

MVB FINANCIAL CORP
Form 10-Q
November 14, 2013
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**United States
Securities and Exchange Commission**

Washington, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended September 30, 2013

OR

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to .

Commission File number 000-50567

MVB Financial Corp.

(Exact name of registrant as specified in its charter)

West Virginia

(State or other jurisdiction of incorporation or organization)

20-0034461

(I.R.S. Employer Identification No.)

301 Virginia Avenue

Fairmont, West Virginia 26554-2777

(Address of principal executive offices)

304-363-4800

(Registrant's telephone number, including area code)

Not Applicable

(Former name, former address, and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant has (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes 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. (Check One):

- Large accelerated filer
- Accelerated filer
- Non-accelerated filer
- Smaller reporting company

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Indicate by check mark 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 practicable date:

As of November 14, 2013, the number of shares outstanding of the issuer's only class of common stock was 3,455,765.

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MVB Financial Corp.

Part I. Financial Information

Item 1. Financial Statements

The unaudited interim consolidated financial statements of MVB Financial Corp. (MVB or the Company and subsidiaries (Subsidiaries) including MVB Bank, Inc. (the Bank) listed below are included on pages 3-27 of this report.

Consolidated Balance Sheets as of September 30, 2013 and December 31, 2012

Consolidated Statements of Income for the Nine Months and Three Months ended September 30, 2013 and 2012

Consolidated Statements of Comprehensive Income for the Nine Months and Three Months ended September 30, 2013 and 2012

Consolidated Statements of Cash Flows for the Nine Months ended September 30, 2013 and 2012

Notes to Consolidated Financial Statements

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Management's Discussion and Analysis of Financial Condition and Results of Operations are included on pages 27-44 of this report.

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Part II. Other Information

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Part I. Financial Information

Item 1. Financial Statements

MVB Financial Corp. and Subsidiaries

Consolidated Balance Sheets

(Dollars in thousands, except Share and Per Share Data)

| | September 30 2013 (Unaudited) | December 31 2012 (Note 1) |
|--|-------------------------------------|---------------------------------|
| Assets | | |
| Cash and due from banks | \$ 27,111 | \$ 21,637 |
| Interest bearing balances | 21,371 | 3,703 |
| Certificates of deposits in other banks | 9,427 | 9,427 |
| Investment securities: | | |
| Securities held-to-maturity, at cost | 55,208 | 35,370 |
| Securities available-for-sale, at fair value | 109,829 | 79,502 |
| Loans: | 522,146 | 446,443 |
| Less: Allowance for loan losses | (4,688) | (4,076) |
| Net loans | 517,458 | 442,367 |
| Loans held for sale | 46,655 | 85,529 |
| Bank premises, furniture and equipment, net | 14,957 | 11,354 |
| Bank owned life insurance | 15,945 | 10,524 |
| Accrued interest receivable and other assets | 17,555 | 9,734 |
| Goodwill | 17,622 | 17,622 |
| Total assets | \$ 853,138 | \$ 726,769 |
| Liabilities | | |
| Deposits | | |
| Non-interest bearing | \$ 60,020 | \$ 54,620 |
| Interest bearing | 559,990 | 431,899 |
| Total deposits | 620,010 | 486,519 |
| Accrued interest, taxes and other liabilities | 7,665 | 6,726 |
| Repurchase agreements | 86,147 | 70,234 |
| Federal Home Loan Bank and other borrowings | 52,246 | 91,617 |
| Subordinated debt | 4,124 | 4,124 |
| Total liabilities | 770,192 | 659,220 |
| Stockholders equity | | |
| Preferred stock, \$1,000 par value, 8,500 shares authorized and issued | 8,500 | 8,500 |
| Common stock, \$1 par value, 10,000,000 and 4,000,000 authorized, 3,506,842 and 2,932,901 issued | 3,507 | 2,933 |
| Additional paid-in capital | 62,002 | 48,750 |
| Treasury stock, 51,077 and 51,077 shares, respectively | (1,084) | (1,084) |
| Retained earnings | 12,920 | 9,945 |

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| | | | | |
|--|----|----------------|----|----------------|
| Accumulated other comprehensive (loss) | | (2,899) | | (1,495) |
| Total stockholders equity | | 82,946 | | 67,549 |
| Total liabilities and stockholders equity | \$ | 853,138 | \$ | 726,769 |

See accompanying notes to unaudited financial statements.

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MVB Financial Corp. and Subsidiaries

Consolidated Statements of Income

(Unaudited) (Dollars in Thousands except Share and Per Share Data)

| | Nine Months Ended September 30 | | Three Months Ended September 30 | |
|--|-----------------------------------|---------------|------------------------------------|--------------|
| | 2013 | 2012 | 2013 | 2012 |
| Interest income | | | | |
| Interest and fees on loans | \$ 14,843 | \$ 14,078 | \$ 5,008 | \$ 4,855 |
| Interest on deposits with other banks | 151 | 156 | 54 | 47 |
| Interest on investment securities taxable | 917 | 1,168 | 363 | 335 |
| Interest on tax exempt loans and securities | 1,560 | 1,006 | 589 | 381 |
| Total interest income | 17,471 | 16,408 | 6,014 | 5,618 |
| Interest expense | | | | |
| Deposits | 2,921 | 2,893 | 1,065 | 974 |
| Repurchase agreements | 402 | 359 | 131 | 116 |
| FHLB and other borrowings | 301 | 351 | 86 | 113 |
| Subordinated debt | 59 | 66 | 20 | 22 |
| Total interest expense | 3,683 | 3,669 | 1,302 | 1,225 |
| Net interest income | 13,788 | 12,739 | 4,712 | 4,393 |
| Provision for loan losses | 1,993 | 2,125 | 326 | 775 |
| Net interest income after provision for loan losses | 11,795 | 10,614 | 4,386 | 3,618 |
| Other income | | | | |
| Service charges on deposit accounts | 489 | 536 | 183 | 197 |
| Income on bank owned life insurance | 342 | 231 | 118 | 75 |
| Visa debit card income | 410 | 345 | 148 | 120 |
| Income on loans held for sale | 18,385 | 1,686 | 5,623 | 618 |
| Capitalized servicing retained income | 749 | | 93 | |
| Insurance commissions income | 781 | | 781 | |
| Other operating income | 2,153 | 1,006 | 750 | 560 |
| Gain on sale of securities, net | 82 | 186 | | 113 |
| Gain on sale of subsidiary | 626 | | 626 | |
| Gain (loss) on derivative, net | 423 | | (276) | |
| Total other income | 24,440 | 3,990 | 8,046 | 1,683 |
| Other expense | | | | |
| Salary and employee benefits | 20,872 | 6,248 | 7,215 | 2,129 |
| Occupancy expense | 1,358 | 620 | 448 | 207 |
| Equipment expense | 916 | 518 | 341 | 185 |
| Data processing | 730 | 390 | 279 | 173 |
| Mortgage processing | 1,908 | | 723 | |
| Visa debit card expense | 345 | 295 | 132 | 110 |
| Advertising | 1,109 | 578 | 540 | 229 |
| Legal and accounting fees | 755 | 269 | 370 | 85 |
| Printing, stationery and supplies | 387 | 141 | 137 | 50 |
| Consulting fees | 421 | 356 | 196 | 132 |
| FDIC insurance | 364 | 202 | 90 | 121 |
| Other taxes | 156 | 137 | 46 | 47 |
| Other operating expenses | 2,649 | 1,111 | 1,065 | 383 |

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| | | | | | | | |
|--|-----------|----|-----------|----|-----------|----|-----------|
| Total other expense | 31,970 | | 10,865 | | 11,582 | | 3,851 |
| Income before income taxes | 4,265 | | 3,739 | | 850 | | 1,450 |
| Income tax expense | 836 | | 1,013 | | 93 | | 402 |
| Net income | \$ 3,429 | \$ | 2,726 | \$ | 757 | \$ | 1,048 |
| Preferred dividends | 64 | | 115 | | 21 | | 21 |
| Net income available to common shareholders | \$ 3,365 | \$ | 2,611 | \$ | 736 | \$ | 1,027 |
| Basic net income per share after preferred dividends | \$ 1.03 | \$ | 1.19 | \$ | 0.21 | \$ | 0.47 |
| Diluted net income per share after preferred dividends | \$ 0.99 | \$ | 1.17 | \$ | 0.21 | \$ | 0.46 |
| Basic weighted average shares outstanding | 3,276,088 | | 2,188,580 | | 3,454,396 | | 2,195,761 |
| Diluted weighted average shares outstanding | 3,392,100 | | 2,238,637 | | 3,570,408 | | 2,245,818 |
| Cash dividends paid per share | \$ 0.07 | \$ | 0.07 | \$ | 0.00 | \$ | 0.00 |

See accompanying notes to unaudited financial statements.

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MVB Financial Corp. and Subsidiaries

Consolidated Statements of Comprehensive Income

(Unaudited)(Dollars in thousands)

| | Nine Months Ended September 30 | | Three Months Ended September 30 | |
|--|-----------------------------------|----------|------------------------------------|----------|
| | 2013 | 2012 | 2013 | 2012 |
| Net Income | \$ 3,429 | \$ 2,726 | \$ 757 | \$ 1,048 |
| Other comprehensive (loss) income, net of tax: | | | | |
| Securities available for sale not other than temporarily impaired: | | | | |
| Unrealized holding (losses) gains during the year | (2,422) | 225 | (685) | 8 |
| Income tax effect | 969 | (90) | 274 | (3) |
| Reclassification adjustment for gain recognized in income | 82 | 186 | | 113 |
| Income tax effect | (33) | (74) | | (45) |
| Other comprehensive (loss) income | (1,404) | 247 | (411) | 73 |
| Comprehensive income | \$ 2,025 | \$ 2,973 | \$ 346 | \$ 1,121 |

See accompanying notes to unaudited financial statements.

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MVB Financial Corp. and Subsidiaries

Consolidated Statements of Cash Flows

(Unaudited) (Dollars in thousands)

| | Nine Months Ended | |
|---|----------------------|----------------------|
| | September 30 2013 | September 30 2012 |
| Operating activities | | |
| Net income | \$ 3,429 | \$ 2,726 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Provision for loan losses | 1,993 | 2,125 |
| Deferred income tax (benefit) expense | (87) | 49 |
| Depreciation | 661 | 393 |
| Stock based compensation | 126 | 119 |
| Loans originated for sale | (777,016) | (87,014) |
| Proceeds of loans sold | 834,275 | 89,278 |
| Income on sale of loans held for resale | (18,385) | (1,686) |
| Loss on sale of other real estate owned | | 2 |
| (Gain) on sale of investment securities | (82) | (186) |
| (Gain) on sale of subsidiary | (626) | |
| Income on bank owned life insurance | (342) | (231) |
| (Gain) on derivatives | (423) | |
| Amortization, net of accretion | 888 | 890 |
| (Increase) decrease in interest receivable and other assets | (5,774) | 652 |
| Increase (decrease) in accrued interest, taxes, and other liabilities | 939 | (435) |
| Net cash provided by operating activities | 39,576 | 6,682 |
| Investing activities | | |
| (Increase) in loans made to customers | (77,084) | (73,871) |
| Purchases of premises and equipment | (4,264) | (1,459) |
| Decrease (increase) in deposits with FHLB and Fed, net | (17,668) | (3,496) |
| Maturities of certificates of deposit in other banks | | 491 |
| Purchases of investment securities held-to-maturity | (20,042) | (19,436) |
| Purchases of investment securities available-for-sale | (47,807) | (28,022) |
| Proceeds from sales, maturities and calls of securities available-for-sale | 14,540 | 42,842 |
| Proceeds from sales and calls of securities held-to-maturity | | 115 |
| Proceeds from sale of other real estate owned | 24 | 30 |
| Adjustment of branch acquisition | (157) | |
| Purchase of bank owned life insurance | (5,079) | |
| Net cash (used in) investing activities | (157,537) | (82,806) |
| Financing activities | | |
| Net increase in deposits | 133,491 | 80,686 |
| Net increase (decrease) in repurchase agreements | 15,913 | (8,571) |
| Proceeds from Federal Home Loan Bank borrowings | 410,418 | 99,127 |
| Principal payments on Federal Home Loan Bank borrowings | (449,789) | (93,747) |
| Net proceeds of stock offering | 13,707 | 266 |
| Cash dividend on common stock | (241) | (153) |
| Dividends on preferred stock | (64) | (115) |
| Net cash provided by financing activities | 123,435 | 77,493 |
| Increase in cash and cash equivalents | 5,474 | 1,369 |
| Cash and cash equivalents - beginning of period | 21,637 | 9,763 |
| Cash and cash equivalents - end of period | \$ 27,111 | \$ 11,132 |
| Cash payments for: | | |

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| | | | | |
|--|----|-------|----|-------|
| Interest on deposits, repurchase agreements and borrowings | \$ | 3,691 | \$ | 3,651 |
| Income taxes | \$ | 776 | \$ | 768 |

See accompanying notes to unaudited financial statements.

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MVB Financial Corp. and Subsidiaries

Notes to Unaudited Consolidated Financial Statements

Note 1 Basis of Presentation

These consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with instructions to Form 10-Q. Accordingly, they do not include all the information and footnotes required by generally accepted accounting principles for annual year-end financial statements. In the opinion of management, all adjustments considered necessary for a fair presentation, have been included and are of a normal, recurring nature. The balance sheet as of December 31, 2012 has been derived from the audited financial statements at that date, but does not include all of the information and footnotes required by generally accepted accounting principles. Operating results for the nine and three months ended September 30, 2013 are not necessarily indicative of the results that may be expected for the year ending December 31, 2013.

