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FR Y-6
OMB Number 7100-0297
Approval expires December 31, 2015
Page 1 of 2

Board of Governors of the Federal Reserve System

Annual Report of Holding Companies—FR Y-6

Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844 (c)(1)(A)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

This report form is to be filed by all top-tier bank holding companies and top-tier savings and loan holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under Section 211.23 of Regulation K (12 C.F.R. § 211.23). (See page one of the general instructions for more detail of who must file.) The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

NOTE: The *Annual Report of Holding Companies* must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report.

I, Jane N. Henderson
Name of the Holding Company Director and Official

President and CEO
Title of the Holding Company Director and Official

attest that the *Annual Report of Holding Companies* (including the supporting attachments) for this report date has been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

Jane N Henderson
Signature of Holding Company Director and Official

Date of Signature

For holding companies not registered with the SEC–
Indicate status of Annual Report to Shareholders:

- ☐ is included with the FR Y-6 report
- ☒ will be sent under separate cover
- ☐ is not prepared

For Federal Reserve Bank Use Only

RSSD ID 3628535
C.I.

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2014
Month / Day / Year

N/A
Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address

Virginia Community Capital, Inc.
Legal Title of Holding Company

930 Cambria Street, NE
(Mailing Address of the Holding Company) Street / P.O. Box

Christiansburg	VA	24073
City	State	Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Clyde A. Cornett, Jr.	CFO
Name	Title

540-260-3503
Area Code / Phone Number / Extension

540-260-3164
Area Code / FAX Number

ccornett@vccva.org
E-mail Address

vacommunitycapital.org
Address (URL) for the Holding Company's web page

Does the reporter request confidential treatment for any portion of this submission?

☐ Yes Please identify the report items to which this request applies:

- ☐ In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.
- ☐ The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

☒ No

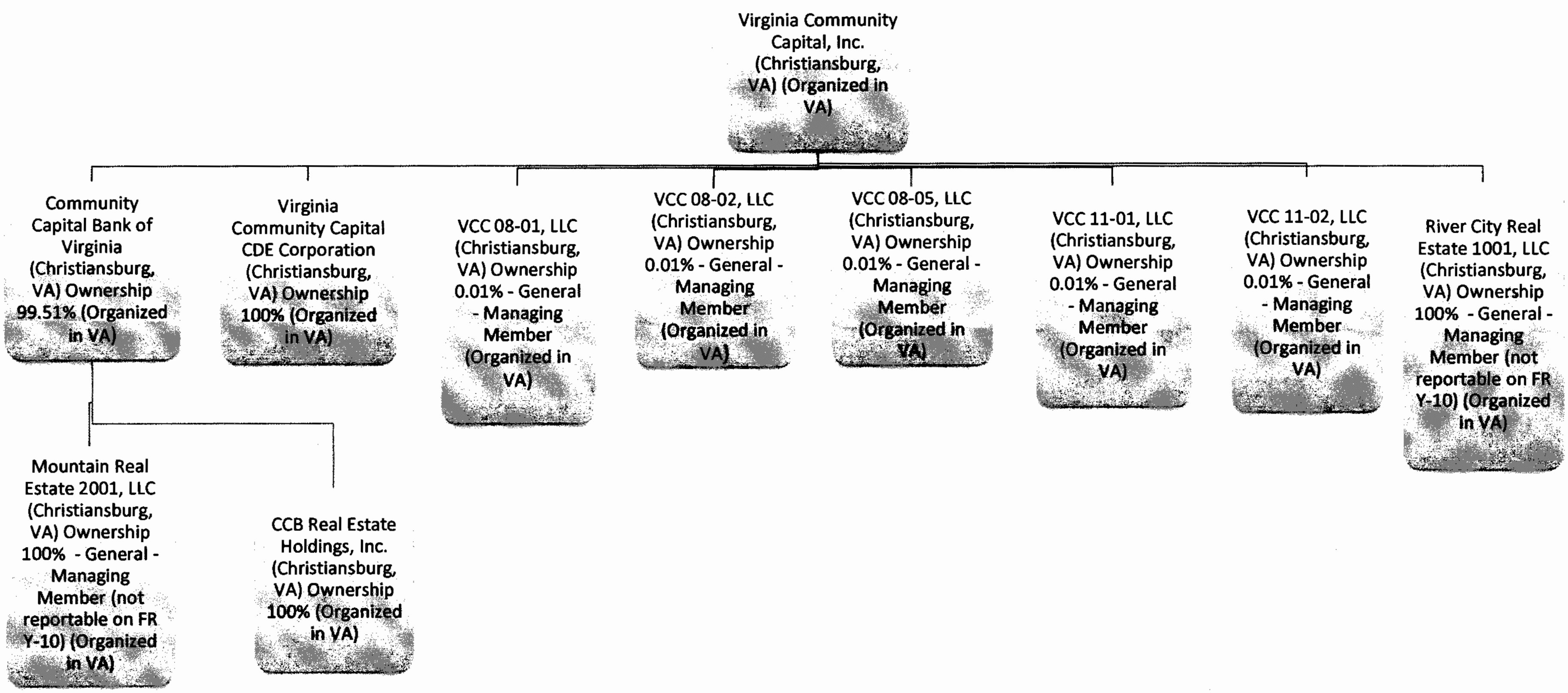
Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

Form FR Y-6
Virginia Community Capital, Inc.
Christiansburg, Virginia 24073
Fiscal Year Ending December 31, 2014

Report Item:

1. The organization's audited financial statements for the period ending December 31, 2014 will be sent under separate cover.

2a. Organizational Chart



2b. Domestic branch listing provided to Phyllis Strum at the Federal Reserve Bank on March 6, 2014.

Results: A list of branches for your holding company: VIRGINIA COMMUNITY CAPITAL, INC. (3628535) of CHRISTIANSBURG, VA.
The data are as of 12/31/2014. Data reflects information that was received and processed through 01/07/2015.

Reconciliation and Verification Steps

1. In the **Data Action** column of each branch row, enter one or more of the actions specified below.
2. If required, enter the date in the **Effective Date** column.

Actions

OK: If the branch information is correct, enter 'OK' in the **Data Action** column.
Change: If the branch information is incorrect or incomplete, revise the data, enter 'Change' in the **Data Action** column and the date when this information first became valid in the **Effective Date** column.
Close: If a branch listed was sold or closed, enter 'Close' in the **Data Action** column and the sale or closure date in the **Effective Date** column.
Delete: If a branch listed was never owned by this depository institution, enter 'Delete' in the **Data Action** column.
Add: If a reportable branch is missing, insert a row, add the branch data, and enter 'Add' in the **Data Action** column and the opening or acquisition date in the **Effective Date** column.

If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

Submission Procedure

When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information.
If you are e-mailing this to your FRB contact, put your institution name, city and state in the subject line of the e-mail.

Note:

To satisfy the **FR Y-10 reporting requirements**, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a **Data Action** of Change, Close, Delete, or Add.
The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - https://y10online.federalreserve.gov.

* FDIC UNINUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	3626858	COMMUNITY CAPITAL BANK OF VIRGINIA	930 CAMBRIA STREET NE	CHRISTIANSBURG	VA	24073	MONTGOMERY	UNITED STATES	461847	0	COMMUNITY CAPITAL BANK OF VIRGINIA	3626858	
OK		Full Service	4390240	RICHMOND BRANCH	100 WEST FRANKLIN STREET, SUITE 200	RICHMOND	VA	23220	RICHMOND CITY	UNITED STATES	Not Required	Not Required	COMMUNITY CAPITAL BANK OF VIRGINIA	3626858	

Form FR Y-6
Virginia Community Capital, Inc.
Fiscal Year Ending December 31, 2014

Report Item 3: Security Holders
(1)(a)(b)(c) and (2)(a)(b)(c)

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-14.			Securities holders not listed in 3(1)(a) through 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-14.		
(1)(a) Name, City, State, Country	(1)(b) Country or Citizenship or Incorporation	(1)(c) Number and Percentages of Each Class of Voting Securities	(2)(a) Name, City, State, Country	(2)(b) Country or Citizenship or Incorporation	(2)(c) Number and Percentages of Each Class of Voting Securities
Virginia Community Capital is a non-stock, not-for-profit, community development financial institution (CDFI), bank holding company. There are no shareholders.					

Form FR Y-6
Virginia Community Capital, Inc.
Fiscal Year Ending December 31, 2014

Report Item 4: Security Holders
(1),(2) (3)(a)(b)(c) and (4)(a)(b)(c)

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Name, City, State, Country	Principal Occupation if other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with Subsidiaries (Include names of subsidiaries	Title & Position with Other Businesses (Including names of other businesses)	Percentage of Voting Shares in Bank Holding Company	Percentage of Voting Shares in Subsidiaries (Include names of subsidiaries)	List names of other companies (Includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Jane Henderson Richmond, VA (USA)	n/a	President Chief Executive Officer Director	President Chief Executive Officer Director Community Capital Bank of Virginia	n/a Board Chairman - Community Development Bankers Association Board Member - Partners for the Common Good Board Member - Center for Rural Entrepreneurship	n/a	0.06% Community Capital Bank of Virginia	None
Clyde A. Cornett, Jr. Christiansburg, VA (USA)	n/a	Senior Vice President Chief Financial Officer, Chief Operating Officer	Senior Vice President Chief Financial Officer, Chief Operating Officer Community Capital Bank of Virginia	n/a Board Member - Appalachian Community Capital	n/a	0.00%	None
Wayne Waldrop Richmond, VA (USA)	n/a	Senior Vice President Chief Lending Officer	Senior Vice President Chief Lending Officer Community Capital Bank of Virginia	n/a	n/a	0.00%	None
Ed Chin Richmond, VA (USA)	n/a	Senior Vice President Chief Risk Officer	Senior Vice President Chief Risk Officer Community Capital Bank of Virginia	n/a	n/a	0.00%	None
Kenneth Daniels Richmond, VA (USA)	Professor of Finance Virginia Commonwealth University	Director	Director Community Capital Banko f Virginia	Professor of Finance- Virginia Commonwealth University Board Member - Eastern Finance Association and Midwest Finance Association Chairman - Richmond Retirement System Board Member - Virginia Coalition to End Homelessness Board Member - Virginia Community Development Corporation	n/a	0.06% Community Capital Bank of Virginia	None
Dixon B. Hanna Hilton Head Island, SC (USA)	Retired	Director	Director Community Capital Banko f Virginia	Retired	n/a	0.06% Community Capital Bank of Virginia	None
Florence Kingston Newport News, VA (USA)	Director City of Newport News	Director	Director Community Capital Banko f Virginia	Director City of Newport News Department of Development	n/a	0.06%	None

Form FR Y-6
Virginia Community Capital, Inc.
Fiscal Year Ending December 31, 2014

Report Item 4: Security Holders
(1),(2) (3)(a)(b)(c) and (4)(a)(b)(c)

