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)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5468(b)(1)). 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, top-tier savings and loan holding companies, and U.S. intermediate 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. If the holding company is an ESOP/ESOT formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

I, Thomas F. Cherry
Name of the Holding Company Director and Official

Director and President
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.

Signature of Holding Company Director and Official

March 24, 2017
Date of Signature

Date of Report (top-tier holding company's fiscal year-end):

12/31/16
Month / Day / Year

549300VFPAZLNS1R0361
Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address

C&F Financial Corporation
Legal Title of Holding Company

P.O. Box 391
(Mailing Address of the Holding Company) Street / P.O. Box

West Point — VA — 23181
City — State — Zip Code

802 Main Street, West Point VA 23181
Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Jason E. Long — SVP/CFO
Name — Title

757/741-2204
Area Code / Phone Number / Extension

757/741-2871
Area Code / FAX Number

jlong@cffc.com
E-mail Address

www.cffi.com
Address (URL) for the Holding Company's web page

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 _____
C.I. _____

Is confidential treatment requested for any portion of this report submission? ..... 0=No 1=Yes: 0

In accordance with the General Instructions for this report (check only one),

1. **a letter justifying this request is being provided along with the report** ..... ☐
2. **a letter justifying this request has been provided separately** ..... ☐

NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.50 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.

For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

NONE

Legal Title of Subsidiary Holding Company

(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

City | State | Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

City | State | Zip Code

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City | State | Zip Code

Physical Location (if different from mailing address)

Form FR Y-6

C&F Financial Corporation
West Point, Virginia
Fiscal Year Ending December 31, 2016

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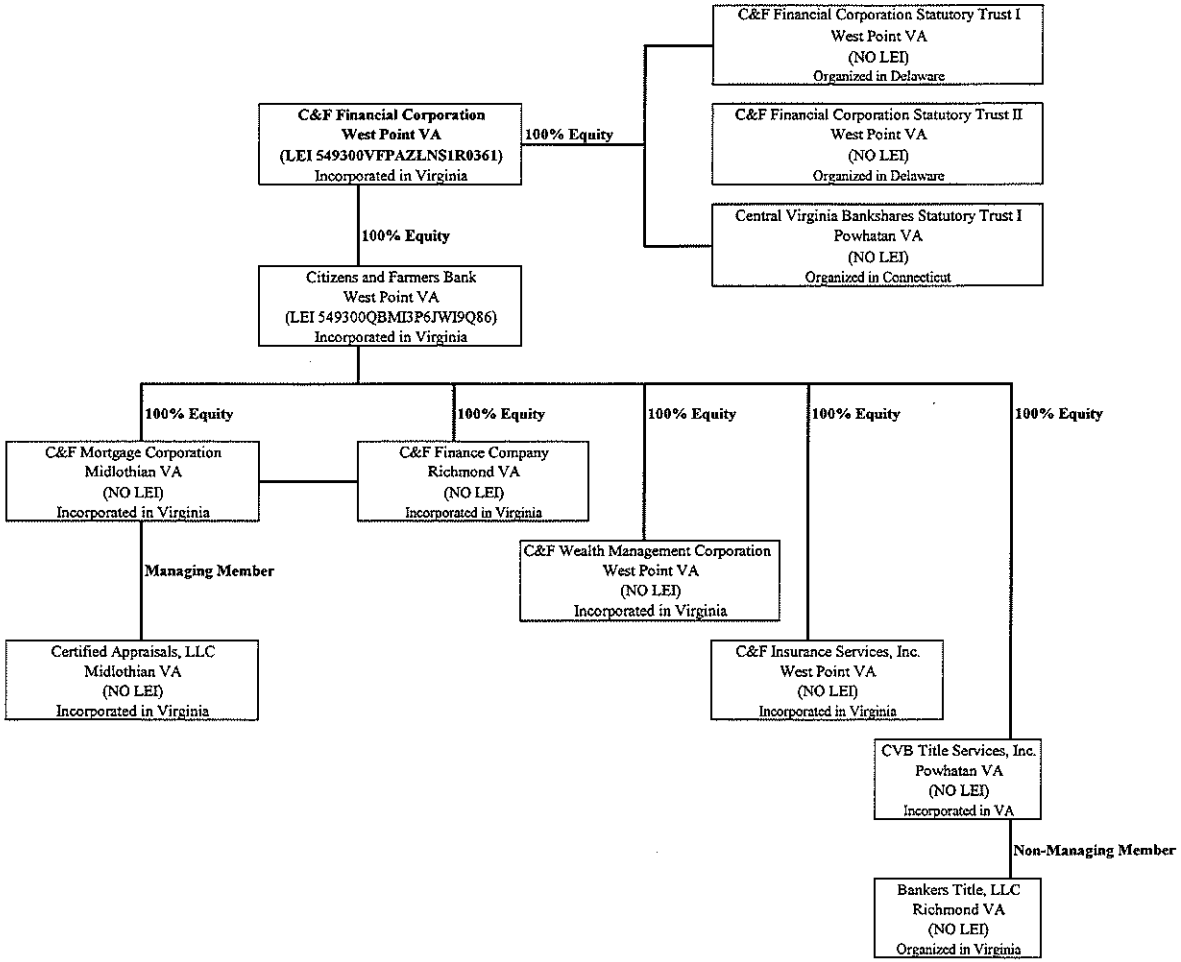
Form FR Y-6
C&F Financial Corporation
West Point, Virginia
Fiscal Year Ending December 31, 2016

ITEM 1: ANNUAL REPORT TO SHAREHOLDERS

A PDF of the C&F Financial Corporation 2016 Annual Report is attached hereto.

Form FR Y-6
C&F Financial Corporation
West Point, Virginia
Fiscal Year Ending December 31, 2016

ITEM 2a: ORGANIZATION CHART



Form FR Y-6
C&F Financial Corporation
West Point, Virginia
Fiscal Year Ending December 31, 2016

ITEM 2b: DOMESTIC BRANCH LISTING

Results: A list of branches for your holding company: C&F FINANCIAL CORPORATION (2183493) of WEST POINT, VA.
The data are as of 12/31/2016. Data reflects information that was received and processed through 01/10/2017.

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)	928421	CITIZENS AND FARMERS BANK	802 MAIN STREET	WEST POINT	VA	23181	KING WILLIAM	UNITED STATES	6639	0	CITIZENS AND FARMERS BANK	928421	
OK		Full Service	375128	CARTERSVILLE BRANCH	2288 CARTERSVILLE ROAD	CARTERSVILLE	VA	23027	CUMBERLAND	UNITED STATES	252484	20	CITIZENS AND FARMERS BANK	928421	
OK		Full Service	3592074	CHESTER BRANCH	4820 WEST HUNDRED ROAD	CHESTER	VA	23831	CHESTERFIELD	UNITED STATES	461706	18	CITIZENS AND FARMERS BANK	928421	
OK		Full Service	2705309	CUMBERLAND BRANCH	1422 ANDERSON HIGHWAY	CUMBERLAND	VA	23040	CUMBERLAND	UNITED STATES	252489	24	CITIZENS AND FARMERS BANK	928421	
OK		Full Service	3592056	HAMPTON BRANCH	1927 C AND F DRIVE	HAMPTON	VA	23666	HAMPTON CITY	UNITED STATES	449825	15	CITIZENS AND FARMERS BANK	928421	
OK		Full Service	3216240	MECHANICSVILLE OFFICE BRANCH	7021 MECHANICSVILLE TURNPIKE	MECHANICSVILLE	VA	23111	HANOVER	UNITED STATES	423167	13	CITIZENS AND FARMERS BANK	928421	
OK		Full Service	3069316	ALVERSER OFFICE BRANCH	1400 ALVERSER DRIVE	MIDLOTHIAN	VA	23113	CHESTERFIELD	UNITED STATES	362376	11	CITIZENS AND FARMERS BANK	928421	
OK		Full Service	3262322	BELLGRADE BRANCH	2500 PROMENADE PARKWAY	MIDLOTHIAN	VA	23113	CHESTERFIELD	UNITED STATES	430113	26	CITIZENS AND FARMERS BANK	928421	
OK		Full Service	2124647	BRANDERMILL OFFICE	4901 MILLRIDGE PARKWAY	MIDLOTHIAN	VA	23112	CHESTERFIELD	UNITED STATES	252487	22	CITIZENS AND FARMERS BANK	928421	
OK		Full Service	1224241	MIDLOTHIAN BRANCH	13200 MIDLOTHIAN TURNPIKE	MIDLOTHIAN	VA	23113	CHESTERFIELD	UNITED STATES	252485	21	CITIZENS AND FARMERS BANK	928421	
OK		Full Service	3234646	CITY CENTER BRANCH	698 TOWN CENTER DRIVE	NEWPORT NEWS	VA	23606	NEWPORT NEWS CITY	UNITED STATES	425195	14	CITIZENS AND FARMERS BANK	928421	
OK		Full Service	983822	NORGE OFFICE	7534 RICHMOND ROAD	NORGE	VA	23127	JAMES CITY	UNITED STATES	222333	4	CITIZENS AND FARMERS BANK	928421	
OK		Full Service	436823	POWHATAN BRANCH	2351 ANDERSON HIGHWAY	POWHATAN	VA	23139	POWHATAN	UNITED STATES	14678	19	CITIZENS AND FARMERS BANK	928421	
OK		Full Service	377225	PROVIDENCE FORGE BRANCH	3501 N COURTHOUSE DRIVE	PROVIDENCE FORGE	VA	23140	NEW KENT	UNITED STATES	14140	2	CITIZENS AND FARMERS BANK	928421	
OK		Full Service	376723	QUINTON OFFICE	2580 NEW KENT HIGHWAY	QUINTON	VA	23141	NEW KENT	UNITED STATES	251161	3	CITIZENS AND FARMERS BANK	928421	
OK		Full Service	3570429	PATTERSON BRANCH	12308 PATTERSON AVENUE	RICHMOND	VA	23238	GOOCHLAND	UNITED STATES	458026	17	CITIZENS AND FARMERS BANK	928421	
OK		Full Service	2359524	VARINA BRANCH	2651 NEW MARKET ROAD	RICHMOND	VA	23231	HENRICO	UNITED STATES	222335	6	CITIZENS AND FARMERS BANK	928421	
OK		Full Service	2892058	WELLESLEY BRANCH	3490 LAUDERDALE DR	RICHMOND	VA	23233	HENRICO	UNITED STATES	358255	25	CITIZENS AND FARMERS BANK	928421	
OK		Full Service	2861531	WEST BROAD BRANCH	8001 WEST BROAD ST	RICHMOND	VA	23294	HENRICO	UNITED STATES	222336	9	CITIZENS AND FARMERS BANK	928421	
OK		Full Service	866224	MIDDLESEX BRANCH	2608 GENERAL PULLER HIGHWAY	SALUDA	VA	23149	MIDDLESEX	UNITED STATES	249505	7	CITIZENS AND FARMERS BANK	928421	
OK		Full Service	3079995	SANDSTON OFFICE BRANCH	100 EAST WILLIAMSBURG ROAD	SANDSTON	VA	23150	HENRICO	UNITED STATES	363041	12	CITIZENS AND FARMERS BANK	928421	
OK		Full Service	2634986	FOURTEENTH STREET OFFICE	415 14TH ST	WEST POINT	VA	23181	KING WILLIAM	UNITED STATES	222332	1	CITIZENS AND FARMERS BANK	928421	
OK		Full Service	2941965	JAMESTOWN BRANCH	1167 JAMESTOWN ROAD	WILLIAMSBURG	VA	23185	WILLIAMSBURG CITY	UNITED STATES	222334	5	CITIZENS AND FARMERS BANK	928421	
OK		Full Service	1226188	LONGHILL OFFICE	4780 LONGHILL ROAD	WILLIAMSBURG	VA	23188	JAMES CITY	UNITED STATES	334436	10	CITIZENS AND FARMERS BANK	928421	
OK		Full Service	3592065	KILN CREEK BRANCH	2800 GEORGE WASHINGTON MEMORIAL HIGHWAY	YORKTOWN	VA	23693	YORK	UNITED STATES	451753	16	CITIZENS AND FARMERS BANK	928421	

ITEM 3: SECURITIES HOLDERS – C&F FINANCIAL CORPORATION

Item 3(1) List each securities holder, of record, that directly or indirectly owns, controls, or holds with power to vote 5 percent or more of any class of voting securities of the holding company as of the fiscal year end of the holding company.

NONE

Item 3(2) List any securities holder not listed in section 3(1) above that owned or controlled 5 percent or more of any class of voting securities in the holding company during the fiscal year for which the report is being filed.

(a) Magnolia Capital Fund, LP
Omaha, Nebraska/USA
(b) USA
(c) Maximum number of shares held during the fiscal year ending December 31, 2016: 171,962 shares representing 5.00% of C&F Financial Corporation common stock, par value $1.00, which is the only class of voting securities of C&F Financial Corporation

ITEM 4: INSIDERS

The following tables show the stock ownership for the insiders of C&F Financial Corporation as of December 31, 2016.