The accounting and reporting policies of MVB Financial Corp. (MVB) and its subsidiaries (Subsidiaries), including MVB Bank, Inc. (the Bank), the Bank s subsidiary Potomac Mortgage Group, Inc. (PMG which, following July 15, 2013, is doing business under the registered trade name MVB Mortgage), and MVB Insurance, LLC, conform to accounting principles generally accepted in the United States and practices in the banking industry. The preparation of the financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Estimates, such as the allowance for loan losses, are based upon known facts and circumstances. Estimates are revised by management in the period such facts and circumstances change. Actual results could differ from those estimates. All significant inter-company accounts and transactions have been eliminated in consolidation.

The consolidated balance sheet as of December 31, 2012 has been extracted from audited financial statements included in the Company s 2012 filing on Form 10-K and the amended filing on Form 10-K/A. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States have been omitted. These financial statements should be read in conjunction with the financial statements and notes thereto included in MVB s December 31, 2012, Form 10-K and subsequent amended Form 10-K/A filed with the Securities and Exchange Commission.

Information is presented in these notes with dollars expressed in thousands, unless otherwise noted or specified.

Note 2 Recent Accounting Pronouncements

In April 2013, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2013-07, *Presentation of Financial Statements (Topic 205): Liquidation Basis of Accounting*. The amendments in this Update are being issued to clarify when an entity should apply the liquidation basis of accounting. In addition, the guidance provides principles for the recognition and measurement of assets and liabilities and requirements for financial statements prepared using the liquidation basis of accounting. The amendments require an entity to

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prepare its financial statements using the liquidation basis of accounting when liquidation is imminent. Liquidation is imminent when the likelihood is remote that the entity will return from liquidation and either (a) a plan for liquidation is approved by the person or persons with the authority to make such a plan effective and the likelihood is remote that the execution of the plan will be blocked by other parties or (b) a plan for liquidation is being imposed by other forces (for example, involuntary bankruptcy). If a plan for liquidation was specified in the entity's governing documents from the entity's inception (for example, limited-life entities), the entity should apply the liquidation basis of accounting only if the approved plan for liquidation differs from the plan for liquidation that was specified at the entity's inception. The amendments are effective for entities that determine liquidation is imminent during annual reporting periods beginning after December 15, 2013, and interim reporting periods therein. Entities should apply the requirements prospectively from the day that liquidation becomes imminent. Early adoption is permitted. Entities that use the liquidation basis of accounting as of the effective date in accordance with other Topics (for example, terminating employee benefit plans) are not required to apply the amendments. Instead, those entities should continue to apply the guidance in those other Topics until they have completed liquidation. This ASU is not expected to have a significant impact on the Company's financial statements.

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In June 2013, the FASB issued ASU 2013-08, *Financial Services – Investment Companies (Topic 946): Amendments to the Scope, Measurement, and Disclosure Requirements*. The amendments in this Update affect the scope, measurement, and disclosure requirements for investment companies under U.S. GAAP. The amendments do all of the following: 1. Change the approach to the investment company assessment in Topic 946, clarify the characteristics of an investment company, and provide comprehensive guidance for assessing whether an entity is an investment Company. 2. Require an investment company to measure noncontrolling ownership interests in other investment companies at fair value rather than using the equity method of accounting. 3. Require the following additional disclosures: (a) the fact that the entity is an investment company and is applying the guidance in Topic 946, (b) information about changes, if any, in an entity's status as an investment company, and (c) information about financial support provided or contractually required to be provided by an investment company to any of its investees. The amendments in this Update are effective for an entity's interim and annual reporting periods in fiscal years that begin after December 15, 2013. Earlier application is prohibited. This ASU is not expected to have a significant impact on the Company's financial statements.

In July 2013, the FASB ASU 2013-09, *Fair Value Measurement (Topic 820): Deferral of the Effective Date of Certain Disclosures for Nonpublic Employee Benefit Plans in Update No. 2011-04*. The amendments in this Update apply to certain quantitative disclosure requirements for an employee benefit plan, other than those plans that are subject to the Securities and Exchange Commission's filing requirements (hereafter nonpublic employee benefit plan), that holds investments in its plan sponsor's own nonpublic entity equity securities, including equity securities of its plan sponsor's nonpublic affiliated entities and that are within the scope of the disclosure requirements contained in FASB Accounting Standards Update No. 2011-04, *Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs*. The amendments in this Update defer indefinitely the effective date of certain required disclosures in Update 2011-04 (Topic 820) of quantitative information about the significant unobservable inputs used in Level 3 fair value measurements for investments held by a nonpublic employee benefit plan in its plan sponsor's own nonpublic entity equity securities, including equity securities of its plan sponsor's nonpublic affiliated entities. The amendments in this Update do not defer the effective date for those certain quantitative disclosures for other nonpublic entity equity securities held in the nonpublic employee benefit plan or any qualitative disclosures. The deferral in this amendment is effective upon issuance for financial statements that have not been issued. This ASU did not have a significant impact on the Company's financial statements.

In July 2013, the FASB issued ASU 2013-10, *Derivatives and Hedging (Topic 815): Inclusion of the Fed Funds Effective Swap Rate (or Overnight Index Swap Rate) as a Benchmark Interest Rate for Hedge Accounting Purposes*. The amendments in this Update permit the Fed Funds Effective Swap Rate (OIS) to be used as a U.S. benchmark interest rate for hedge accounting purposes under Topic 815, in addition to UST and LIBOR. The amendments also remove the restriction on using different benchmark rates for similar hedges. The amendments are effective prospectively for qualifying new or redesignated hedging relationships entered into on or after July 17, 2013. This ASU is not expected to have a significant impact on the Company's financial statements.

In July 2013, the FASB issued ASU 2013-11, *Income Taxes (Topic 740): Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists*. This Update applies to all entities that have unrecognized tax benefits when a net operating loss carryforward, a similar tax loss, or a tax credit carryforward exists at the reporting date. An unrecognized tax benefit, or a portion of an unrecognized tax benefit, should be presented in the financial statements as a reduction to a deferred tax asset for a net operating loss carryforward, a similar tax loss, or a tax credit carryforward, except as follows. To the extent a net operating loss carryforward, a similar tax loss, or a tax credit carryforward is not available at the reporting date under the tax law of the applicable jurisdiction to settle any additional income taxes that would result from the disallowance of a tax position or the tax law of the applicable jurisdiction does not require the entity to use, and the entity does not intend to use, the deferred tax asset for such purpose, the unrecognized tax benefit should be presented in the financial statements as a liability and should not be combined with deferred tax assets. The assessment of whether a deferred tax asset is available is based on the unrecognized tax benefit and deferred tax asset that exist at the reporting date and should be made presuming disallowance of the tax position at the reporting date. The amendments in this Update are effective for fiscal years, and interim periods within those years, beginning after December 15, 2013. Early adoption is permitted. The amendments should be applied prospectively to all unrecognized tax benefits that exist at the effective

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date. Retrospective application is permitted. This ASU is not expected to have a significant impact on the Company's financial statements.

Note 3 Investments

Amortized cost and fair values of investment securities held-to-maturity at December 31, 2012, including gross unrealized gains and losses, are summarized (with dollars in thousands) as follows:

| | Amortized Cost | Unrealized Gain | Unrealized Loss | Fair Value |
|----------------------|-------------------|--------------------|--------------------|---------------|
| Municipal securities | \$ 35,370 | \$ 988 | \$ (140) | \$ 36,218 |
| | \$ 35,370 | \$ 988 | \$ (140) | \$ 36,218 |

Amortized cost and fair values of investment securities held-to-maturity at September 30, 2013, including gross unrealized gains and losses, are summarized (with dollars in thousands) as follows:

| | Amortized Cost | Unrealized Gain | Unrealized Loss | Fair Value |
|----------------------|-------------------|--------------------|--------------------|---------------|
| Municipal securities | \$ 55,208 | \$ 458 | \$ (2,783) | \$ 52,883 |
| | \$ 55,208 | \$ 458 | \$ (2,783) | \$ 52,883 |

Amortized cost and fair values of investment securities available-for-sale at December 31, 2012 are summarized (with dollars in thousands) as follows:

| | Amortized Cost | Unrealized Gain | Unrealized Loss | Fair Value |
|----------------------------|-------------------|--------------------|--------------------|---------------|
| U. S. Agency securities | \$ 21,951 | \$ 247 | \$ (6) | \$ 22,192 |
| Mortgage-backed securities | 56,217 | 328 | (169) | 56,376 |
| Other securities | 934 | | | 934 |
| | \$ 79,102 | \$ 575 | \$ (175) | \$ 79,502 |

Amortized cost and fair values of investment securities available-for-sale at September 30, 2013 are summarized (with dollars in thousands) as follows:

| | Amortized Cost | Unrealized Gain | Unrealized Loss | Fair Value |
|--|-------------------|--------------------|--------------------|---------------|
|--|-------------------|--------------------|--------------------|---------------|

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|----------------------------|----|---------|----|-----|----|---------|----|---------|
| U. S. Agency securities | \$ | 61,078 | \$ | 73 | \$ | (1,362) | \$ | 59,789 |
| Mortgage-backed securities | | 49,756 | | 123 | | (773) | | 49,106 |
| Other securities | | 934 | | | | | | 934 |
| | \$ | 111,768 | \$ | 196 | \$ | (2,135) | \$ | 109,829 |

The following tables summarize amortized cost and fair values of securities (with dollars in thousands) by maturity:

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| | September 30, 2013 | | | |
|----------------------------------|--------------------|------------|--------------------|------------|
| | Held to Maturity | | Available for sale | |
| | Amortized Cost | Fair Value | Amortized Cost | Fair Value |
| Within one year | \$ 755 | \$ 769 | \$ | \$ |
| After one year, but within five | 3,211 | 3,311 | 25,439 | 25,261 |
| After five years, but within ten | 10,844 | 10,873 | 48,330 | 47,239 |
| After ten Years | 40,398 | 37,930 | 37,999 | 37,329 |
| Total | \$ 55,208 | \$ 52,883 | \$ 111,768 | \$ 109,829 |

Investment securities with a carrying value of \$159,537 and \$84,301 at September 30, 2013 and 2012, respectively, were pledged to secure public funds, repurchase agreements and potential borrowings at the Federal Reserve discount window.

The Company's investment portfolio includes securities that are in an unrealized loss position as of September 30, 2013, the details of which are included in the following table. Although these securities, if sold at September 30, 2013 would result in a pretax loss of \$4,918, the Company has no intent to sell the applicable securities at such market values, and maintains the Company has the ability to hold these securities until all principal has been recovered. Declines in the market values of these securities can be traced to general market conditions which reflect the prospect for the economy as a whole. When determining other-than-temporary impairment on securities, the Company considers such factors as adverse conditions specifically related to a certain security or to specific conditions in an industry or geographic area, the time frame securities have been in an unrealized loss position, the Company's ability to hold the security for a period of time sufficient to allow for anticipated recovery in value, whether or not the security has been downgraded by a rating agency, and whether or not the financial condition of the security issuer has severely deteriorated. As of September 30, 2013, the Company considers all securities with unrealized loss positions to be temporarily impaired, and consequently, does not believe the Company will sustain any material realized losses as a result of the current temporary decline in market value.

The following table discloses investments in an unrealized loss position: (with dollars in thousands)

At December 31, 2012, total temporary impairment totaled \$315.

| Description and number of positions | Less than 12 months | | 12 months or more | |
|-------------------------------------|---------------------|-----------------|-------------------|-----------------|
| | Fair Value | Unrealized Loss | Fair Value | Unrealized Loss |
| U.S. Agencies(3) | \$ 9,676 | \$ (6) | \$ | \$ |
| Mortgage-backed securities(11) | 28,688 | (169) | | |
| Municipal securities(28) | 11,216 | (140) | | |
| | \$ 49,580 | \$ (315) | \$ | \$ |

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At September 30, 2013, total temporary impairment (with dollars in thousands) totaled \$4,918.

| Description and number of positions | Less than 12 months | | 12 months or more | |
|-------------------------------------|---------------------|-----------------|-------------------|-----------------|
| | Fair Value | Unrealized Loss | Fair Value | Unrealized Loss |
| U.S. Agencies(16) | \$ 52,619 | \$ (1,362) | \$ | \$ |
| Mortgage-backed securities(14) | 24,746 | (600) | 6,203 | (173) |
| Municipal securities(98) | 33,659 | (2,461) | 3,740 | (322) |
| | \$ 111,024 | \$ (4,423) | \$ 9,943 | \$ (495) |

