5,083)	\$38,150,926
Balance January 1, 2016	\$3,868,807	3,549,665	\$12,101,480	-	\$-	\$22,727,587	\$(26,904)	\$38,670,970
Net income						1,915,775		1,915,775
Other comprehensive income							28,970	28,970
Reclassification of Class A Common stock		(104,956)	(1,338,189)	104,956	1,338,189			
Expenses associated with reclassification						(25,000)		(25,000)
Dividends declared on Series A convertible preferred stock (\$.32 per share)						(59,157)		(59,157)
Dividends declared on Series D convertible preferred stock (\$.18 per share)						(31,800)		(31,800)
Balance, June 30, 2016	\$3,868,807	3,444,709	\$10,763,291	104,956	\$1,313,189	\$24,552,405	\$2,066	\$40,499,758

See Notes to Consolidated Financial Statements

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SURREY BANCORP

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(unaudited)

NOTE 1. BASIS OF PRESENTATION

The accompanying unaudited consolidated financial statements were prepared in accordance with instructions for Form 10-Q and therefore, do not include all disclosures required by generally accepted accounting principles for a complete presentation of financial statements. In the opinion of management, the consolidated financial statements contain all adjustments necessary to present fairly the financial condition of Surrey Bancorp, (the “Company”), as of June 30, 2016, the results of its operations and comprehensive income for the three and six months ended June 30, 2016 and 2015, and its changes in stockholders’ equity and cash flows for the six months ended June 30, 2016 and 2015. These adjustments are of a normal and recurring nature. The results of operations for the six months ended June 30, 2016, are not necessarily indicative of the results expected for the full year. These consolidated financial statements should be read in conjunction with the Company’s audited financial statements and related disclosures for the year ended December 31, 2015, included in the Company’s Form 10-K. The balance sheet at December 31, 2015, has been taken from the audited financial statements at that date.

Organization

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

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

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

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

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

Critical Accounting Policies

The notes to the audited consolidated financial statements for the year ended December 31, 2015 contain a summary of the significant accounting policies. The Company believes our policies with respect to the methodology for the determination of the allowance for loan losses, and asset impairment judgments, including the recoverability of intangible assets involve a higher degree of complexity and require management to make difficult and subjective judgments which often require assumptions or estimates about highly uncertain matters. Changes in these judgments, assumptions or estimates could cause reported results to differ materially. These critical policies and their application

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

Principles of Consolidation

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

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SURREY BANCORP

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1. BASIS OF PRESENTATION, CONTINUED

Presentation of Cash Flows

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

Investment Securities

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

Investment securities classified as held to maturity are those debt securities that the Bank has the ability and intent to hold to maturity. Accordingly, these securities are carried at cost adjusted for amortization of premiums and accretion of discount, computed by the interest-method over their contractual lives. At June 30, 2016 and December 31, 2015, the Bank had no investments classified as held to maturity.

Loans Held for Sale

The Bank originates and holds Small Business Administration (SBA) and United States Department of Agriculture (USDA) guaranteed loans in its portfolio in the normal course of business. Occasionally, the Bank sells the guaranteed portions of these loans into the secondary market. The loans are generally variable rate loans, which eliminates the market risk to the Bank and are therefore carried at cost. Fixed rate loans are carried at the lower of cost or market. The Bank recognizes gains on the sale of the guaranteed portion upon the consummation of the transaction. The Bank plans to continue to originate guaranteed loans for sales, however no such loans were funded and held for sale at June 30, 2016 and December 31, 2015.

Loans Receivable

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

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

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

first applied to principal and any residual amounts are then applied to interest. When facts and circumstances indicate the borrower has regained the ability to meet the required payments, the loan is returned to accrual status. Past due loans are determined on the basis of contractual terms.