Form FR Y-6
C&F Financial Corporation
West Point, Virginia
Fiscal Year Ending December 31, 2016

ITEM 4: INSIDERS – C&F FINANCIAL CORPORATION

(1) Name, City, State, Country	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position With Bank Holding Company	(3)(b) Title & Position with Subsidiaries	(3)(c) Title & Position with Other Businesses	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) Names of Other Companies in Which 25% or More of Voting Securities Are Held
Larry G. Dillon West Point, VA, USA	N/A	Chairman and Chief Executive Officer	Chairman & Chief Executive Officer (Citizens & Farmers Bank) Director (C&F Mortgage Corporation; C&F Finance Company; C&F Insurance Services, Inc.; C&F Wealth Management Corporation)	N/A	1.1%	None	None
J.P. Causey Jr. West Point, VA, USA	Attorney-at Law	Director	Director (Citizens & Farmers Bank; C&F Mortgage Corporation)	Self-employed Attorney-at-Law; Bankruptcy Plan Administrator - Canal Corporation	1.2%	None	None
Barry R. Chernack Williamsburg, VA, USA	N/A	Director	Director (Citizens & Farmers Bank; C&F Finance Company; C&F Mortgage Corporation)	N/A	0.4%	None	None
Audrey D. Holmes Providence Forge, VA, USA	Attorney-at-Law Audrey D. Holmes, Attorney-at-Law	Director	Director (Citizens & Farmers Bank)	Attorney-at-Law - Audrey D. Holmes, Attorney-at-Law Sandston, VA	0.3%	None	Audrey D. Holmes, Attorney-at-Law (100%)
James H. Hudson III West Point, VA, USA	Attorney-at-Law Hudson Law, PLC	Director	Director (Citizens & Farmers Bank; C&F Mortgage Corporation)	Attorney-at-Law – Hudson Law, PLC West Point, VA	0.3%	None	Hudson Law, PLC (100%) Godsey Homeplace, LLC (50%) Lantec, LLC (50%) Philtec, LLC (50%) Lighthouse Title Agency, LLC (50%)

ITEM 4: INSIDERS – C&F FINANCIAL CORPORATION (Continued)

(1) Name, City, State, Country	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position With Bank Holding Company	(3)(b) Title & Position with Subsidiaries	(3)(c) Title & Position with Other Businesses	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) Names of Other Companies in Which 25% or More of Voting Securities Are Held
Joshua H. Lawson West Point, VA, USA	Insurance Agency	Director	Director (Citizens & Farmers Bank)	Vice President – Thrift Insurance Corporation West Point, VA	1.0%	None	Thrift Insurance Corporation (90%)
James T. Napier Midlothian VA, USA	Real Estate Sales	Director	Director (Citizens & Farmers Bank)	President – Napier Realtors ERA	0.1%	None	RJPN, LLC (50%) Napier Realtors ERA (31%) Napier Family Investment, LLC (33.3%)
C. Elis Olsson West Point, VA, USA	Aviation, Martinair, Inc.	Director	Director (Citizens & Farmers Bank)	Vice President and Director of Operations – Martinair, Inc. Sandston, VA	0.3%	None	Romancoke LLC (50%)
Paul C. Robinson Providence Forge, VA, USA	Real Estate Sales	Director	Director (Citizens & Farmers Bank; C&F Mortgage Corporation)	President – Francisco, Robinson & Associates, Inc. Providence Forge, VA	0.3%	None	Francisco, Robinson & Associates, Inc. (100%) Quinton Property Associates (33%) The Farms at Walnut Hills, LLC (50%)
Thomas F. Cherry Williamsburg VA, USA	N/A	Director, President & Secretary	Director, President & Secretary (Citizens & Farmers Bank) Director, Executive Vice President, CFO & Secretary (C&F Finance Company) Director (C&F Insurance Services, Inc.; C&F Wealth Management Corporation.)	N/A	0.8%	None	None
Jason E. Long Williamsburg VA, USA	N/A	Chief Financial Officer	Chief Financial Officer (Citizens & Farmers Bank)	N/A	0.1%	None	None

2016 ANNUAL REPORT

CARING PERSONAL RESPONSIBLE COMPETITIVE

C&F Financial Corporation

Focused on You

C&F Bank CELEBRATING 90 YEARS

FOCUSED ON YOU SINCE 1927

This year marks C&F Bank's 90th anniversary and the distinction of being one of the oldest and most successful community banking institutions headquartered in the Commonwealth of Virginia. We have grown and experienced many seasons of change since our founding on January 28, 1927, but our core promise has remained constant: we focus on you.

Our commitment to outstanding customer service delivered by personal, caring, and responsible employees who offer diverse and high-quality financial services has enabled our bank to grow and flourish. It is a great privilege to know and serve our local communities and we sincerely thank you for your patronage as we move confidently towards the future.

C&F Mortgage Corporation *Focused on You*

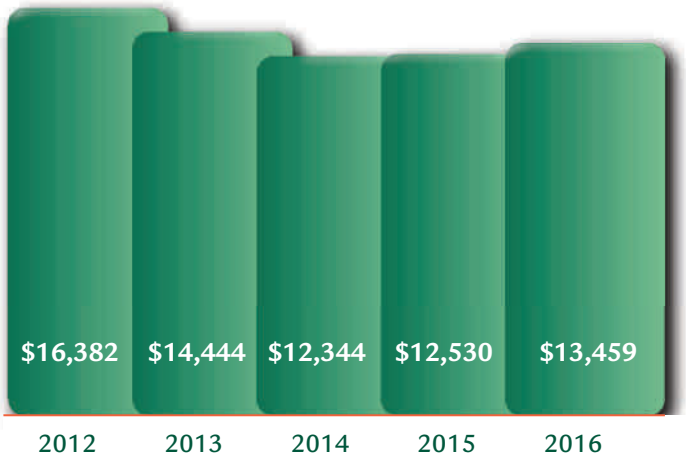
C&F Financial Corporation *Focused on You*

C&F Finance Company *Focused on You*

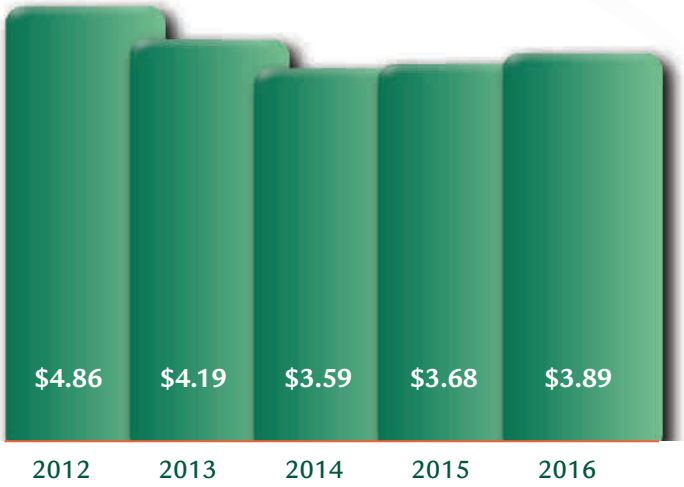
C&F Wealth Management *Focused on You*

Financial PERFORMANCE

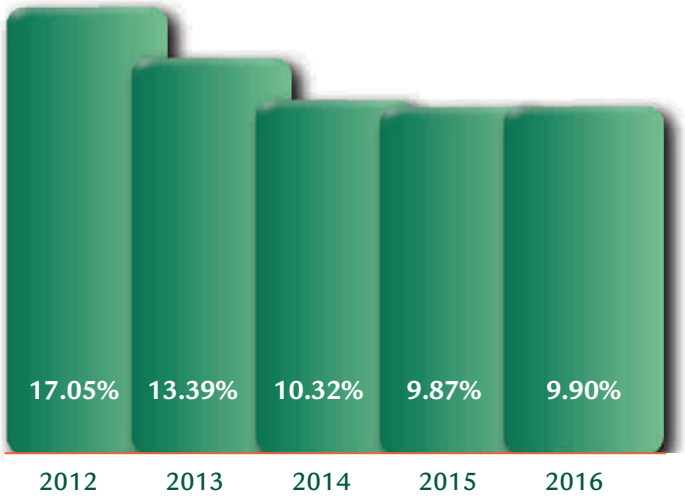
NET INCOME *(in thousands)*



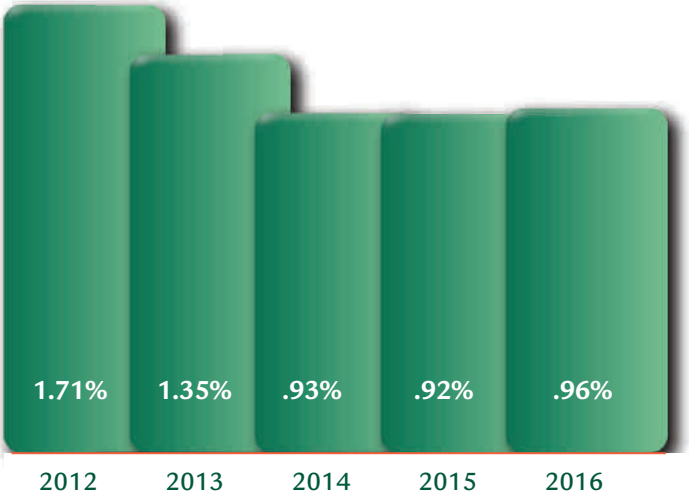
EARNINGS PER SHARE *(assuming dilution)*



RETURN ON AVERAGE EQUITY



RETURN ON AVERAGE ASSETS



Letter to our SHAREHOLDERS

It is a pleasure to present C&F Financial Corporation's ("C&F") 2016 annual report. Net income for the year ended December 31, 2016 was $13.5 million, or $3.89 per share assuming dilution, compared with $12.5 million, or $3.68 per share assuming dilution, for the year ended December 31, 2015. This resulted in a 9.90 percent return on equity (ROE) and a 0.96 percent return on average assets (ROA) for 2016, compared to 9.87 percent and 0.92 percent, respectively, for 2015. As has been the case for many years, our results compare favorably to financial institutions that we consider our peers. For 2016, ROE for our peers was 7.98 percent and ROA for our peers was 0.83 percent.

We often talk about our diversification and how it affects our performance. Once again, this strategy was very beneficial to us in 2016. Declines in net income at C&F Finance Company and C&F Wealth Management Corporation were more than offset by net income increases at C&F Bank and C&F Mortgage Corporation. Earnings at C&F Bank increased to $8.2 million in 2016, compared to $5.6 million in 2015, primarily driven by $72.9 million in average loan growth. Earnings at C&F Mortgage Corporation increased to $1.7 million in 2016, compared to $677,000 in 2015, because of a 23 percent increase in originations for the year. Earnings at C&F Finance Company declined to $4.5 million in 2016, compared to $7.2 million in 2015, primarily because of an increase in the provision for loan losses and a decrease in net interest margin. Earnings at C&F Wealth Management decreased to $102,000 in 2016 compared to $317,000 in 2015, primarily resulting from volatility in the stock market and expenses associated with our addition of a new wealth management group in the Williamsburg, Virginia area. This new team brought a significant book of existing customer business to our company, which should increase future revenue.

Total assets for C&F grew to $1.5 billion by the end of 2016. Total loans held for investment, the primary generator of interest income, increased to $997.2 million at the end of 2016 from $901.5 million at the end of 2015, consisting of an increase at C&F Bank to $692.1 million from $606.2 million and an increase at C&F Finance to $301.9 million from $291.8 million. This growth was primarily funded by excess liquidity and customer deposits, which grew by $46.3 million during 2016. Our capital remains strong, as C&F's shareholders' equity increased to $139.2 million from $131.1 million.

Loan growth was a key goal for C&F Bank during 2016 because loans are our highest-yielding earning asset. Average loan growth for 2016 over 2015 of 13 percent at C&F Bank was accomplished through the performance of experienced commercial lending personnel we hired over the past several years in the Newport News, Richmond and Williamsburg, Virginia markets and the successful recruitment of a commercial lending team in the Charlottesville market that came onboard during 2016. In addition to loan growth, we further diversified our loan portfolio, especially within the commercial sector, and implemented a loan interest rate swap program that provides flexible pricing structures for our larger borrowers while protecting C&F Bank from exposure to rising interest rates.

Loan growth at C&F Bank will continue to be a top priority during 2017 but we will also concentrate our efforts on earning the full relationship of our customers, to include deposits and treasury management services for business customers, as well as the personal relationships of the owners and employees. We plan to open our first retail branch in the Charlottesville market in 2017 to complement the commercial lending team already in place. We have identified the initial branch location and have begun the regulatory approval process, as well as the recruitment of an experienced retail branch team.

We have seen a tremendous amount of change over the past 90 years and through the hard work of talented employees and the loyalty of our customers and shareholders, we remain a strong, stable and growing financial institution.

Our investments in e-commerce (digital), risk management, compliance and training continued throughout 2016 at C&F Bank. We have been revamping our digital strategy and our products to make sure we remain competitive in the future. We have issued new EMV Visa Debit Cards (also known as "chip" cards) to all of our customers and have implemented several systems to minimize and mitigate payment and transaction fraud. We continue to invest in our compliance management systems to ensure we are adhering to all of the regulations that continue to evolve from the Dodd-Frank Act and other new rules promulgated by the Consumer Financial Protection Board (CFPB). We believe that our employees are our most valuable asset and we continue to invest in training and development. We continue to develop C&F Bank Academy, launched in 2015, to provide continuing education for our personnel, and we are creating C&F Bank's management development program, which will be used to prepare our next generation of managers and leaders.

In addition to loan growth during 2017, we will place heightened focus on our digital strategy, as online and mobile access are quickly becoming the primary means of banking for most businesses and individuals. The use of digital devices — whether it is a personal home computer, smartphone, or tablet — is no longer the "new" way of doing business. It is the way consumers do business every day. In fact, it has been reported that 2016 was the first year that over 50 percent of all purchases in the U.S. were made online. The consensus estimate is that online sales will grow at a 10 percent compound rate for the next five years and that is why we are working harder than ever on strengthening our digital strategy. Here are a few enhancements our customers can look forward to in 2017:

- A redesigned www.cffc.com website offering increased functionality and better reflecting our *Focused on You* brand
- A more efficient consumer online banking platform
- Free person-to-person transfers, making it easy for our customers to electronically pay for their share of lunch before they even leave the restaurant
- Expanded mobile banking features
- Expanded Treasury Solutions product suite for our business customers

This increased digital commitment goes well beyond simply offering the most current digital products to our customers. Our employees must have the knowledge to match our strong product suite in order for us to be a premier provider of digital financial services. The products we offer will only help our customers if we are in a position to inform and educate them, and digital training will be a major initiative for our employees going forward. A strong

Larry G. Dillon,
Chairman &
Chief Executive Officer

Thomas F. Cherry, *President*

digital product suite, combined with dedicated and skilled employees, is essential to the realization of our business objectives.

C&F Mortgage increased its loan originations by 23 percent to $674.3 million in 2016 from $549.3 million in 2015. This growth was a result of achieving established initiatives, the favorable housing markets for both resale and new construction, as well as the continued favorable interest rates. Unfortunately, the mortgage industry is also burdened by new regulations and rules. We are continually updating and enhancing our compliance management system and processes for originating residential loans to mitigate compliance and regulatory risks, as well as improving the quality of our loan origination process.

As we discussed in last year's letter, we created a new division of C&F Mortgage called Lender Solutions, to leverage the long-term investments we have made in our mortgage-banking infrastructure and to generate additional income. Lender Solutions provides certain mortgage origination functions to smaller mortgage companies at a price that we believe is more cost effective for them than if these companies performed the functions themselves. Five customers are currently participating in this program and we continue to be excited about the future for this division of our mortgage company.

The continued focus at C&F Mortgage is higher loan production. We believe we will achieve this through improvements in our current origination staff, the development of new loan officers through our Loan Officer School and expansion in existing and new markets when opportunities present themselves. An example of such an opportunity is the origination and operations facility in Chesapeake, Virginia that opened during the fourth quarter of 2016. While this expansion is still in its early stages, the outlook for this location is very encouraging.

As has been the case for the last several years, competition in the non-prime auto loan business remains aggressive, resulting in lower loan yields and in many cases, less restrictive underwriting standards by many of our competitors. Despite this challenge, C&F Finance was able to grow its portfolio by $10.1 million to $301.9 million at December 31, 2016 from $291.8 million at December 31, 2015. C&F Finance also implemented a scorecard model in the first half of 2016 that improved underwriting and pricing efficiencies. This implementation, along with personnel additions in certain major markets, led to the increase in our loan portfolio. We continue to observe that certain competitors in the industry have relaxed credit standards resulting in a ripple effect of higher delinquencies and charge-offs for the industry. Our new scorecard system, which results in the purchase of loans with higher credit metrics, should help reduce future loan charge-offs at C&F Finance, albeit at lower loan yields.

We continued investing in technology throughout 2016 at C&F Finance to improve efficiencies in order to help manage rigorous regulatory burdens and ultimately capture more business. We also continued to strengthen our compliance management system to ensure we are addressing the evolving compliance issues in the auto finance industry. Our membership in the American Financial Services Association is one way to ensure we stay informed of industry changes and trends.