Note 4 - Loans

The following table summarizes the primary segments of the allowance for loan losses (ALL), segregated into the amount required for loans individually evaluated for impairment and the amount required for loans collectively evaluated for impairment as of September 30, 2013. Activity in the allowance is presented for the periods indicated (in thousands):

| | Commercial | Residential | Home Equity | Installment | Credit Card | Total |
|---------------------|------------|-------------|-------------|-------------|-------------|----------|
| ALL balance 6/30/12 | \$ 2,553 | \$ 419 | \$ 241 | \$ 247 | \$ 20 | \$ 3,480 |
| Charge-offs | (374) | | (75) | (117) | | (566) |
| Recoveries | 1 | | 1 | 1 | | 3 |
| Provision | 570 | 14 | 70 | 121 | | 775 |
| ALL balance 9/30/12 | \$ 2,750 | \$ 433 | \$ 237 | \$ 252 | \$ 20 | \$ 3,692 |

| | Commercial | Residential | Home Equity | Installment | Credit Card | Total |
|---------------------------------------|------------|-------------|-------------|-------------|-------------|----------|
| ALL balance 12/31/11 | \$ 2,164 | \$ 366 | \$ 249 | \$ 255 | \$ 11 | \$ 3,045 |
| Charge-offs | (1,290) | | (84) | (123) | | (1,497) |
| Recoveries | 3 | | 3 | 13 | | 19 |
| Provision | 1,873 | 67 | 69 | 107 | 9 | 2,125 |
| ALL balance 9/30/12 | \$ 2,750 | \$ 433 | \$ 237 | \$ 252 | \$ 20 | \$ 3,692 |
| Individually evaluated for impairment | \$ 503 | \$ 16 | \$ | \$ 7 | \$ | \$ 526 |
| Collectively evaluated for impairment | \$ 2,247 | \$ 417 | \$ 237 | \$ 245 | \$ 20 | \$ 3,166 |

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| | Commercial | Residential | Home Equity | Installment | Credit Card | Total |
|---------------------|------------|-------------|----------------|-------------|----------------|----------|
| ALL balance 6/30/13 | \$ 3,740 | \$ 490 | \$ 351 | \$ 231 | \$ 16 | \$ 4,828 |
| Charge-offs | (485) | (36) | | | | (521) |
| Recoveries | 30 | 24 | 1 | | | 55 |
| Provision | 135 | 57 | 96 | 38 | | 326 |
| ALL balance 9/30/13 | \$ 3,420 | \$ 535 | \$ 448 | \$ 269 | \$ 16 | \$ 4,688 |

| | Commercial | Residential | Home Equity | Installment | Credit Card | Total |
|--|------------|-------------|----------------|-------------|----------------|----------|
| ALL balance 12/31/12 | \$ 3,107 | \$ 514 | \$ 242 | \$ 200 | \$ 13 | \$ 4,076 |
| Charge-offs | (1,457) | (38) | | | (11) | (1,506) |
| Recoveries | 55 | 60 | 9 | 1 | | 125 |
| Provision | 1,715 | (1) | 197 | 68 | 14 | 1,993 |
| ALL balance 9/30/13 | \$ 3,420 | \$ 535 | \$ 448 | \$ 269 | \$ 16 | \$ 4,688 |
| Individually evaluated for impairment | \$ 871 | \$ 180 | \$ | \$ 11 | \$ | \$ 1,061 |
| Collectively evaluated for impairment | \$ 2,549 | \$ 355 | \$ 448 | \$ 258 | \$ 16 | \$ 3,627 |

The ALL is based on estimates, and actual losses will vary from current estimates. Company and Bank management believe that the granularity of the homogeneous pools and the related historical loss ratios and other qualitative factors, as well as the consistency in the application of assumptions, result in an ALL that is representative of the risk found in the components of the portfolio at any given date.

The following table summarizes the primary segments of the Company loan portfolio as of December 31, 2012 (in thousands):

| | | | | | | |
|--|------------|------------|-----------|-----------|--------|------------|
| Total Loans | \$ 299,639 | \$ 113,212 | \$ 16,800 | \$ 16,174 | \$ 618 | \$ 446,443 |
| Individually evaluated for impairment | \$ 3,074 | \$ 43 | \$ 0 | \$ 1 | \$ 0 | \$ 3,118 |
| Collectively evaluated for impairment | \$ 296,565 | \$ 113,169 | \$ 16,800 | \$ 16,173 | \$ 618 | \$ 443,325 |

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The following table summarizes the primary segments of the Company loan portfolio as of September 30, 2013 (in thousands):

| September 30, 2013 | Commercial | Residential | Home Equity | Installment | Credit Cards | Total |
|--|-------------------|--------------------|------------------------|--------------------|-------------------------|--------------|
| Total Loans | \$ 352,624 | \$ 124,820 | \$ 25,489 | \$ 18,604 | \$ 609 | \$ 522,146 |
| Individually evaluated for impairment | \$ 3,539 | \$ 264 | \$ | \$ 20 | \$ | \$ 3,823 |
| Collectively evaluated for impairment | \$ 349,085 | \$ 124,556 | \$ 25,489 | \$ 18,584 | \$ 609 | \$ 518,323 |

Of the \$3,823 in impaired loans presented above, only \$270 were non-performing loans as of September 30, 2013. The remaining \$3,553 represents troubled debt restructured loans that are performing under modified terms.

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Bank management evaluates individual loans in all of the commercial segments for possible impairment. Loans are considered to be impaired when, based on current information and events, it is probable that the Bank 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 Bank management in evaluating impairment include payment status, collateral value, and the probability of collecting scheduled principal and interest payments when due. Bank 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. The Bank also separately evaluates individual consumer and residential mortgage loans for impairment.

Once the determination has been made that a loan is impaired, the determination of whether a specific allocation of the allowance is necessary is measured by comparing the recorded investment in the loan to the fair value of the loan using one of three methods: (a) the present value of expected future cash flows discounted at the loan's effective interest rate; (b) the loan's observable market price; or (c) the fair value of the collateral less selling costs. The method is selected on a loan-by-loan basis, with management primarily utilizing the fair value of collateral method. The evaluation of the need and amount of a specific allocation of the allowance and whether a loan can be removed from impairment status is made on a quarterly basis.

The following table presents impaired loans by class, segregated by those for which a specific allowance was required and those for which a specific allowance was not necessary as of December 31, 2012 (in thousands):

| Dec 31, 2012 | Impaired Loans with Specific Allowance | | Impaired Loans with No Specific Allowance | Total Impaired Loans | |
|----------------------|--|-------------------|---|----------------------|--------------------------|
| | Recorded Investment | Related Allowance | Recorded Investment | Recorded Investment | Unpaid Principal Balance |
| Commercial | \$ 3,074 | \$ 683 | \$ | \$ 3,074 | \$ 3,074 |
| Residential | 43 | 16 | | 43 | 43 |
| Home Equity | | | | | |
| Installment | 1 | 24 | | 1 | 1 |
| Credit Card | | | | | |
| Total impaired loans | \$ 3,118 | \$ 723 | \$ | \$ 3,118 | \$ 3,118 |

The following table presents impaired loans by class, segregated by those for which a specific allowance was required and those for which a specific allowance was not necessary as of September 30, 2013 (in thousands):

| Sept. 30, 2013 | Impaired Loans with Specific Allowance | | Impaired Loans with No Specific Allowance | Total Impaired Loans | |
|----------------|--|-------------------|---|----------------------|--------------------------|
| | Recorded Investment | Related Allowance | Recorded Investment | Recorded Investment | Unpaid Principal Balance |
| Commercial | \$ 3,420 | \$ 871 | \$ 119 | \$ 3,539 | \$ 3,641 |

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| | | | | |
|----------------------|----------|----------|--------|----------|
| Residential | 264 | 180 | 264 | 264 |
| Home Equity | | | | |
| Installment | 20 | 11 | 20 | 20 |
| Credit Card | | | | |
| Total impaired loans | \$ 3,704 | \$ 1,061 | \$ 119 | \$ 3,823 |
| | | | | \$ 3,925 |

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The following table presents the average recorded investment in impaired loans and related interest income recognized for the periods indicated (in thousands):

| | Nine months September 30 | | Three Months September 30 | |
|--|-----------------------------|----------|------------------------------|----------|
| | 2013 | 2012 | 2013 | 2012 |
| Average investment in impaired loans | \$ 4,578 | \$ 3,681 | \$ 4,241 | \$ 3,397 |
| Interest income recognized on an accrual basis on impaired loans | \$ 86 | \$ 109 | \$ 33 | \$ 35 |

Bank management uses a nine point internal risk rating system to monitor the credit quality of the overall loan portfolio. The first six categories are considered not criticized, and are aggregated as Pass rated. The criticized rating categories utilized by Bank management generally follow bank regulatory definitions. The Special Mention category includes assets that are currently protected but are potentially weak, resulting in an undue and unwarranted credit risk, but not to the point of justifying a Substandard classification. Loans in the Substandard category have well-defined weaknesses that jeopardize the liquidation of the debt, and have a distinct possibility that some loss will be sustained if the weaknesses are not corrected. All loans greater than 90 days past due are considered Substandard. The portion of any loan that represents a specific allocation of the allowance for loan losses is placed in the Doubtful category. Any portion of a loan that has been charged off is placed in the Loss category.

To help ensure that risk ratings are accurate and reflect the present and future capacity of borrowers to repay a loan as agreed, the Bank has a structured loan rating process with several layers of internal and external oversight. Generally, consumer and residential mortgage loans are included in the Pass categories unless a specific action, such as bankruptcy, repossession, or death occurs to raise awareness of a possible credit event. The Bank's Chief Credit Officer is responsible for the timely and accurate risk rating of the loans in the portfolio at origination and on an ongoing basis. The Bank's Credit Department performs an annual review of all commercial relationships \$750,000 or greater. Confirmation of the appropriate risk grade is included in the review on an ongoing basis. The Bank has an experienced Credit Department that continually reviews and assesses loans within the portfolio. The Bank engages an external consultant to conduct loan reviews on at least an annual basis. Generally, the external consultant reviews larger commercial relationships or criticized relationships. The Bank's Credit Department compiles detailed reviews, including plans for resolution, on loans classified as Substandard on a quarterly basis. Loans in the Special Mention and Substandard categories that are collectively evaluated for impairment are given separate consideration in the determination of the allowance.

The following table represents the classes of the Company loan portfolio summarized by the aggregate Pass and the criticized categories of Special Mention, Substandard and Doubtful within the internal risk rating system as of December 31, 2012 and September 30, 2013 (in thousands):

| Dec. 31, 2012 | Pass | Special Mention | Substandard | Doubtful | Total |
|---------------|------------|--------------------|-------------|----------|------------|
| Commercial | \$ 286,472 | \$ 8,646 | \$ 1,770 | \$ 2,751 | \$ 299,639 |
| Residential | 110,663 | 2,260 | 289 | | 113,212 |
| Home Equity | 16,540 | 260 | | | 16,800 |
| Installment | 15,806 | 354 | 13 | 1 | 16,174 |
| Credit Card | 589 | 29 | | | 618 |
| Total | \$ 430,070 | \$ 11,549 | \$ 2,072 | \$ 2,752 | \$ 446,443 |

Special

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| September 30, 2013 | Pass | Mention | Substandard | Doubtful | Total |
|--------------------|------------|-----------|-------------|----------|------------|
| Commercial | \$ 334,137 | \$ 13,335 | \$ 5,152 | \$ | \$ 352,624 |
| Residential | 121,789 | 2,766 | 265 | | 124,820 |
| Home Equity | 25,153 | 336 | | | 25,489 |
| Installment | 18,106 | 479 | 18 | 1 | 18,604 |
| Credit Card | 597 | 12 | | | 609 |
| Total | \$ 499,782 | \$ 16,928 | \$ 5,435 | \$ 1 | \$ 522,146 |

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Bank management further monitors the performance and credit quality of the loan portfolio by analyzing the age of the portfolio as determined by the length of time a recorded payment is past due. The following table presents the classes of the loan portfolio summarized by the aging categories of performing loans and nonaccrual loans as of December 31, 2012 and September 30, 2013 (in thousands):

| Dec. 31, 2012 | Current | 30-59 Days Past Due | 60-89 Days Past Due | 90 Days Past Due | Total Past Due | Non- Accrual | Total Loans |
|---------------|------------|---------------------------|---------------------------|------------------------|-------------------|-----------------|----------------|
| Commercial | \$ 295,295 | \$ 767 | \$ 221 | \$ 275 | \$ 1,263 | \$ 3,081 | \$ 299,639 |
| Residential | 111,053 | 1,772 | 293 | 51 | 2,116 | 43 | 113,212 |
| Home Equity | 16,772 | 28 | | | 28 | | 16,800 |
| Installment | 15,991 | 179 | | 3 | 182 | 1 | 16,174 |
| Credit Card | 589 | 24 | 5 | | 29 | | 618 |
| Total | \$ 439,700 | \$ 2,770 | \$ 519 | \$ 329 | \$ 3,618 | \$ 3,125 | \$ 446,443 |

| Sept. 30, 2013 | Current | 30-59 Days Past Due | 60-89 Days Past Due | 90 Days Past Due | Total Past Due | Non- Accrual | Total Loans |
|----------------|------------|---------------------------|---------------------------|------------------------|-------------------|-----------------|----------------|
| Commercial | \$ 349,581 | \$ 1,337 | \$ 994 | \$ 472 | \$ 2,803 | \$ 240 | \$ 352,624 |
| Residential | 124,154 | 36 | 573 | 28 | 637 | 29 | 124,820 |
| Home Equity | 25,433 | 28 | | 28 | 56 | | 25,489 |
| Installment | 18,391 | 130 | 79 | 3 | 212 | 1 | 18,604 |
| Credit Card | 584 | 13 | | 12 | 25 | | 609 |
| Total | \$ 518,143 | \$ 1,544 | \$ 1,646 | \$ 543 | \$ 3,733 | \$ 270 | \$ 522,146 |

The ALL is maintained to absorb losses from the loan portfolio. The ALL is based on the Bank management's continuing evaluation of the risk characteristics and credit quality of the loan portfolio, assessment of current economic conditions, diversification and size of the portfolio, adequacy of collateral, past and anticipated loss experience, and the amount of non-performing loans.