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SURREY BANCORP

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1. BASIS OF PRESENTATION, CONTINUED

Allowance for Loan Losses

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

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

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

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

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

Recent Accounting Pronouncements

The following is a summary of recent authoritative pronouncements:

In January 2016, the FASB amended the Financial Instruments topic of the Accounting Standards Codification to address certain aspects of recognition, measurement, presentation, and disclosure of financial instruments. The amendments will be effective for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. The Company will apply the guidance by means of a cumulative-effect adjustment to the balance sheet as of the beginning of the fiscal year of adoption. The amendments related to equity securities without readily determinable fair values will be applied prospectively to equity investments that exist as of the date of adoption of the

amendments. The Company does not expect these amendments to have a material effect on its financial statements.

In February 2016, the FASB issued new guidance to change accounting for leases and that will generally require most leases to be recognized on the balance sheet. The new lease standard only contains targeted changes to accounting by lessors, however, lessees will be required to recognize most leases in their balance sheets as lease liabilities for lease payments and right-of-use assets representing the lessee's rights to use the underlying assets for the lease terms for lease arrangements longer than 12 months. Under this approach, a lessee will account for most existing capital/finance leases as Type A leases and most existing operating leases as Type B leases. Type A and Type B leases have unique accounting and disclosure requirements. Existing sale-leaseback guidance, including guidance for real estate, will be replaced with a new model applicable to both lessees and lessors. The new guidance will be effective for fiscal years (and interim periods within those fiscal years) beginning after December 15, 2018. Early adoption is permitted for all companies and organizations. Management is currently analyzing the impact of the adoption of this guidance on the Company's financial statements, including assessing changes that might be necessary to information technology systems, processes and internal controls to capture new data and address changes in financial reporting.

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SURREY BANCORP

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1. BASIS OF PRESENTATION, CONTINUED

Recent Accounting Pronouncements, continued

In March 2016, the FASB issued guidance to simplify several aspects of the accounting for share-based payment award transactions including the income tax consequences, the classification of awards as either equity or liabilities, and the classification on the statement of cash flows. Additionally, the guidance simplifies two areas specific to entities other than public business entities allowing them apply a practical expedient to estimate the expected term for all awards with performance or service conditions that have certain characteristics and also allowing them to make a one-time election to switch from measuring all liability-classified awards at fair value to measuring them at intrinsic value. The amendments will be effective for the Company for annual periods beginning after December 15, 2016 and interim periods within those annual periods. The Company does not expect these amendments to have a material effect on its financial statements.

In April 2016, the FASB amended the Revenue from Contracts with Customers topic of the Accounting Standards Codification to clarify the implementation guidance on principal versus agent considerations and address how an entity should assess whether it is the principal or the agent in contracts that include three or more parties. The amendments will be effective for the Company for reporting periods beginning after December 15, 2017. The Company does not expect these amendments to have a material effect on its financial statements.

In May 2016, the FASB amended the Revenue from Contracts with Customers topic of the Accounting Standards Codification to clarify guidance related to collectability, noncash consideration, presentation of sales tax, and transition. The amendments will be effective for the Company for reporting periods beginning after December 15, 2017. The Company does not expect these amendments to have a material effect on its financial statements.

In June 2016, the FASB issued guidance to change the accounting for credit losses and modify the impairment model for certain debt securities. The amendments will be effective for the Company for reporting periods beginning after December 15, 2020-public business entities that are not SEC filers; annual periods beginning after December 15, 2020, and interim periods within annual reporting periods beginning after December 15, 2021-all other entities. The Company is currently evaluating the effect that implementation of the new standard will have on its financial position, results of operations, and cash flows

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

Subsequent Events

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

Subsequent to June 30, 2016, Freedom Finance, LLC entered into an agreement to sell its outstanding loans receivable, amounting to \$1,057,282, to a third party. The agreement sets a price at 90% of the loan value with other

stipulations regarding past due accounts. The recapture of the reserve associated with these loans will approximate the 10% discount negotiated in the contract. Upon the culmination of the transaction, including the settlement for delinquent accounts the operations of Freedom Finance, LLC will be discontinued.