As mentioned above, C&F Wealth Management greatly expanded its presence in the Newport News and Williamsburg, Virginia markets in 2016 by bringing on a seasoned wealth management team with an existing book of business. This addition increased C&F Wealth Management's assets under management by approximately 27 percent to $399 million. A key part of C&F's strategic plan is to diversify our business lines and enhance noninterest income;

growing C&F Wealth Management by expanding its reach and the services we provide is an important part of that strategy.

The United States has a new President, so what does a Trump presidency mean for community banks and more importantly for C&F? It's quite possible that a fiscal policy defined by stimulus along with a combination of tax relief and increased infrastructure could have a profound effect across the economy as a whole, including GDP growth, inflation expectations and interest rates. President Trump has spoken of repealing the costly and cumbersome Dodd-Frank legislation; however, the more likely, or hopeful, scenario may be the rollback of some of the more punitive regulations that have been enacted over the last several years. More specifically, we are hopeful that the President and Congress reform the CFPB by establishing accountability, which simply does not exist now. While good consumer protections are necessary, we will continue to voice our concerns to our legislative representatives and regulators about over-regulation. However, even with the potential for some relief, this burden is clearly here to stay and we will continue to manage it in the most efficient and effective manner possible. We are very confident that we have a sound compliance management infrastructure in place throughout all of C&F to accomplish this.

The U.S. Federal Reserve raised short-term interest rates 25 basis points in the later part of 2016. It appears from discussions among economists and comments from the Federal Reserve that future increases are likely. As we stated last year, the only thing we can do is be prepared for any interest rate environment, and we believe we are well positioned for future interest rate changes.

At the end of 2014, the Board of Directors promoted Tom Cherry to President of both C&F and C&F Bank in order to ensure C&F's future leadership. This change was also intended to provide opportunities for others within the organization by expanding their experiences and responsibilities, which will be beneficial to the long-term future of the company. As a result, the Board of Directors appointed Jason E. Long to the position of Senior Vice President and Chief Financial Officer of C&F and C&F Bank in 2016. Prior to joining C&F in 2014, Jason was a Principal at the accounting firm of Yount, Hyde and Barbour, P.C. where he held numerous positions focusing on the financial services industry. We believe we have the management depth needed to lead C&F into the future.

In addition to management succession, board succession planning is equally vital to a successful organization. Accordingly, the Board of Directors appointed Dr. Julie Richardson Agnew and Beth Rilee-Kelley to serve on the Board of Directors of C&F Bank in 2016 and they have been nominated to serve as C&F Directors. Dr. Agnew is an Associate Professor of Finance and Economics at the College of William & Mary's Mason School of Business. She is also a TIAA Institute Fellow. Dr. Agnew earned a B.A. degree in Economics and a minor in Mathematics from the College of William & Mary and received a Ph.D. in Finance from Boston College. Mrs. Rilee-Kelley is President and Chief Operating Officer of The Martin Agency, an international full-service advertising agency headquartered in Richmond, Virginia. She began her advertising career in 1983 at The Martin Agency, becoming a partner in 2005, assuming the role of chief operating officer in 2011, and becoming president of the agency in 2016. Mrs. Rilee-Kelley graduated from the University of Virginia with a degree in Communications. Dr. Agnew's wealth of knowledge and experience in the area of finance and Mrs. Rilee-Kelley's diverse experience with a company that specializes in, among other things, advertising, strategic planning, and building the relationship between brand and consumers, will be extremely valuable to our organization.

Lastly, we are proud to announce that C&F Bank recently celebrated its 90th anniversary. We are very thankful to our customers, shareholders and employees who have made C&F a great organization to do business with, invest in and work for. We have seen a tremendous amount of change over the past 90 years and through the hard work of talented employees and the loyalty of our customers and shareholders, we remain a strong, stable and growing financial institution. Through all the changes, we are reminded that our personal, caring and responsible "touch" will never lose its importance to our brand promise. We will do our best to remain "focused on you" for the next 90 years!

Larry G. Dillon
Chairman & CEO

Thomas F. Cherry
President

C&F DIRECTORS

C&F BANK RICHMOND BOARD OF DIRECTORS

David H. Downs
Director of The Kornblau Institute
Virginia Commonwealth University

Jeffery W. Jones
Publisher
Waterway Guide

S. Craig Lane
President
Lane & Hamner, PC

Meade A. Spotts
President
Spotts Fain, PC

Scott E. Strickler
Treasurer
Robins Insurance Agency, Inc.

Adrienne P. Whitaker
Vice President of Philanthropy
Virginia Home for Boys and Girls

CORPORATE COUNSEL

Hudson Law, PLC
West Point, Virginia

INDEPENDENT PUBLIC ACCOUNTANTS

Yount, Hyde & Barbour, PC
Winchester, Virginia

Photo: C&F Board of Directors (l-r): James H. Hudson III, Elizabeth R. Kelley, Julie R. Agnew, Bryan E. McKernon, Joshua H. Lawson, Thomas F. Cherry, J. P. Causey Jr., Barry R. Chernack, Audrey D. Holmes, Larry G. Dillon, C. Elis Olsson, Paul C. Robinson, James T. Napier

C&F MORTGAGE CORPORATION BOARD OF DIRECTORS

J.P. Causey Jr.
Attorney-at-Law
J.P. Causey Jr., Attorney-at-Law

Larry G. Dillon
Chairman of the Board
C&F Financial Corporation
C&F Bank

James H. Hudson III
Attorney-at-Law
Hudson Law, PLC

Bryan E. McKernon
President & Chief Executive Officer
C&F Mortgage Corporation

Barry R. Chernack
Retired Partner
PricewaterhouseCoopers LLP

Paul C. Robinson
Owner & President
Francisco, Robinson & Associates, Realtors

C&F FINANCIAL CORPORATION C&F BANK BOARD OF DIRECTORS

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Associate Professor of Finance & Economics
Mason School of Business
The College of William & Mary

J.P. Causey Jr.*+
Attorney-at-Law
J.P. Causey Jr., Attorney-at-Law

Thomas F. Cherry*+
President
C&F Financial Corporation
C&F Bank

Barry R. Chernack*+
Retired Partner
PricewaterhouseCoopers LLP

Larry G. Dillon*+
Chairman & Chief Executive Officer
C&F Financial Corporation
C&F Bank

Audrey D. Holmes*+
Attorney-at-Law
Audrey D. Holmes, Attorney-at-Law

James H. Hudson III*+
Attorney-at-Law
Hudson Law, PLC

Joshua H. Lawson*+
President
Thrift Insurance Corporation

Bryan E. McKernon+
President & Chief Executive Officer
C&F Mortgage Corporation

James T. Napier+
President
Napier Realtors, ERA

C. Elis Olsson*+
Director of Operations
Martinair, Inc.

Elizabeth R. Kelley+
President
The Martin Agency

Paul C. Robinson*+
Owner & President
Francisco, Robinson
& Associates, Realtors

* C&F Financial Corporation Board Member
\+ C&F Bank Board Member

C&F Officers & LOCATIONS

C&F BANK ADMINISTRATIVE OFFICES

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Chairman & Chief Executive Officer
Thomas F. Cherry*
President
Jason E. Long*
Senior Vice President & Chief Financial Officer
Herbert E. Marth Jr.
Senior Banking Executive
Rodney W. Overby*
Senior Vice President, Chief Information Officer
John A. Seaman III
Senior Vice President, Chief Credit Officer
Christopher A. Spillare
Senior Vice President, Treasurer
Matthew H. Steilberg
Senior Vice President, Director of Retail Banking
E. Turner Coggin
First Vice President, Senior Loan Underwriter
Sandra S. Fryer
First Vice President, Application Support Manager
Deborah H. Hall
First Vice President, Credit Administration
Ellen M. Kurek
First Vice President, Director of Loan Operations
Maureen B. Medlin
First Vice President, Director of Marketing
Deborah R. Nichols
First Vice President, Director of Compliance
Mary-Jo Rawson*
First Vice President, Controller & Assistant Secretary
Helga H. Ridenhour
First Vice President, Operations Manager
Maria R. Sullivan
First Vice President, Director of Human Resources
Teresa S. Weaver
First Vice President, Retail Market Leader
Leslie A. Campbell
Vice President, Credit Administration
Terrence C. Gates
Vice President, Appraisal Review
Donna M. Haviland
Vice President, Director of Internal Audit
Anita W. Hazelwood
Vice President, Treasury Solutions
Dollie M. Kelly
Vice President, Quality Assurance Manager & Security Officer
Kevin E. Kelly
Vice President, Special Assets
Mary F. Landon
Vice President, Underwriting
Donna A. Matthews
Vice President, Construction Loan Manager
Myra Maglalang-Langston
Vice President & Controller
Kelly T Parsons
Vice President, Consumer Lending Operations Manager
Christopher J. Robb
Vice President, Sr. Credit Analyst Manager
Steve N. Schuman
Vice President, Loan Service Manager
*Officers of C&F Financial Corporation

C&F BANK BRANCHES

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Bryony T. Gills
Assistant Vice President, Branch Manager

CHESTER, VIRGINIA
Jacob L. Smith
Assistant Vice President, Branch Manager

CUMBERLAND, VIRGINIA
Deborah B. Henshaw, *Branch Manager*

HAMPTON, VIRGINIA
Rose A. Horton
Vice President, Branch Manager & Team Leader

MECHANICSVILLE, VIRGINIA
Mary S. Long
Assistant Vice President, Branch Manager

MIDDLESEX, VIRGINIA
Elizabeth B. Faudree
Vice President, Branch Manager

MIDLOTHIAN, VIRGINIA
Alverser
Jane H. Wagner
Assistant Vice President, Branch Manager

Bellgrade
Jennifer L. Willner
Assistant Vice President, Branch Manager

Brandermill
Maurice V. Dixon, *Branch Manager*

Midlothian
Vicki M. Alvarez
Vice President, Branch Manager

NEWPORT NEWS, VIRGINIA
City Center
Eric D. Floyd
Assistant Vice President, Branch Manager

NORGE, VIRGINIA
Taryn R. Haden
Vice President, Branch Manager & Team Leader

POWHATAN, VIRGINIA
David M. Younce
Assistant Vice President, Branch Manager

PROVIDENCE FORGE, VIRGINIA
James D. W. King
Vice President, Branch Manager

QUINTON, VIRGINIA
Donald V. Hillbish
Vice President, Branch Manager

RICHMOND, VIRGINIA
Patterson Avenue
Mary A. Schoenfelder
Vice President, Branch Manager

Varina

Wellesley
Sherelle M. Anderson
Assistant Vice President, Branch Manager

West Broad
Bina Y. Doshi
Vice President, Branch Manager

SANDSTON, VIRGINIA
William P. Sossong
Assistant Vice President, Branch Manager

WEST POINT, VIRGINIA
14th Street
Main Street
Bethany K. Bajsert
Assistant Vice President, Branch Manager

WILLIAMSBURG, VIRGINIA
Jamestown Road
Traci L. Carlson
Vice President, Branch Manager

Longhill Road

YORKTOWN, VIRGINIA
Kiln Creek
Dorsey R. Jackson
Assistant Vice President, Branch Manager

C&F COMMERCIAL BANKING ADMINISTRATIVE OFFICES

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Bonnie S. Smith
First Vice President, Construction Lending

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Henry L. Singleton
Senior Peninsula Executive, Senior Commercial Relationship Manager
Scott T. McNeill
Vice President, Commercial Relationship Manager

C&F Officers & LOCATIONS

C&F COMMERCIAL BANKING ADMINISTRATIVE OFFICES (cont.)

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Senior Commercial Relationship Manager

Walter M. Cart Jr.
Vice President, Relationship Manager

Michael D. Gasiorowski
Vice President, Relationship Manager

Matthew J. Ohlschlager
Vice President, Senior Relationship Manager

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William V. Krebs, Jr.
Regional President, Charlottesville

C&F WEALTH MANAGEMENT CORPORATION

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Eric F. Nost, CFP®
President

MIDLOTHIAN, VIRGINIA

Douglas L. Hartz
First Vice President, Investment Officer

POWHATAN, VIRGINIA

Mary Ellen Twigg
Assistant Vice President, Investment Officer

RICHMOND, VIRGINIA

Bruce D. French
Assistant Vice President, Investment Officer

WEST POINT, VIRGINIA

Robert M. Dick III
Vice President, Investment Officer & Operations and Compliance Manager

WILLIAMSBURG, VIRGINIA

William C. Morrison, ChFC
Senior Vice President, Investment Officer

Douglas L. Cash Jr.
First Vice President, Investment Officer

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President & Chief Executive Officer

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Executive Vice President & Chief Operating Officer

Donna G. Jarratt
Senior Vice President, Chief of Branch Administration

Kevin A. McCann
Senior Vice President, Chief Financial Officer

Georgia G. Parise
Underwriting & Risk Management

Julia A. Reynolds
Project Manager

Michael J. Mazzola
Senior Vice President, Branch & Loan Officer Training Manager

Tracy L. Bishop
Vice President, Human Resources Manager

Madeline M. Witty
Vice President, Chief Compliance Officer

Michael J. Vogelbach
Manager of Information Systems

C&F MORTGAGE CORPORATION OFFICES

CHARLOTTESVILLE, VIRGINIA

William E. Hamrick
Vice President, Branch Manager

FREDERICKSBURG, VIRGINIA

Brian F. Whetzel, *Branch Manager*

R.W. Edmondson III, *Branch Manager*

FISHERSVILLE, VIRGINIA

HARRISONBURG, VIRGINIA

Vickie J. Painter, *Branch Manager*

LYNCHBURG, VIRGINIA

Shirley D. Falwell, *Branch Manager*

Andrew N. Shields, *Branch Manager*

MIDLOTHIAN, VIRGINIA

Brandon W. Beswick
Branch Manager

Donald R. Jordan
Vice President, Branch Manager

Daniel J. Murphy
Vice President, Branch Manager

John H. Reeves III
Vice President, Regional Manager

GLEN ALLEN, VIRGINIA

Page C. Yonce
Vice President, Branch Manager

J. Stokeley Fulton Jr., *Branch Manager*

NEWPORT NEWS, VIRGINIA

WILLIAMSBURG, VIRGINIA

Mary L. Rebholz, *Branch Manager*

CHESAPEAKE, VIRGINIA

MOYOCK, NORTH CAROLINA

Raymond A. Gunter, *Branch Manager*

O. Chaytor Midgett, *Branch Manager*

GASTONIA, NORTH CAROLINA

Nancy W. Poteat, *Branch Manager*

ANNAPOLIS, MARYLAND

William J. Regan
Vice President, Branch Manager

WALDORF, MARYLAND

Timothy J. Murphy, *Branch Manager*

CERTIFIED APPRAISALS, LLC

MIDLOTHIAN, VIRGINIA

H. Daniel Salomonsky
Vice President, Appraisal Manager

C&F FINANCE COMPANY ADMINISTRATIVE OFFICE

1313 East Main Street
Suite 400
Richmond, Virginia 23219
(804) 236-9601

S. Dustin Crone
President

Michael K. Wilson
Executive Vice President & Chief Operating Officer

C. Shawn Moore
Executive Vice President & Chief Credit Officer

Thomas W. Young
First Vice President, Operations

Kevin F. Jones Jr.
Vice President of Originations

Charles A. Lamont Jr
Regional Vice President of Sales

Sabrina K. Carroll
Director of Collections

Oneida C. Wood
Director of Human Resources

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GEORGIA	ILLINOIS
INDIANA	KENTUCKY
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TENNESSEE	TEXAS
VIRGINIA	WEST VIRGINIA

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

FORM 10-K

(Mark One)

☒ **Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the fiscal year ended December 31, 2016

or

☐ **Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the transition period from _____ to _____

Commission file number 000-23423

C&F FINANCIAL CORPORATION

(Exact name of registrant as specified in its charter)

Virginia	**54-1680165**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**

802 Main Street
West Point, VA 23181
(Address of principal executive offices) (Zip Code)
Registrant's telephone number, including area code: (804) 843-2360

Securities registered pursuant to Section 12(b) of the Act:

Common Stock, $1.00 par value per share	**The NASDAQ Stock Market LLC**
Title of each class	**Name of each exchange on which registered**

Securities registered pursuant to Section 12(g) of the Act:
NONE

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☐

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

Large accelerated filer	☐	Accelerated Filer	☒
Non-accelerated filer	☐ (Do not check if a smaller reporting company)	Smaller reporting company	☐

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

The aggregate market value of common stock held by non-affiliates of the registrant as of June 30, 2016 was $143,766,479.