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Name, City, State, Country	Principal Occupation if other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with Subsidiaries (Include names of subsidiaries	Title & Position with Other Businesses (Including names of other businesses)	Percentage of Voting Shares in Bank Holding Company	Percentage of Voting Shares in Subsidiaries (Include names of subsidiaries)	List names of other companies (Includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
						Community Capital Bank of Virginia	
James Harkness, Jr. Roanoke, VA (USA)	Retired	Director	Director Community Capital Banko f Virginia	Retired	n/a	0.06% Community Capital Bank of Virginia	None
Michael Schewel Richmond, VA (USA)	Attorney (Partner) McGuire Woods	Director	N/A	Attorney (Partner) McGuire Woods Director, Multigrade Biomass Holdings, LLC Director, Merchants Terminal Corporation Director, Cadence Corporation CEO, Recast Energy, LLC Director, Virginia Life Sciences Investment Funds, LLC	n/a	0.06% Community Capital Bank of Virginia	Sibs Associates, LLP 33%
William Shelton Richmond, VA (USA)	Director of the Virginia Deptartment of Housing and Community Development	Director	Director Community Capital Banko f Virginia	Director of the Virginia Deptartment of Housing and Community Development	n/a	0.06% Community Capital Bank of Virginia	None
Alvin Smuzynski Fairfax Station, VA (USA)	Retired	Director	Director Community Capital Banko f Virginia	Retired Director - Northern Virginia Affordable Housing Alliance Advisory Committee Member - Virginia Community Development Corporation	n/a	0.06% Community Capital Bank of Virginia	None
Charles H. Mills, III Potomac Falls, VA (USA)	CEO of Salera Employee Benefits Solutions	Director	Director Community Capital Banko f Virginia	CEO of Salera Employee Benefits Solutions, LLC	n/a	0.06% Community Capital Bank of Virginia	Salera Employee Benefits Solutions, LLC 40%
Mary Dwyer Pembroke Great Falls, VA (USA)	Federal Lobbyist and Attorney Discover Financial Services	Director	N/A	Director & Senior Counsel Discover Financial Services	n/a	0.06% Community Capital Bank of Virginia	None
Robert H. Gilliam, Jr Lynch Station, VA (USA)	Retired	Director	Director Community Capital Banko f Virginia	Retired Director - Centra Foundation - Lynchburg	n/a	0.06% Community Capital Bank of Virginia	None
Gregory B. Fairchild Charlottesville, VA (USA)	Associate Professor University of Virginia Darden School of Business	Director	Director Community Capital Banko f Virginia	Associate Professor University of Virginia Darden School of Business Principal - Socratic Solutions, Inc	n/a	0.06% Community Capital Bank of Virginia	Socratic Solutions, Inc. 49%

Virginia Community Capital, Incorporated

Annual Report

December 31, 2014

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elliott davis
decosimo

INDEPENDENT AUDITOR'S REPORT

To the Board of Directors
Virginia Community Capital, Inc.
Christiansburg, Virginia

Report on the Financial Statements

We have audited the accompanying consolidated financial statements of Virginia Community Capital, Inc. and its subsidiaries (the Organization) which comprise the consolidated statements of financial position as of December 31, 2014 and 2013, and the related consolidated statements of activities and cash flows for the years then ended and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Virginia Community Capital, Inc. and its subsidiaries as of December 31, 2014 and 2013, and the results of its activities and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Elliott Davis Decosimo, LLC

Richmond, Virginia
March 26, 2015

Consolidated Statements of Financial Position

As of December 31, 2014 and 2013

	2014	2013
Assets		
Cash and due from banks	$ 140,483	$ 245,387
Interest-bearing deposits	4,446,830	5,809,649
Federal funds sold	858,000	147,000
Certificates of deposit	15,273,022	15,705,369
Investment securities available for sale	1,021,415	993,825
Investment securities held to maturity	771,868	776,344
Restricted equity securities	433,400	433,400
Cash funded loan loss reserves	450,000	98,400
Loans, net of allowance for loan losses of $1,020,083 and $730,874 at December 31, 2014 and 2013, respectively	93,738,786	75,129,808
Grants receivable	854,150	642,885
Accrued interest receivable	471,095	374,153
Premises and equipment	1,149,752	375,856
Other real estate owned	692,653	897,069
Other assets	200,195	229,310
Total assets	$ 120,501,649	$ 101,858,455
Liabilities		
Noninterest-bearing deposits	$ 1,128,326	$ 358,229
Interest-bearing deposits	65,463,885	56,788,969
Total deposits	66,592,211	57,147,198
Borrowings	27,361,198	20,184,998
Deferred revenue	1,276,505	611,459
Accrued interest payable	119,847	60,097
Other liabilities	508,496	329,014
Total liabilities	95,858,257	78,332,766
Net Assets		
Temporarily restricted	710,000	162,581
Permanently restricted	1,032,200	1,032,200
Unrestricted	21,622,477	20,080,474
Accumulated other comprehensive income (loss)	19,598	(1,316)
Total consolidated net assets before noncontrolling interest in subsidiary	23,384,275	22,273,939
Noncontrolling interest in subsidiary	1,259,117	1,251,750
Total net assets	24,643,392	23,525,689
Total liabilities and net assets	$ 120,501,649	$ 101,858,455

See Notes to Consolidated Financial Statements

Consolidated Statements of Activities

For the year ended December 31, 2014

	December 31, 2014			
	Unrestricted	Temporarily Restricted	Permanently Restricted	Total
Revenue and Support				
Grants and contract income	$ 1,630,608	$ 902,829	$ -	$ 2,533,437
Interest and fees on loans	4,605,433	-	-	4,605,433
Interest income	299,883	-	-	299,883
Miscellaneous income	365,330	-	-	365,330
Net assets released from restrictions	291,229	(291,229)	-	-
Total revenue and support	7,192,483	611,600	-	7,804,083
Expenses				
Program Services				
Salaries and wages	1,107,205	-	-	1,107,205
Payroll taxes	113,204	-	-	113,204
Employee benefits	172,202	-	-	172,202
Program services	575,256	-	-	575,256
Office expense	227,368	-	-	227,368
Professional fees	360,503	-	-	360,503
Depreciation expense	101,105	-	-	101,105
Interest expense	1,444,869	-	-	1,444,869
Provision for loan losses	289,209	-	-	289,209
Other expenses	540,900	-	-	540,900
Total program services expenses	4,931,821	-	-	4,931,821
Management and General				
Salaries and wages	805,727	-	-	805,727
Payroll taxes	82,380	-	-	82,380
Employee benefits	125,314	-	-	125,314
Office and administrative expenses	75,789	-	-	75,789
Professional fees	120,168	-	-	120,168
Depreciation expense	33,701	-	-	33,701
Other expenses	180,300	-	-	180,300
Total management and general expenses	1,423,379	-	-	1,423,379
Total expenses	6,355,200	-	-	6,355,200
Change in net assets/net income before provision for income taxes	837,283	611,600	-	1,448,883
Provision for income tax expense	247,280	-	-	247,280
Change in net assets/net income	590,003	611,600	-	1,201,603
Change in accumulated other comprehensive income (loss)	20,914	-	-	20,914
Change in net assets/net income and accumulated other comprehensive income	610,917	611,600	-	1,222,517
Dividends paid on subsidiary's preferred stock	(48,000)	-	-	(48,000)
Return of program funds to USDA	-	(64,181)	-	(64,181)
Change in net assets/net income before noncontrolling interest in subsidiary	562,917	547,419	-	1,110,336
Net assets before noncontrolling interest in subsidiary beginning of year	21,079,158	162,581	1,032,200	22,273,939
Net assets before noncontrolling interest in subsidiary end of year	$ 21,642,075	$ 710,000	$ 1,032,200	$ 23,384,275

See Notes to Consolidated Financial Statements

Consolidated Statements of Activities

For the year ended December 31, 2013

	December 31, 2013			
	Unrestricted	Temporarily Restricted	Permanently Restricted	Total
Revenue and Support				
Grants and contract income	$ 802,479	$ 132,795	$ 650,000	$ 1,585,274
Interest and fees on loans	4,093,337	-	-	4,093,337
Interest income	256,950	-	-	256,950
Miscellaneous income	808,348	-	-	808,348
Net assets released from restrictions	34,395	(34,395)	-	-
Total revenue and support	5,995,509	98,400	650,000	6,743,909
Expenses				
Program Services				
Salaries and wages	1,025,459	-	-	1,025,459
Payroll taxes	100,860	-	-	100,860
Employee benefits	138,455	-	-	138,455
Program services	338,813	-	-	338,813
Office expense	189,278	-	-	189,278
Professional fees	348,675	-	-	348,675
Depreciation expense	85,386	-	-	85,386
Interest expense	1,409,967	-	-	1,409,967
Provision for loan losses	107,438	-	-	107,438
Other expenses	371,032	-	-	371,032
Total program services expenses	4,115,363	-	-	4,115,363
Management and General				
Salaries and wages	746,239	-	-	746,239
Payroll taxes	73,397	-	-	73,397
Employee benefits	100,756	-	-	100,756
Office and administrative expenses	63,093	-	-	63,093
Professional fees	116,225	-	-	116,225
Depreciation expense	28,462	-	-	28,462
Other expenses	123,383	-	-	123,383
Total management and general expenses	1,251,555	-	-	1,251,555
Total expenses	5,366,918	-	-	5,366,918
Change in net assets/net income before provision for income taxes	628,591	98,400	650,000	1,376,991
Provision for income tax expense	125,830	-	-	125,830
Change in net assets/net income	502,761	98,400	650,000	1,251,161
Change in accumulated other comprehensive income (loss)	(4,110)			(4,110)
Change in net assets/net income and accumulated other comprehensive income	498,651	98,400	650,000	1,247,051
Dividends paid on subsidiary's preferred stock	(48,000)	-	-	(48,000)
Change in net assets/net income before noncontrolling interest in subsidiary	450,651	98,400	650,000	1,199,051
Net assets before noncontrolling interest in subsidiary beginning of year	20,628,507	64,181	382,200	21,074,888
Net assets before noncontrolling interest in subsidiary end of year	$ 21,079,158	$ 162,581	$ 1,032,200	$ 22,273,939