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SURREY BANCORP

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 2. SECURITIES

Debt and equity securities have been classified in the balance sheets according to management's intent. The amortized costs of securities available for sale and their approximate fair values at June 30, 2016 and December 31, 2015 follow:

	Amortized Cost	Unrealized Gains	Unrealized Losses	Fair Value
<u>June 30, 2016</u>				
Government-sponsored enterprises	\$4,000,000	\$ 2,825	\$ -	\$4,002,825
Mortgage-backed securities	16,548	436	-	16,984
Corporate bonds	300,000	-	-	300,000
	\$4,316,548	\$ 3,261	\$ -	\$4,319,809
<u>December 31, 2015</u>				
Government-sponsored enterprises	\$4,498,227	\$ 3,130	\$ 10,117	\$4,491,240
Mortgage-backed securities	20,233	446	-	20,679
Corporate bonds	300,000	-	300	299,700
Equities and mutual funds	563,321	14,644	48,841	529,124
	\$5,381,781	\$ 18,220	\$ 59,258	\$5,340,743

At June 30, 2016 and December 31, 2015, substantially all government-sponsored enterprises securities were pledged as collateral on public deposits and for other purposes as required or permitted by law. The mortgage-backed securities were pledged to the Federal Home Loan Bank.

Maturities of mortgage-backed bonds are stated based on contractual maturities. Actual maturities of these bonds may vary as the underlying mortgages are prepaid. The investment in equities and mutual funds by nature have no maturity date and are classified as due in one year or less. The scheduled maturities of securities (all available for sale) at June 30, 2016, were as follows:

	Amortized Cost	Fair Value
Due in one year or less	\$500,000	\$500,015
Due after one year through five years	3,808,872	3,811,838
Due after five years through ten years	805	831
Due after ten years	6,871	7,125
	\$4,316,548	\$4,319,809

There were no unrealized investment losses at June 30, 2016. The following table shows investments' gross unrealized losses and fair value, aggregated by investment category and length of time that the individual securities have been in a continuous unrealized loss position at December 31, 2015. These unrealized losses on investment securities are a result of volatility in interest rates which relate to government-sponsored enterprises and corporate bonds issued by other banks and market volatility as it relates to equity and mutual fund investments at December 31, 2015.

Less Than 12 Months Fair Value	Unrealized Losses	12 Months or More Fair Value	Unrealized Losses	Total Fair Value	Unrealized Losses
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December 31, 2015

Government-sponsored enterprises	\$2,488,110	\$ 10,117	\$-	\$ -	\$2,488,110	\$ 10,117
Corporate bonds	-	-	299,700	300	299,700	300
Equities and mutual funds	63,865	22,785	41,140	26,056	105,005	48,841
	\$2,551,975	\$ 32,902	\$340,840	\$ 26,356	\$2,892,815	\$ 59,258

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SURREY BANCORP

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 2. SECURITIES, CONTINUED

Management considers the nature of the investment, the underlying causes of the decline in the market value and the severity and duration of the decline in market value in determining if impairment is other than temporary.

Consideration is given to (1) the length of time and the extent to which the fair value has been less than cost, (2) the financial condition and near term prospects of the issuer, and (3) the intent and ability of the Company to retain its investment in the issuer for a period of time sufficient to allow for any anticipated recovery in fair value. Based upon this evaluation, there are no securities in the portfolio at June 30, 2016, with unrealized losses

The Company had realized losses of \$33,127 from the sales of equity and mutual fund investment securities for the six month period ended June 30, 2016, and realized gains of \$4,376 from the sales of equity and mutual fund investment securities for the six month periods ended June 30, 2015. Total proceeds from the sales amounted to \$530,710 and \$11,135 in 2016 and 2015, respectively.

NOTE 3. EARNINGS PER COMMON SHARE

Basic earnings per common share for the three months ended June 30, 2016 and 2015 were calculated by dividing net income available to common stockholders by the weighted average number of common shares outstanding during the period.

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

NOTE 4. COMMITMENTS AND LETTERS OF CREDIT

At June 30, 2016, the Company had commitments to extend credit, including unused lines of credit of approximately \$54,082,000 and letters of credit outstanding of \$1,940,837.