The Bank's methodology for determining the ALL is based on the requirements of ASC Section 310-10-35 for loans individually evaluated for impairment (discussed above) and ASC Subtopic 450-20 for loans collectively evaluated for impairment, as well as the Interagency Policy Statements on the Allowance for Loan and Lease Losses and other bank regulatory guidance. The total of the two components represents the Bank's ALL.

Loans that are collectively evaluated for impairment are analyzed with general allowances being made as appropriate. For general allowances, historical loss trends are used in the estimation of losses in the current portfolio. These historical loss amounts are modified by other qualified factors.

The classes described above, which are based on the Federal call code assigned to each loan, provide the starting point for the ALL analysis. Company and Bank management track the historical net charge-off activity at the call code level. A historical charge-off factor is calculated utilizing a defined number of consecutive historical quarters. Commercial, Mortgage and Consumer pools currently utilize a rolling 12 quarters.

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Pass rated credits are segregated from Criticized credits for the application of qualitative factors. Loans in the criticized pools, which possess certain qualities or characteristics that may lead to collection and loss issues, are closely monitored by

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management and subject to additional qualitative factors.

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Company and Bank management have identified a number of additional qualitative factors which it uses to supplement the historical charge-off factor because these factors are likely to cause estimated credit losses associated with the existing loan pools to differ from historical loss experience. The additional factors that are evaluated quarterly and updated using information obtained from internal, regulatory, and governmental sources are: national and local economic trends and conditions; levels of and trends in delinquency rates and non-accrual loans; trends in volume and terms of loans; effects of changes in lending policies; experience, ability, and depth of lending staff; value of underlying collateral; and concentrations of credit from a loan type, industry and/or geographic standpoint.

Bank management reviews the loan portfolio on a quarterly basis using a defined, consistently applied process in order to make appropriate and timely adjustments to the ALL. When information confirms all or part of specific loans to be uncollectible, these amounts are promptly charged off against the ALL.

Historically, management has utilized an internally developed spreadsheet to track and apply the various components of the allowance.

The following table presents details related to loans identified as Troubled Debt Restructurings (TDRs) for the periods indicated (in thousands):

| (Unaudited, dollars in thousands) | New TDRs (1) | | | | | |
|-----------------------------------|---|---|--|--|---|--|
| | For the Nine months Ended September 30, 2013 | | | For the Three Months Ended September 30, 2013 | | |
| | Number of Contracts | Pre- Modification Outstanding Recorded Investment | Post- Modification Outstanding Recorded Investment | Number of Contracts | Pre- Modification Outstanding Recorded Investment | Post- Modification Outstanding Recorded Investment |
| Commercial real estate: | 1 | \$ 352 | \$ 250 | | | |
| Land and construction | 2 | 1,617 | 1,616 | 1 | 280 | 279 |
| Other | | | | | | |
| Total commercial real estate | 3 | 1,969 | 1,866 | 1 | 280 | 279 |
| Commercial and industrial | 2 | 119 | 119 | | | |
| Residential real estate | | | | | | |
| Home equity | | | | | | |
| Consumer | 3 | 8 | 7 | | | |
| Total | 8 | \$ 2,096 | \$ 1,992 | 1 | \$ 280 | \$ 279 |

(1) Excludes loans that were either paid off or charged-off by period end. The pre-modification balance represents the balance outstanding at the beginning of the period. The post-modification balance represents the outstanding balance at period end.

Table of Contents**Note 5 - Borrowed Funds**

The Bank is a party to repurchase agreements with certain customers. As of September 30, 2013 and December 31, 2012, the Bank had repurchase agreements of \$86.1 million and \$70.2 million.

The Bank is a member of the Federal Home Loan Bank (FHLB) of Pittsburgh, Pennsylvania. Borrowings from the FHLB are secured by stock in the FHLB of Pittsburgh, qualifying first mortgage loans, mortgage-backed securities and certain investment securities. The remaining maximum borrowing capacity with the FHLB at September 30, 2013 was approximately \$209.5 million.

| Borrowings from the FHLB were as follows: (dollars in thousands) | Sept 30 2013 | Dec 31 2012 |
|--|-------------------------|------------------------|
| Fixed interest rate note, originating April 1999, due April 2014, interest of 5.41% is payable monthly. | \$ 1,000 | \$ 1,000 |
| Fixed interest rate note, originating January 2005, due January 2020, interest of 5.14% is payable in monthly installments of \$11. | | 763 |
| Fixed interest rate note, originating April 2002, due May 2017, interest of 5.90% is payable monthly. | 602 | 615 |
| Fixed interest rate note, originating July 2006, due July 2016, interest of 4.50% is payable in monthly installments of \$8. | 1,225 | 1,258 |
| Fixed interest rate note, originating October 2006, due October 2021, interest of 5.20% is payable in monthly installments of \$6. | 1,030 | 1,047 |
| Fixed interest rate note, originating February 2007, due February 2022, interest of 5.22% is payable in monthly installments of \$5. | 865 | 879 |
| Fixed interest rate note, originating April 2007, due April 2022, interest of 5.18% is payable in monthly installments of \$6. | 979 | 995 |
| Floating interest rate note, originating March 2003, interest of 0.25% payable monthly. | 45,588 | 23,065 |
| Fixed interest rate note, originating December 2007, due December 2017, interest of 5.25% is payable in monthly installments of \$7. | 957 | 978 |
| Fixed interest rate note originating March 2008, due March 2013, interest of 2.37% payable quarterly. | | 2,000 |
| | \$ 52,246 | \$ 32,600 |

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In March 2007, the Company completed the private placement of \$4 million Floating Rate, Trust Preferred Securities through its MVB Financial Statutory Trust I subsidiary (the Trust). The Company established the trust for the sole purpose of issuing the Trust Preferred Securities pursuant to an Amended and Restated Declaration of Trust. The proceeds from the sale of the Trust Preferred Securities were loaned to the Company under subordinated Debentures (the Debentures) issued to the Trust pursuant to an Indenture. The Debentures are the only asset of the Trust. The Trust Preferred Securities have been issued to a pooling vehicle that will use the distributions on the Trust Preferred Securities to securitize note obligations. The securities issued by the Trust are includable for regulatory purposes as a component of the Company's Tier I capital.

The Trust Preferred Securities and the Debentures mature in 30 years and are redeemable by the Company after five years. Interest payments are due in March, June, September and December and are adjusted at the interest due dates at a rate of 1.62% over the three month LIBOR Rate. The Company reflects borrowed funds in the amount of \$4.1 million as of September 30, 2013 and 2012 and interest expense of \$59 and \$66 for the periods ended September 30, 2013 and 2012.

Bank subsidiary PMG had borrowings of \$59.0 million at December 31, 2012, which were comprised of three floating rate lines of credit with other banks. The three floating rate lines have since been paid off and PMG now utilizes FHLB borrowings.

A summary of maturities of these borrowings over the next five years is as follows:

(dollars in thousands)

| Year | Amount |
|------------|-----------|
| 2013 | \$ 39 |
| 2014 | 1,161 |
| 2015 | 169 |
| 2016 | 1,246 |
| 2017 | 1,470 |
| Thereafter | 48,161 |
| | \$ 52,246 |

Table of Contents**Note 6 Fair Value of Financial Instruments**

Level I: Quoted prices are available in active markets for identical assets or liabilities as of the reported date.

Level II: Pricing inputs are other than quoted prices in active markets, which are either directly or indirectly observable as of the reported date. The nature of these assets and liabilities include items for which quoted prices are available but traded less frequently, and items that are fair valued using other financial instruments, the parameters of which can be directly observed.

Level III: Assets and liabilities that have little to no pricing observability as of the reported date. These items do not have two-way markets and are measured using management's best estimate of fair value, where the inputs into the determination of fair value require significant management judgment or estimation.

The following tables present the assets and liabilities reported on the consolidated statements of financial condition at their fair value as of December 31, 2012 and September 30, 2013 by level within the fair value hierarchy. Financial assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. All measurements are made on a recurring basis, with the exception of other real estate and impaired loans, which are measured on a non-recurring basis.

| (In Thousands) | December 31, 2012 | | | Total |
|---|-------------------|-----------|-----------|-----------|
| | Level I | Level II | Level III | |
| Assets: | | | | |
| U.S. Government Agency Securities | \$ | \$ 22,192 | \$ | \$ 22,192 |
| U.S. Sponsored Mortgage backed securities | | 56,376 | | 56,376 |
| Other Securities | | 934 | | 934 |
| Loans held for sale | | 85,529 | | 85,529 |
| Derivative on loans held for sale | | 1,261 | | 1,261 |
| Other Real Estate Owned | | | 207 | 207 |
| Impaired Loans | | | 2,395 | 2,395 |

| (In Thousands) | September 30, 2013 | | | Total |
|---|--------------------|-----------|-----------|-----------|
| | Level I | Level II | Level III | |
| Assets: | | | | |
| U.S. Government Agency Securities | \$ | \$ 59,789 | \$ | \$ 59,789 |
| U.S. Sponsored Mortgage backed securities | | 49,106 | | 49,106 |
| Other Securities | | 934 | | 934 |
| Loans held for sale | | 46,655 | | 46,655 |
| Derivative on loans held for sale | | 2,636 | | 2,636 |
| Other Real Estate Owned | | | 647 | 647 |
| Impaired loans | | | 2,762 | 2,762 |

The following table s present additional quantitative information about assets measured at fair value on a non-recurring basis and for which MVB has utilized Level 3 inputs to determine fair value:

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| Quantitative Information about Level 3 Fair Value Measurements | | | | |
|---|----------------------------|---------------------------------|---|--|
| (in thousands) | Fair Value Estimate | Valuation Techniques | Unobservable Input | Range (Weighted Average) |
| December 31, 2012: | | | | |
| Impaired loans | | Appraisal of collateral (1) | Appraisal adjustments (2) Liquidation expenses (2) | 0% to -50.0% (-25.2%) -1.5% to 8.0% (-5.5%) |
| | \$ 2,395 | | | |
| Other real estate owned and repossessed assets | \$ 207 | Appraisal of collateral (1),(3) | | |
| September 30, 2013: | | | | |
| Impaired loans | | Appraisal of collateral (1) | Appraisal adjustments (2) Liquidation expenses (2) | 0% to -50.0% (-25.2%) -1.5% to 8.0% (-5.5%) |
| | \$ 2,762 | | | |
| Other real estate owned and repossessed assets | \$ 647 | Appraisal of collateral (1),(3) | | |

(1) Fair value is generally determined through independent appraisals of the underlying collateral, which generally include various level 3 inputs which are not identifiable.

(2) Appraisals may be adjusted by management for qualitative factors such as economic conditions and estimated liquidation expenses. The range and weighted average of liquidation expenses and other appraisal adjustments are presented as a percent of the appraisal.

(3) Includes qualitative adjustments by management and estimated liquidation expenses.

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The following summarizes the methods and significant assumptions used by the Company, the Bank, and as appropriate, other Subsidiaries, in estimating its fair value disclosures for financial instruments.

Cash and due from banks and interest bearing balances: The carrying values of short-term financial instruments including cash and due from banks, interest bearing balances, and certificates of deposit in other banks approximate the fair value of these instruments.

Certificates of deposits: The estimated fair values of certificates of deposits held by Bank at other banks.

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

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

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

Derivative on loans held for sale: Estimated fair values of the derivative on loans held for sale approximate their carrying values.

Bank owned life insurance: Estimated fair values of bank owned life insurance approximate the cash surrender value of the policies.

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

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

Repurchase agreements: The fair values of repurchase agreements approximate their carrying values.

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FHLB and other borrowings: The fair values of FHLB and other borrowings are based upon rates currently available for borrowings with similar terms and maturities.

Subordinated debt: The fair value of long-term debt approximates its fair value.