See Notes to Consolidated Financial Statements

Consolidated Statements of Cash Flows

For the years ended December 31, 2014 and 2013

	2014	2013
Cash flows from operating activities		
Change in net assets	$ 1,201,603	$ 1,251,161
Adjustments to reconcile change in net assets to net cash provided by operations:		
Depreciation and amortization	134,806	113,847
Provision for loan losses	289,209	107,438
(Gain) loss on sale of other real estate owned	37,348	(5,679)
Impairment write-downs on other real estate owned	67,266	-
Net amortization on securities	17,046	(1,573)
Changes in assets and liabilities:		
Accrued income	(96,942)	(66,267)
Grants receivable	(211,265)	(221,094)
Other assets	18,237	22,044
Accrued interest payable	59,750	3,640
Deferred revenue	665,046	495,047
Other liabilities	179,482	(110,196)
Net cash provided by operating activities	2,361,586	1,588,368
Cash flows from investing activities		
Net decrease in interest-bearing deposits	1,362,819	1,490,993
Net (increase) decrease in federal funds sold	(711,000)	386,000
Net (increase) decrease in certificates of deposit	432,347	(4,072,863)
Purchases of securities available for sale	-	(650,000)
Purchases of securities held to maturity	-	(279,035)
Redemption of restricted equity securities	-	18,300
Proceeds from sale of other real estate owned	314,979	118,826
Net increase in loans	(19,113,365)	(12,006,616)
Net purchases of premises and equipment	(908,702)	(183,628)
Net cash used in investing activities	(18,622,922)	(15,178,023)
Cash flows from financing activities		
Net increase in deposits	9,444,013	15,798,782
Net increase (decrease) in borrowings	7,176,200	(755,002)
Net decrease in secured borrowings	-	(1,097,259)
Dividends paid on subsidiary preferred stock	(48,000)	(48,000)
Return of program funds to USDA	(64,181)	-
Net cash provided by financing activities	16,508,032	13,898,521
Net increase in cash and cash equivalents	246,696	308,866
Cash and cash equivalents, beginning	343,787	34,921
Cash and cash equivalents, ending	$ 590,483	$ 343,787
Supplemental disclosure of cash flow information		
Interest paid	$ 1,398,990	$ 1,406,328
Income taxes paid	$ 146,230	$ 130,541
Supplemental disclosure of noncash investing and financing activities		
Transfer of foreclosed properties	$ 215,178	$ -

See Notes to Consolidated Financial Statements

Notes to Consolidated Financial Statements

Note 1. Nature of Business and Summary of Significant Accounting Policies

Nature of Business

Virginia Community Capital Inc., (the Organization) is a non-profit, non-stock entity dedicated to revitalizing communities, facilitating the creation of jobs, and increasing the amount of affordable housing throughout Virginia. Its mission is to create an innovative financing system that offers financial products designed to increase economic diversity, development and sustainability in economically depressed communities.

The Organization formed a subsidiary for-profit community development bank, Community Capital Bank of Virginia (the Bank). The Organization funded the subsidiary with a purchase of its common stock in the amount of $7,000,000 on December 31, 2007. The Bank received regulatory approval and opened for business on August 20, 2008. As a state chartered, Federal Reserve member bank, the Bank is subject to regulation by the Federal Reserve, the Virginia Bureau of Financial Institutions and the Federal Deposit Insurance Corporation. This regulated banking entity operates under the same mission guidelines as the Organization. The Bank's Board of Directors purchased common stock in the Bank at $5,000 each as mandated by State Law, thus establishing a noncontrolling interest in the Bank.

River City Real Estate 1001, LLC was formed in 2013 as a wholly-owned real estate holdings subsidiary of the Organization. Mountain Real Estate 2001, LLC, was also formed in 2013 as a wholly-owned real estate holdings subsidiary of the Bank. Both were formed to hold and manage foreclosed real estate.

CCB Real Estate Holdings, Inc. was formed in 2014 as a real estate holdings subsidiary of the Bank. The corporation was formed to hold property purchased for the relocation of the Christiansburg branch and administrative headquarters at 110 Peppers Ferry Road in Christiansburg, Virginia. The Organization intends to relocate its Christiansburg branch to this new location in July of 2015.

The accounting and reporting policies of the Organization and the Bank follow generally accepted accounting principles and general practices within the non-profit and financial services industry. Following is a summary of the more significant policies:

Critical Accounting Policies

Management believes the policies with respect to the methodology for the determination of the allowance for loan losses and asset impairment judgments involve a high degree of complexity. Management must make difficult and subjective judgments which require assumptions or estimates about highly uncertain matters. Changes in these judgments, assumptions or estimates could cause reported results to differ materially. These critical policies and their application are periodically reviewed with the Audit Committee and Board of Directors.

Principles of Consolidation

The consolidated financial statements include the accounts of the Organization and its subsidiaries. All significant intercompany balances and transactions have been eliminated in consolidation. The Organization consolidates subsidiaries in which it holds, directly or indirectly, more than 50 percent of the voting rights or where it exercises control. Entities where the Organization holds 20 percent to 50 percent of the voting rights, or has the ability to exercise significant influence, or both, are accounted for under the equity method.

Use of Estimates

In preparing consolidated financial statements in conformity with accounting principles generally accepted in the United States of America, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the date of the consolidated statements of financial position and reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Material estimates that are particularly susceptible to significant change in the near term relate to the determination of the allowance for loan losses and the valuation of deferred tax assets.

Basis of Accounting

The financial statements are prepared using the accrual basis of accounting. Under this basis of accounting, revenues are recognized when earned and expenses are recognized when incurred.

Note 1. Nature of Business and Summary of Significant Accounting Policies, continued

Financial Statement Presentation

Net assets, revenues and expenses are classified based on the existence or absence of donor-imposed restrictions. Accordingly, net assets of the Organization and changes therein are classified and reported as follows:

Unrestricted – All resources over which the governing board has discretionary control. The board of the Organization may elect to designate such resources for specific purposes. This designation may be removed at the board's discretion.

Temporarily Restricted – Resources accumulated through donations or grants for specific operating or capital purposes. Such resources will become unrestricted when the requirements of the donor or grantee have been satisfied through expenditures for the specified purpose or program or through the passage of time.

Permanently Restricted – Net assets subject to donor-imposed stipulations that are to be maintained permanently by the Organization. Generally, the donors of these assets permit the Organization to use all or part of the income earned on related investments for general or specific purposes.

Reclassification

Certain amounts in the 2013 consolidated financial statements have been reclassified to conform to the 2014 presentation.

Cash and Cash Equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents are defined as those amounts included in the consolidated statements of financial position caption "cash and due from banks."

Interest Bearing Deposits with Banks

Interest bearing deposits with banks include savings and money market accounts with correspondents with no stated maturity.

Certificates of Deposit

Certificates of deposit consist primarily of FDIC-insured non-negotiable deposits in other financial institutions.

Securities

Certain debt securities that management has the positive intent and ability to hold to maturity are classified as "held to maturity" and recorded at amortized cost. Trading securities are recorded at fair value with changes in fair value included in earnings. Securities not classified as held to maturity or trading, including equity securities with readily determinable fair values, are classified as "available for sale" and recorded at fair value, with unrealized gains and losses excluded from earnings and reported in other comprehensive income. Restricted equity securities consist of stock in the Federal Reserve Bank of Richmond, the Federal Home Loan Bank of Atlanta and Community Banker's Bank and are carried at cost.

Purchase premiums and discounts are recognized in interest income using the interest method over the terms of the securities. Declines in the fair value of held to maturity and available for sale securities below their cost that are deemed to be other than temporary are reflected in earnings as realized losses. In determining whether other-than-temporary impairment exists, management considers many factors, including (1) the length of time and the extent to which the fair value has been less than cost, (2) the financial condition and near-term prospects of the issuer, and (3) the intent and ability of the Organization to retain its investment in the issuer for a period of time sufficient to allow for any anticipated recovery in fair value. Gains and losses on the sale of securities are recorded on the trade date and are determined using the specific identification method.

Note 1. Nature of Business and Summary of Significant Accounting Policies, continued

Loans Receivable

Loans receivable that management has the intent and ability to hold for the foreseeable future or until maturity or pay-off are reported at their outstanding principal amount adjusted for any charge-offs and the allowance for loan losses. Loan origination fees, net of certain direct origination costs, are deferred and recognized, as an adjustment of the related loan yield using the interest method. Discounts and premiums on any purchased loans are amortized to income using the interest method over the remaining period to contractual maturity, adjusted for anticipated prepayments.

Interest is accrued and credited to income based on the principal amount outstanding. The accrual of interest on impaired loans is discontinued when, in management's opinion, the borrower may be unable to meet payments as they become due. When interest accrual is discontinued, all unpaid accrued interest for the current year is reversed. Interest income is subsequently recognized on the cash basis or cost recovery method, as appropriate. When facts and circumstances indicate the borrower has regained the ability to meet the required payments, the loan is returned to accrual status. Past due status of loans is determined based on contractual terms.

Allowance for Loan Losses

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

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

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

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

Grants Receivable and Revenue Recognition

Grants receivable and related deferred revenue are recorded at the time of notification from a grantor. Grants are classified in one of three categories, permanently restricted, temporarily restricted and unrestricted. Classification is determined based on the designation by the grantor for the use of funds. Grant revenue is recognized when earned performance by the Organization through performance as specified in each grant award.

Note 1. Nature of Business and Summary of Significant Accounting Policies, continued

Premises and Equipment

Organization premises, furniture and equipment, and leasehold improvements are carried at cost, less accumulated depreciation and amortization computed by the straight-line method over the following estimated useful lives:

	Years
Buildings and improvements	3-20
Furniture and equipment	3-10
Vehicle	4-7

Functional Allocation of Expenses

Functional expenses are allocated between the parent and the subsidiary based on factors such volume, usage, or time, depending on the individual functional expense.

The costs of providing the various programs and other activities have been summarized on a functional basis in the statements of activities.

Transfers of Financial Assets

Transfers of financial assets are accounted for as sales when control over the assets has been surrendered. Control over transferred assets is deemed to be surrendered when (1) the assets have been isolated from the Organization, (2) the transferee obtains the right (free of conditions that constrain it from taking advantage of the right) to pledge or exchange the transferred assets, and (3) the Organization does not maintain effective control over the transferred assets through an agreement to repurchase them before their maturity.

Secured Borrowings

Loan participations sold that did not meet criteria for transfer of financial assets are presented as secured borrowings on the consolidated statements of financial position.

Income Taxes

The Organization is exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code. The Bank, however, is a taxable entity, and is subject to federal income taxes.

Provision for income taxes is based on amounts reported in the Bank's statements of operations (after exclusion of non-taxable income such as interest on state and municipal securities) and consists of taxes currently due plus deferred taxes on temporary differences in the recognition of income and expenses for tax and financial statement purposes. Deferred tax assets and liabilities are included in the financial statements at currently enacted income tax rates applicable to the period in which the deferred tax assets or liabilities are expected to be realized or settled. As changes in tax laws or rates are enacted, deferred tax assets and liabilities are adjusted through the provision for income taxes.

Deferred income tax liabilities relating to unrealized gains, or the deferred tax asset in the case of unrealized loss on investment securities available for sale is recorded in other liabilities or other assets when applicable. Such unrealized gains or losses are recorded as adjustments to equity in the financial statements as a component of accumulated other comprehensive income (loss) and not included in income until realized.

A valuation allowance may be provided for any deferred tax asset for which the ultimate realization is uncertain. No valuation allowance was necessary for the periods presented.