NOTE 5. LOANS

The major components of loans in the balance sheets at June 30, 2016 and December 31, 2015 are below.

	2016	2015
Commercial	\$54,296,937	\$51,930,870
Real estate:		
Construction and land development	9,334,109	9,669,380
Residential, 1-4 families	44,070,693	43,830,689
Residential, 5 or more families	1,100,398	1,155,535
Farmland	6,648,149	6,043,944
Nonfarm, nonresidential	90,222,849	82,595,636
Agricultural	1,444,955	1,609,150

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Consumer, net of discounts of \$19,804 in 2016 and \$11,950 in 2015	4,407,255	4,532,179
	211,525,345	201,367,383
Deferred loan origination costs, net of (fees)	239,268	164,420
	211,764,613	201,531,803
Allowance for loan losses	(3,846,517)	(3,626,908)
	\$207,918,096	\$197,904,895

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SURREY BANCORP

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 5. LOANS, CONTINUED

Residential, 1-4 family loans pledged as collateral against FHLB advances approximated \$12,200,000 and \$12,691,000 at June 30, 2016 and December 31, 2015, respectively.

NOTE 6. ALLOWANCE FOR LOAN LOSSES

The activity of the allowance for loan losses by loan components during the six months ended June 30, 2016 and 2015 was as follows:

	Construction & Development	1-4 Family Residential	Nonfarm, Nonresidential	Commercial & Industrial	Consumer	Other	Total
<u>June 30, 2016</u>							
Allowance for credit losses:							
Beginning balance	\$ 150,400	\$ 790,200	\$ 1,020,400	\$ 1,361,814	\$ 177,894	\$ 126,200	\$ 3,626,908
Charge-offs	-	(62,665)	(74,876)	(5,129)	(26,783)	(33,514)	(202,967)
Recoveries	-	7,050	6,116	187,036	4,490	4,643	209,835
Provision	(3,062)	86,293	288,620	(225,950)	(76,271)	143,111	212,741
Ending balance	\$ 147,338	\$ 821,378	\$ 1,240,260	\$ 1,317,771	\$ 79,330	\$ 240,440	\$ 3,846,517
Ending balance:							
individually evaluated for impairment	\$-	\$-	\$-	\$ 10,625	\$-	\$-	\$ 10,625
Ending balance:							
collectively evaluated for impairment	\$ 147,338	\$ 821,378	\$ 1,240,260	\$ 1,307,146	\$ 79,330	\$ 240,440	\$ 3,835,892
Loans Receivable:							
Ending balance	\$ 9,334,109	\$ 44,070,693	\$ 90,222,849	\$ 54,296,937	\$ 4,407,255	\$ 9,193,502	\$ 211,525,345
Ending balance:							
individually evaluated for impairment	\$ 9,686	\$ 1,231,595	\$ 2,086,625	\$ 2,081,104	\$-	\$ 5,543	\$ 5,414,553

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Ending balance: collectively evaluated for impairment	\$ 9,324,423	\$ 42,839,098	\$ 88,136,224	\$ 52,215,833	\$ 4,407,255	\$ 9,187,959	\$ 206,110,792
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June 30, 2015

Allowance for credit losses: Beginning balance	\$ 160,100	\$ 798,199	\$ 1,067,315	\$ 1,301,900	\$ 158,750	\$ 68,400	\$ 3,554,664
Charge-offs	-	(119,738)	-	(14,308)	(63,747)	-	(197,793)
Recoveries	-	1,470	556	355,079	16,089	-	373,194
Provision	(79,500)	99,807	(20,437)	(109,264)	61,398	4,500	(43,496)
Ending balance	\$ 80,600	\$ 779,738	\$ 1,047,434	\$ 1,533,407	\$ 172,490	\$ 72,900	\$ 3,686,569