There were 3,485,272 shares of common stock outstanding as of February 28, 2017.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the definitive Proxy Statement to be delivered to shareholders in connection with the Annual Meeting of Shareholders to be held April 18, 2017 are incorporated by reference in Part III of this report.

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PART I

ITEM 1. BUSINESS

General

C&F Financial Corporation (the Corporation) is a bank holding company that was incorporated in March 1994 under the laws of the Commonwealth of Virginia. The Corporation owns all of the stock of Citizens and Farmers Bank (the Bank or C&F Bank), which is an independent commercial bank chartered under the laws of the Commonwealth of Virginia. C&F Bank originally opened for business under the name Farmers and Mechanics Bank on January 22, 1927. C&F Bank has the following five wholly-owned subsidiaries, all incorporated under the laws of the Commonwealth of Virginia:

- C&F Mortgage Corporation and its wholly-owned subsidiary Certified Appraisals LLC
- C&F Finance Company and its wholly-owned subsidiary C&F Remarketing LLC
- C&F Wealth Management Corporation
- C&F Insurance Services, Inc.
- CVB Title Services, Inc.

On October 1, 2013, the Corporation acquired all of the outstanding common stock of Central Virginia Bankshares, Inc. (CVBK) in an all-cash transaction in which CVBK shareholders received $0.32 for each share of CVBK common stock they owned, or approximately $846,000 in the aggregate. In addition, the Corporation purchased from the U.S. Treasury for $3.4 million all of CVBK's preferred stock and warrants issued to the U.S. Treasury under the Capital Purchase Program (CPP). CVBK was a one-bank holding company incorporated under the laws of the Commonwealth of Virginia. CVBK owned all of the stock of Central Virginia Bank (CVB), which was an independent commercial bank chartered under the laws of the Commonwealth of Virginia. On March 22, 2014, CVBK was merged with and into C&F Financial Corporation and CVB was merged with and into C&F Bank.

The Corporation operates in a decentralized manner in three principal business activities: (1) retail banking through C&F Bank, (2) mortgage banking through C&F Mortgage Corporation (C&F Mortgage) and (3) consumer finance through C&F Finance Company (C&F Finance). For detailed information about the financial condition and results of operations of these segments, see “Note 18. Business Segments” in Item 8. “Financial Statements and Supplementary Data” in this report. The following general business discussion focuses on the activities within each of these segments.

In addition, the Corporation conducts brokerage activities through C&F Wealth Management Corporation, insurance activities through C&F Insurance Services, Inc. and title insurance services through CVB Title Services, Inc. The financial position and operating results of any one of these subsidiaries are not significant to the Corporation as a whole and are not considered principal activities of the Corporation at this time.

The Corporation also owns three non-operating subsidiaries, C&F Financial Statutory Trust II (Trust II) formed in December 2007, C&F Financial Statutory Trust I (Trust I) formed in July 2005, and Central Virginia Bankshares Statutory Trust I (CVBK Trust I) formed in December 2003. These trusts were formed for the purpose of issuing $10.0 million each for Trust II and Trust I of the Corporation’s junior subordinated debt securities and $5.0 million for CVBK Trust I of junior subordinated debt securities originally issued by CVBK, and assumed by the Corporation when CVBK was merged into the Corporation on March 22, 2014, with all such issuances occurring in private placements to institutional investors. All three trusts are unconsolidated subsidiaries of the Corporation. The principal assets of these trusts are $10.3 million each for Trust II and Trust I and $5.2 million for CVBK Trust I of the Corporation’s junior subordinated debt securities (such securities of the Corporation referred to herein as “trust preferred capital notes”) that are reported as liabilities of the consolidated Corporation.

Retail Banking

We provide retail banking services through C&F Bank. C&F Bank provides retail banking services at its main office in West Point, Virginia, and 24 Virginia branches located one each in Cartersville, Chester, Cumberland, Hampton, Mechanicsville, Newport News, Norge, Powhatan, Providence Forge, Quinton, Saluda, Sandston, West Point and Yorktown, two in Williamsburg, four in Richmond and four in Midlothian. These branches provide a wide range of banking services to individuals and businesses. These services include various types of checking and savings deposit accounts, as well as business, real estate, development, mortgage, home equity and installment loans. The Bank also offers ATMs, internet and mobile banking and debit and credit cards, as well as safe deposit box rentals, notary public, electronic transfer and other customary bank services to its customers. Revenues from retail banking operations consist primarily of interest earned on loans and investment securities and fees related to deposit services. At December 31, 2016, assets of the Retail Banking segment totaled $1.3 billion. For the year ended December 31, 2016, net income for this segment totaled $8.2 million.

Mortgage Banking

We conduct mortgage banking activities through C&F Mortgage, which was organized in September 1995. C&F Mortgage provides mortgage loan origination services through 10 locations in Virginia, two in Maryland and two in North Carolina. The Virginia offices are located one each in Charlottesville, Chesapeake, Fishersville, Fredericksburg, Glen Allen, Harrisonburg, Lynchburg, Midlothian, Newport News and Williamsburg. The Maryland offices are located in Annapolis and Waldorf. The North Carolina offices are located in Gastonia and Moyock. C&F Mortgage offers a wide variety of residential mortgage loans, which are originated for sale generally to the following investors: Penny Mac Corporation; Wells Fargo Home Mortgage; the Virginia Housing Development Authority (VHDA); Franklin American Mortgage Company; and Freedom Mortgage Corporation. C&F Mortgage does not securitize loans. C&F Bank may also purchase mortgage loans from C&F Mortgage. C&F Mortgage originates conventional mortgage loans, mortgage loans insured by the Federal Housing Administration (the FHA), and mortgage loans guaranteed by the United States Department of Agriculture (the USDA) and the Veterans Administration (the VA). A majority of the conventional loans are conforming loans that qualify for purchase by the Federal National Mortgage Association (Fannie Mae) or the Federal Home Loan Mortgage Corporation (Freddie Mac). The remainder of the conventional loans are non-conforming in that they do not meet Fannie Mae or Freddie Mac guidelines, but are eligible for sale to various other investors. C&F Mortgage also has a division that provides certain mortgage loan origination functions to third parties and through its subsidiary, Certified Appraisals LLC, provides ancillary mortgage loan origination services for residential appraisals. Revenues from mortgage banking operations consist principally of gains on sales of loans to investors in the secondary mortgage market, loan origination fee income and interest earned on mortgage loans held for sale. At December 31, 2016, assets of the Mortgage Banking segment totaled $65.4 million. For the year ended December 31, 2016, net income for this segment totaled $1.7 million.

Consumer Finance

We conduct consumer finance activities through C&F Finance. C&F Finance is a regional finance company providing automobile loans throughout Virginia and in portions of Alabama, Florida, Georgia, Illinois, Indiana, Kentucky, Maryland, Missouri, New Jersey, North Carolina, Ohio, Pennsylvania, Tennessee, Texas and West Virginia through its offices in Richmond and Hampton, Virginia, in Nashville, Tennessee and in Hunt Valley, Maryland. C&F Finance is an indirect lender that provides automobile financing through lending programs that are designed to serve customers in the "non-prime" market who have limited access to traditional automobile financing. C&F Finance generally purchases automobile retail installment sales contracts from manufacturer-franchised dealerships with used-car operations and through selected independent dealerships. C&F Finance selects these dealers based on the types of vehicles sold. Specifically, C&F Finance prefers to finance later model, low mileage used vehicles because the initial depreciation on new vehicles is extremely high. The typical borrowers on the retail installment sales contracts purchased have experienced prior credit difficulties. Because C&F Finance serves customers who are unable to meet the credit standards imposed by most traditional automobile financing sources, C&F Finance typically charges interest at higher rates than those charged by traditional financing sources. In addition, because C&F Finance provides financing in a relatively high-risk market, it expects to experience a higher level of credit losses than traditional automobile financing sources. Revenues from consumer finance operations consist principally of interest earned on automobile loans. At December 31, 2016, assets of

the Consumer Finance segment totaled $306.0 million. For the year ended December 31, 2016, net income for this segment totaled $4.5 million.

Employees

At December 31, 2016, we employed 636 full-time equivalent employees. We consider relations with our employees to be excellent.

Competition

Retail Banking

In the Bank's market area, we compete with large national and regional financial institutions, savings associations and other independent community banks, as well as credit unions, mutual funds, brokerage firms and insurance companies. Increased competition has come from out-of-state banks through their acquisition of Virginia-based banks and interstate branching, and expansion of community and regional banks into our service areas.

The banking business in Virginia, and in the Bank's primary service area in the Hampton to Charlottesville corridor, is highly competitive for both loans and deposits, and is dominated by a relatively small number of large banks with many offices operating over a wide geographic area. Among the advantages such large banks have are their ability to finance wide-ranging advertising campaigns, to maximize efficiencies through economies of scale and, by virtue of their greater total capitalization, to have substantially higher lending limits than the Bank.

Factors such as interest rates offered, the number and location of branches and the types of products offered, as well as the reputation of the institution, affect competition for deposits and loans. We compete by emphasizing customer service, establishing long-term customer relationships, building customer loyalty, and providing traditional and digital products and services to address the specific needs of our customers. We target individual and small-to-medium size business customers.

No material part of the Bank's business is dependent upon a single or a few customers, and the loss of any single customer would not have a materially adverse effect upon the Bank's business.

Mortgage Banking

C&F Mortgage competes with large national and regional banks, credit unions, smaller regional mortgage lenders and small local broker operations. Due to the increased regulatory and compliance burden, the industry has seen a consolidation in the number of competitors in the marketplace. The agency guidelines for sales of mortgages in the secondary market business continue to be stringent.

The competitive factors faced by C&F Mortgage continue to evolve because of regulatory reforms and initiatives, including but not limited to the Dodd-Frank Wall Street Reform and Consumer Protection Act (the Dodd-Frank Act). The Dodd-Frank Act affects many aspects of mortgage finance regulation, which has changed and may continue to result in changes to the competitive landscape in the future. The full effect of the regulatory reforms and initiatives associated with the Dodd-Frank Act, including as the result of on-going rulemaking processes, and the related compliance burden continues to evolve. The reforms to mortgage lending encompass broad new restrictions on lending practices and loan terms, amend price thresholds for certain lending segments, require new disclosure forms and procedures for all mortgages, and mandate stronger legal liabilities in connection with real estate finance. In addition, the Dodd-Frank Act authorizes the Consumer Financial Protection Bureau (the CFPB) to establish certain minimum standards for the origination of residential mortgages, including a determination of the borrower's ability to repay, and allows borrowers to raise certain defenses to foreclosure if they receive any loan other than a "qualified mortgage" as defined by the Dodd-Frank Act and CFPB regulations. While C&F Mortgage has kept pace with all aspects of the regulations issued pursuant to the Dodd-Frank Act and by the CFPB, such legislation and regulations and other regulatory initiatives could materially and adversely affect the manner in which it conducts its mortgage business, result in heightened federal regulation and oversight of its business activities, and result in increased costs and potential litigation associated with its business activities. Given the far-reaching

effect of the Dodd-Frank Act and CFPB regulations on mortgage finance, compliance with the requirements of the Dodd-Frank Act and CFPB regulations may require substantial changes to mortgage lending systems and processes and other implementation efforts. As an example of one such change, during 2015, C&F Mortgage implemented drastically new processes and systems in order to comply with the CFPB's Integrated Mortgage Disclosure Rules Under the Real Estate Settlement Procedures Act and the Truth in Lending Act (TRID), which became effective October 2015. TRID applies to most closed-end mortgage loans, which is the emphasis of C&F Mortgage's activities.

To operate profitably in this competitive and regulatory environment, lenders must have a high level of operational and risk management skills and be able to attract and retain top mortgage origination talent. C&F Mortgage competes by attracting the top people in sales and operations in the industry, expanding into new markets that offer strategic growth opportunities, providing an infrastructure that manages regulatory changes efficiently and effectively, offering a product menu that is both competitive in loan parameters as well as price, and providing consistently high quality customer service.

No material part of C&F Mortgage's business is dependent upon a single customer and the loss of any single customer would not have a materially adverse effect upon C&F Mortgage's business. Further, C&F Mortgage has implemented strategies to mitigate potential disruption in C&F Mortgage's direct or indirect access to the secondary market for residential mortgage loans. C&F Mortgage, like all residential mortgage lenders, would be affected by the inability of Fannie Mae, Freddie Mac, the FHA or the VA to purchase or guarantee loans. Although C&F Mortgage sells loans to various intermediaries, the ability of these aggregators to purchase or guarantee loans would be limited if these government-sponsored entities cease to exist or materially limit their purchases or guarantees of mortgage loans or suffer deteriorations in their financial condition.

Consumer Finance

The non-prime automobile finance business is highly competitive. The automobile finance market is highly fragmented and is served by a variety of financial entities, including the captive finance affiliates of major automotive manufacturers, banks, savings associations, credit unions and independent finance companies. Many of these competitors have substantially greater financial resources and lower costs of funds than our finance subsidiary. In addition, competitors often provide financing on terms that are more favorable to automobile purchasers or dealers than the terms C&F Finance offers. Many of these competitors also have long-standing relationships with automobile dealerships and may offer dealerships or their customers other forms of financing, including dealer floor plan financing and leasing, which we do not.

Over the past several years, a number of financial institutions and other lenders have increased focus on operations in the non-prime automobile finance markets resulting in intensified competition for loans and qualified personnel. In addition, certain competitors in the industry have (i) relaxed underwriting standards resulting in higher delinquencies and charge-offs for the industry and (ii) used loan pricing strategies resulting in lower loan yields. To continue to operate profitably, lenders must have a high level of operational and risk management skills and access to competitive costs of funds.