Note 1. Nature of Business and Summary of Significant Accounting Policies, continued

Other Real Estate Owned

Assets acquired through, or in lieu of, loan foreclosures are to be sold and are initially recorded at the lower of the investment in the loan or fair value less anticipated costs to sell at the date of foreclosure establishing a new cost basis. After foreclosure, valuations are periodically performed by management, and the assets are carried at the lower of carrying amount or fair value less cost to sell. Revenue and expenses from operations and changes in the valuation allowance are included in foreclosed asset expense.

Recent Accounting Pronouncements

The following accounting standards may affect the future financial reporting by Virginia Community Capital Inc. and its subsidiaries:

In November 2014, the FASB issued guidance that gives acquired entities the option to apply pushdown accounting in their separate financial statements when an acquirer obtains control of them. In a related move, the Securities and Exchange Commission (SEC) rescinded its guidance, which previously required or precluded pushdown accounting depending on the specific circumstances. Pushdown accounting is the practice of adjusting an acquired company's separate financial statements to reflect the new basis of accounting established by the buyer for the acquired company. This commonly takes the form of "stepping up" net assets to fair value, which generally includes the recognition of goodwill and other intangibles assets. The new guidance provides an acquired entity with an option to apply pushdown accounting in its separate financial statements upon occurrence of an event in which an acquirer obtains control of the acquired entity. If the acquired company doesn't elect to apply pushdown accounting in the period of acquisition, it could do so in a later period through a retrospective adjustment, as long as the change is deemed to be "preferable" accounting. However, once pushdown is applied, it cannot subsequently be reversed. The new guidance was effective upon issuance for current and future reporting periods and any open reporting periods for which financial statements have not yet been issued. The Company does not expect this guidance to have any effect over its financial statements.

In January 2015, the FASB issued guidance that eliminates the concept of extraordinary items from U.S. GAAP. Existing U.S. GAAP required that an entity separately classify, present, and disclose extraordinary events and transactions. Presently, an event or transaction is presumed to be an ordinary and usual activity of the reporting entity unless the event or transaction is both unusual in nature and infrequent in occurrence. The amendments will eliminate the requirements for reporting entities to consider whether an underlying event or transaction is extraordinary, however, the presentation and disclosure guidance for items that are unusual in nature or occur infrequently will be retained and will be expanded to include items that are both unusual in nature and infrequently occurring. The amendments are effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2015. The Company does not expect this guidance to have any effect on its financial statements.

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

Note 2. Restrictions on Cash and Amounts Due From Banks

The Bank is required to maintain average balances on hand or with certain correspondents. At December 31, 2014, and 2013, these reserve balances amounted to $250,000. Additionally, at December 31, 2014 and 2013, the Organization was required to maintain a certificate of deposit with a balance of no less than $350,000 with Bank of America as collateral for credit extended to the Organization.

Note 3. Investments

Investments have been classified in the consolidated statements of financial position according to management's intent. The amortized cost of securities and their approximate fair values at December 31 are:

	Amortized Cost	Unrealized Gains	Unrealized Losses	Fair Value
2014				
Available for sale				
U.S. Government sponsored entities	$ 250,000	$ -	$ (2,977)	$ 247,023
Obligations of states and political subdivisions	746,848	27,544	-	774,392
Total	$ 996,848	$ 27,544	$ (2,977)	$ 1,021,415
Held to maturity				
U.S. Government sponsored entities	$ 500,528	$ 178	$ -	$ 500,706
Obligations of states and political subdivisions	271,340	-	(1,610)	269,730
Total	$ 771,868	$ 178	$ (1,610)	$ 770,436
2013				
Available for sale				
U.S. Government sponsored entities	$ 250,000	$ -	$ (4,496)	$ 245,504
Obligations of states and political subdivisions	746,716	4,031	(2,426)	748,321
Total	$ 996,716	$ 4,031	$ (6,922)	$ 993,825
Held to maturity				
U.S. Government sponsored entities	$ 501,124	$ -	$ (757)	$ 500,367
Obligations of states and political subdivisions	275,220	-	(14,185)	261,065
Total	$ 776,344	$ -	$ (14,942)	$ 761,402

Securities with an amortized cost of $1,496,738 and $1,222,208 were pledged as collateral or otherwise restricted at December 31, 2014 and 2013, respectively.

The Organization had no realized gains or losses on sales of securities in 2014 and 2013, respectively.

The scheduled maturities of securities at December 31, 2014 are as follows:

	Available for Sale		Held to Maturity	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
Due in 2015	$ -	$ -	$ 500,528	$ 500,706
Due in 2018	400,000	401,215	-	-
Due in 2020	500,000	519,905	-	-
Due in 2030	-	-	271,340	269,730
Due in 2038	96,848	100,295	-	-
	$ 996,848	$ 1,021,415	$ 771,868	$ 770,436

Note 3. Investments, continued

As of December 31, 2014, the Company had one security that had been in an unrealized loss position for 12 or more consecutive months. The market value of this security fluctuates with changes in market rates, and the loss position, which has decreased consistently over 2014, is not considered a credit issue. The Company does not consider the security to be other-than-temporarily-impaired. The following table details unrealized losses and related fair values in the Organization's available for sale and held to maturity investment securities portfolios. This information is aggregated by the length of time that individual securities have been in a continuous unrealized loss position as of December 31, 2014 and 2013.

	Less Than 12 Months		12 Months or Greater		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
2014						
U.S. Government sponsored entities	$ 247,023	$ (2,977)	$ -	$ -	$ 247,023	$ (2,977)
Obligations of state and political subdivisions	-	-	269,730	(1,610)	269,730	(1,610)
Total temporarily impaired securities	$ 247,023	$ (2,977)	$ 269,730	$ (1,610)	$ 516,753	$ (4,587)
2013						
U.S. Government sponsored entities	$ 745,871	$ (5,253)	$ -	$ -	$ 745,871	$ (5,253)
Obligations of state and political subdivisions	355,325	(16,611)	-	-	355,325	(16,611)
Total temporarily impaired securities	$ 1,101,196	$ (21,864)	$ -	$ -	$ 1,101,196	$ (21,864)

Restricted equity securities consist of investments in common stock of the Federal Reserve Bank of Richmond, the Federal Home Loan Bank of Atlanta and Community Bankers Bank. The Federal Reserve Bank of Richmond requires banks to purchase stock as a condition for membership in the Federal Reserve System.

Note 4. Certificates of Deposits in Other Banks

The Company maintains a relatively large portfolio of certificates of deposits in other banks. As of December 31, 2014 and 2013, the balance of these was $15,273,022 and $15,705,369, respectively. The weighted average yield on these was 1.30% and 1.29% at December 31, 2014 and 2013.

The majority of these deposits are FDIC insured. As of December 31, 2014 and 2013, $1,030,000 and $2,030,000, respectively, were uninsured.

Note 5. Loans Receivable

The major components of loans in the consolidated statements of financial position at December 31, 2014 and 2013 are as follows:

	2014	2013
Commercial, industrial and other loans	$ 28,674,317	$ 25,360,907
Commercial real estate-construction	30,086,069	26,566,734
Commercial real estate-other	35,998,483	23,933,041
	94,758,869	75,860,682
Allowance for loan losses	(1,020,083)	(730,874)
Loans, net of allowance	$ 93,738,786	$ 75,129,808

There were no loans pledged at December 31, 2014 and 2013.

Note 6. Allowance for Loan Losses

The allocation of the allowance for loan losses by loan components at December 31, 2014 was as follows:

2014	Commercial, Industrial and Other Loans	Commercial Real Estate-Construction	Commercial Real Estate-Other	Unallocated	Total
Allowance for loan losses:					
Beginning balance	$ 71,337	$ 219,608	$ 151,761	$ 288,168	$ 730,874
Charge-offs	-	-	-	-	-
Recoveries	-	-	-	-	-
Provision	(7,225)	(93,282)	64,138	325,578	289,209
Ending balance	$ 64,112	$ 126,326	$ 215,899	$ 613,746	$ 1,020,083
Ending balance:					
Individually evaluated for impairment	$ -	$ 60,200	$ 120,280	$ -	$ 180,480
Collectively evaluated for impairment	$ 64,112	$ 66,126	$ 95,619	$ 613,746	$ 839,603
Loans Receivable:					
Ending balance	$ 28,674,317	$ 30,086,069	$ 35,998,483		$ 94,758,869
Ending balance:					
Individually evaluated for impairment	$ -	$ 4,049,413	$ 1,510,235		$ 5,559,648
Collectively evaluated for impairment	$ 28,674,317	$ 26,036,656	$ 34,488,248		$ 89,199,221

The following table presents impaired loans by class of loans as of December 31, 2014:

2014	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Recorded Investment	Interest Income Recognized
With no related allowance recorded:					
Commercial, industrial, and other loans	$ -	$ -	$ -	$ -	$ -
Commercial real estate construction	3,667,781	3,667,213	-	3,240,618	586,315
Commercial real estate-other	1,195,484	1,176,832	-	1,162,251	73,781
	4,863,265	4,844,045	-	4,402,869	660,096
With allowance recorded:					
Commercial, industrial, and other loans	-	-	-	-	-
Commercial real estate construction	387,402	382,200	60,200	104,015	2,548
Commercial real estate-other	310,859	333,403	120,280	310,859	34,486
	698,261	715,603	180,480	414,874	37,034
Total					
Commercial, industrial, and other loans	-	-	-	-	-
Commercial real estate construction	4,055,183	4,049,413	60,200	3,344,633	588,863
Commercial real estate-other	1,506,343	1,510,235	120,280	1,473,110	108,267
	$ 5,561,526	$ 5,559,648	$ 180,480	$ 4,817,743	$ 697,130

At December 31, 2014, the Organization had $450,000 of cash funded loan loss reserves, received by grants, which are not included in the above tables. This amount is presented separately on the balance sheet. Of this, $44,242 is assigned to commercial, industrial and other loans, $30,703 to commercial real estate – other, $8,431 to commercial real estate construction and $366,624 is unallocated.

Nonperforming loans and impaired loans are defined differently. As such, some loans may be included in both categories, whereas other loans may only be included in one category. The following presents by class, an aging analysis of the recorded investment in loans.