Ending balance: individually evaluated for impairment	\$ -	\$ 5,538	\$ 82,334	\$ 130,207	\$ -	\$ -	\$ 218,079
Ending balance: collectively evaluated for impairment	\$ 80,600	\$ 774,200	\$ 965,100	\$ 1,403,200	\$ 172,490	\$ 72,900	\$ 3,468,490

Loans Receivable: Ending balance	\$ 5,003,033	\$ 42,429,891	\$ 81,471,018	\$ 54,582,484	\$ 4,453,977	\$ 5,556,315	\$ 193,496,718
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Ending balance: individually evaluated for impairment	\$ 12,364	\$ 902,831	\$ 2,638,166	\$ 1,001,378	\$ -	\$ 238,369	\$ 4,793,108
Ending balance: collectively evaluated for impairment	\$ 4,990,669	\$ 41,527,060	\$ 78,832,852	\$ 53,581,106	\$ 4,453,977	\$ 5,317,946	\$ 188,703,610

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SURREY BANCORP

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 6. ALLOWANCE FOR LOAN LOSSES, CONTINUED

The following table presents impaired loans individually evaluated by class of loan as of June 30, 2016 and December 31, 2015 and the recognized interest income per the related period:

	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Recorded Investment	Interest Income Recognized
<u>June 30, 2016</u>					
With no related allowance recorded:					
Construction and development	\$9,686	\$9,686	\$ -	\$10,050	\$ 425
1-4 family residential	1,231,595	1,303,749	-	1,238,366	17,332
Nonfarm, nonresidential	2,086,625	2,086,625	-	2,355,586	53,280
Commercial and industrial	2,070,479	2,073,174	-	2,070,171	72,592
Consumer	-	-	-	-	-
Other loans	5,543	11,086	-	5,543	-
	5,403,928	5,484,320	-	5,679,716	143,629
With an allowance recorded:					
Construction and development	-	-	-	-	-
1-4 family residential	-	-	-	-	-
Nonfarm, nonresidential	-	-	-	-	-
Commercial and industrial	10,625	10,625	10,625	10,654	169
Consumer	-	-	-	-	-
Other loans	-	-	-	-	-
	10,625	10,625	10,625	10,654	169
Combined:					
Construction and development	9,686	9,686	-	10,050	425
1-4 family residential	1,231,595	1,303,749	-	1,238,366	17,332
Nonfarm, nonresidential	2,086,625	2,086,625	-	2,355,586	53,280
Commercial and industrial	2,081,104	2,083,799	10,625	2,080,825	72,761
Consumer	-	-	-	-	-
Other loans	5,543	11,086	-	5,543	-
	\$5,414,553	\$5,494,945	\$ 10,625	\$5,690,370	\$ 143,798
<u>December 31, 2015</u>					
With no related allowance recorded:					
Construction and development	\$11,061	\$11,061	\$ -	\$11,408	\$ 1,005
1-4 family residential	966,420	975,909	-	966,971	47,320
Nonfarm, nonresidential	2,640,143	2,640,143	-	2,542,346	99,820
Commercial and industrial	1,676,119	1,676,119	-	1,647,548	86,843
Consumer	-	-	-	-	-
Other loans	11,085	11,085	-	11,085	591
	5,304,828	5,314,317	-	5,179,358	235,579

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With an allowance recorded:

Construction and development	-	-	-	-	-
1-4 family residential	-	-	-	-	-
Nonfarm, nonresidential	-	-	-	-	-
Commercial and industrial	592,557	592,557	45,014	592,557	37,304
Consumer	-	-	-	-	-
Other loans	-	-	-	-	-
	592,557	592,557	45,014	592,557	37,304

Combined:

Construction and development	11,061	11,061	-	11,408	1,005
1-4 family residential	966,420	975,909	-	966,971	47,320
Nonfarm, nonresidential	2,640,143	2,640,143	-	2,542,346	99,820
Commercial and industrial	2,268,676	2,268,676	45,014	2,240,105	124,147
Consumer	-	-	-	-	-
Other loans	11,085	11,085	-	11,085	591
	\$5,897,385	\$5,906,874	\$ 45,014	\$5,771,915	\$ 272,883