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

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The carrying values and estimated fair values of the Company's financial instruments are summarized as follows:

| (Dollars in thousands) | Fair Value Measurements at December 31, 2012 | | | | |
|-----------------------------------|---|-------------------------|---|---|--|
| | Carrying Value | Estimated Fair Value | Quoted Prices in Active Markets For Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| Financial assets: | | | | | |
| Cash and due from banks | \$ 21,637 | \$ 21,637 | \$ 21,637 | \$ | \$ |
| Interest bearing balances | 3,703 | 4,127 | 4,127 | | |
| Certificates of deposits | 9,427 | 9,427 | 9,427 | | |
| Securities available-for-sale | 79,502 | 79,502 | | 79,502 | |
| Securities held-to-maturity | 35,370 | 36,218 | | 36,218 | |
| Loans | 442,367 | 453,082 | | | 453,082 |
| Loans held for sale | 85,529 | 85,529 | 85,529 | | |
| Derivative on loans held for sale | 1,261 | 1,261 | 1,261 | | |
| Bank owned life insurance | 10,524 | 10,524 | 10,524 | | |
| Accrued interest receivable | 1,778 | 1,778 | 1,778 | | |
| | \$ 691,098 | \$ 703,085 | \$ 134,283 | \$ 115,720 | \$ 453,082 |
| Financial liabilities: | | | | | |
| Deposits | \$ 486,519 | \$ 498,244 | \$ 329,083 | \$ | \$ 169,161 |
| Repurchase agreements | 70,234 | 70,234 | 70,234 | | |
| FHLB and other Borrowings | 91,617 | 94,487 | | | 94,487 |
| Accrued interest payable | 329 | 329 | 329 | | |
| Subordinated debt | 4,124 | 4,664 | 4,664 | | |
| | \$ 652,823 | \$ 667,958 | \$ 404,310 | \$ | \$ 263,648 |

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| (Dollars in thousands) | Fair Value Measurements at September 30, 2013 | | | | |
|-----------------------------------|--|-------------------------|--|---|--|
| | Carrying Value | Estimated Fair Value | Quoted Prices in Active Markets For Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| Financial assets: | | | | | |
| Cash and due from banks | \$ 27,111 | \$ 27,111 | \$ 27,111 | \$ | \$ |
| Interest bearing balances | 21,371 | 21,371 | 21,371 | | |
| Certificates of deposits | 9,427 | 9,427 | 9,427 | | |
| Securities available-for-sale | 109,829 | 109,829 | | 109,829 | |
| Securities held-to-maturity | 55,208 | 52,883 | | 52,883 | |
| Loans | 517,458 | 524,768 | | | 524,768 |
| Loans held for sale | 46,655 | 46,655 | 46,655 | | |
| Derivative on loans held for sale | 2,636 | 2,636 | 2,636 | | |
| Bank owned life insurance | 15,945 | 15,945 | 15,945 | | |
| Accrued interest receivable | 2,210 | 2,210 | 2,210 | | |
| | \$ 807,850 | \$ 812,835 | \$ 125,355 | \$ 162,712 | \$ 524,768 |
| Financial liabilities: | | | | | |
| Deposits | \$ 620,010 | \$ 610,834 | 398,977 | | 211,857 |
| Repurchase agreements | 86,147 | 86,147 | 86,147 | | |
| FHLB and other Borrowings | 52,246 | 46,656 | | | 46,656 |
| Accrued interest payable | 321 | 321 | 321 | | |
| Subordinated debt | 4,124 | 4,664 | 4,664 | | |
| | \$ 762,848 | \$ 748,622 | \$ 490,109 | \$ | \$ 258,513 |

Fair value estimates are made at a specific point in time, based on relevant market information about the financial instrument. These estimates do not reflect any premium or discount that could result from offering for sale at one time the Company's or the Bank's entire holdings of a particular financial instrument. Because no market exists for a significant portion of the Company's or the Bank's financial instruments, fair value estimates are based on judgments regarding future expected loss experience, current economic conditions, risk characteristics of various financial instruments and other factors. These estimates are subjective in nature and involve uncertainties and matters of significant judgment and therefore, cannot be determined with precision. Changes in assumptions could significantly affect the estimates. Fair value estimates are based on existing on-and-off balance sheet financial instruments without attempting to estimate the value of anticipated future business and the value of assets and liabilities that are not considered financial instruments.

Note 7 Stock Offering

In late December 2012 the Company began a confidential offering to accredited investors that resulted in the issuance of 1,132,527 shares of common stock totaling \$27.2 million in additional capital. This offering was completed during March of 2013.

Note 8 Net Income Per Common Share

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The Company determines basic earnings per share by dividing net income by the weighted average number of common shares outstanding during the period. Diluted earnings per share is determined by dividing net income by the weighted average number of shares outstanding increased by the number of shares that would be issued assuming the exercise of stock options. At September 30, 2013 and 2012, stock options to purchase 199,306 and 172,880 shares at an average price of \$16.09 and \$15.63, respectively, were outstanding. For the nine months ended September 30, 2013 and 2012, the dilutive effect of stock options was 116,012 and 50,057 shares, respectively.

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The following table presents the components of accumulated OCI (in thousands):

| Details about AOCI Components | Amount Reclassified from AOCI for Nine months Ended September 30 | Amount Reclassified from AOCI for Three Months Ended September 30 | Affected line item in the Statement where net income is presented |
|-------------------------------|--|---|---|
| Available for-sale securities | | | |
| Unrealized holding gains | \$ 82 | \$ 82 | Gain on sale of securities |
| | | 33 | Total before tax |
| | | 49 | Income tax expense |
| Total reclassifications | | | Net of tax |

Item 1: These items are included in the computation of net periodic pension cost. See Note 10, Pension Plan, for additional information.

| (Dollars in thousands) | Unrealized gains/(losses) on available-for-sale securities for nine months ended September 30 | Defined benefit pension plan items for nine months ended September 30 | Total |
|--|---|---|------------|
| Beginning balance, December 31, 2012 | \$ 240 | \$ (1,735) | \$ (1,495) |
| Other comprehensive (loss) before reclassification | (1,453) | | (1,453) |
| Amounts reclassified from AOCI | 49 | | 49 |
| Net current period OCI | (1,404) | | (1,404) |
| Ending balance | \$ (1,164) | \$ (1,735) | \$ (2,899) |

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| | | | | |
|----------------------------------|----|---------|----|---------|
| | | | | |
| Beginning balance, June 30, 2013 | \$ | (753) | \$ | (2,488) |
| | | | | |
| Amounts reclassified from AOCI | | | | |
| | | | | |
| Ending balance | \$ | (1,164) | \$ | (2,899) |

| (Dollars in thousands) | September 30, 2013 | |
|--|-----------------------|---------|
| Net unrealized gain on securities available-for-sale | \$ | (1,164) |
| Net unrecognized pension cost | | (1,735) |
| Total | \$ | (2,899) |

Note 10 Pension Plan

The Company participates in a trustee pension plan known as the Allegheny Group Retirement Plan covering virtually all full-time employees. Benefits are based on years of service and the employee's compensation.

Note 11 Subsequent Event

On October 23, 2013, the Company and the Bank have entered into a Purchase and Assumption Agreement with CFG Community Bank (CFG) and its parent, Capital Funding Bancorp, Inc., to purchase certain assets and assume certain liabilities of CFG and its subsidiaries for approximately \$30 million in cash and MVB Financial common shares.

Consummation of this transaction is subject to certain customary closing conditions, including requisite regulatory approvals and material third-party consents, the absence of certain legal impediments to the consummation of the transaction and subject to certain exceptions, the accuracy of the representations and warranties and compliance with the covenants of each party.

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Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

FORWARD-LOOKING INFORMATION

Statements in this Quarterly Report on Form 10-Q that are based on other than historical data are forward-looking within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements provide current expectations or forecasts of future events and include, among others:

- statements with respect to the beliefs, plans, objectives, goals, guidelines, expectations, anticipations, and future financial condition, results of operations and performance of MVB Financial Corp. (the Company) and its subsidiaries (collectively we, our, or us), including MVB Bank, Inc. (the Bank);
- statements preceded by, followed by or that include the words may, could, should, would, believe, anticipate, estimate, expect, projects, or similar expressions.

These forward-looking statements are not guarantees of future performance, nor should they be relied upon as representing the Company's or the Bank management's views as of any subsequent date. Forward-looking statements involve significant risks and uncertainties and actual results may differ materially from those presented, either expressed or implied, including, but not limited to, those presented in this Management's Discussion and Analysis section. Factors that might cause such differences include, but are not limited to:

- the ability of the Company, the Bank, MVB Mortgage, and MVB Insurance to successfully execute business plans, manage risks, and achieve objectives;
- changes in local, national and international political and economic conditions, including without limitation the political and economic effects of the recent economic crisis, delay of recovery from that crisis, economic conditions and fiscal imbalances in the United States and other countries, potential or actual downgrades in rating of sovereign debt issued by the United States and other countries, and other major developments, including wars, military actions, and terrorist attacks;
- changes in financial market conditions, either internationally, nationally or locally in areas in which the Company, the Bank, MVB Mortgage, and MVB Insurance conduct operations, including without limitation, reduced rates of business formation and growth, commercial and residential real estate development and real estate prices;
- fluctuations in markets for equity, fixed-income, commercial paper and other securities, including availability, market liquidity levels, and pricing; changes in interest rates, the quality and composition of the loan and securities portfolios, demand for loan products, deposit flows and competition;
- the ability of the Company, the Bank, MVB Mortgage, and MVB Insurance to successfully conduct acquisitions and integrate acquired businesses;
- potential difficulties in expanding the businesses of the Company, the Bank, MVB Mortgage, and MVB Insurance in existing and new markets;

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- increases in the levels of losses, customer bankruptcies, bank failures, claims, and assessments;
- changes in fiscal, monetary, regulatory, trade and tax policies and laws, and regulatory assessments and fees, including policies of the U.S. Department of Treasury, the Board of Governors of the Federal Reserve Board System, and the FDIC;
- the impact of executive compensation rules under the Dodd-Frank Act and banking regulations which may impact the ability of the Company, the Bank, MVB Mortgage, MVB Insurance, and other American financial institutions to retain and recruit executives and other personnel necessary for their businesses and competitiveness;
- the impact of the Dodd-Frank Act and of new international standards known as Basel III, and rules and regulations thereunder, many of which have not yet been promulgated, on our required regulatory capital and liquidity levels, governmental assessments on us, the scope of business activities in which we may engage, the manner in which the Company, the Bank, MVB Mortgage, and MVB Insurance engage in such activities, the fees that the Bank, MVB Mortgage, and MVB Insurance may charge for certain products and services, and other matters affected by the Dodd-Frank Act and these international standards;
- continuing consolidation in the financial services industry; new legal claims against the Company, the Bank, MVB Mortgage, and MVB Insurance, including litigation, arbitration and proceedings brought by governmental or self-regulatory agencies, or changes in existing legal matters;
- success in gaining regulatory approvals, when required;

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- changes in consumer spending and savings habits;
- increased competitive challenges and expanding product and pricing pressures among financial institutions;
- inflation and deflation;
- technological changes and the implementation of new technologies by the Company, the Bank, MVB Mortgage, and MVB Insurance;
- the ability of the Company, the Bank, MVB Mortgage, and MVB Insurance to develop and maintain secure and reliable information technology systems;
- legislation or regulatory changes which adversely affect the operations or business of the Company, the Bank, MVB Mortgage, or MVB Insurance;
- the ability of the Company, the Bank, MVB Mortgage, and MVB Insurance to comply with applicable laws and regulations; changes in accounting policies or procedures as may be required by the Financial Accounting Standards Board or regulatory agencies; and,
- costs of deposit insurance and changes with respect to FDIC insurance coverage levels.

Except to the extent required by law, the Company specifically disclaims any obligation to update any factors or to publicly announce the result of revisions to any of the forward-looking statements included herein to reflect future events or developments.

SUMMARY OF RESULTS OF OPERATIONS

At September 30, 2013 and 2012 and for the Nine and Three Months Ended September 30, 2013 and 2012:

| | Nine months Ended September 30 | | Three Months Ended September 30 | |
|--|-----------------------------------|--------|------------------------------------|--------|
| | 2013 | 2012 | 2013 | 2012 |
| Net income to: | | | | |
| Average assets | 0.62% | .63% | 0.37% | .70% |
| Average stockholders' equity | 6.80% | 7.40% | 3.70% | 8.34% |
| Net interest margin | 2.94% | 3.12% | 2.78% | 3.09% |
| Average stockholders' equity to average assets | 9.13% | 8.54% | 10.10% | 8.35% |
| Total loans to total deposits (end of period) | 84.22% | 94.69% | 84.22% | 94.69% |
| Allowance for loan losses to total loans (end of period) | 0.90% | 0.83% | 0.90% | 0.83% |
| Efficiency ratio | 83.63% | 64.95% | 90.78% | 63.38% |
| Capital ratios: | | | | |
| Tier 1 capital ratio | 12.46% | 13.11% | 12.46% | 13.11% |
| Risk-based capital ratio | 13.28% | 14.00% | 13.28% | 14.00% |
| Leverage ratio | 8.65% | 9.01% | 8.65% | 9.01% |

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| | | | | | | | | |
|--|----|-------|----|-------|----|-------|----|-------|
| Cash dividends as a percentage of net income | | 7.03% | | 5.61% | | N/A | | N/A |
| Per share data: | | | | | | | | |
| Book value per share (end of period) | \$ | 21.32 | \$ | 18.84 | \$ | 21.32 | \$ | 18.84 |
| Basic earnings per share | \$ | 1.03 | \$ | 1.19 | \$ | 0.21 | \$ | 0.47 |
| Diluted earnings per share | \$ | 0.99 | \$ | 1.17 | \$ | 0.21 | \$ | 0.46 |

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Introduction

The Company was formed on January 1, 2004, as a bank holding company and, effective December 19, 2012, became a financial holding company. The Company features multiple subsidiaries and affiliated businesses, including the Bank, MVB Mortgage and MVB Insurance.

The Bank, was formed on October 30, 1997, and chartered under the laws of the State of West Virginia. The Bank commenced operations on January 4, 1999. During the fourth quarter of 2004, the Company formed two second-tier holding companies, MVB - Marion, Inc., and MVB - Harrison, Inc., which have since been merged to form MVB - Central, Inc., to manage the banking operations of the Bank in these specific north-central West Virginia markets. In August of 2005, the Bank opened a full service office in neighboring Harrison County, West Virginia. During October of 2005, the Bank purchased a branch office in Jefferson County, West Virginia, situated in West Virginia's eastern panhandle. In 2006, the Company formed another second-tier holding company, MVB - East, Inc., to manage the banking operations of the Bank in the Jefferson County, West Virginia and Berkeley County, West Virginia markets. During the third quarter of 2007, the Bank opened a full service office in the Martinsburg area of Berkeley County, West Virginia. In the second quarter of 2011, the Bank opened a banking facility in the Cheat Lake area of Monongalia County, West Virginia. The Bank opened its second Harrison County, West Virginia location, the downtown Clarksburg office in the historic Empire Building during the fourth quarter of 2012.