2014	30-59 Days Past Due	60-89 Days Past Due	90 Days or Greater	Total Past Due	Current	Total Loans Receivable	Recorded Investment >90 Days Accruing
Commercial, industrial, and other loans	$ 195,541	$ -	$ -	$ 195,541	$ 28,478,776	$ 28,674,317	$ -
Commercial real estate construction	502,743	11,685	382,200	896,628	29,189,441	30,086,069	-
Commercial real estate other	-	1,506,753	260,444	1,767,197	34,231,286	35,998,483	-
Total	$ 698,284	$ 1,518,438	$ 642,644	$ 2,859,366	$ 91,899,503	$ 94,758,869	$ -

Note 6. Allowance for Loan Losses, continued

The allocation of the allowance for loan losses by loan components at December 31, 2013 was as follows:

2013	Commercial, Industrial and Other Loans	Commercial Real Estate-Construction	Commercial Real Estate-Other	Unallocated	Total
Allowance for loan losses:					
Beginning balance	$ 75,898	$ 206,710	$ 92,458	$ 248,371	$ 623,437
Charge-offs	-	-	-	-	-
Recoveries	-	-	-	-	-
Provision	(4,561)	12,898	59,303	39,798	107,438
Ending balance	$ 71,337	$ 219,608	$ 151,761	$ 288,168	$ 730,874
Ending balance:					
Individually evaluated for impairment	$ 11,127	$ -	$ -	$ -	$ 11,127
Collectively evaluated for impairment	$ 60,210	$ 219,608	$ 151,761	$ 288,168	$ 719,747
Loans Receivable:					
Ending balance	$ 25,360,907	$ 26,566,734	$ 23,933,041		$ 75,860,682
Ending balance:					
Individually evaluated for impairment	$ 11,127	$ 1,650,000	$ 1,577,813		$ 3,238,940
Collectively evaluated for impairment	$ 25,349,780	$ 24,916,734	$ 22,355,228		$ 72,621,742

The following table presents impaired loans by class of loans as of December 31, 2013:

2013	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Recorded Investment	Interest Income Recognized
With no related allowance recorded:					
Commercial, industrial, and other loans	$ -	$ -	$ -	$ -	$ -
Commercial real estate construction	1,657,912	1,650,000	-	195,316	123,287
Commercial real estate-other	1,443,739	1,577,813	-	1,329,950	114,901
	3,101,651	3,227,813	-	1,525,266	238,188
With allowance recorded:					
Commercial, industrial, and other loans	15,120	11,127	11,127	15,120	3,871
Commercial real estate construction	-	-	-	-	-
Commercial real estate-other	-	-	-	-	-
	15,120	11,127	11,127	15,120	3,871
Total					
Commercial, industrial, and other loans	15,120	11,127	11,127	15,120	3,871
Commercial real estate construction	1,657,912	1,650,000	-	195,316	123,287
Commercial real estate-other	1,443,739	1,577,813	-	1,329,950	114,901
	$ 3,116,771	$ 3,238,940	$ 11,127	$ 1,540,386	$ 242,059

Nonperforming loans and impaired loans are defined differently. As such, some loans may be included in both categories, whereas other loans may only be included in one category. The following presents by class, an aging analysis of the recorded investment in loans.

2013	30-59 Days Past Due	60-89 Days Past Due	90 Days or Greater	Total Past Due	Current	Total Loans Receivable	Recorded Investment >90 Days Accruing
Commercial, industrial, and other loans	$ -	$ -	$ -	$ -	$ 25,360,907	$ 25,360,907	$ -
Commercial real estate construction	-	-	-	-	26,566,734	26,566,734	-
Commercial real estate other	1,421,219	158,576	257,321	1,837,116	20,258,809	23,933,041	35,451
Total	$ 1,421,219	$ 158,576	$ 257,321	$ 1,837,116	$ 72,186,450	$ 75,860,682	$ 35,451

Note 6. Allowance for Loan Losses, continued

Credit Quality Indicators:

The Organization categorizes loans into risk categories based on relevant information about the ability of borrowers to service their debt such as: current financial information, historical payment experience, credit documentation, public information, and current economic trends, among other factors. The organization analyzes loans individually by classifying the loans as to credit risk. Loans graded Marginal, Special Mention, Substandard, Doubtful or Loss are reviewed at least quarterly by the Organization for further deterioration or improvement to determine appropriate classification, to determine if there is any impairment of the loan, and if impairment exists, the amount that should be reserved for anticipated losses. All other loans above $500,000 are reviewed annually to determine the appropriate loan grading. In addition, during the renewal process of any loan, as well as when a loan becomes past due, the Organization will evaluate the loan grade.

Loans graded Prime, Excellent, Good or Average are excluded from the scope of the annual review and considered Pass Credits until: (a) they become past due; (b) management becomes aware of a deterioration in the credit worthiness of the borrower; or (c) the customer contacts the Organization for a modification. In these circumstances, the loan is specifically evaluated for potential classification as special mention, substandard, doubtful, loss, or in some instances even charged-off. The Organization uses the following definitions for risk ratings:

Prime – Loans in this category are considered to be of the highest quality and carry minimal credit risk. Overall asset quality is excellent and the borrower is very liquid. Leverage is very low relative to the borrower's industry and is stable or decreasing. Cash flow is continually very high relative to all demands. Earnings are always strong and are stable or increasing even through economic swings. Multiple sources of financing/refinancing exist, including access to public markets. Loans fully secured by U.S. Government and Government Agency obligations, and deposit accounts (in our bank) will also be rated as Prime.

Excellent – Loans in this category are considered to be of excellent quality. The borrower has very good liquidity and overall asset quality. Leverage is relatively low and is stable or declining. Margins and ratios are consistently above industry norms. Earnings are strong and stable, but the rate of growth may differ from year to year. Cash flow is more than sufficient to meet total demands. Multiple sources of financing are available.

Good - Loans in this category are of good quality. The borrower has a history of successful performance, but may be susceptible to economic changes. Asset quality and liquidity are still considered good. Overall leverage is normal for the industry in which the borrower operates and is stable. Cash flow levels may fluctuate but are sufficient to meet obligations. Margins and ratios are generally in line with or exceed industry norms. Earnings may have been inconsistent in the past, but have now stabilized and are equivalent to or better than the industry average. Other sources of financing, particularly from a number of other financial institutions, should be obtainable.

Average - Loans in this category are of average quality and risk is well within the CDFI's range of acceptability. They may differ from "3" loans because the borrower may be entering an expansion mode, acquiring another company, introducing new products or investing large amounts of capital in upgrading equipment or the facility. The borrower's business may be cyclical or its customer base may have concentrations. Asset quality is acceptable. Liquidity levels fluctuate and usage of short term credit may be needed on a regular basis to finance growth or fluctuations in revenues and current assets. Leverage may be slightly to moderately higher than the industry, but is stable. Cash flow may fluctuate, but is evident in sales and earnings. The long-term outlook should be favorable. Management and owners have unquestioned character, although depth of management may be an issue.

Note 6. Allowance for Loan Losses, continued

Marginal - Loans in this grade are considered to have a higher than normal credit risk and servicing needs. Asset quality is marginally acceptable. Leverage may fluctuate and is above normal for the industry. Cash flow is marginally adequate, but is not clearly sufficient to ensure continued performance of contractual obligations without improving trends. A loss year or earnings decline may occur, but the borrower has sufficient strength and financial flexibility to offset these events. A reasonable expectation exists that operating performance will improve in the near future. Some management weaknesses may exist. These borrowers are currently performing as agreed, but may be adversely affected by deteriorating industry conditions, competition, operating deficiencies, pending litigation of a significant nature, or declining asset quality, and therefore should be monitored closely. Access to alternative financing sources may not be possible or limited to asset-based lenders and other institutions specializing in high risk financing. Loans in this category may be considered Watch List accounts.

Special Mention - Although repayment of principal and interest may continue, a loan in this category carries undesirable credit risk and possesses potential weaknesses which may, if not corrected, weaken the asset or inadequately protect the CDFI's credit position at some future date. A customer in this rating will reflect one or more of the following characteristics: deterioration in revenues, earnings or cash flow, deterioration in the balance sheet composition, or adverse conditions are known which could substantially affect operations in the near future. In addition, these are credits that the CDFI may be unable to manage properly because of an inadequate loan agreement, inability to control collateral, failure to obtain proper documentation, or any other deviation from sound lending principles may be placed in this category.

Substandard - Substandard assets are inadequately protected by the sound net worth and paying capacity of the borrower or the collateral pledged. Sound worth and paying capacity of a guarantor should be considered only if judged to be strong and dependable. Customers in this category have well defined weaknesses and the possibility exists that the CDFI will sustain some loss if the deficiencies are not corrected. Characteristics of a substandard loan include one or more of the following characteristics: a significant deterioration in earnings, cash flow or balance sheet composition, a deficient equity position, insufficient cash flow to meet maturity obligations, recent evidence of slow payments, a lack of adequate collateral or a dependence on illiquid collateral for repayment.

Doubtful - Doubtful ratings are applied to loans that exhibit weaknesses that make collection or liquidation in full improbable. This rating is used when the expected loss cannot be calculated, but estimates indicate that the loss will be significant in relation to the outstanding loan balance. The possibility of loss is extremely high, but because of certain important and reasonably specific pending factors which my work to the advantage and strengthening of the loan, its classification as a loss is deferred until its more exact status may be determined. Pending factors include proposed merger, acquisition, or liquidation procedures, capital injection, perfecting liens on additional collateral, and refinancing plans.

Loss - This rating is applied when the borrower's outstanding debt is considered uncollectible or of such little value that continuance as a CDFI asset is not warranted. This rating does not suggest that there is absolutely no recovery or salvage value, but that it is not practical or desirable to defer writing off the debt.

Loans by Risk Rating December 31, 2014	**Commercial Industrial and Other Loans**	**Commercial Real Estate-Construction**	**Commercial Real Estate-Other**
Pass Credits	$ 24,510,311	$ 23,823,290	$ 34,411,158
Marginal	4,149,456	2,205,699	916,388
Special Mention	14,550	3,667,213	194,657
Substandard	-	389,867	476,280
Total	$ 28,674,317	$ 30,086,069	$ 35,998,483

Note 6. Allowance for Loan Losses, continued

Loans by Risk Rating December 31, 2013	**Commercial Industrial and Other Loans**	**Commercial Real Estate-Construction**	**Commercial Real Estate-Other**
Pass Credits	$ 24,345,860	$ 20,955,474	$ 22,390,588
Marginal	999,435	5,611,260	924,665
Special Mention	15,612	-	199,446
Substandard	-	-	418,342
Total	$ 25,360,907	$ 26,566,734	$ 23,933,041

Troubled Debt Restructurings

During 2014, one loan was modified through a payment reduction, and was considered to be a troubled debt restructuring. During 2013, two loans were modified through payment reductions, and were considered to be troubled debt restructurings. One of these loans also experienced a rate reduction.

Information regarding loans modified in a troubled debt restructuring for the years ended December 31, 2014 and 2013, respectively, is as follows:

	December 31, 2014			**December 31, 2013**		
	Number of Contracts	**Pre-modification Outstanding Recorded Investment**	**Post-modification Outstanding Recorded Investment**	**Number of Contracts**	**Pre-modification Outstanding Recorded Investment**	**Post-modification Outstanding Recorded Investment**
Commercial, industrial and other loans	-	$ -	$ -	1	$ 153,278	$ 118,241
Commercial real estate – other	1	147,250	147,250	1	66,279	64,806
Total	1	$ 147,250	$ 147,250	2	$ 219,557	$ 183,047

The loan modified during 2014 subsequently defaulted and has been placed on non-accrual. Default is considered to have occurred when the loan goes 90 days past due.