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SURREY BANCORP

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 6. ALLOWANCE FOR LOAN LOSSES, CONTINUED

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

	30-59 Days Past Due	60-89 Days Past Due	90 Days Plus Past Due	Total Past Due	Current	Total Financing Receivables	Recorded Investment > 90 Days and Accruing
<u>June 30, 2016</u>							
Construction and development	\$-	\$-	\$-	\$-	\$9,334,109	\$9,334,109	\$-
1-4 family residential	307,109	156,742	469,481	933,332	43,137,361	44,070,693	-
Nonfarm, nonresidential	370,626	-	157,905	528,531	89,694,318	90,222,849	-
Commercial and industrial	-	-	130,880	130,880	54,166,057	54,296,937	30,809
Consumer	143,866	33,549	-	177,415	4,229,840	4,407,255	-
Other loans	-	-	5,543	5,543	9,187,959	9,193,502	-
Total	\$821,601	\$190,291	\$763,809	\$1,775,701	\$209,749,644	\$211,525,345	\$30,809
Percentage of total loans	0.39	% 0.09	% 0.36	% 0.84	% 99.16	% 100.00	%

Non-accruals
included
above

Construction and development	\$-	\$-	\$-	\$-	\$-	\$-
1-4 family residential	-	212,908	469,481	682,389	86,941	769,330
Nonfarm, nonresidential	367,876	-	157,905	525,781	146,261	672,042
Commercial and industrial	-	-	100,071	100,071	-	100,071
Consumer	-	-	-	-	-	-
Other loans	-	-	5,543	5,543	-	5,543
	\$367,876	\$212,908	\$733,000	\$1,313,784	\$233,202	\$1,546,986

December 31,
2015

Construction and	\$-	\$-	\$-	\$-	\$9,669,380	\$9,669,380	\$-
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development												
1-4 family residential	412,158	395,682	277,572	1,085,412	42,745,277	43,830,689	-					
Nonfarm, nonresidential	487,300	120,590	320,924	928,814	81,666,822	82,595,636	3,502					
Commercial and industrial	72,259	748,958	193,165	1,014,382	50,916,488	51,930,870	7,866					
Consumer	62,137	72,140	27,242	161,519	4,370,660	4,532,179	26,120					
Other loans	-	11,085	-	11,085	8,797,544	8,808,629	-					
Total	\$1,033,854	\$1,348,455	\$818,903	\$3,201,212	\$198,166,171	\$201,367,383	\$37,488					
Percentage of total loans	0.51	% 0.67	% 0.41	% 1.59	% 98.41	% 100.00	%					

Non-accruals included above

Construction and development	\$-	\$-	\$-	\$-	\$-	\$-	
1-4 family residential	-	-	277,572	277,572	248,468	526,040	
Nonfarm, nonresidential	62,070	49,503	317,421	428,994	51,445	480,439	
Commercial and industrial	-	-	185,300	185,300	-	185,300	
Consumer	-	-	1,122	1,122	-	1,122	
Other loans	-	-	-	-	-	-	
	\$62,070	\$49,503	\$781,415	\$892,988	\$299,913	\$1,192,901	

Credit Quality Indicators:

The Company categorizes loans into risk categories based on relevant information about the ability of borrowers to service their debt such as: current financial information, historical payment experience, credit documentation, public information, and current economic trends, among other factors. The Company analyzes loans individually by classifying the loans as to credit risk. Loans classified as substandard or special mention are reviewed quarterly by the Company for further impairment or improvement to determine if appropriately classified. All other loans greater than \$500,000, commercial lines greater than \$250,000 and personal lines of credit greater than \$100,000, and unsecured loans greater than \$100,000 are specifically reviewed at least annually to determine the appropriate loan grading. In addition, during the renewal process of any loan, as well as when a loan becomes past due, the Company will evaluate the loan grade.