During the fourth quarter of 2012, the Bank acquired PMG which, effective July 15, 2013, began doing business as MVB Mortgage, a mortgage company in the northern Virginia area, and fifty percent (50%) interest in a mortgage services company, Lender Service Provider, LLC (LSP). In the third quarter of 2013, this fifty percent (50%) interest in LSP was reduced to a twenty-five percent (25%) interest through a sale of a partial interest. This PMG acquisition provided the Company and the Bank the opportunity to make the mortgage banking operation a much more significant line of business to further diversify its net income stream. MVB Mortgage has three mortgage only offices, all located in northern Virginia, within the Washington, District of Columbia / Baltimore, Maryland metropolitan area, and, in addition, has mortgage loan originators located at select Bank locations.

In the first quarter of 2013, the Bank opened its second Monongalia County location in the Sabraton area of Morgantown, West Virginia. In the second quarter of 2013, the Bank opened its second full service office in Berkeley County, West Virginia, at Edwin Miller Boulevard. Currently, the Company operates nine bank branches in West Virginia, which are located at: 301 Virginia Avenue in Fairmont, Marion County; 9789 Mall Loop (inside the Shop N Save Supermarket) in White Hall, Marion County; 1000 Johnson Avenue in Bridgeport, Harrison County; 406 West Main St. in Clarksburg, Harrison County; 88 Somerset Boulevard in Charles Town, Jefferson County; 651 Foxcroft Avenue in Martinsburg, Berkeley County; 2400 Cranberry Square in Cheat Lake, Monongalia County; 10 Sterling Drive in Morgantown, Monongalia County; and 231 Aikens Center in Martinsburg, Berkeley County. In addition, the Company operates a bank loan processing office at 184 Summers Street, Charleston, Kanawha County, West Virginia. The Company has received regulatory approval from the FDIC and the West Virginia Division of Financial Institutions to construct a replacement location on Copley Drive in Fairmont, Marion County, West Virginia, for its current White Hall location. In addition, the Bank has initiated construction of a new facility in Kanawha County, West Virginia.

In addition to MVB Mortgage, the Company has a wholly-owned subsidiary, MVB Insurance, LLC. MVB Insurance was originally formed in 2000 and reinstated in 2005, as a Bank subsidiary. Effective June 1, 2013, MVB Insurance became a direct subsidiary of the Company. MVB Insurance offers select insurance products such as title insurance, individual insurance, commercial insurance, employee benefits insurance, and professional liability insurance. MVB Insurance maintains its headquarters at 301 Virginia Avenue, Fairmont, West Virginia, and operates offices at: 6 Canyon Road, Morgantown, West Virginia, 2400 Cranberry Square,

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Morgantown, West Virginia,; and 355 Wharton Circle, Suite 123, Triadelphia, West Virginia. In addition to the second-tier holding companies, the Company has an additional subsidiary, Bank Compliance Solutions, Inc., formed in 2011, which to-date has not initiated business activities.

The Company's business activities, through its Subsidiaries, are currently community banking, mortgage banking, insurance services, and wealth management. As a community banking entity, the Bank offers its customers a full range of products through various delivery channels. Such products and services include checking accounts, NOW accounts, money market and savings accounts, time certificates of deposit, commercial, installment, commercial real estate and residential real estate mortgage loans, debit cards, and safe deposit rental facilities. Services are provided through our walk-in offices, automated teller machines (ATMs), drive-in facilities, and internet and telephone banking. Additionally, the Bank offers non-deposit investment products through an association with a broker-dealer, and also offers correspondent lending services to assist other community banks in offering longer term fixed rate loan products that may be sold into the secondary market. Since the opening date of January 4, 1999, the Company, through the Bank, has experienced significant growth in assets, loans, and deposits due to overwhelming community and customer support in the Marion County, West Virginia and Harrison County, West Virginia markets, expansion into West Virginia's eastern panhandle counties and, most recently, into Monongalia County, West Virginia. With the acquisition of PMG, mortgage banking is now a much more significant focus, which has opened up increased market opportunities in the Washington, District of Columbia / Baltimore, Maryland metropolitan region and added enough volume to better diversify the Company's earnings stream.

Following the quarter close of September 30, 2013, the Company and the Bank entered into a purchase and assumption agreement, on October 23, 2013, to purchase certain assets and assume specific liabilities, subject to regulatory approvals, of CFG Community Bank (CFG Bank), a subsidiary of Capital Funding Bancorp, Inc., headquartered in Lutherville, Maryland. This pending transaction, which is, again, subject to regulatory approvals, would increase the presence of the Company and the Bank in the Washington, District of Columbia / Baltimore, Maryland metropolitan region through the addition of three new branches in: Annapolis, Maryland; Baltimore, Maryland; and Lutherville, Maryland. Further, the transaction would include an additional office, also in Lutherville, Maryland.

This discussion and analysis should be read in conjunction with the prior year-end audited financial statements and footnotes thereto included in the Company's filing on Form 10-K and the unaudited financial statements, ratios, statistics, and discussions contained elsewhere in this Form 10-Q. At September 30, 2013, the Company had 292 full-time equivalent employees, including those added through the acquisition of PMG. The Company's principal office is located at 301 Virginia Avenue, Fairmont, West Virginia 26554, and its telephone number is (304) 363-4800. The Company's Internet web site is www.mvbbanking.com.

Application of Critical Accounting Policies

The Company's consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States and follow general practices within the banking industry. Application of these principles requires management to make estimates, assumptions, and judgments that affect the amounts reported in the financial statements; accordingly, as this information changes, the financial statements could reflect different estimates, assumptions, and judgments. Application of certain accounting policies inherently requires a greater reliance on the use of estimates, assumptions and judgments and as such, the probability of actual results being materially different from reported estimates is increased. Estimates, assumptions, and judgments are necessary when assets and liabilities are required to be recorded at fair value, when a decline in the value of an asset not carried on the financial statements at fair value warrants an impairment write-down or valuation reserve to be established, or when an asset or liability needs to be recorded contingent upon a future

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event. Carrying assets and liabilities at fair value inherently results in more financial statement volatility. The fair values and the information used to record valuation adjustments for certain assets and liabilities are based either on quoted market prices or are provided by other third-party sources, when available. When third-party information is not available, valuation adjustments are estimated in good faith by management primarily through the use of internal forecasting techniques.

The most significant accounting policies followed by the Company are presented in Note 1 to the audited consolidated financial statements included in the Company's 2012 Annual Report on Form 10-K and the later filed amended 2012 Annual Report on Form 10-K/A. These policies, along with the disclosures presented in the other financial statement notes and in management's discussion and analysis of operations, provide information on how significant assets and liabilities are valued in the financial statements and how those values are determined. Based on the valuation techniques used and the sensitivity of financial statement amounts to the methods, assumptions, and estimates underlying those amounts, management has identified the determination of the allowance for loan losses to be the accounting area that requires the most subjective or complex judgments, and as such could be most subject to revision as new information becomes available.

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The allowance for loan losses represents management's estimate of probable credit losses inherent in the loan portfolio. Determining the amount of the allowance for loan losses is considered a critical accounting estimate because it requires significant judgment and the use of estimates related to the amount and timing of estimated future cash flows, estimated losses in pools of homogeneous loans based on historical loss experience of peer banks, estimated losses on specific commercial credits, and consideration of current economic trends and conditions, all of which may be susceptible to significant change. The loan portfolio also represents the largest asset in the consolidated balance sheet. Note 1 to the consolidated financial statements in MVB's 10-K describes the methodology used to determine the allowance for loan losses and a discussion of the factors driving changes in the amount of the allowance for loan losses is included in the Allowance for Loan Losses section of Management's Discussion and Analysis in this quarterly report on Form 10-Q.

All dollars are expressed in thousands, unless as otherwise noted or specified.

Results of Operations

Overview of the Statement of Income

For the quarter ended September 30, 2013, the Company earned \$757 compared to \$1,048 in the third quarter of 2012. Net interest income increased by \$319, other income increased by \$6.4 million and other expenses increased by \$7.7 million. The increase in net interest income was driven mainly by the continued growth of the Company balance sheet, with \$64.2 million in average loan growth and despite an increase in average interest bearing liabilities of \$170.5 million and an increase in interest expense of \$77. There was also a decrease in cost of funds of 20 basis points. The increase in other income was mainly the result of an increase in income on loans held for sale of \$5.0 million as a result of additional volume that the Company was able to produce through the acquisition of PMG. Other factors that resulted in the increase to other income include insurance income of \$781, due to new products being offered and gain on sale of subsidiary of \$626 which was the result of PMG selling 25% of its 50% interest in Lender Service Provider, LLC. The increase in other operating expenses was principally the result of increased salaries expense of \$5.1 million, with the addition of the Clarksburg, Sabraton and Edwin Miller Bank offices as well as additions in the areas of human resources, information technology, and loan operations, the additional staff related to the acquisition of PMG and additional staff related to MVB Insurance, LLC, as well as increases for existing staff. Occupancy, Equipment and depreciation costs increased \$397, the result of the additions of the Clarksburg, Sabraton and Edwin Miller Bank offices, the acquisition of PMG, and additional leased office space in both the Cheat Lake Bank office, the Bank Operations Center and MVB Insurance, LLC. Data processing costs increased \$106 due to increased volume and increased usage of products available to save time and better automate processes. Mortgage processing costs increased \$723 due to the acquisition of PMG who uses a related entity to perform processing services related to mortgage loans. Legal and accounting fees increased \$285 as a result of the additional fees incurred by PMG and MVB Insurance as well as additional fees incurred by both the Company and the Bank. Advertising costs increased \$311 as a result of increased advertising related to new and existing branches and the acquisition of PMG. Other operating expenses increased by \$682, mainly the result of the following: increased training expense of \$50, directors fees of \$52, postage and courier expense of \$51, telephone expense of \$107, travel and entertainment of \$229, license and permits expense of \$31, publications expense of \$35, miscellaneous expense of \$95 and collection expense of \$20.

Loan loss provisions of \$326 and \$775 were made for the quarters ended September 30, 2013 and 2012, respectively. The provision for loan losses, which is a product of management's formal quarterly analysis, is recorded in response to inherent risks in the loan portfolio. The Company charged off \$523 in loans during the third quarter of 2013 versus \$566 for the same time period in 2012. The allowance for loan losses to total loans increased from .83% at September 30, 2012 to 0.90% at September 30, 2013.

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Non-interest income for the quarters ended September 30, 2013 and 2012 totaled \$8.0 million and \$1.7 million, respectively. The most significant portions of non-interest income are income on loans held for sale, which totaled \$5.6 million for the quarter ended September 30, 2013, an increase of \$5.0 million over the third quarter of 2012, the result of the increased volume from existing lenders as well as the addition of new lenders and increased

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volume from the acquisition of PMG, capitalized servicing retained income which totaled \$93 for the quarter ended September 30, 2013, a new income stream that began during the third quarter of 2012, and other operating income which totaled \$750 for the quarter ended September 30, 2013, an increase of \$190 from the prior year, mainly the result of the following: visa credit card income of \$11, inspection fee income of \$16, servicing income of \$127, wire transfer fee income of \$11 and wealth management income of \$19.

Non-interest expense for the quarters ended September 30, 2013 and 2012 totaled \$11.6 million and \$3.9 million, respectively. The most significant increases were as discussed above.

For the nine months ended September 30, 2013 the Company earned \$3.4 million compared to \$2.7 million for the same time period in 2012. Net interest income increased by \$1.0 million, other income increased by \$20.5 million and other expenses increased by \$21.1 million. The increase in net interest income was driven mainly by the continued growth of the Company balance sheet, with \$62.6 million in average loan growth and despite an increase in average interest bearing liabilities of \$133.1 million and an increase in interest expense of \$14. There was also a decrease in cost of funds of 22 basis points. The increase in other income was mainly the result of an increase in income on loans held for sale of \$16.7 million as a result of additional volume that the Company was able to produce through the acquisition of PMG. Other factors that resulted in the increase to other income include capitalized servicing retained income of \$749, gain on derivative of \$423, insurance income of \$781, due to new products being offered and gain on sale of subsidiary of \$626 which was the result of PMG selling 25% of its 50% interest in Lender Service Provider, LLC. The increase in other operating expenses was principally the result of increased salaries expense of \$14.6 million, with the addition of the Clarksburg, Sabraton and Edwin Miller Bank offices as well as additions in the areas of human resources, information technology, and loan operations, the additional staff related to the acquisition of PMG and additional staff related to MVB Insurance, LLC, as well as increases for existing staff. Occupancy, Equipment and depreciation costs increased \$1.1 million, the result of the additions of the Clarksburg, Sabraton and Edwin Miller Bank offices, the acquisition of PMG, and additional leased office space in the Cheat Lake Bank office, the Bank Operations Center, MVB Insurance, LLC, and an operations office in Charleston. Data processing costs increased \$340 due to increased volume and increased usage of products available to save time and better automate processes. Mortgage processing costs increased \$1.9 million due to the acquisition of PMG who uses a related entity to perform processing services related to mortgage loans. Legal and accounting fees increased \$486 as a result of the additional fees incurred by PMG and MVB Insurance as well as additional fees incurred by both the Company and the Bank. Advertising costs increased \$531 as a result of increased advertising related to new and existing branches and the acquisition of PMG. Other operating expenses increased by \$1.5 million, mainly the result of the following: increased training expense of \$38, directors fees of \$117, postage and courier expense of \$111, telephone expense of \$224, travel and entertainment of \$387, license and permits expense of \$93, dues and publications expense of \$97, miscellaneous expense of \$364 and forgeries expense of \$51.