Note 7. Grants Receivable

Grants receivable consist of the following:

	2014	**2013**
CDFI FA Award	$ 829,292	$ 357,550
Industrial Revitalization Fund Award	-	265,000
NMTC Training Assistance Award	24,858	12,429
USDA and SBA Awards	-	7,906
Total	$ 854,150	$ 642,885

Note 8. Premises and Equipment

Components of Premises and Equipment

Components of premises and equipment and total accumulated depreciation at December 31, 2014 and 2013 are as follows:

	2014	2013
Furniture and equipment	$ 593,855	$ 580,075
Leasehold improvements	58,429	56,300
Vehicle	86,503	64,077
Buildings and improvements	475,015	-
Land	316,648	-
Premises and equipment, total	1,530,480	700,452
Less accumulated depreciation	(380,728)	(324,596)
Premises and equipment, net of depreciation	$ 1,149,752	$ 375,856

Depreciation and amortization expense for the years ended December 31, 2014 and 2013 was $134,806 and $113,848, respectively. During 2014, the Organization purchased a building that will house the Christiansburg branch and administrative offices. The Organization expects to spend $700,000 during 2015 renovating the building.

Leases

The Organization leases office space in Richmond, Christiansburg and Springfield, Virginia. The leases in Richmond, Christiansburg and Springfield expire April 30, 2017, May 31, 2015 and June 30, 2015, respectively. Future lease payments are as follows:

	Richmond Office	Christiansburg Office	Springfield Office	Total
2015	$ 124,787	$ 37,360	$ 3,750	$ 165,897
2016	129,526	-	-	129,526
2017	30,779	-	-	30,779
	$ 285,092	$ 37,360	$ 3,750	$326,202

Rent expense for the years ended December 31, 2014 and 2013 was $215,711 and $168,198, respectively.

Note 9. Deposits

The major components of deposits in the consolidated statements of financial position at December 31, 2014 and 2013 are as follows:

	2014	2013
Noninterest-bearing demand	$ 1,128,326	$ 358,229
Interest-bearing demand	13,424,917	20,584,159
Time deposits	52,038,968	36,204,810
Total deposits	$ 66,592,211	$ 57,147,198

The aggregate amount of time deposits in denomination of $100,000 or more at December 31, 2014 and 2013 was $22,720,287 and $14,803,793, respectively. At December 31, 2014, the scheduled maturities of time deposits are as follows:

2015	$ 28,332,840
2016	7,581,107
2017	5,063,685
2018	2,517,475
2019	4,915,345
Thereafter	3,628,516
	$ 52,038,968

Note 10. Borrowings

Borrowings at December 31, 2014 and 2013, respectively, consist of the following:

Description	Rate	Maturity	2014	2013
Union First Market	3.00%	03/14/2015	$ 1,999,692	$ 1,499,942
Capital One	3.00%	10/01/2015	500,000	-
Wells Fargo	LIBOR+2.90%	03/27/2016	3,000,000	-
Bon Secours Health Systems	2.00%	04/01/2016	500,000	500,000
Impact PRI	2.75%	07/29/2016	225,000	225,000
PNC LOC	2.25%	10/05/2016	3,000,000	3,000,000
Local Impact Opportunity Notes	1.50%	12/17/2016	50,000	50,000
Local Impact Opportunity Notes	1.50%	01/03/2017	100,000	-
Local Impact Opportunity Notes	1.50%	01/13/2017	25,000	-
Bon Secours Health Systems	2.25%	04/01/2017	300,000	300,000
Opportunity Finance Network	4.25%	06/30/2017	1,000,000	2,000,000
Local Impact Opportunity Notes	1.50%	07/01/2017	250,000	-
CDFI Fund	2.25%	08/01/2017	1,177,056	1,177,056
Bank of America	3.10%	06/26/2018	6,000,000	6,000,000
Community Development Capital Initiative	2.00%	09/25/2018	1,915,000	1,915,000
Communities at Work Fund	4.30%	11/01/2018	-	500,000
Local Impact Opportunity Notes	2.25%	12/17/2018	50,000	50,000
Local Impact Opportunity Notes	2.25%	04/08/2019	50,000	-
CDFI Fund	2.00%	04/16/2019	989,450	-
Local Impact Opportunity Notes	2.25%	07/01/2019	150,000	-
Local Impact Opportunity Notes	2.25%	12/24/2019	80,000	-
Goldman Sachs	3.75%	04/20/2020	4,000,000	1,968,000
Jessie Ball DuPont	2.00%	07/08/2020	1,000,000	500,000
Wells Fargo EQ2	2.00%	02/02/2021	500,000	500,000
Wells Fargo EQ2	2.00%	03/20/2024	500,000	-
			$ 27,361,198	$ 20,184,998

Performance against debt covenants is measured on a quarterly basis. As of December 31, 2014, the Organization was in compliance with all covenants.

At December 31, 2014, the scheduled maturities of borrowings are as follows:

2015	$ 2,499,692
2016	6,775,000
2017	2,852,056
2018	8,954,450
2019	280,000
Thereafter	6,000,000
	$ 27,361,198

At December 31, 2014, the Organization had unused Federal Fund lines of credit of $2,500,000, and other various unused commitments of $3,966,723 with rates ranging from 1.00% to LIBOR + 2.90%.

Note 11. Fair Value of Financial Instruments

Fair Value Hierarchy

There are three levels of inputs in the fair value hierarchy that may be used to measure fair value. Financial instruments are considered *Level 1* when valuation can be based on quoted prices in active markets for identical assets or liabilities. *Level 2* financial instruments are valued using quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or models using inputs that are observable or can be corroborated by observable market data of substantially the full term of the assets or liabilities. Financial instruments are considered

Level 3 when their values are determined using pricing models, discounted cash flow methodologies or similar techniques and at least one significant model assumption or input is unobservable and when determination of the fair value requires significant management judgment or estimation.

Recurring Fair Value

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

Securities: Where quoted prices are available in an active market, securities are classified within Level 1 of the valuation hierarchy. Level 1 securities would include highly liquid government bonds, mortgage products and exchange traded equities. If quoted market prices are not available, then fair values are estimated by using pricing models, quoted prices of securities with similar characteristics, or discounted cash flow. Level 2 securities would include U.S. agency securities, mortgage-backed agency securities, obligations of states and political subdivisions and certain corporate, asset backed and other securities. In certain cases where there is limited activity or less transparency around inputs to the valuation, securities are classified within Level 3 of the valuation hierarchy.

The table below presents the recorded amount of assets measured at fair value on a recurring basis. There were no liabilities measured at fair value on a recurring basis.

December 31, 2014	Total	Level 1	Level 2	Level 3
Investment securities available for sale:				
U.S. Government sponsored entities	$ 247,023	$ -	$ 247,023	$ -
Obligations of states and political subdivisions	774,392	-	774,392	-
Total assets measured at fair value	$ 1,021,415	$ -	$ 1,021,415	$ -
December 31, 2013				
Investment securities available for sale:				
U.S. Government sponsored entities	$ 245,504	$ -	$ 245,504	$ -
Obligations of states and political subdivisions	748,321	-	748,321	-
Total assets measured at fair value	$ 993,825	$ -	$ 993,825	$ -

Non-recurring Fair Value

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

Impaired Loans: Impairment of a loan is based on a loan's observable market price or the fair value of the collateral of a collateral-dependent loan. Fair value of the loan's collateral, when the loan is dependent on collateral, is determined by appraisals or independent valuation which is then adjusted for the cost related to liquidation of the collateral. The value of business equipment is based upon an outside appraisal if deemed significant, or the net book value on the applicable business' financial statements if not considered significant using observable market data. Likewise, values for inventory and accounts receivables collateral are based on financial statement balances or aging reports.

Note 11. Fair Value of Financial Instruments, continued

Other real estate owned: Other real estate owned assets are adjusted to fair value upon transfer of the loans to other real estate owned. Real estate acquired in settlement of loans is recorded initially at estimated fair value of the property less estimated selling costs at the date of foreclosure. The initial recorded value may be subsequently reduced by additional allowances, which are charged to earnings if the estimated fair value of the property less estimated selling costs declines below the initial recorded value. Fair value is based upon independent market prices, appraised values of the collateral or management's estimation of the value of the collateral.

The table below presents the recorded amount of assets measured at fair value on a non-recurring basis. There were no liabilities measured at fair value on a non-recurring basis.

December 31, 2014	Total	Level 1	Level 2	Level 3
Impaired loans	$ 296,463	$ -	$ -	$ 296,463
Other real estate owned	692,653	-	-	692,653
Total assets recorded at fair value	$ 989,116	$ -	$ -	$ 989,116
December 31, 2013				
Impaired loans	$ 1,650,000	$ -	$ -	$ 1,650,000
Other real estate owned	897,069	-	-	897,069
Total assets recorded at fair value	$ 2,547,069	$ -	$ -	$ 2,547,069

The following table presents quantitative information about level 3 fair value measurements for financial instruments measured at fair value on a non-recurring basis at December 31, 2014 and 2013, respectively.

	December 31, 2014	Valuation Techniques	Unobservable Inputs	Range (Wtd Avg)
Impaired loans:				
Commercial real estate - construction	296,463	Appraisals and/or sales of comparable properties	Management discount to reflect current market conditions	0.00% (0.00%)
Other real estate owned:				
Commercial real estate - other	692,653	Appraisals and/or sales of comparable properties	Management discount to reflect current market conditions	0.00%-22.58% (7.36%)
	$ 989,116			

	December 31, 2013	Valuation Techniques	Unobservable Inputs	Range (Wtd Avg)
Impaired loans:				
Commercial real estate - construction	1,650,000	Appraisals and/or sales of comparable properties	Management discount to reflect current market conditions	0.00% (0.00%)
Other real estate owned:				
Commercial real estate - other	897,069	Appraisals and/or sales of comparable properties	Management discount to reflect current market conditions	0.00%-19.05% (6.68%)
	$ 2,547,069			

Note 12. Benefit Plans

The Organization introduced a profit sharing plan (the Plan) in 2008 pursuant to Section 401(k) of the Internal Revenue Code (the Code). Any employee who has at least 3 months of service is eligible to participate in the Plan.

Participants may contribute a percentage of compensation, subject to a maximum allowed under the Code. In addition, the Organization makes certain matching contributions and may make additional contributions at the discretion of the Board of Directors. The Organization's expenses relating to the Plan for the years ended December 31, 2014 and 2013 amounted to $79,612 and $69,543, respectively.