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SURREY BANCORP

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 6. ALLOWANCE FOR LOAN LOSSES, CONTINUED

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

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

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

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

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

	Total	Pass Credits	Special Mention	Substandard	Doubtful
<u>June 30, 2016</u>					
Construction and development	\$9,334,109	\$9,334,109	\$-	\$ -	\$ -
1-4 family residential	44,070,693	43,077,665	777,446	215,582	-
Nonfarm, nonresidential	90,222,849	88,711,073	1,143,900	367,876	-
Commercial and industrial	54,296,937	52,229,418	2,064,823	2,696	-
Consumer	4,407,255	4,397,435	9,820	-	-
Other loans	9,193,502	9,187,959	-	5,543	-
	\$211,525,345	\$206,937,659	\$3,995,989	\$ 591,697	\$ -
Percentage of total loans	100.0	% 97.8	% 1.9	% 0.3	% - %

Guaranteed portion of loans

Construction and development	\$86,922	\$86,922	\$-	\$ -	\$ -
1-4 family residential	546,125	378,604	-	167,521	-
Nonfarm, nonresidential	36,449,869	36,342,990	106,879	-	-
Commercial and industrial	11,311,543	10,773,095	537,100	1,348	-
Consumer	-	-	-	-	-
Other loans	698,732	695,961	-	2,771	-
	\$49,093,191	\$48,277,572	\$643,979	\$ 171,640	\$ -

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	Total	Pass Credits	Special Mention	Substandard	Doubtful
<u>December 31, 2015</u>					
Construction and development	\$9,669,380	\$9,669,380	\$-	\$ -	\$ -
1-4 family residential	43,830,689	43,240,136	590,553	-	-
Nonfarm, nonresidential	82,595,636	81,511,272	1,084,364	-	-
Commercial and industrial	51,930,870	50,362,579	1,568,291	-	-
Consumer	4,532,179	4,525,777	6,402	-	-
Other loans	8,808,629	8,797,544	11,085	-	-
	\$201,367,383	\$198,106,688	\$3,260,695	\$ -	\$ -
	100.0	% 98.4	% 1.6	% -	% -

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SURREY BANCORP

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 6. ALLOWANCE FOR LOAN LOSSES, CONTINUED

	Total	Pass Credits	Special Mention	Substandard	Doubtful
<u>Guaranteed portion of loans</u>					
Construction and development	\$88,754	\$88,754	\$-	\$ -	\$ -
1-4 family residential	642,150	433,306	208,844	-	-
Nonfarm, nonresidential	36,610,890	36,250,939	359,951	-	-
Commercial and industrial	11,674,243	11,555,133	119,110	-	-
Consumer	-	-	-	-	-
Other loans	713,210	707,667	5,543	-	-
	\$49,729,247	\$49,035,799	\$693,448	\$ -	\$ -

NOTE 7. TROUBLED DEBT RESTRUCTURINGS

For the three and six months ended June 30, 2016, the following table presents loans modified during the period that were considered to be troubled debt restructurings. For the three and six months ended June 30, 2015, no loans were modified that were considered to be troubled debt restructurings.

	For the three months ended June 30, 2016		For the six months ended June 30, 2016	
	Pre- Modification of Outstanding Recorded Investment	Post- Modification Outstanding Recorded Investment	Pre- Modification of Outstanding Recorded Investment	Post- Modification Outstanding Recorded Investment
Troubled Debt Restructurings				
Construction and development	- \$ -	\$ -	- \$ -	\$ -
1-4 Family residential	1 137,472	137,472	1 137,472	137,472
Nonfarm, nonresidential	- -	-	- -	-
Commercial and industrial	2 41,435	41,435	2 41,435	41,435

During the three months ended June 30, 2016 and 2015, no loans that had previously been restructured were in default.