Providers of automobile financing traditionally have competed on the basis of interest rates charged, the quality of credit accepted, the flexibility of loan terms offered and the quality of service provided to dealers and customers. To establish C&F Finance as one of the principal financing sources for the dealers it serves, we compete predominately by providing a high level of dealer service, building strong dealer relationships, offering flexible loan terms, and quickly funding loans purchased from dealers.

No material part of C&F Finance's business is dependent upon any single dealer relationship, and the loss of any single dealer relationship would not have a materially adverse effect upon C&F Finance's business.

Regulation and Supervision

General

Bank holding companies, banks and their affiliates are extensively regulated under both federal and state law. The following summary briefly describes significant provisions of currently applicable federal and state laws and certain regulations and the potential impact of such provisions. This summary is not complete, and we refer you to the particular statutory or regulatory provisions or proposals for more information. Because regulation of financial institutions changes regularly and is the subject of constant legislative and regulatory debate, we cannot forecast how federal and state regulation and supervision of financial institutions may change in the future and affect the Corporation's and the Bank's operations.

Regulatory Reform

The financial crisis of 2008, including the downturn of global economic, financial and money markets and the threat of collapse of numerous financial institutions, and other events led to the adoption of numerous laws and regulations that apply to, and focus on, financial institutions. The most significant of these laws is the Dodd-Frank Act, which was adopted on July 21, 2010 and, in part, is intended to implement significant structural reforms to the financial services industry. The Dodd-Frank Act is discussed in more detail below.

The Corporation continues to experience a period of rapidly changing regulations and an environment of constant regulatory reform. These regulatory changes could have a significant effect on how the Corporation conducts its business. The specific implications of the Dodd-Frank Act and other potential regulatory reforms cannot yet be fully predicted and will depend to a large extent on the specific regulations that are adopted in the future.

Regulation of the Corporation

As a bank holding company, the Corporation is subject to the Bank Holding Company Act of 1956 (the BHCA) and regulation and supervision by the Board of Governors of the Federal Reserve System (the Federal Reserve Board). Pursuant to the BHCA the Federal Reserve Board has the power to order any bank holding company or its subsidiaries to terminate any activity or to terminate its ownership or control of any subsidiary when the Federal Reserve Board has reasonable grounds to believe that continuation of such activity or ownership constitutes a serious risk to the financial soundness, safety or stability of any bank subsidiary of the bank holding company. The Federal Reserve Board and the Federal Deposit Insurance Corporation (the FDIC) have adopted guidelines and released interpretative materials that establish operational and managerial standards to promote the safe and sound operation of banks and bank holding companies. These standards relate to the institution's key operating functions, including but not limited to capital management, internal controls, internal audit system, information systems, data and cybersecurity, loan documentation, credit underwriting, interest rate exposure and risk management, vendor management, executive management and its compensation, asset growth, asset quality, earnings, liquidity and risk management.

The BHCA generally limits the activities of a bank holding company and its subsidiaries to that of banking, managing or controlling banks, or any other activity that is closely related to banking or to managing or controlling banks, and permits interstate banking acquisitions subject to certain conditions, including national and state concentration limits. The Federal Reserve Board has jurisdiction under the BHCA to approve any bank or non-bank acquisition, merger or consolidation proposed by a bank holding company. A bank holding company must be well capitalized and well managed to engage in an interstate bank acquisition or merger, and banks may branch across state lines provided that the law of the state in which the branch is to be located would permit establishment of the branch if the bank were a state bank chartered by such state. Bank holding companies and their subsidiaries are also subject to restrictions on transactions with insiders and affiliates.

Each of the Bank's depository accounts is insured by the FDIC against loss to the depositor to the maximum extent permitted by applicable law, and federal law and regulatory policy impose a number of obligations and restrictions on the Corporation and the Bank to reduce potential loss exposure to depositors and to the FDIC Deposit Insurance Fund (DIF). For example, pursuant to the Dodd-Frank Act and Federal Reserve Board policy, a bank holding company must commit

resources to support its subsidiary depository institutions, which is referred to as serving as a "source of strength." In addition, insured depository institutions under common control must reimburse the FDIC for any loss suffered or reasonably anticipated by the DIF as a result of the default of a commonly controlled insured depository institution. The FDIC may decline to enforce the provisions if it determines that a waiver is in the best interest of the DIF. An FDIC claim for damages is superior to claims of stockholders of an insured depository institution or its holding company but is subordinate to claims of depositors, secured creditors and holders of subordinated debt, other than affiliates, of the commonly controlled insured depository institution.

The Federal Deposit Insurance Act (the FDIA) provides that amounts received from the liquidation or other resolution of any insured depository institution must be distributed, after payment of secured claims, to pay the deposit liabilities of the institution before payment of any other general creditor or stockholder of that institution – including that institution's parent holding company. This provision would give depositors a preference over general and subordinated creditors and stockholders if a receiver is appointed to distribute the assets of a bank.

The Corporation also is subject to regulation and supervision by the State Corporation Commission of Virginia. The Corporation also must file annual, quarterly and other periodic reports with, and comply with other regulations of, the Securities and Exchange Commission (the SEC).

Capital Requirements

The Federal Reserve Board and the FDIC have adopted rules to implement the Basel III capital framework as outlined by the Basel Committee on Banking Supervision and standards for calculating risk-weighted assets and risk-based capital measurements (collectively, the Basel III Final Rules) that apply to banking institutions they supervise. For the purposes of these capital rules, (i) common equity tier 1 capital (CET1) consists principally of common stock (including surplus) and retained earnings; (ii) Tier 1 capital consists principally of CET1 plus non-cumulative preferred stock and related surplus, and certain grandfathered cumulative preferred stocks and trust preferred securities; and (iii) Tier 2 capital consists principally of Tier 1 capital plus qualifying subordinated debt and preferred stock, and limited amounts of an institution's allowance for loan losses. Each regulatory capital classification is subject to certain adjustments and limitations, as implemented by the Basel III Final Rules. The Basel III Final Rules also establish risk weightings that are applied to many classes of assets held by community banks, importantly including applying higher risk weightings to certain commercial real estate loans. The Basel III Final Rules were effective January 1, 2015, and the Basel III Final Rules capital conservation buffer will be phased in from 2015 to 2019.

When fully phased in, the Basel III Final Rules require banks to maintain (i) a minimum ratio of CET1 to risk-weighted assets of at least 4.5%, plus a 2.5% "capital conservation buffer" (which is added to the 4.5% CET1 ratio as that buffer is phased in, effectively resulting in a minimum ratio of CET1 to risk-weighted assets of at least 7%), (ii) a minimum ratio of Tier 1 capital to risk-weighted assets of at least 6.0%, plus the capital conservation buffer (which is added to the 6.0% Tier 1 capital ratio as that buffer is phased in, effectively resulting in a minimum Tier 1 capital ratio of 8.5% upon full implementation), (iii) a minimum ratio of total (that is, Tier 1 plus Tier 2) capital to risk-weighted assets of at least 8.0%, plus the capital conservation buffer (which is added to the 8.0% total capital ratio as that buffer is phased in, effectively resulting in a minimum total capital ratio of 10.5% upon full implementation) and (iv) a minimum leverage ratio of 4%, calculated as the ratio of Tier 1 capital to balance sheet exposures plus certain off-balance sheet exposures (computed as the average for each quarter of the month-end ratios for the quarter).

The Basel III Final Rules provide deductions from and adjustments to regulatory capital measures, primarily to CET1, including deductions and adjustments that were not applied to reduce CET1 under historical regulatory capital rules. For example, mortgage servicing rights, deferred tax assets dependent upon future taxable income, and significant investments in non-consolidated financial entities must be deducted from CET1 to the extent that any one such category exceeds 10% of CET1 or all such categories in the aggregate exceed 15% of CET1. These deductions from and adjustments to regulatory capital are being phased in from 2015 through 2018.

The Basel III Final Rules permanently include in Tier 1 capital trust preferred securities issued prior to May 19, 2010 by bank holding companies with less than $15 billion in total assets, subject to a limit of 25% of Tier 1 capital. The

Corporation expects that its trust preferred securities will be included in the Corporation's Tier 1 capital until their maturity.

Limits on Dividends

The Corporation is a legal entity that is separate and distinct from the Bank. A significant portion of the revenues of the Corporation result from dividends paid to it by the Bank. Both the Corporation and C&F Bank are subject to laws and regulations that limit the payment of dividends, including limits on the sources of dividends and requirements to maintain capital at or above regulatory minimums. Banking regulators have indicated that Virginia banking organizations should generally pay dividends only (1) from net undivided profits of the bank, after providing for all expenses, losses, interest and taxes accrued or due by the bank and (2) if the prospective rate of earnings retention appears consistent with the organization's capital needs, asset quality and overall financial condition. In addition, Federal Reserve Board supervisory guidance indicates that the Federal Reserve Board may have safety and soundness concerns if a bank holding company pays dividends that exceed earnings for the period in which the dividend is being paid. Further, the FDIA prohibits insured depository institutions such as C&F Bank from making capital distributions, including paying dividends, if, after making such distribution, the institution would become undercapitalized as defined in the statute. We do not expect that any of these laws, regulations or policies will materially affect the ability of the Corporation or C&F Bank to pay dividends.

The Dodd-Frank Act

The Dodd-Frank Act implements far-reaching changes across the financial regulatory landscape, including changes that will affect all bank holding companies and banks, including the Corporation and the Bank. Provisions that significantly affect the business of the Corporation and the Bank include the following:

- *Insurance of Deposit Accounts.* The Dodd-Frank Act changed the assessment base for federal deposit insurance from the amount of insured deposits to consolidated assets less tangible capital. The Dodd-Frank Act also made permanent the $250,000 limit for federal deposit insurance and increased the cash limit of Securities Investor Protection Corporation protection from $100,000 to $250,000.

- *Payment of Interest on Demand Deposits.* The Dodd-Frank Act repealed the federal prohibitions on the payment of interest on demand deposits, thereby permitting depository institutions to pay interest on business transaction and other accounts.

- *Creation of the Consumer Financial Protection Bureau.* The Dodd-Frank Act centralized significant aspects of consumer financial protection by creating a new agency, the CFPB, which is discussed in more detail below.

- *Debit Card Interchange Fees.* The Dodd-Frank Act imposed limits for debit card interchange fees for issuers that have over $10 billion in assets, which could affect the amount of interchange fees collected by financial institutions with less than $10 billion in assets.

In addition, the Dodd-Frank Act implements other changes to financial regulations, including provisions that:

- Restrict the preemption of state law by federal law and disallow subsidiaries and affiliates of national banks from availing themselves of such preemption.

- Impose comprehensive regulation of the over-the-counter derivatives market, subject to significant rulemaking processes, which would include certain provisions that would effectively prohibit insured depository institutions from conducting certain derivatives businesses in the institution itself.

- Require depository institutions with total consolidated assets of more than $10 billion to conduct regular stress tests and require large, publicly traded bank holding companies to create a risk committee responsible for the oversight of enterprise risk management.

- Require loan originators to retain 5 percent of any loan sold or securitized, unless it is a "qualified residential mortgage," subject to certain exceptions.

- Prohibit banks and their affiliates from engaging in proprietary trading and investing in and sponsoring certain unregistered investment companies (the Volcker Rule).

- Implement corporate governance revisions that apply to all public companies not just financial institutions.

Some of the rules that have been proposed and, in some cases, adopted to comply with the Dodd-Frank Act's mandates are discussed further below.

Insurance of Accounts, Assessments and Regulation by the FDIC

The Bank's deposits are insured by the DIF of the FDIC up to the standard maximum insurance amount for each deposit insurance ownership category. The basic limit on FDIC deposit insurance coverage is $250,000 per depositor. Under the FDIA, the FDIC may terminate deposit insurance upon a finding that the institution has engaged in unsafe and unsound practices, is in an unsafe or unsound condition to continue operations as an insured institution, or has violated any applicable law, regulation, rule, order or condition imposed by the FDIC, subject to administrative and potential judicial hearing and review processes.

Deposit Insurance Assessments. The DIF is funded by assessments on banks and other depository institutions calculated based on average consolidated total assets minus average tangible equity (defined as Tier 1 capital). As required by the Dodd-Frank Act, the FDIC has adopted a large-bank pricing assessment scheme, set a target "designated reserve ratio" (described in more detail below) of 2 percent for the DIF and established a lower assessment rate schedule when the reserve ratio reaches 1.15 percent and, in lieu of dividends, provides for a lower assessment rate schedule, when the reserve ratio reaches 2 percent and 2.5 percent. An institution's assessment rate is based on a statistical analysis of financial ratios that estimates the likelihood of failure over a three year period, which considers the institution's weighted average CAMELS component rating, and is subject to further adjustments including those related to levels of unsecured debt and brokered deposits (not applicable to banks with less than $10 billion in assets). At December 31, 2016, total base assessment rates for institutions that have been insured for at least five years range from 1.5 to 40 basis points, with rates of 1.5 to 30 basis points applying to banks with less than $10 billion in assets.

The Dodd-Frank Act transferred to the FDIC increased discretion with regard to managing the required amount of reserves for the DIF, or the "designated reserve ratio." Among other changes, the Dodd-Frank Act (i) raised the minimum designated reserve ratio to 1.35 percent and removed the upper limit on the designated reserve ratio, (ii) requires that the designated reserve ratio reach 1.35 percent by September 2020, and (iii) requires the FDIC to offset the effect on institutions with total consolidated assets of less than $10 billion of raising the designated reserve ratio from 1.15 percent to 1.35 percent – which requirement was met by rules adopted by the FDIC during 2016. On June 30, 2016, the designated reserve ratio rose to 1.17 percent, which triggered three major changes to deposit insurance assessments for the third quarter of 2016: (i) the range of initial assessment rates for all institutions declined from 5 to 35 basis points to 3 to 30 basis points (which are included in the total base assessment rates in the above paragraph); (ii) surcharges equal to an annual rate of 4.5 basis points began for insured depository institutions with total consolidated assets of $10 billion or more; and (iii) the revised assessment method described above was implemented. The FDIA requires that the FDIC consider the appropriate level for the designated reserve ratio on at least an annual basis. The FDIC has adopted a DIF restoration plan to ensure that the fund reserve ratio reaches 1.35 percent by September 30, 2020, as required by the Dodd-Frank Act.