Note 13. Income Taxes

Current and Deferred Income Tax Components

The components of income tax expense, all federal, for the period ended December 31, 2014 and 2013 is as follows:

	2014	2013
Current	$ 249,959	$ 31,377
Deferred expense (benefit)	(2,679)	94,453
Income tax expense	$ 247,280	$ 125,830

Expense Reconciliation

The Bank is subject to income taxation only at the Federal level. A reconciliation of income tax expense computed at the statutory federal income tax rate to income tax expense included in the statement of operations for the years ended December 31, 2014 and 2013 is as follows:

	2014	2013
Tax at statutory federal rate	$ 248,723	$ 127,779
Other	(1,443)	(1,949)
	$ 247,280	$ 125,830

Deferred Income Tax Analysis

The significant components of net deferred tax assets at December 31, 2014 and 2013 are summarized as follows:

	2014	2013
Deferred tax assets		
Allowance for loan losses	$ 169,566	$ 124,482
Other real estate owned	31,443	16,128
Pre-opening expenses	26,315	29,381
Unrealized losses on securities available for sale	-	1,525
Deferred tax asset	227,324	171,516
Deferred tax liabilities		
Deferred loan costs	(153,376)	(114,164)
Prepaid expenses	(14,118)	(9,953)
Depreciation	(46,208)	(37,200)
Unrealized gains on securities available for sale	(4,969)	-
Startup costs for CCB Real Estate Holdings, Inc.	(2,219)	-
Deferred tax liability	(220,890)	(161,317)
Net deferred tax asset	$ 6,434	$ 10,249

The Organization classifies interest and penalties related to income tax assessments, if any, in interest expense or noninterest expense, respectively in the consolidated statements of activities. Tax years 2011 through 2014 are subject to examination by the Internal Revenue Service. The Organization has analyzed the tax positions taken or expected to be taken in its tax returns and has concluded it has no liability related to uncertain tax positions.

Note 14. Commitments and Contingencies

Litigation

In the normal course of business the Organization may be involved in various legal proceedings. The Organization was not involved in any litigation during the years ended December 31, 2014 and 2013.

Financial Instruments with Off-Balance Sheet Risk

The Organization is party to financial instruments with off-balance sheet risk in the normal course of business to meet the financing needs of its customers. These financial instruments include commitments to extend credit and standby letters of credit. These instruments involve, to varying degrees, credit risk in excess of the amount recognized in the consolidated statements of financial position.

The Organization's exposure to credit loss in the event of nonperformance by the other party to the financial instrument for commitments to extend credit and standby letters of credit is represented by the contractual amount of those instruments. The Organization uses the same credit policies in making commitments and conditional obligations as for on-balance sheet instruments.

At December 31, the following financial instruments were outstanding whose contract amounts represent credit risk (in thousands):

	2014	2013
Commitments to grant loans	$ 16,629	$ 13,799
Unfunded commitments under lines of credit	38,256	25,488
	$ 54,885	$ 39,287

The Organization has made certain loans that included pass-through grant subsidies to the borrowers. If these loans cease to qualify for their intended use during their expected terms, the grants are to be repaid to the Organization and become the property of the Organization. Any amounts recovered under these provisions are to be reported by the Organization as grant income in the period received. No provision has been made in the financial records for this contingent receivable due to the uncertain nature of timing and amount of any receipts.

Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Since many of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. The Organization evaluates each customer's creditworthiness on a case-by-case basis. The amount of collateral obtained, if deemed necessary by the Organization upon extension of credit, is based on management's credit evaluation of the party. Collateral held varies, but may include accounts receivable, inventory, property and equipment, residential real estate and income-producing commercial properties.

Standby letters of credit are conditional financial commitments issued by the Organization to guarantee the performance of a customer to a third party. Those guarantees are primarily issued to support public and private borrowing arrangements. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loan facilities to customers. Collateral held varies as specified above and is required in instances which the Organization deems necessary.

Concentrations of Credit Risk

All of the Organization's loans and commitments to extend credit have been granted to businesses throughout the Commonwealth of Virginia. The concentrations of credit by type of loan are set forth in Note 5. The Organization's focus is toward commercial and small business transactions, and accordingly, it does not have a material number of credits to any single borrower or group of related borrowers.

Note 15. Transactions with Related Parties

The Organization has entered into transactions with its directors, significant shareholders and their affiliates (related parties). Such transactions were made in ordinary course of business on substantially the same terms and conditions, including interest rates, as those prevailing at the same time for comparable transactions with other customers, and did not, in the opinion of management, involve more than normal credit risk or present other unfavorable features. The Organization had no extensions of credit to related parties at December 31, 2014 or 2013.

Deposits from related parties held by the Bank at December 31, 2014 and 2013 amounted to $53,124 and $62,437, respectively.

Note 16. Minimum Regulatory Capital Requirements

The Bank is subject to various regulatory capital requirements administered by federal banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory (and possibly additional discretionary) actions by regulators that, if undertaken, could have a direct material effect on the Bank's financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Bank must meet specific capital guidelines that involve quantitative measures of the Bank's assets, liabilities, and certain off-balance sheet items as calculated under regulatory accounting practices. The Bank's capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings, and other factors.

Quantitative measures established by regulation to ensure capital adequacy require the Bank to maintain minimum amounts and ratios (set forth in the table below) of total and Tier I capital (as defined in the regulations) to risk-weighted assets (as defined), and of Tier I capital (as defined) to average assets (as defined). Management believes, as of December 31, 2014, that the Bank meets all capital adequacy requirements to which it is subject.

As of December 31, 2014, the most recent notification from the Federal Deposit Insurance Corporation categorized the Bank as well capitalized under the regulatory framework for prompt corrective action. To be categorized as well capitalized, an institution must maintain minimum total risk-based, Tier I risk-based and Tier I leverage ratios as set forth in the following table. There are no conditions or events since the notification that management believes have changed the Bank's category. Below is a summary of the Bank's capital ratios for December 31, 2014 and December 31, 2013. (Dollars in thousands)

	Actual		Minimum Capital Requirement		Minimum To Be Well Capitalized Under Prompt Corrective Action Provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
December 31, 2014						
Total Capital (to Risk-Weighted Assets)	$ 15,977	25.4%	$ 5,040	8.0%	$ 6,300	10.0%
Tier I Capital (to Risk-Weighted Assets)	$ 12,353	19.6%	$ 2,520	4.0%	$ 3,780	6.0%
Tier I Capital (to Average Assets)	$ 12,353	14.7%	$ 3,366	4.0%	$ 4,208	5.0%
December 31, 2013						
Total Capital (to Risk-Weighted Assets)	$ 14,894	28.1%	$ 4,238	8.0%	$ 5,308	10.0%
Tier I Capital (to Risk-Weighted Assets)	$ 11,403	21.5%	$ 2,119	4.0%	$ 3,185	6.0%
Tier I Capital (to Average Assets)	$ 11,403	15.9%	$ 2,876	4.0%	$ 3,595	5.0%

Note 17. Subsequent Events

These financial statements have been updated for subsequent events occurring through March 26, 2015 which is the date these financial statements were available to be issued.

Note 18. Parent Company Financial Information

Condensed financial information of Virginia Community Capital, Inc. is presented as follows:

Statements of Financial Position
December 31, 2014 and 2013

	2014	2013
Assets		
Cash and due from banks	$ 151,197	$ 778,292
Interest-bearing deposits	468,512	1,564,051
Certificates of deposit	1,128,022	1,124,369
Investment securities available for sale	259,953	251,742
Cash funded loan loss reserves	450,000	98,400
Loans, net of allowance for loan losses of $396,112 and $239,502 at December 31, 2014 and 2013, respectively	37,342,873	28,151,675
Grants receivable	854,150	642,885
Accrued interest receivable	135,741	114,058
Premises and equipment	173,366	170,688
Investment in subsidiaries	12,372,423	11,413,462
Other real estate owned	34,632	46,368
Other assets	107,158	96,534
Total assets	$ 53,478,027	$ 44,452,524
Liabilities		
Borrowings	$ 27,361,198	$ 20,184,998
Deferred revenue	1,276,505	611,459
Accrued interest payable	80,449	29,285
Other liabilities	116,483	101,093
Total liabilities	28,834,635	20,926,835
Net Assets		
Temporarily restricted	710,000	162,581
Permanently restricted	1,032,200	1,032,200
Unrestricted	21,622,477	21,144,655
Accumulated other comprehensive income (loss)	19,598	(1,316)
Total net assets of Virginia Community Capital, Inc.	23,384,275	22,273,939
Equity in noncontrolling interest	1,259,117	1,251,750
Total net assets	24,643,392	23,525,689
Total liabilities and net assets	$ 53,478,027	$ 44,452,524

Note 18. Parent Company Only Financial Information, continued

Statements of Activities
For the year ended December 31, 2014

	December 31, 2014			
	Unrestricted	Temporarily Restricted	Permanently Restricted	Total
Revenue and Support				
Grants and contract income	$ 1,275,608	$ 902,829	$ -	$ 2,178,437
Interest and fees on loans	1,630,080	-	-	1,630,080
Interest income	31,081	-	-	31,081
Miscellaneous income	265,488	-	-	265,488
Net assets released from restrictions	291,229	(291,229)	-	-
Total revenue and support	3,493,486	611,600	-	4,105,086
Expenses				
Program Services				
Salaries and wages	635,718	-	-	635,718
Payroll taxes	57,984	-	-	57,984
Employee benefits	85,592	-	-	85,592
Program services	230,766	-	-	230,766
Office expense	134,355	-	-	134,355
Professional fees	260,069	-	-	260,069
Depreciation expense	46,716	-	-	46,716
Interest expense	696,585	-	-	696,585
Provision for loan losses	156,610	-	-	156,610
Other expenses	272,582	-	-	272,582
Total program services expenses	2,576,977	-	-	2,576,977
Management and General				
Salaries and wages	462,620	-	-	462,620
Payroll taxes	42,196	-	-	42,196
Employee benefits	62,287	-	-	62,287
Office and administrative expenses	44,785	-	-	44,785
Professional fees	86,689	-	-	86,689
Depreciation expense	15,572	-	-	15,572
Other expenses	90,861	-	-	90,861
Total management and general expenses	805,010	-	-	805,010
Total expenses	3,381,987	-	-	3,381,987
Change in net assets/net income before undistributed income of subsidiaries	111,499	611,600	-	723,099
Change in equity from undistributed income of bank subsidiary	484,257	-	-	484,257
Change in equity from undistributed income of subsidiary LLC	(5,753)	-	-	(5,753)
Change in net assets/net income	590,003	611,600	-	1,201,603
Change in accumulated other comprehensive income (loss)	20,914	-	-	20,914
Dividends paid on subsidiary's preferred stock	(48,000)	-	-	(48,000)
Return of program funds to USDA	-	(64,181)	-	(64,181)
Change in net assets/net income attributable to Virginia Community Capital, Inc.	562,917	547,419	-	1,110,336
Net assets beginning of year	21,079,158	162,581	1,032,200	22,273,939
Net assets end of year	$ 21,642,075	$ 710,000	$ 1,032,200	$ 23,384,275