Non-interest income for the nine months ended September 30, 2013 and 2012 totaled \$24.4 million and \$4.0 million, respectively. The most significant portion of non-interest income is income on loans held for sale, which totaled \$18.4 million for the nine months ended September 30, 2013, and increase of \$16.7 million over the nine months ended September 30, 2012, the result of the increased volume from existing lenders as well as the addition of new lenders and increased volume from the acquisition of PMG. Other significant portions of non-interest income include capitalized servicing retained income which totaled \$749 for the nine months ended September 30, 2013, a new income stream that began during the third quarter of 2012, insurance commission income which totaled \$781 for the nine months ended September 30, 2013, a new income stream that began in the first quarter of 2013 by offering additional insurance products. And other operating income which totaled \$2.2 million for the nine months ended September 30, 2013, an increase of \$1.1 million from the prior year, mainly the result of the following: inspection fee income of \$16, servicing income of \$277, underwriting and processing fee income of \$186, consulting fee income of \$400 and miscellaneous income of \$187.

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Non-interest expense for the nine months ended September 30, 2013 and 2012 totaled \$32.0 million and \$10.9 million. The largest drivers of this \$21.1 million increase were in the areas of salaries, other expense, advertising, occupancy, legal and accounting fees, equipment, printing, mortgage processing and data processing, all due to the additions of PMG and MVB Insurance.

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Interest Income and Expense

Net interest income is the amount by which interest income on earning assets exceeds interest expense on interest-bearing liabilities. Interest-earning assets include loans and investment securities. Interest-bearing liabilities include interest-bearing deposits and repurchase agreements and Federal Home Loan Bank advances. Net interest income is a primary source of revenue for the bank. Changes in market interest rates, as well as changes in the mix and volume of interest-earning assets and interest-bearing liabilities impact net interest income.

Net interest margin is calculated by dividing net interest income by average interest-earning assets. This ratio serves as a performance measurement of the net interest revenue stream generated by the Bank's balance sheet. The net interest margin for the quarters ended September 30, 2013 and 2012 was 2.78% and 3.11% respectively. The 33 basis point decline in the Bank's net interest margin for the quarter ended September 30, 2013 was the result of the decreased yield on the loan portfolio of 46 basis points. The continued low rate environment and increasing competition for quality credit continues to apply pressure upon the Bank's loan portfolio yield. The funding side of the bank helped offset the decreased asset yield as a result of the following: a 20 basis point reduction in the cost of funds, mainly in the CD portfolio, IRA portfolio and FHLB borrowing balances. While the Bank's yield on total loans declined by 46 basis points, the Bank was able to grow average loan balances by \$64.2 million, which enabled an increase in net interest income of \$319.

Company and Bank management continuously monitor the effects of net interest margin on the performance of the Bank and, thus, the Company. Growth and mix of the balance sheet will continue to impact net interest margin in future periods.

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(Unaudited)(Dollars in thousands)

| | Three Months Ended September 30, 2013 | | | Three Months Ended September 30, 2012 | | |
|--|--|--------------------------------|----------------|--|--------------------------------|----------------|
| | Average Balance | Interest Income/ Expense | Yield/ Cost | Average Balance | Interest Income/ Expense | Yield/ Cost |
| Assets | | | | | | |
| Interest-bearing deposits in banks | \$ 21,633 | \$ 13 | 0.24% | \$ 10,613 | \$ 3 | 0.11% |
| Certificates of deposit in other banks | 9,427 | 42 | 1.79 | 9,427 | 44 | 1.82 |
| Investment securities | 150,432 | 726 | 1.93 | 112,622 | 519 | 1.85 |
| Loans: | | | | | | |
| Commercial | 316,909 | 3,655 | 4.61 | 261,818 | 3,178 | 4.86 |
| Tax exempt | 23,834 | 221 | 3.70 | 18,732 | 197 | 4.21 |
| Real estate | 136,253 | 1,142 | 3.35 | 141,827 | 1,474 | 4.16 |
| Consumer | 19,413 | 215 | 4.42 | 9,835 | 203 | 8.26 |
| Total loans | 496,409 | 5,233 | 4.22 | 432,212 | 5,052 | 4.68 |
| Total earning assets | 677,901 | 6,014 | 3.55 | 564,874 | 5,618 | 3.98 |
| Loans held for sale | 51,644 | | | 4,409 | | |
| Cash and due from banks | 20,564 | | | 11,698 | | |
| Other assets | 60,157 | | | 20,979 | | |
| Total assets | \$ 810,266 | | | \$ 601,960 | | |
| Liabilities | | | | | | |
| Deposits: | | | | | | |
| Non-interest bearing demand | \$ 49,155 | \$ | % | 48,979 | \$ | % |
| NOW | 327,397 | 595 | 0.73 | 221,554 | 483 | 0.88 |
| Money market checking | 23,900 | 17 | 0.29 | 27,468 | 21 | 0.31 |
| Savings | 31,105 | 50 | 0.64 | 24,112 | 36 | 0.60 |
| IRAs | 9,521 | 38 | 1.59 | 9,728 | 57 | 2.34 |
| CDs | 145,289 | 365 | 1.00 | 137,993 | 377 | 1.09 |
| Repurchase agreements & FFS | 79,209 | 131 | 0.66 | 61,615 | 116 | 0.75 |
| FHLB and other borrowings | 50,117 | 86 | 0.69 | 13,521 | 113 | 3.34 |
| Subordinated debt | 4,124 | 20 | 1.92 | 4,124 | 22 | 2.13 |
| Total interest-bearing liabilities | 670,662 | 1,302 | 0.78 | 500,115 | 1,225 | 0.98 |
| Other liabilities | 8,600 | | | 2,608 | | |
| Total liabilities | 728,417 | | | 551,702 | | |
| Stockholders equity | | | | | | |
| Preferred stock | 8,500 | | | 8,500 | | |
| Common stock | 3,506 | | | 2,247 | | |
| Paid-in capital | 60,908 | | | 32,954 | | |
| Treasury stock | (1,084) | | | (1,084) | | |
| Retained earnings | 12,069 | | | 8,172 | | |
| Accumulated other comprehensive income | (2,050) | | | (531) | | |
| Total stockholders equity | 81,849 | | | 50,258 | | |
| Total liabilities and stockholders equity | \$ 810,266 | | | \$ 601,960 | | |

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| | | | | |
|--|----------|-------|----------|-------|
| Net interest spread | | 2.77 | | 3.00 |
| Impact of non-interest bearing funds on margin | | 0.01 | | 0.11 |
| Net interest income-margin | \$ 4,712 | 2.78% | \$ 4,393 | 3.11% |

Table of Contents**Average Balances and Interest Rates****(Unaudited)(Dollars in thousands)**

| | Nine months Ended September 30, 2013 | | | Nine months Ended September 30, 2012 | | |
|---|---|--------------------------------|----------------|---|--------------------------------|----------------|
| | Average Balance | Interest Income/ Expense | Yield/ Cost | Average Balance | Interest Income/ Expense | Yield/ Cost |
| Assets | | | | | | |
| Interest-bearing deposits in banks | \$ 13,954 | \$ 26 | 0.25% | \$ 5,912 | \$ 9 | 0.20% |
| Certificates of deposit in other banks | 9,427 | 125 | 1.77 | 9,611 | 147 | 2.04 |
| Investment securities | 128,499 | 1,790 | 1.86 | 113,662 | 1,606 | 1.88 |
| Loans: | | | | | | |
| Commercial | 302,077 | 10,506 | 4.64 | 248,103 | 9,171 | 4.93 |
| Tax exempt | 23,544 | 686 | 3.89 | 17,706 | 568 | 4.28 |
| Real estate | 128,860 | 3,703 | 3.83 | 135,616 | 4,303 | 4.23 |
| Consumer | 18,526 | 635 | 4.57 | 8,991 | 604 | 8.96 |
| Total loans | 473,007 | 15,530 | 4.38 | 410,416 | 14,646 | 4.76 |
| Total earning assets | 624,887 | 17,471 | 3.73 | 539,601 | 16,408 | 4.05 |
| Loans held for sale | 48,399 | | | 4,651 | | |
| Cash and due from banks | 15,826 | | | 10,821 | | |
| Other assets | 47,931 | | | 20,487 | | |
| Total assets | \$ 737,043 | | | \$ 575,560 | | |
| Liabilities | | | | | | |
| Deposits: | | | | | | |
| Non-interest bearing demand | \$ 51,615 | \$ | % | 44,506 | \$ | % |
| NOW | 276,017 | 1,630 | 0.79 | 194,295 | 1,329 | 0.91 |
| Money market checking | 23,079 | 52 | 0.30 | 31,515 | 106 | 0.45 |
| Savings | 29,428 | 137 | 0.62 | 22,732 | 99 | 0.58 |
| IRAs | 9,483 | 118 | 1.66 | 9,754 | 179 | 2.45 |
| CDs | 144,318 | 984 | 0.91 | 135,373 | 1,180 | 1.16 |
| Repurchase agreements & FFS | 76,730 | 402 | 0.70 | 65,687 | 359 | 0.73 |
| FHLB and other borrowings | 48,420 | 301 | 0.83 | 15,052 | 351 | 3.11 |
| Subordinated debt | 4,124 | 59 | 1.92 | 4,124 | 66 | 2.13 |
| Total interest-bearing liabilities | 611,599 | 3,683 | 0.80 | 478,532 | 3,669 | 1.02 |
| Other liabilities | 6,569 | | | 3,378 | | |
| Total liabilities | 669,783 | | | 526,416 | | |
| Stockholders equity | | | | | | |
| Preferred stock | 8,500 | | | 8,500 | | |
| Common stock | 3,325 | | | 2,240 | | |
| Paid-in capital | 46,918 | | | 32,759 | | |
| Treasury Stock | (1,084) | | | (1,084) | | |
| Retained earnings | 11,053 | | | 7,376 | | |
| Accumulated other comprehensive income | (1,452) | | | (647) | | |
| Total stockholders equity | 67,260 | | | 49,144 | | |
| | \$ 737,043 | | | \$ 575,560 | | |

Total liabilities and stockholders equity

| | | | | |
|--|-----------|-------|-----------|-------|
| Net interest spread | | 2.93 | | 3.03 |
| Impact of non-interest bearing funds on margin | | .01 | | 0.12 |
| Net interest income-margin | \$ 13,788 | 2.94% | \$ 12,739 | 3.15% |

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Non-Interest Income

Income on loans held for sale generates the core of the Bank's non-interest income. Non-interest income totaled \$8.0 million in the third quarter of 2013 compared to \$1.7 million in the third quarter of 2012. This increase of \$6.3 million is mainly the result of an increase in income in loans held for sale of \$5.0 million, the addition of \$93 in capitalized servicing retained income, the addition of \$626 in gain on sale of subsidiary, the addition of \$781 in insurance income and increased other operating income of \$190 as a result of increased visa credit card, inspection fee, servicing, wire transfer and wealth management income.

Service charges on deposit accounts continue to be part of the core of the Bank's other income, and thus, the Company's other income and include mainly non-sufficient funds and returned check fees, allowable overdraft fees and service charges on commercial accounts. For the quarters ended September 30, 2013 and 2012, service charges totaled \$183 and \$197, respectively.

The Bank is continually searching for ways to increase non-interest income. Income from loans sold in the secondary market continues to be a major area of focus for the Bank and the Company, as well as servicing retained on mortgage loans sold into the secondary market.

Non-Interest Expense

For the third quarter of 2013, non-interest expense totaled \$11.6 million compared to \$3.9 million in the third quarter of 2012. The Company's efficiency ratio was 90.78% for the third quarter of 2013 compared to 63.38% for the third quarter of 2012. This ratio measures the efficiency of non-interest expenses incurred in relationship to net interest income plus non-interest income. The increased efficiency ratio is the result of other operating expense outpacing the growth in net interest income and other income.

Salaries and benefits totaled \$7.2 million for the quarter ended September 30, 2013 compared to \$2.1 million for the quarter ended September 30, 2012. This \$5.1 million increase in salaries and benefits is mainly the result of the addition of the additional staff related to the acquisition of PMG, the Clarksburg, Sabraton and Edwin Miller Bank offices as well as additions in the areas of human resources, information technology, and loan operations and additional hires within MVB Insurance, as well as increases for existing staff. The Company had 292 full-time equivalent personnel at September 30, 2013, as noted, compared to 139 full-time equivalent personnel as of September 30, 2012. Company and Bank management will continue to strive to find new ways of increasing efficiencies and leveraging its resources, while effectively optimizing customer service.

For the quarters ended September 30, 2013 and 2012, occupancy expense totaled \$448 and \$207, respectively. This \$241 increase is the result of the addition of the Clarksburg, Sabraton and Edwin Miller Bank offices as well as additional leased office space in the Cheat Lake Bank office, the Bank Operations Center, the addition of PMG and additional leased space for MVB Insurance. Data processing costs increased \$106 compared to the third quarter of 2012 due to increased volume and increased useage of products available to save time and better automate processes. Mortgage processing costs increased \$723 compared to the third quarter of 2012 due to the acquisition of PMG who uses a related entity to perform processing services related to mortgage loans. FDIC insurance totaled \$90 in the third quarter of 2013 compared to \$121 in the third quarter of 2012. This decrease in FDIC insurance was due to loan and deposit growth which spiked in the third quarter of 2012. Legal and accounting costs increased \$285 compared to the third quarter of 2012 as a result of the fees incurred by PMG and MVB Insurance as well as additional fees incurred by both the Company and the Bank.

Other operating expense totaled \$1.1 million in the third quarter of 2013 compared to \$383 in the third quarter of 2012. The largest items relating to this increase were in the areas of training expense, directors' fees, postage and courier, telephone, travel and entertainment, licenses and permits, publications, collections and miscellaneous expense.