Regulation of the Bank and Other Subsidiaries

The Bank is subject to supervision, regulation and examination by the Virginia State Corporation Commission Bureau of Financial Institutions (VBFI) and its primary federal regulator, the FDIC. The various laws and regulations issued and administered by the regulatory agencies (including the CFPB) affect corporate practices, such as the payment of dividends, the incurrence of debt and the acquisition of financial institutions and other companies, and affect business practices and operations, such as the payment of interest on deposits, the charging of interest on loans, the types of business

conducted, the products and terms offered to customers and the location of offices. Prior approval of the applicable primary federal regulator and the VBFI is required for a Virginia chartered bank or bank holding company to merge with another bank or bank holding company, or purchase the assets or assume the deposits of another bank or bank holding company, or acquire control of another bank or bank holding company. In reviewing applications seeking approval of merger and acquisition transactions, the bank regulatory authorities will consider, among other things, the competitive effect and public benefits of the transactions, the financial condition, capital position and any asset concentrations (including commercial real estate loan concentrations) of the constituent organizations and the combined organization, the risks to the stability of the U.S. banking or financial system, the applicant's performance record under the Community Reinvestment Act (CRA) and fair housing initiatives, the data security and cybersecurity infrastructure of the constituent organizations and the combined organization, and the applicant's compliance with and the effectiveness of the subject organizations in combating money laundering activities and complying with Bank Secrecy Act requirements.

Community Reinvestment Act. The CRA imposes on financial institutions an affirmative and ongoing obligation to meet the credit needs of their local communities, including low and moderate-income neighborhoods, consistent with the safe and sound operation of those institutions. A financial institution's efforts in meeting community credit needs are assessed based on specified factors. These factors also are considered in evaluating mergers, acquisitions and applications to open a branch or facility. In 2014, the Bank received a "Satisfactory" CRA rating.

Federal Home Loan Bank of Atlanta. The Bank is a member of the Federal Home Loan Bank (FHLB) of Atlanta, which is one of 12 regional FHLBs that provide funding to their members for making housing loans as well as for affordable housing and community development loans. Each FHLB serves as a reserve, or central bank, for the members within its assigned region. Each FHLB makes loans to members in accordance with policies and procedures established by the Board of Directors of the FHLB. As a member, the Bank must purchase and maintain stock in the FHLB. At December 31, 2016, the Bank owned $3.3 million of FHLB stock.

Consumer Protection. The CFPB is the federal regulatory agency that is responsible for implementing, examining and enforcing compliance with federal consumer financial laws for institutions with more than $10 billion of assets and, to a lesser extent, smaller institutions. The CFPB supervises and regulates providers of consumer financial products and services, and has rulemaking authority in connection with numerous federal consumer financial protection laws (for example, but not limited to, the Truth-in-Lending Act (TILA) and the Real Estate Settlement Procedures Act (RESPA)).

Because the Corporation and the Bank are smaller institutions (i.e., with assets of $10 billion or less), most consumer protection aspects of the Dodd-Frank Act will continue to be applied to the Corporation by the Federal Reserve Board and to the Bank by the FDIC. However, the CFPB may include its own examiners in regulatory examinations by a small institution's principal regulators and may require smaller institutions to comply with certain CFPB reporting requirements. In addition, regulatory positions taken by the CFPB and administrative and legal precedents established by CFPB enforcement activities, including in connection with supervision of larger bank holding companies and banks, could influence how the Federal Reserve Board and FDIC apply consumer protection laws and regulations to financial institutions that are not directly supervised by the CFPB. The precise effect of the CFPB's consumer protection activities on the Corporation and the Bank cannot be determined with certainty.

Mortgage Banking Regulation. In connection with making mortgage loans, the Bank and C&F Mortgage are subject to rules and regulations that, among other things, establish standards for loan origination, prohibit discrimination, provide for inspections and appraisals of property, require credit reports on prospective borrowers, in some cases restrict certain loan features and fix maximum interest rates and fees, require the disclosure of certain basic information to mortgagors concerning credit and settlement costs, limit payment for settlement services to the reasonable value of the services rendered and require the maintenance and disclosure of information regarding the disposition of mortgage applications based on race, gender, geographical distribution and income level. The Bank's mortgage origination activities are subject to the Equal Credit Opportunity Act (ECOA), TILA, Home Mortgage Disclosure Act, RESPA, and Home Ownership Equity Protection Act, and the regulations promulgated under these acts, among other additional state and federal laws, regulations and rules.

The Bank's mortgage origination activities are also subject to Regulation Z, which implements TILA. Certain provisions of Regulation Z require mortgage lenders to make a reasonable and good faith determination, based on verified

and documented information, that a consumer applying for a mortgage loan has a reasonable ability to repay the loan according to its terms. Alternatively, a mortgage lender can originate "qualified mortgages", which are generally defined as mortgage loans without negative amortization, interest-only payments, balloon payments, terms exceeding 30 years, and points and fees paid by a consumer equal to or less than 3% of the total loan amount. Higher-priced qualified mortgages (e.g., sub-prime loans) receive a rebuttable presumption of compliance with ability-to-repay rules, and other qualified mortgages (e.g., prime loans) are deemed to comply with the ability-to-repay rules. The Corporation's Mortgage Banking segment predominately originates mortgage loans that comply with Regulation Z's "qualified mortgage" rules.

In addition to certain regulations applicable to the Bank's mortgage origination activities, C&F Mortgage is subject to the rules and regulations of, and examination by, the Department of Housing and Urban Development (HUD), the FHA, the USDA, the VA and state regulatory authorities with respect to originating, processing and selling mortgage loans. Those rules and regulations, among other things, establish standards for loan origination, prohibit discrimination, provide for inspections and appraisals of property, require credit reports on prospective borrowers and, in some cases, restrict certain loan features and fix maximum interest rates and fees.

Consumer Financing Regulation. C&F Finance also is regulated by the VBFI and the states and jurisdictions in which it operates, and its lending operations are subject to numerous federal regulations over which the CFPB has rulemaking authority and regarding which enforcement authority is shared by the Federal Reserve Board, the FDIC, the Department of Justice and the Federal Trade Commission. The VBFI regulates and enforces laws relating to consumer lenders and sales finance agencies such as C&F Finance. Such rules and regulations generally provide for licensing of sales finance agencies; limitations on amounts, duration and charges, including interest rates, for various categories of loans; requirements as to the form and content of finance contracts and other documentation; and restrictions on collection practices and creditors' rights.

Certain federal regulatory agencies, and in particular, the CFPB, the Federal Trade Commission, and the Federal Reserve Board, have recently become more active in investigating the products, services and operations of banks and other finance companies engaged in auto finance activities. These investigations have extended to banks that engage in indirect automobile lending, and the CFPB has released regulatory guidance that deems automobile lenders within the CFPB's jurisdiction responsible for ECOA noncompliance even if such noncompliance is a result of dealer lending practices. As of January 1, 2017, the Corporation and C&F Finance are not subject to supervision by the CFPB.

Other Regulations

Prompt Correction Action. The federal banking agencies have broad powers under current federal law to take prompt corrective action to resolve problems of insured depository institutions. The extent of these powers depends upon whether the institution in question is "well capitalized," "adequately capitalized," "undercapitalized," "significantly undercapitalized" or "critically undercapitalized." These terms are defined under uniform regulations issued by each of the federal banking agencies regulating these institutions. An insured depository institution which is less than adequately capitalized must adopt an acceptable capital restoration plan, is subject to increased regulatory oversight and is increasingly restricted in the scope of its permissible activities. As of December 31, 2016, the Bank was considered "well capitalized."

Incentive Compensation. The Federal Reserve Board, the Office of the Comptroller of the Currency (OCC) and the FDIC have issued regulatory guidance (the Incentive Compensation Guidance) intended to ensure that the incentive compensation policies of banking organizations do not undermine the safety and soundness of such organizations by encouraging excessive risk-taking. The Federal Reserve will review, as part of the regular, risk-focused examination process, the incentive compensation arrangements of banking organizations, such as the Corporation, that are not "large, complex banking organizations." The findings will be included in reports of examination, and deficiencies will be incorporated into the organization's supervisory ratings. Enforcement actions may be taken against a banking organization if its incentive compensation arrangements, or related risk-management control or governance processes, pose a risk to the organization's safety and soundness and the organization is not taking prompt and effective measures to correct the deficiencies.

In 2016, the SEC and the federal banking agencies proposed rules that prohibit covered financial institutions (including bank holding companies and banks) from establishing or maintaining incentive-based compensation

arrangements that encourage inappropriate risk taking by providing covered persons (consisting of senior executive officers and significant risk takers, as defined in the rules) with excessive compensation, fees or benefits that could lead to material financial loss to the financial institution. The proposed rules outline factors to be considered when analyzing whether compensation is excessive and whether an incentive-based compensation arrangement encourages inappropriate risks that could lead to material loss to the covered financial institution, and establishes minimum requirements that incentive-based compensation arrangements must meet to be considered to not encourage inappropriate risks and to appropriately balance risk and reward. The proposed rules also impose additional corporate governance requirements on the boards of directors of covered financial institutions and imposes additional record-keeping requirements. The comment period for these proposed rules has closed and a final rule has not yet been published.

Confidentiality and Required Disclosures of Customer Information. The Corporation is subject to various laws and regulations that address the privacy of nonpublic personal financial information of consumers. The Gramm-Leach-Bliley Act and certain regulations issued thereunder protect against the transfer and use by financial institutions of consumer nonpublic personal information. A financial institution must provide to its customers, at the beginning of the customer relationship and annually thereafter, the institution's policies and procedures regarding the handling of customers' nonpublic personal financial information. These privacy provisions generally prohibit a financial institution from providing a customer's personal financial information to unaffiliated third parties unless the institution discloses to the customer that the information may be so provided and the customer is given the opportunity to opt out of such disclosure. In 2016, the CFPB proposed rules that provide an exception to the requirement to deliver an annual privacy notice if a financial institution only provides nonpublic personal information to unaffiliated third parties under limited exceptions under the Gramm-Leach-Bliley Act and related regulations, and has not changed its policies and practices regarding disclosure of nonpublic personal financial information from those disclosed in the most recent privacy notice provided to the customer.

The Corporation is also subject to various laws and regulations that attempt to combat money laundering and terrorist financing. The Bank Secrecy Act requires all financial institutions to, among other things, create a system of controls designed to prevent money laundering and the financing of terrorism, and imposes recordkeeping and reporting requirements. The USA Patriot Act added regulations to facilitate information sharing among governmental entities and financial institutions for the purpose of combating terrorism and money laundering, and requires financial institutions to establish anti-money laundering programs. The Office of Foreign Assets Control (OFAC), which is a division of the Treasury, is responsible for helping to ensure that United States entities do not engage in transactions with "enemies" of the United States, as defined by various Executive Orders and Acts of Congress. If the Bank finds a name of an "enemy" of the United States on any transaction, account or wire transfer that is on an OFAC list, it must freeze such account or place transferred funds into a blocked account, and report it to OFAC.

Although these laws and programs impose compliance costs and create privacy obligations and, in some cases, reporting obligations, and compliance with all of the laws, programs, and privacy and reporting obligations may require significant resources of the Corporation and the Bank, these laws and programs do not materially affect the Bank's products, services or other business activities.

Stress Testing. As required by the Dodd-Frank Act, the federal banking agencies have implemented stress testing requirements for certain financial institutions, including bank holding companies and state chartered banks, with more than $10 billion in total consolidated assets. Although these requirements do not apply to institutions with less than $10 billion in total consolidated assets, the federal banking agencies emphasize that all banking organizations, regardless of size, should have the capacity to analyze the potential effect of adverse market conditions or outcomes on the organization's financial condition. Based on existing regulatory guidance, the Corporation and the Bank will be expected to consider the institution's interest rate risk management, commercial real estate loan concentrations and other credit-related information, and funding and liquidity management during this analysis of adverse market conditions or outcomes.

Volcker Rule. The Dodd-Frank Act prohibits bank holding companies and their subsidiary banks from engaging in proprietary trading except in limited circumstances, and places limits on ownership of equity investments in private equity and hedge funds (the Volcker Rule). The Corporation believes that its financial condition and its operations are not and will not be significantly affected by the Volcker Rule or its implementing regulations.

Future Regulation

From time to time, various legislative and regulatory initiatives are introduced in Congress and state legislatures, as well as by regulatory agencies. Such initiatives may include proposals to expand or contract the powers of bank holding companies and depository institutions or proposals to substantially change the financial institution regulatory system. Such legislation could change banking statutes and the operating environment of the Corporation in substantial and unpredictable ways. If enacted, such legislation could increase or decrease the cost of doing business, limit or expand permissible activities or affect the competitive balance among banks, savings associations, credit unions, and other financial institutions. The Corporation cannot predict whether any such legislation will be enacted, and, if enacted, the effect that it, or any implementing regulations, would have on the financial condition or results of operations of the Corporation. A change in statutes, regulations or regulatory policies applicable to the Corporation or any of its subsidiaries could have a material effect on the business of the Corporation.

Available Information

The Corporation's SEC filings are filed electronically and are available to the public over the Internet at the SEC's web site at http://www.sec.gov. In addition, any document filed by the Corporation with the SEC can be read and copied at the SEC's public reference facilities at 100 F Street, N.E., Room 1580, Washington, D.C. 20549. Copies of documents can be obtained at prescribed rates by writing to the Public Reference Section of the SEC at 100 F Street, N.E., Washington, D.C. 20549. The public may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The Corporation's SEC filings also are available through our web site at http://www.cffc.com under "Investor Relations/SEC Filings" as of the day they are filed with the SEC. Copies of documents also can be obtained free of charge by writing to the Corporation's secretary at P.O. Box 391, West Point, VA 23181 or by calling 804-843-2360.

ITEM 1A. RISK FACTORS

Risks Related to the Corporation's Operations

Deterioration in the soundness of our counterparties or disruptions to credit markets could adversely affect us.

Our ability to engage in routine funding transactions could be adversely affected by the actions and commercial soundness of other financial institutions. Financial services institutions are interrelated as a result of trading, clearing, counterparty or other relationships, and we routinely execute transactions with counterparties in the financial industry, including brokers and dealers, commercial banks, and other institutional clients. As a result, defaults by, or even rumors or questions about, one or more financial services institutions, or the financial services industry generally, could create another market-wide liquidity crisis similar to that experienced in late 2008 and early 2009 and could lead to losses or defaults by us or by other institutions. In addition, temporary disruptions in the credit and liquidity markets could restrict the flow of capital to credit markets and financial institutions, and future disruptions could restrict our ability to engage in routine funding transactions and adversely affect our liquidity. There is no assurance that the failure of our counterparties would not materially adversely affect the Corporation's results of operations.

We are subject to interest rate risk and fluctuations in interest rates may negatively affect our financial performance.

Our profitability depends in substantial part on our net interest margin, which is the difference between the interest earned on loans, securities and other interest-earning assets, and interest paid on deposits and borrowings divided by total interest-earning assets. Changes in interest rates will affect our net interest margin in diverse ways, including the pricing of loans and deposits, the levels of prepayments and asset quality. We are unable to predict actual fluctuations of market interest rates because many factors influencing interest rates are beyond our control. We believe that our current interest rate exposure is manageable and does not indicate any significant exposure to interest rate changes. On December 14, 2016, the Federal Open Market Committee (FOMC) approved its second increase in a decade to the target range for the federal funds rate, which is the interest rate at which depository institutions lend reserve balances to other depository institutions overnight, to 0.50%-0.75%. We believe this change demonstrated the FOMC's increasing optimism about the U.S. economy and signaled interest rates would rise at a faster pace than previously projected. The FOMC's monetary policy remains accommodative after this increase, thereby supporting some further strengthening in labor markets and a

return to two percent inflation. Despite this 25 basis point increase in the federal funds rate, we are expecting continued pressure on our net interest margin due to continued low market rates and intense competition for loans and deposits from both local and national financial institutions. In addition, a significant portion of C&F Finance's funding is indexed to short-term interest rates and reprices as short-term interest rates change. An upward movement in interest rates may result in an unfavorable pricing disparity between C&F Finance's fixed rate loan portfolio and its adjustable-rate borrowings. Continued pressure on our net interest margin could adversely affect our results of operations.