Note 18. Parent Company Only Financial Information, continued

Statements of Activities
For the year ended December 31, 2013

	December 31, 2013			
	Unrestricted	Temporarily Restricted	Permanently Restricted	Total
Revenue and Support				
Grants and contract income	$ 802,479	$ 132,795	$ 650,000	$ 1,585,274
Interest and fees on loans	1,624,451	-	-	1,624,451
Interest income	30,881	-	-	30,881
Miscellaneous income	644,028	-	-	644,028
Net assets released from restrictions	34,395	(34,395)	-	-
Total revenue and support	3,136,234	98,400	650,000	3,884,634
Expenses				
Program Services				
Salaries and wages	660,651	-	-	660,651
Payroll taxes	54,752	-	-	54,752
Employee benefits	63,698	-	-	63,698
Program services	148,948	-	-	148,948
Office expense	100,087	-	-	100,087
Professional fees	265,861	-	-	265,861
Depreciation expense	38,496	-	-	38,496
Interest expense	699,611	-	-	699,611
Recovery of loan losses	(42,004)	-	-	(42,004)
Other expenses	147,623	-	-	147,623
Total program services expenses	2,137,723	-	-	2,137,723
Management and General				
Salaries and wages	480,764	-	-	480,764
Payroll taxes	39,844	-	-	39,844
Employee benefits	46,353	-	-	46,353
Office and administrative expenses	33,362	-	-	33,362
Professional fees	88,621	-	-	88,621
Depreciation expense	12,832	-	-	12,832
Other expenses	49,493	-	-	49,493
Total management and general expenses	751,269	-	-	751,269
Total expenses	2,888,992	-	-	2,888,992
Change in net assets/net income before undistributed income of subsidiaries	247,242	98,400	650,000	995,642
Change in equity from undistributed income of bank subsidiary	249,992	-	-	249,992
Change in equity from undistributed income of subsidiary LLC	5,527	-	-	5,527
Change in net assets/net income	502,761	98,400	650,000	1,251,161
Change in accumulated other comprehensive income (loss)	(4,110)	-	-	(4,110)
Dividends paid on subsidiary's preferred stock	48,000	-	-	48,000
Change in net assets/net income attributable to Virginia Community Capital, Inc.	450,651	98,400	650,000	1,199,051
Net assets beginning of year	20,628,507	64,181	382,200	21,074,888
Net assets end of year	$ 21,079,158	$ 162,581	$ 1,032,200	$ 22,273,939

Notes to Consolidated Financial Statements

Note 18. Parent Company Only Financial Information, continued

Statements of Cash Flows
For the years ended December 31, 2014 and 2013

	2014	2013
Cash flows from operating activities		
Change in net assets	$ 1,201,603	$ 1,251,161
Adjustments to reconcile change in net assets to net cash provided by operations:		
Depreciation and amortization	62,288	51,328
Provision for (recovery of) loan losses	156,610	(42,004)
Loss (gain) on sale of other real estate owned	994	(284)
Impairment write-downs on foreclosed assets	4,878	-
Net amortization (accretion) on securities	12,703	(5,852)
Changes in assets and liabilities:		
Accrued income	(21,683)	3,119
Grants receivable	(211,265)	(636,094)
Other assets	(10,623)	(25,214)
Investment in subsidiary	(958,961)	(199,738)
Accrued interest payable	51,163	4,363
Deferred revenue	665,046	495,047
Noncontrolling interest in subsidiary	7,367	1,226
Other liabilities	15,390	21,134
Net cash provided by operating activities	975,510	918,192
Cash flows from investing activities		
Net decrease (increase) in interest-bearing deposits	1,095,539	(336,102)
Net (increase) decrease in certificates of deposit	(3,653)	246,408
Purchase of securities available for sale	-	(250,000)
Proceeds from sale of other real estate owned	5,863	5,941
Net (increase) decrease in loans	(9,347,808)	800,458
Net purchases of premises and equipment	(64,965)	(86,278)
Net cash provided by (used in) investing activities	(8,315,024)	380,427
Cash flows from financing activities		
Dividends paid on subsidiary's preferred stock	(48,000)	(48,000)
Net increase (decrease) in borrowings	7,176,200	(755,002)
Return of program funds to USDA	(64,181)	-
Net cash provided by (used in) financing activities	7,064,019	(803,002)
Net (decrease) increase in cash and cash equivalents	(275,495)	495,617
Cash and cash equivalents, beginning	876,692	381,075
Cash and cash equivalents, ending	$ 601,197	$ 876,692
Supplemental disclosure of cash flow information		
Interest paid	$ 645,421	$ 695,249
Supplemental disclosure of noncash investing and financing activities		
Other real estate acquired in settlement of loans	$ -	$ -

Note 19. Subsidiary Bank Financial Information

Financial information of Community Capital Bank of Virginia as of, and for the years ended December 31, 2014 and 2013 are as follows:

Balance Sheets
December 31, 2014 and 2013

	2014	2013
Assets		
Cash and due from banks	$ 321,049	$ 283,660
Interest-bearing deposits	4,081,605	4,348,653
Federal funds sold	858,000	147,000
Certificates of deposit	14,145,000	14,581,000
Investment securities available for sale	761,463	742,082
Investment securities held to maturity	771,868	776,344
Restricted equity securities	433400	433,400
Loans, net of allowance for loan losses of $623,971 and $491,372 at December 31, 2014 and 2013, respectively	59,395,913	49,978,133
Accrued interest receivable	335,354	260,096
Premises and equipment	976,386	205,168
Other real estate owned	658,021	850,701
Other assets	89,437	132,624
Total assets	$ 82,827,496	$ 72,738,861
Liabilities		
Noninterest-bearing deposits	$ 1,460,089	$ 1,174,795
Interest-bearing deposits	65,567,172	56,892,024
Total deposits	67,027,261	58,066,819
Subordinated debt	3,000,000	3,000,000
Accrued interest payable	39,398	30,812
Other liabilities	392,013	231,367
Total liabilities	70,458,672	61,328,998
Commitments and contingencies	-	-
Shareholders' equity		
Preferred stock, 1,000 shares authorized; Series A, perpetual, no par value, $50,000 liquidation value, 4% nonconvertible, noncumulative: 24 shares issued and outstanding for 2014 and 2013, respectively	1,200,000	1,200,000
Common stock, $2,500 par value, 4,000 shares authorized; 1,936 and 1,834 shares issued and outstanding for 2014 and 2013	4,839,725	4,584,725
Additional paid in capital	4,692,568	4,437,568
Retained earnings	1,626,885	1,190,628
Accumulated other comprehensive income (loss)	9,646	(3,058)
Total shareholder's equity	12,368,824	11,409,863
Total liabilities and shareholder's equity	$ 82,827,496	$ 72,738,861

Note 19. Subsidiary Bank Financial Information, continued

Statements of Comprehensive Income
For the years ended December 31, 2014 and 2013

	2014	2013
Net income	$ 484,257	$ 249,992
Other comprehensive income (loss):		
Unrealized gains (losses) on available for sale securities	19,248	(8,867)
Tax expense (benefit) from unrealized gains (losses) on available for sale securities	(6,544)	3,015
Other comprehensive income (loss)	12,704	(5,852)
Comprehensive income	$ 496,961	$ 244,140

Note 19. Subsidiary Bank Financial Information, continued

Statements of Changes in Shareholders' Equity
For the years ended December 31, 2014 and 2013

	Preferred Stock	Common Stock Shares	Common Stock Amount	Additional Paid In Capital	Retained Earnings (Deficit)	Accumulated Other Comprehensive Income (Loss)	Total
Balance, January 1, 2013	$ 1,200,000	1,834	$ 4,584,725	$ 4,437,568	$ 988,636	$ 2,794	$ 11,213,723
Dividends paid on preferred stock	-	-	-	-	(48,000)	-	(48,000)
Net income	-	-	-	-	249,992	-	249,992
Comprehensive loss	-	-	-	-	-	(5,852)	(5,852)
Balance, December 31, 2013	$ 1,200,000	1,834	$ 4,584,725	$ 4,437,568	$ 1,190,628	$ (3,058)	$ 11,409,863
Issuance of common stock	-	102	255,000	255,000	-	-	510,000
Dividends paid on preferred stock	-	-	-	-	(48,000)	-	(48,000)
Net income	-	-	-	-	484,257	-	484,257
Comprehensive income	-	-	-	-	-	12,704	12,704
Balance, December 31, 2014	$ 1,200,000	1,936	$ 4,839,725	$ 4,692,568	$ 1,626,885	$ 9,646	$ 12,368,824

Note 19. Subsidiary Bank Financial Information, continued

Statements of Cash Flows
For the years ended December 31, 2014 and 2013

	2014	2013
Cash flows from operating activities		
Net income	$ 484,257	$ 249,992
Adjustments to reconcile net income to net cash provided by operations:		
Depreciation and amortization	72,518	62,519
Provision for loan losses	132,599	149,441
Loss (gain) on sale of other real estate owned	36,354	(5,395)
Impairment write downs on other real estate owned	62,388	-
Net amortization on securities	4,344	4,279
Changes in assets and liabilities:		
Accrued income	(75,258)	(69,387)
Grants receivable	-	415,000
Deferred income tax	3,815	91,621
Other assets	32,828	(51,289)
Accrued interest payable	8,586	(722)
Other liabilities	160,645	(127,884)
Net cash provided by operating activities	923,076	718,175
Cash flows from investing activities		
Net decrease in interest-bearing deposits	267,048	1,826,723
Net (increase) decrease in federal funds sold	(711,000)	386,000
Net increase (decrease) in certificates of deposit	436,000	(4,319,271)
Purchases of securities available for sale	-	(400,000)
Purchases of securities held to maturity	-	(279,035)
(Purchases) redemption of restricted equity securities	-	18,300
Proceeds from sale of other real estate owned	309,116	112,885
Net increase in loans	(9,765,557)	(15,807,074)
Net purchases of premises and equipment	(843,736)	(97,350)
Net cash provided by investing activities	(10,308,129)	(18,558,822)
Cash flows from financing activities		
Net increase in deposits	8,960,442	16,243,586
Net decrease in secured borrowings	-	(1,097,259)
Net increase in subordinated debt	-	3,000,000
Proceeds from sale of common stock	510,000	-
Dividends paid on preferred stock	(48,000)	(48,000)
Net cash provided by financing activities	9,422,442	18,098,327
Net increase in cash and cash equivalents	37,389	257,680
Cash and cash equivalents, beginning	283,660	25,980
Cash and cash equivalents, ending	$ 321,049	$ 283,660
Supplemental disclosure of cash flow information		
Interest paid	$ 814,403	$ 736,950
Taxes paid	$ 146,230	$ 130,541
Supplemental disclosure of noncash investing and financing activities		
Other real estate acquired in settlement of loans	$ 215,178	$ -
Accrued dividends on preferred stock	$ -	$ -