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Return on Average Assets and Average Equity

Returns on average assets (ROA) and average equity (ROE) were .37% and 3.7% for the third quarter of 2013 compared to .70% and 8.34% in the third quarter of 2012.

Overview of the Statement of Condition

The Company's interest-earning assets, interest-bearing liabilities, and stockholders' equity changed significantly during the third quarter of 2013 compared to 2012. The most significant areas of change between the quarters ended September 30, 2013 and September 30, 2012 were as follows: loans increased to an average balance of \$496.4 million from \$432.2 million, interest-bearing liabilities grew to an average balance of \$670.7 million from \$500.1 million and stockholders' equity grew by \$31.6 million to an average of \$81.8 million. These trends reflect the continued growth of the Company and its subsidiaries in the loan, deposit and capital areas.

Total assets at September 30, 2013 were \$853.1 million or an increase of \$126.4 million since December 31, 2012. The greatest areas of increase were \$75.7 million in loan growth, \$50.2 million in investment securities and \$17.7 million in interest bearing balances.

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Deposits totaled \$620.0 million at September 30, 2013 or an increase of \$133.5 million since December 31, 2012. \$42.5 million of this increase is the result of time deposits, \$72.4 million is the result of increased public funds and \$18.6 million is the result of increased broker buster deposits.

Stockholders' equity has increased approximately \$15.7 million from December 31, 2012 due to earnings for the nine months ended September 30, 2013 of \$3.7 million and through the issuance of 559,264 shares of common stock totaling \$13.4 million in additional capital.

Cash and Cash Equivalents

Cash and cash equivalents totaled \$27.1 million as of September 30, 2013 compared to \$21.6 million as of December 31, 2012.

Total cash and cash equivalents fluctuate on a daily basis due to transactions in process and other liquidity and performance demands. Management believes the liquidity needs of the Company are satisfied by the current balance of cash and cash equivalents, readily available access to traditional and non-traditional funding sources, and the portions of the investment and loan portfolios that mature within one year. These sources of funds should enable the Company and the Bank to meet cash obligations as they come due.

Investment Securities

Investment securities totaled \$165.0 million as of September 30, 2013 and \$114.9 million as of December 31, 2012. The investment portfolio is fairly evenly balanced between government sponsored agency securities, mortgage-backed securities and municipal securities.

The Company and Bank management monitor the earnings performance and liquidity of the investment portfolio on a regular basis through Asset/Liability Committee meetings. The group also monitors net interest income, sets pricing guidelines, and manages interest rate risk for the bank. Through active balance sheet management and analysis of the investment securities portfolio, the bank maintains sufficient liquidity to satisfy depositor requirements and the various credit needs of its customers. The Company and Bank management believes the risk characteristics inherent in the investment portfolio are acceptable based on these parameters.

Loans

The Bank's lending is primarily focused in the Marion, Harrison, Jefferson, Berkeley and Monongalia County areas of West Virginia with a secondary focus on the adjacent counties in West Virginia. The portfolio consists principally of commercial lending, retail lending, which includes single-family residential mortgages, and consumer lending. Northern Virginia is also a key area of focus for the Bank in the secondary market lending arena.

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Loan Concentration

At September 30, 2013, commercial loans comprised the largest component of the loan portfolio. The majority of commercial loans that are not secured by real estate are lines of credit secured by accounts receivable and equipment and obligations of states and political subdivisions. While the loan concentration is in commercial loans, the commercial portfolio is comprised of loans to many different borrowers, in numerous different industries but primarily located in our market areas.

Allowance for Loan Losses

The Bank management continually monitors the loan portfolio through review of the monthly delinquency reports and through the Bank Loan Review Committee. The Bank Loan Review Committee is responsible for the determination of the adequacy of the allowance for loan losses. Their analysis involves both experience of the portfolio to date and the makeup of the overall portfolio. Specific loss estimates are derived for individual loans based on specific criteria such as current delinquency status, related deposit account activity, where applicable, local market rumors, which are generally based on some factual information, and changes in the local and national economy. While local market rumors are not measurable or perhaps not readily supportable, historically, this form of information can be an indication of a potential problem. The allowance for loan losses is further based upon the internal risk rating assigned to the various loan types within the portfolio.

Capital Resources

The Company considers a number of alternatives, including but not limited to deposits, short-term borrowings, and long-term borrowings when evaluating funding sources. Traditional deposits continue to be the most significant source of funds for the bank, reaching \$620.0 million at September 30, 2013.

Non-interest bearing deposits remain a core funding source for the Bank and, thus, the Company. At September 30, 2013, non-interest bearing deposits totaled \$60.0 million compared to \$54.6 million at December 31, 2012. The Company and Bank management intend to continue to focus on finding ways to increase the base of non-interest bearing funding sources of the Bank and other Company subsidiaries.

Interest-bearing deposits totaled \$560.0 million at September 30, 2013 compared to \$431.9 million at December 31, 2012. Average interest-bearing liabilities totaled \$670.7 million during the third quarter of 2013 compared to \$500.1 million for the third quarter of 2012. Average non-interest bearing demand deposits totaled \$49.2 million for the third quarter of 2013 compared to \$49.0 million for the third quarter of 2012. Management will continue to emphasize deposit gathering in 2013 by offering outstanding customer service and competitively priced products. The Company and Bank management will also concentrate on balancing deposit growth with adequate net interest margin to meet the Company's strategic goals.

Along with traditional deposits, the Bank has access to both repurchase agreements, which are corporate deposits secured by pledging securities from the investment portfolio, and Federal Home Loan Bank borrowings to fund its operations and investments. At September 30, 2013, repurchase agreements totaled \$86.1 million compared to \$70.2 million at December 31, 2012. In addition to the aforementioned funds

alternatives, the Bank has access to more than \$209.5 million through additional advances from the Federal Home Loan Bank of Pittsburgh and the ability to readily sell jumbo certificates of deposits to other banks as well as brokered deposit markets.

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Liquidity

The Company recognizes the importance of liquidity in the day-to-day operations of the Bank, and believes it is critical to have a plan for addressing liquidity in times of crisis, as well as prudently managing levels to maximize earnings. The Bank has historically recognized the need for funding sources that go beyond the most important source which is retail deposit business. The Company and the Bank have created a funding program that identifies various wholesale funding sources that may be used whenever appropriate. These sources include the following: FHLB advances, brokered deposits, CDARS, repurchase agreements, internet CDs through Qwickrate, the Federal Reserve discount window, State of West Virginia CD auctions, and federal funds purchased through the Federal Reserve. Limits have been set as to how much MVB will utilize each identified source. The Bank currently is taking advantage of all of the above, with the exception of federal funds purchased and the discount window. This allows the Bank to lower funding costs slightly while documenting the availability of each.

Current Economic Conditions

The current economic climate in West Virginia, and, in particular, in the six counties in which the Company and the Bank focuses possess better economic climates than the general national climate. Unemployment in the United States was 7.3% in August 2013 and 8.2% in August 2012. The unemployment levels in the six West Virginia counties where MVB operates in were as follows: Berkeley County unemployment was 5.5% in August 2013, compared to 6.9% in August 2012. Harrison County's unemployment rate for August 2013 was 5.0% versus 6.2% in August 2012. Jefferson County's unemployment rate improved from 5.1% in August 2012 to 4.2% in August 2013 and Marion County's unemployment rate improved from 6.3% in August of 2012 to 5.3% in August of 2013. Monongalia County's unemployment rate improved from 5.2% in August of 2012 to 4.2% in August of 2013. Kanawha County's unemployment rate improved from 6.6% in August of 2012 to 5.3% in August of 2013. The numbers from all six counties continue to be significantly better than the national numbers.

The Company and the Bank nonperforming loan information supports the fact that the West Virginia economy has not suffered as much as that of the nation as a whole. Nonperforming loans to total loans were 0.16% in September of 2013 versus 0.77% in September of 2012 and charge offs to total loans were 0.26% and 0.31 % for each period respectively. The Company and the Bank continue to closely monitor economic and delinquency trends.

Capital/Stockholders Equity

The Company and the Bank have financed operations and growth over the years through the sale of equity. These equity sales have resulted in an effective source of capital.

In late December 2012 the Company began a confidential offering to accredited investors that resulted in the issuance of 1,132,527 shares of common stock totaling \$27.2 million in additional capital. This offering was completed during March of 2013.

At September 30, 2013, accumulated other comprehensive (loss) totaled \$(2,899) compared to \$(1,495) at December 31, 2012. This change is primarily the result in the decline of the market values of investment securities.

Treasury stock shares totaled 51,077 shares.

The primary source of funds for dividends to be paid by the Company are dividends received by the Company from the Bank. Dividends paid by the Bank are subject to restrictions by banking regulations. The most restrictive provision requires regulatory approval if dividends declared in any year exceed that year's retained net profits, as defined, plus the retained net profits, as defined, of the two preceding years.

Bank regulators have established risk-based capital requirements designed to measure capital adequacy. Risk-based capital ratios reflect the relative risks of various assets banks hold in their portfolios. A weight category of 0% (lowest risk assets), 20%, 50%, or 100% (highest risk assets) is assigned to each asset on the balance sheet. Detailed information concerning MVB's risk-based capital ratios can be found

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in Note 14 of the Notes to the Consolidated Financial Statements of the Company's 2012 Form 10-K and amended 2012 Form 10-K/A. At September 30, 2013, the Company's and the Bank's risk-based capital ratios exceeded the minimum standards for a well capitalized financial institution.

Commitments

In the normal course of business, the Bank is party to financial instruments with off-balance sheet risk necessary to meet the financing needs of customers and to manage its own exposure to fluctuations in interest rates. These financial instruments include commitments to extend credit. The instruments involve, to varying degrees, elements of credit and interest rate risk in excess of the amount recognized in the balance sheets. The contract or notional amounts of these instruments express the extent of involvement the bank has in these financial instruments.

Loan commitments are made to accommodate the financial needs of the Bank's customers. The Bank uses the same underwriting standards in making commitments and conditional obligations as it does for on-balance sheet instruments. The amount of collateral obtained is based on management's credit evaluation of the customer. Collateral held varies, but may include accounts receivable, inventory, property, plant, and equipment, and income-producing commercial properties. The total amount of loan commitments outstanding at September 30, 2013 and December 31, 2012 was \$88.0 million and \$62.4 million, respectively.

Market Risk

There have been no material changes in market risks faced by the Company since December 31, 2012. For information regarding the Company's market risk, refer to the Company's Annual Report to Shareholders for the year ended December 31, 2012.

Effects of Inflation on Financial Statements

Substantially all of the Bank's assets relate to banking and are monetary in nature. Therefore, they are not impacted by inflation to the same degree as companies in capital-intensive industries in a replacement cost environment. During a period of rising prices, a net monetary asset position results in loss in purchasing power and conversely a net monetary liability position results in an increase in purchasing power. In the banking industry, typically monetary assets exceed monetary liabilities. Therefore as prices increase, financial institutions experience a decline in the purchasing power of their net assets.

Future Outlook

The Company's and the Bank's results of operations for the nine months ended September 30, 2013 are an improvement over the same time period in 2012 mainly due to the improvement in net interest income and loans held for sale income, the result of the PMG acquisition as well as

the addition of servicing income. The Company's emphasis in future periods will be to do those things that have made the bank successful thus far. The critical challenge for the bank in the future is to attract core deposits to fund growth in the new markets through continued delivery of the most outstanding customer service with the highest quality products and technology.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

No response required.

Item 4. Controls and Procedures

The Company, under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer, along with the Company's Chief Financial Officer (the Principal Financial Officer), has evaluated the effectiveness as of September 30, 2013, of the design and operation of the Company's disclosure controls and procedures, as such term is defined under Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934, as amended (the Exchange Act). Based upon that evaluation, the Company's Chief Executive Officer, along with the Company's Principal Accounting

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Officer concluded that the Company's disclosure controls and procedures were effective as of September 30, 2013.

There have been no material changes in the Company's internal control over financial reporting during the third quarter of 2013 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

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Part II. Other Information

Item 1. Legal Proceedings

From time to time in the ordinary course of business, the Company and its subsidiaries are subject to claims, asserted or unasserted, or named as a party to lawsuits or investigations. Litigation, in general, and intellectual property and securities litigation in particular, can be expensive and disruptive to normal business operations. Moreover, the results of legal proceedings cannot be predicted with any certainty and in the case of more complex legal proceedings, such as intellectual property and securities litigation, the results are difficult to predict at all. The Company is not aware of any asserted or unasserted legal proceedings or claims that the Company believes would have a material adverse effect on the Company's financial condition or results of the Company's operations.

Item 1A. Risk Factors

No response required.

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

None.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

None.

Item 6. Exhibits

The following exhibits are filed herewith.

Exhibit 31.1 Certificate of principal executive officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

Exhibit 31.2 Certificate of principal financial officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

Exhibit 32.1 Certificate of principal executive officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

Exhibit 32.2 Certificate of principal financial officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

101.INS XBRL Instance Document

101.SCH XBRL Taxonomy Extension Schema

101.CAL XBRL Taxonomy Extension Calculation Linkbase

101.DEF XBRL Taxonomy Extension Definition Linkbase

101.LAB XBRL Taxonomy Extension Label Linkbase

101.PRE XBRL Taxonomy Extension Presentation Linkbase

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SIGNATURES

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

Date: November 14, 2013

MVB Financial Corp.

By: /s/ Larry F. Mazza
Larry F. Mazza
Chief Executive Officer

By: /s/ Eric L. Tichenor
Eric L. Tichenor
Chief Financial Officer