Our business is subject to various lending and other economic risks that could adversely affect our results of operations and financial condition.

Deterioration in economic conditions could adversely affect our business. Our business is directly affected by general economic and market conditions; broad trends in industry and finance; legislative and regulatory changes; changes in governmental monetary and fiscal policies; and inflation, all of which are beyond our control. A deterioration in economic conditions, in particular a prolonged economic slowdown within our geographic region, could result in the following consequences, any of which could hurt our business materially: an increase in loan delinquencies; an increase in problem assets and foreclosures; a decline in demand for our products and services; and a deterioration in the value of collateral for loans made by our various business segments.

Adverse changes in economic conditions in our market areas or adverse conditions in an industry on which a local market in which we do business could adversely affect our results of operations and financial condition.

We provide full service banking and other financial services in the Hampton to Charlottesville corridor in Virginia. Our loan and deposit activities are directly affected by, and our financial success depends on, economic conditions within these markets, as well as conditions in the industries on which those markets are economically dependent. A deterioration in local economic conditions or in the condition of an industry on which a local market depends, such as the U.S. military and related defense contractors and industries, could adversely affect such factors as unemployment rates, business formations and expansions and housing market conditions. Adverse developments in any of these factors could result in among other things, a decline in loan demand, a reduction in the number of creditworthy borrowers seeking loans, an increase in delinquencies, defaults and foreclosures, an increase in classified and nonaccrual loans, a decrease in the value of loan collateral, and a decline in the financial condition of borrowers and guarantors, any of which could adversely affect our financial condition or business.

Our level of credit risk is higher due to the concentration of our loan portfolio in commercial loans and in consumer finance loans.

At December 31, 2016, 39 percent of our loan portfolio consisted of commercial, financial and agricultural loans, which include loans secured by real estate for builder lines, acquisition and development and commercial development, as well as commercial loans secured by personal property. These loans generally carry larger loan balances and involve a greater degree of financial and credit risk than home equity and residential loans. The increased financial and credit risk associated with these types of loans is a result of several factors, including the concentration of principal in a limited number of loans and to borrowers in similar lines of business, the size of loan balances, the effects of general economic conditions on income-producing properties and the increased difficulty of evaluating and monitoring these types of loans.

At December 31, 2016, 30 percent of our loan portfolio consisted of consumer finance loans that provide automobile financing for customers in the non-prime market. During periods of economic slowdown or recession, delinquencies, defaults, repossessions and losses may increase in this portfolio. Significant increases in the inventory of used automobiles during periods of economic recession may also depress the prices at which we may sell repossessed automobiles or delay the timing of these sales. Because we focus on non-prime borrowers, the actual rates of delinquencies, defaults, repossessions and losses on these loans are higher than those experienced in the general automobile finance industry and could be dramatically affected by a general economic downturn. In addition, our servicing costs may increase without a corresponding increase in our finance charge income. While we manage the higher risk inherent in loans made to non-prime borrowers through our underwriting criteria for installment sales contracts we purchase and collection methods, we cannot guarantee that these criteria or methods will ultimately provide adequate protection against these risks.

Competition from other financial institutions and financial intermediaries may adversely affect our profitability.

We face substantial competition in originating loans and in attracting deposits. Our competition in originating loans and attracting deposits comes principally from other banks, mortgage banking companies, consumer finance companies, savings associations, credit unions, brokerage firms, insurance companies and other institutional lenders and purchasers of loans. Additionally, banks and other financial institutions with larger capitalization and financial intermediaries not subject to bank regulatory restrictions have larger lending limits and are thereby able to serve the credit needs of larger clients. These institutions may be able to offer the same loan products and services that we offer at more competitive rates and prices. Increased competition could require us to increase the rates we pay on deposits or lower the rates we offer on loans, which could adversely affect our profitability.

Weakness in the secondary residential mortgage loan markets will adversely affect income from our mortgage company.

One of the components of our strategic plan is to generate significant noninterest income from C&F Mortgage, which originates a variety of residential loan products for sale into the secondary market. Interest rates, low housing inventory, cash buyers, new mortgage lending regulations and other market conditions have a direct effect on loan originations across the industry.

In addition, deterioration in economic conditions may also cause borrowers to default on their mortgages. This may result in potential repurchase or indemnification liability to C&F Mortgage on residential mortgage loans originated and sold into the secondary market in the event of claims by investors of borrower misrepresentation, fraud, early-payment default, or underwriting error, as investors attempt to minimize their losses. We cannot be assured that a prolonged period of payment defaults and foreclosures will not result in an increase in requests for repurchases or indemnifications, or that established reserves will be adequate, which could adversely affect the Corporation's net income.

Our risk management framework may not be effective in mitigating risk and loss.

We maintain an enterprise risk management program that is designed to identify, quantify, monitor report and control the risks we face. These risks include, but are not limited to, interest rate, credit, liquidity, operational, reputation, legal, compliance, economic and litigation risk. Although we assess our risk management program on an ongoing basis and make identified improvements to it, we can give no assurance that this approach and risk management framework (including related controls) will effectively mitigate the risks listed above or limit losses that we may incur. If our risk management program has flaws or gaps, or if our risk management controls do not function effectively, our results of operations, financial condition or business may be adversely affected.

Our home lending profitability could be significantly reduced if we are not able to originate and sell a high volume of mortgage loans.

The existence of an active secondary market is a critical component of C&F Mortgage's ability to generate income from the sale of loans to investors. Active secondary markets for residential mortgages depend upon the continuation of programs currently offered by government-sponsored enterprises (GSEs) (such as Fannie Mae and Freddie Mac), the FHA, the VA, the USDA, and state bond programs, which account for a substantial portion of the secondary market in residential mortgage loans. Because the largest participants in the secondary market are GSEs whose activities are governed by federal law, any future changes in laws that significantly affect the activity of the GSEs could adversely affect our mortgage company's operations. Further, in September 2008, Fannie Mae and Freddie Mac were placed into conservatorship by the U.S. government. Although to date, the conservatorship has not had a significant or adverse effect on our operations, it is unclear whether further changes or reforms would adversely affect our operations. Although we sell loans to various intermediaries, the ability of these aggregators to purchase loans would be limited if the GSEs cease to exist or materially limit their purchases of mortgage loans.

Compliance with the CFPB regulations aimed at the mortgage banking industry may require substantial changes to mortgage lending systems and processes that may adversely affect income from our mortgage company.

Pursuant to the Dodd-Frank Act and the subsequent final rules issued by the CFPB in January 2013 amending Regulation Z, as implemented by the Truth in Lending Act, effective January 2014 mortgage lenders are responsible for making a reasonable and good faith determination, based on verified and documented information, that a consumer applying for a mortgage loan has a reasonable ability to repay the loan according to its terms. These CFPB rules require a mortgage lender to either (i) originate "qualified mortgages," defined as loans that do not include negative amortization, interest-only payments, balloon payments, or terms longer than 30 years; or (ii) originate loans that consider eight separate underwriting factors that are identified in the CFPB rules to evaluate each borrower's ability to repay. In June 2015, the CFPB issued rules that combined disclosures previously established by TILA and RESPA into a single disclosure referred to as the TILA-RESPA Integrated Disclosure, or TRID. During 2015, C&F Mortgage implemented drastically new processes and systems in order to comply with TRID. TRID applies to most closed-end mortgage loans and overhauls the manner in which mortgage loan origination disclosures are made pursuant to TILA (Regulation Z) and RESPA. These CFPB rules, in addition to other previously-issued and to-be-issued CFPB regulations, could materially affect our ability to originate and sell a high volume of mortgage loans, which could adversely affect our financial condition and results of operations.

An increase in interest rates may reduce our mortgage revenues, which would negatively affect our noninterest income.

Our Mortgage Banking segment provides a significant portion of our noninterest income. We generate gains on sales of mortgage loans primarily from sales of mortgage loans that we originate. In a rising or higher interest rate environment, our originations of mortgage loans may decrease, resulting in fewer loans that are available to be sold to investors. This would result in a decrease in noninterest income. In addition, our results of operations are affected by the amount of noninterest expenses (including for personnel and systems infrastructure) associated with mortgage banking activities. During periods of reduced loan demand, our results of operations may be adversely affected to the extent that we are unable to reduce expenses commensurate with the decline in mortgage loan origination activity.

If our allowance for loan losses becomes inadequate, our results of operations may be adversely affected.

Making loans is an essential element of our business. The risk of nonpayment is affected by a number of factors, including but not limited to: the duration of the credit; credit risks of a particular customer; changes in economic and industry conditions; and, in the case of a collateralized loan, risks resulting from uncertainties about the future value of the collateral. Although we seek to mitigate risks inherent in lending by adhering to specific underwriting practices, our loans may not be repaid. We attempt to maintain an appropriate allowance for loan losses to provide for losses in our loan portfolio. Our allowance for loan losses at our Retail Banking segment is determined by analyzing numerous factors about the loan portfolio including historical loan losses for relevant periods of time, current trends in delinquencies and charge-offs, current economic conditions that may affect a borrower's ability to repay and the value of collateral, changes in the size and composition of the loan portfolio and industry information. Also included in our estimates for loan losses at this segment are qualitative considerations with respect to the effect of potential economic events, the outcome of which are uncertain.

Our allowance for loan losses at our Consumer Finance segment is determined by analyzing delinquency rates and trends in deferrals, defaults, repossessions and loans charged off. Allowance factors also include an analysis of charge-off history for relevant periods of time, which can vary depending on economic conditions and our judgment based on the overall analysis of the lending environment.

Because any estimate of loan losses is necessarily subjective and the accuracy of any estimate depends on the outcome of future events, we face the risk that charge-offs in future periods will exceed our allowance for loan losses and that additional increases in the allowance for loan losses will be required. Additions to the allowance for loan losses would result in a decrease of our net income. Although we believe our allowance for loan losses is adequate to absorb probable losses in our loan portfolio, we cannot predict such losses or that our allowance will be adequate in the future.

Our real estate lending business can result in increased costs associated with foreclosed properties.

Because we originate loans secured by real estate, we may have to foreclose on the collateral property to protect our investment and may thereafter own and operate such property, in which case we are exposed to the risks inherent in the ownership of real estate. The amount that we, as a mortgagee, may realize after a default is dependent upon factors outside of our control, included, but not limited to general or local economic conditions, environmental cleanup liability, neighborhood values, interest rates, real estate tax rates, operating expenses of the mortgaged properties, and supply of and demand for properties. Certain expenditures associated with the ownership of income-producing real estate, principally real estate taxes and maintenance costs, may adversely affect the net cash flows generated by the real estate. Therefore, the cost of operating income-producing real property may exceed the rental income earned from such property, and we may have to advance funds in order to protect our investment or we may be required to dispose of the real property at a loss.

Our deposit insurance premiums could increase in the future, which may adversely affect our future financial performance.

The FDIC insures deposits at FDIC insured financial institutions, including the Bank. The FDIC charges insured financial institutions premiums to maintain the DIF at a certain level. Economic conditions since 2008 increased the rate of bank failures, requiring the FDIC to make payments for insured deposits from the DIF and prepare for future payments from the DIF. A depository institution's deposit insurance assessment is calculated based on the institution's total assets less tangible equity, rather than the previous base of total deposits. The Bank's FDIC insurance premiums could increase in future periods if the Bank's asset size increases, if the FDIC raises base assessment rates, or if the FDIC takes other actions to replenish the DIF.

We may incur losses on purchased loans that are materially greater than reflected in our fair value adjustments.

We accounted for the CVBK acquisition under the acquisition method of accounting, recording the acquired assets and liabilities of CVBK at fair value based on acquisition accounting adjustments. We recorded at fair value all purchased credit-impaired loans acquired based on the present value of their expected cash flows. We estimated cash flows using specific credit reviews of certain loans, quantitative credit risk, interest rate risk and prepayment risk models, and qualitative economic and environmental assessments, each of which uses assumptions about matters that are inherently uncertain, and involves the exercise of our best judgment in making those assumptions. We may not realize the estimated cash flows or fair value of these loans. In addition, although the difference between the pre-acquisition carrying value of purchased credit-impaired loans and their expected cash flows - the nonaccretable difference - is available to absorb future charge-offs, we may be required to increase our allowance for loan losses and related provision expense due to subsequent additional credit deterioration in these loans.

For more information see, "Critical Accounting Policies – Loans Acquired in a Business Combination" in Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations" in this report.

Acquisition of CVBK's assets and assumption of CVBK's liabilities may expose us to intangible asset risk, which could affect our result of operations and financial condition.

In connection with accounting for the acquisition of CVBK, we recorded assets acquired and liabilities assumed at their fair value, which resulted in us recording certain intangible assets, including goodwill. Adverse conditions in our business climate, including a significant decline in future operating cash flows, a significant change in our stock price or market capitalization, or a deviation from our expected growth rate and performance, may significantly affect the fair value of any goodwill (including goodwill related to the CVBK acquisition) and may trigger impairment losses, which could be materially adverse to our results of operations, financial condition and stock price.

We rely substantially on deposits made by customers in our target markets to provide liquidity and support growth.

Our business strategies are based on access to funding from local customer deposits. Deposit levels may be affected by a number of factors, including interest rates paid by competitors, general interest rate levels, returns available to customers on alternative investments and general economic conditions. If our deposit levels fall, we could lose a relatively low cost source of funding and our interest expense would likely increase as we obtain alternative funding to replace lost deposits. If local customer deposits are not sufficient to fund our normal operations and growth, we will look to outside sources, such as borrowings from the FHLB, which is a secured funding source. Our ability to access borrowings from the FHLB will be dependent upon whether and the extent to which we can provide collateral to secure FHLB borrowings. We may also look to federal funds purchased and brokered deposits, although the use of brokered deposits may be limited or discouraged by our banking regulators. We may also seek to raise funds through the issuance of shares of our common stock, or other equity or equity-related securities, or debt securities incluing subordinated notes as additional sources of liquidity. If we are unable to access funding sufficient to support our business operations and growth strategies or are only able to access such funding on unattractive terms, we may not be able to implement our business strategies which may negatively affect our financial performance.

We are subject to security and operational risks relating to our use of technology that could damage our reputation and our business.