During the three months ended June 30, 2016, the Bank modified three loans that were considered to be troubled debt restructurings. The terms for these loans were extended. One loan was renewed while interest was not paid current

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

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SURREY BANCORP

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 8. FAIR VALUE

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

Fair Value Hierarchy

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

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

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

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

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

Investment Securities Available for Sale

Investment securities available for sale are recorded at fair value on a recurring basis. Fair value measurement is based upon quoted prices, if available. If quoted prices are not available, fair values are measured using independent pricing models or other model-based valuation techniques such as the present value of future cash flows, adjusted for the security's credit rating, prepayment assumptions and other factors such as credit loss assumptions. Level 1 securities include those traded on an active exchange, such as the New York Stock Exchange, U.S. Treasury securities that are traded by dealers or brokers in active over-the-counter markets and money market funds. Level 2 securities include mortgage-backed securities issued by government sponsored entities, municipal bonds and corporate debt securities. Securities classified as Level 3 include asset-backed securities in less liquid markets.

Loans

The Company does not record loans at fair value on a recurring basis. However, from time to time, a loan is considered impaired and an allowance for loan losses is established. Loans for which it is probable that payment of interest and principal will not be made in accordance with the contractual terms of the loan agreement are considered impaired. Once a loan is identified as individually impaired, management measures impairment in accordance with the Receivables Topic of the FASB ASC. The fair value of impaired loans is estimated using one of several methods, including collateral value, market value of similar debt, enterprise value, liquidation value and discounted cash flows.

Those impaired loans not requiring an allowance represent loans for which the fair value of the expected repayments or collateral exceed the recorded investments in such loans. At June 30, 2016, substantially all of the total impaired loans were evaluated based on the fair value of the collateral and discounted cash flows. In accordance with the Fair Value and Measurement Topic of the FASB ASC, impaired loans where an allowance is established based on the fair value of collateral require classification in the fair value hierarchy. When the fair value of the collateral is based on an observable market price or a current appraised value, the Company records the impaired loan as nonrecurring Level 2. When an appraised value is not available or management determines the fair value of the collateral is further impaired below the appraised value and there is no observable market price, the Company records the impaired loan as nonrecurring Level 3.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 8. FAIR VALUE, CONTINUED

Servicing Assets

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

Foreclosed Assets

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

Assets and Liabilities Recorded at Fair Value on a Recurring Basis

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

(in thousands)

June 30, 2016	Total	Level 1	Level 2	Level 3
Government-sponsored enterprises	\$4,003	\$ -	\$4,003	\$-
Mortgage-backed securities	17	-	17	-
Corporate bonds	300	-	-	300
Total assets at fair value	\$4,320	\$ -	\$4,020	\$300

(in thousands)

December 31, 2015	Total	Level 1	Level 2	Level 3
Government-sponsored enterprises	\$4,491	\$-	\$4,491	\$-
Mortgage-backed securities	21	-	21	-
Corporate bonds	300	-	-	300
Equities and mutual funds	529	529	-	-
Total assets at fair value	\$5,341	\$529	\$4,512	\$300

For the six months ended June 30, 2016 and 2015, the changes in Level 3 assets and liabilities measured at fair value on a recurring basis were as follows:

Level 3
2016 2015

(in thousands)

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	Fair Value	Fair Value
Corporate Bonds – Available for Sale		
Balance, January 1	\$300	\$255
Total unrealized gain (loss) included in income	-	-
Total unrealized gain (loss) included in other comprehensive income	-	30
Bonds called	-	-
Balance, June 30	\$300	\$285

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 8. FAIR VALUE, CONTINUED

There was no change in the fair value for the six months period ended June 30, 2016. The change in the fair value of corporate bond assets for the six month period ended June 30, 2015 was \$30,000.

Assets and Liabilities Recorded at Fair Value on a Nonrecurring Basis

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

(in thousands)

June 30, 2016	Total	Level 1	Level 2	Level 3
Foreclosed assets	\$203	\$ -	\$ -	\$203
Servicing assets	335	-	-	335
Total assets at fair value	\$538	\$ -	\$ -	\$538

(in thousands)

December 31, 2015	Total	Level 1	Level 2	Level 3
Impaired loans:				
Commercial and industrial	\$548	\$ -	\$ -	\$548
Foreclosed assets	384	-	-	384
Servicing assets	340	-	-	