In the ordinary course of business, the Corporation collects and stores sensitive data, including proprietary business information and personally identifiable information of our customers and employees, in systems and on networks. The secure processing, maintenance and use of this information is critical to operations and the Corporation's business strategy. The Corporation has invested in information security technologies and continually reviews processes and practices that are designed to protect its networks, computers and data from damage or unauthorized access. Despite these security measures, the Corporation's computer systems and infrastructure may be vulnerable to attacks by hackers or breached due to employee error, malfeasance or other disruptions. Security breaches, including cyber incidents and hacking events, have been experienced by several of the world's largest financial institutions that utilize sophisticated security tools to prevent such breaches, incidents and events. Any security breach that we experience could expose us to possible liability and damage our reputation. We rely on standard security systems and procedures to provide the security and authentication necessary to effect secure collection, transmission and storage of sensitive data. These systems and procedures include but are not limited to (i) regular penetration testing of our network perimeter, (ii) regular employee training programs on sound security practices, (iii) deployment of tools to monitor our network including intrusion prevention and detection systems, electronic mail spam filters, anti-virus and anti-malware, resource logging and patch management, (iv) multifactor authentication for customers using treasury management tools, and (v) enforcement of security policies and procedures for the additions and maintenance of user access and rights to resources.

While most of our core data processing is conducted internally, certain key applications are outsourced to third party providers. If our third party providers encounter difficulties or if we have difficulty in communicating with such third parties, it will significantly affect our ability to adequately process and account for customer transactions, which would significantly affect our business operations and reputation. Additionally, in recent years banking regulators have focused on the responsibilities of financial institutions to supervise vendors and other third-party service providers. We may have to dedicate significant resources to manage risks and regulatory burdens presented by our relationship with vendors and third-party service providers, including our data processing and cybersecurity service providers.

Business counterparties, over which the Corporation may have limited or no control, may experience disruptions that could adversely affect the Corporation.

Multiple major U.S. retailers have experienced data systems incursions in recent years reportedly resulting in the thefts of credit and debit card information, online account information, and other financial data of tens of millions of the retailers' customers. Retailer incursions may affect debit cards issued and deposit accounts maintained by many banks, including C&F Bank. Although the Corporation is not aware of any instance in which the Corporation's or the Bank's systems have been breached in a retailer incursion, these events can cause the Bank to reissue a significant number of cards and take other costly steps to avoid significant theft loss to the Bank and its customers. In some cases, the Bank may be required to reimburse customers for the losses they incur. Other possible points of intrusion or disruption not within the

Corporation's nor the Bank's control include internet service providers, electronic mail portal providers, social media portals, distant-server (or "cloud") service providers, electronic data security providers, telecommunications companies and smart phone manufacturers.

Our business is technology dependent and an inability to invest in technological improvements may adversely affect results of operations and financial condition.

The financial services industry is undergoing rapid technological changes with frequent introductions of new technology-driven products and services, which may require substantial capital expenditures to modify or adapt existing products and services. In addition to enhancing customer service, the effective use of technology increases efficiency and results in reduced costs, although a financial institution's initial investment in a technology product or service may represent a significant incremental cost. Our future success will depend in part upon our ability to create synergies in our operations through the use of technology and to facilitate the ability of customers to engage in financial transactions in a manner that enhances the customer experience. We cannot assure that technological improvements will increase operational efficiency or that we will be able to effectively implement new technology-driven products and services or be successful in marketing these products and services to our customers, which may cause the Corporation to lose market share or incur additional expense.

Changes in accounting standards and management's selection of accounting methods, including assumptions and estimates, could materially affect our financial statements.

From time to time, the SEC and the Financial Accounting Standards Board (FASB) change the financial accounting and reporting standards that govern the preparation of the Corporation's financial statements. These changes can be hard to predict and can materially affect how the Corporation records and reports its financial condition and results of operations. In some cases, the Corporation could be required to apply a new or revised standard retroactively, resulting in changes to previously reported financial results, or a cumulative charge to retained earnings. In addition, management is required to use certain assumptions and estimates in preparing our financial statements, including determining the fair value of certain assets and liabilities, among other items. If the assumptions or estimates are incorrect, the Corporation may experience unexpected material consequences.

We rely heavily on our management team and the unexpected loss of key officers may adversely affect our operations.

We believe that our growth and future success will depend in large part on the skills of our executive officers. We also depend upon the experience of the officers of our subsidiaries and on their relationships with the communities they serve. The loss of the services of one or more of these officers could disrupt our operations and impair our ability to implement our business strategy, which could adversely affect our business, financial condition and results of operations.

The success of our business strategies depends on our ability to identify and recruit individuals with experience and relationships in our primary markets.

The successful implementation of our business strategy will require us to continue to attract, hire, motivate and retain skilled personnel to develop new customer relationships as well as new financial products and services. The market for qualified management personnel is competitive. In addition, the process of identifying and recruiting individuals with the combination of skills and attributes required to carry out our strategy is often lengthy, and we may not be able to effectively integrate these individuals into our operations. Our inability to identify, recruit and retain talented personnel to manage our operations effectively and in a timely manner could limit our growth, which could materially adversely affect our business.

Our corporate culture has contributed to our success, and if we cannot maintain this culture as we grow, we could lose the beneficial aspects fostered by our culture, which could harm our business.

We believe that a critical contributor to our success has been our corporate culture, which focuses on building personal relationships with our customers. As our organization grows, and we are required to implement more complex

organizational management structures, we may find it increasingly difficult to maintain the beneficial aspects of our corporate culture. This could negatively affect our future success.

Risks Related to the Regulation of the Corporation

Compliance with laws, regulations and supervisory guidance, both new and existing, may adversely affect our business, financial condition and results of operations.

We are subject to numerous laws, regulations and supervision from both federal and state agencies. During the past few years, there has been an increase in regulation of the financial services industry. We expect this increased level of oversight to continue. Failure to comply with these laws and regulations could result in financial, structural and operational penalties, including receivership. In addition, establishing systems and processes to achieve compliance with these laws and regulations may increase our costs and/or limit our ability to pursue certain business opportunities.

Laws and regulations, and any interpretations and applications with respect thereto, generally are intended to benefit consumers, borrowers and depositors, but not stockholders. The legislative and regulatory environment is beyond our control, may change rapidly and unpredictably and may negatively influence our revenues, costs, earnings, and capital levels. Our success depends on our ability to maintain compliance with both existing and new laws and regulations.

The Dodd-Frank Act could continue to increase our regulatory compliance burden and associated costs, place restrictions on certain products and services, and limit our future capital raising strategies.

A wide range of regulatory initiatives directed at the financial services industry have been proposed in recent years. One of those initiatives, the Dodd-Frank Act, represents a sweeping overhaul of the financial services industry regulatory environment within the United States and implements significant changes in the financial regulatory landscape, including through regulations issued pursuant to the Dodd-Frank Act, that will affect all financial institutions, including the Corporation. The Dodd-Frank Act and regulations adopted pursuant and related thereto have increased and will likely continue to increase our regulatory compliance burden and may have a material adverse effect on us, by increasing the costs associated with our regulatory examinations and compliance measures. The federal regulatory agencies, and particularly bank regulatory agencies, have been given significant discretion in drafting the Dodd-Frank Act's implementing rules and regulations, some of which have not been finalized. Consequently, the complete effect of the Dodd-Frank Act will depend on the final implementing rules and regulations, and it remains too early to fully assess the complete effect of the Dodd-Frank Act and related regulatory rulemaking processes on our business, financial condition or results of operations.

The Dodd-Frank Act increases regulatory supervision and examination of bank holding companies and their banking and non-banking subsidiaries, which could increase our regulatory compliance burden and costs and restrict our ability to generate revenues from non-banking operations. The Dodd-Frank Act imposes more stringent capital requirements on bank holding companies, which when considered in connection with the Basel III Final Rules and related regulatory capital rules could significantly limit our future capital strategies. The Dodd-Frank Act also increases regulation of derivatives and hedging transactions, which could limit our ability to enter into, or increase the costs associated with, interest rate hedging transactions.

The Consumer Financial Protection Bureau may increase our regulatory compliance burden and could affect the consumer financial products and services that we offer.

Among the Dodd-Frank Act's significant regulatory changes, the Dodd-Frank Act created a new financial consumer protection agency, the CFPB. The CFPB is reshaping the consumer financial laws through rulemaking and enforcement of the Dodd-Frank Act's prohibitions against unfair, deceptive and abusive consumer finance products or practices, which are directly affecting the business operations of financial institutions offering consumer financial products or services, including the Corporation. This agency's broad rulemaking authority includes identifying practices or acts that are unfair, deceptive or abusive in connection with any consumer financial transaction or consumer financial product or service. Although the CFPB has jurisdiction over banks with $10 billion or greater in assets, rules, regulations and policies issued by the CFPB may also apply to the Corporation or its subsidiaries by virtue of the adoption of such policies and

best practices applied by the Federal Reserve and the FDIC. Further, the CFPB may include its own examiners in regulatory examinations by the Corporation's primary regulators. The total costs and limitations related to this additional regulatory agency and the limitations and restrictions that will be placed upon the Corporation with respect to its consumer product and service offerings have yet to be determined in their entirety. However, these costs, limitations and restrictions are producing, and may continue to produce, significant, material effects on our business, financial condition and results of operations.

The Basel III Final Rules require higher levels of capital and liquid assets, which could adversely affect the Corporation's net income and return on equity.

The Basel III Final Rules represent the most comprehensive overhaul of the U.S. banking capital framework in over two decades. This new capital framework and related changes to the standardized calculations of risk-weighted assets are complex and create additional compliance burdens, especially for community banks. The Basel III Final Rules require bank holding companies and their subsidiaries, such as the Corporation and C&F Bank, to maintain significantly more capital as a result of higher required capital levels and more demanding regulatory capital risk weightings and calculations. As a result of the Basel III Final Rules, many community banks could be forced to limit banking operations, activities and growth of loan portfolios, in order to focus on retention of earnings to improve capital levels. The Corporation believes that it maintains sufficient levels of Tier 1 and Common Equity Tier 1 capital to comply with the Basel III Final Rules. However, the Corporation can offer no assurances with regard to the ultimate effect of the Basel III Final Rules, and satisfying increased capital requirements imposed by the Basel III Final Rules may require the Corporation to limit its banking operations, retain net income or reduce dividends to improve regulatory capital levels, which could negatively affect our business, financial condition and results of operations.

Our earnings are significantly affected by the fiscal and monetary policies of the federal government and its agencies.

The policies of the Federal Reserve affect us significantly. The Federal Reserve regulates the supply of money and credit in the United States. Its policies directly and indirectly influence the rate of interest earned on loans and paid on borrowings and interest-bearing deposits and can also affect the value of financial instruments we hold. Those policies determine to a significant extent our cost of funds for lending and investing. Changes in those policies are beyond our control and are difficult to predict. Federal Reserve policies can also affect our borrowers, potentially increasing the risk that they may fail to repay their loans. For example, a tightening of the money supply by the Federal Reserve could reduce the demand for a borrower's products and services. This could adversely affect the borrower's earnings and ability to repay a loan, which could have a material adverse effect on our financial condition and results of operations.

Risks Related to the Corporation's Common Stock

Our common stock price may be volatile, which could result in losses to our investors.

Our common stock price has been volatile in the past and several factors could cause the price to fluctuate in the future. These factors include, but are not limited to, actual or anticipated variations in earnings, changes in analysts' recommendations or projections with regard to our common stock or the markets and businesses in which we operate, operations and stock performance of other companies deemed to be peers, and reports of trends and concerns and other issues related to the financial services industry. Fluctuations in our common stock price may be unrelated to our performance. General market declines or market volatility in the future, especially in the financial institutions sector, could adversely affect the price of our common stock, and the current market price may not be indicative of future market prices.

Future sales of our common stock by shareholders or the perception that those sales could occur may cause our common stock price to decline.

Although our common stock is listed for trading on NASDAQ Global Select Market, the trading volume in our common stock may be lower than that of other larger financial institutions. A public trading market having the desired characteristics of depth, liquidity and orderliness depends on the presence in the marketplace of willing buyers and sellers of the common stock at any given time. This presence depends on the individual decisions of investors and general economic and market conditions over which we have no control. Given the potential for lower relative trading volume in

our common stock, significant sales of the common stock in the public market, or the perception that those sales may occur, could cause the trading price of our common stock to decline or to be lower than it otherwise might be in the absence of these sales or perceptions.

Future issuances of our common stock could adversely affect the market price of the common stock and could be dilutive.

We may issue additional shares of common stock or securities that are convertible into or exchangeable for, or that represent the right to receive, shares of our common stock. Issuances of a substantial number of shares of our common stock, or the expectation that such issuances might occur, including in connection with acquisitions, could materially adversely affect the market price of the shares of our common stock and could be dilutive to shareholders. Any decision we make to issue common stock in the future will depend on market conditions and other factors, and we cannot predict or estimate the amount, timing, or nature of possible future issuances of our common stock. Accordingly, our common shareholders bear the risk that future issuances of our securities will reduce the market price of the common stock and dilute their stock holdings in the Corporation.

We rely on dividends from our subsidiaries for substantially all of our revenue

The Corporation is a bank holding company that conducts substantially all of its operations through the Bank and the Bank's subsidiaries. As a result, the Corporation relies on dividends from the Bank for substantially all of its revenues. There are various regulatory restrictions on the ability of the Bank to pay dividends or make other payments to the Corporation, and the Corporation's right to participate in a distribution of assets upon the Bank's liquidation or reorganization is subject to the prior claims of the Bank's creditors. If the Bank is unable to pay dividends to the Corporation, the Corporation may not be able to service its outstanding borrowings and other debt, pay its other obligations or pay a cash dividend to the holders of the Corporation's common stock, and the Corporation's business, financial condition and results of operations may be materially adversely affected. Further, although the Corporation has historically paid cash dividends to holders of its common stock, holders of common stock are not entitled to receive dividends and regulatory or economic factors may cause the Corporation's Board of Directors to consider, among other actions, the reduction of dividends paid on the Corporation's common stock even if the Bank continues to pay dividends to the Corporation.

ITEM 1B. UNRESOLVED STAFF COMMENTS

The Corporation has no unresolved comments from the SEC staff.

ITEM 2. PROPERTIES

The following describes the location and general character of the principal offices and other materially important physical properties of the Corporation.

C&F Bank owns a building located at Eighth and Main Streets in the business district of West Point, Virginia. The building, originally constructed in 1923, has three floors totaling 15,000 square feet. This building houses C&F Bank's Main Office and the main office of C&F Wealth Management Corporation.

C&F Bank owns a building located at 3600 LaGrange Parkway in Toano, Virginia. The building was acquired in 2004 and has 85,000 square feet. Portions of the building were renovated in 2005, 2014, and 2016 in order to house C&F Bank's operations center, which consists of C&F Bank's loan, deposit and administrative functions and staff.

C&F Bank owns a building located at 1400 Alverser Drive in Midlothian, Virginia. The building provides space for a branch office of C&F Bank and for a C&F Mortgage branch office, as well as C&F Mortgage's main administrative offices. This two-story building has 25,000 square feet and was constructed in 2001.

C&F Bank owns 23 other retail banking branch locations and leases one retail banking branch location and one regional commercial lending office in Virginia. Rental expense for leased locations totaled $214,000 for the year ended December 31, 2016.

C&F Mortgage's Newport News loan production office is located on the second floor of C&F Bank's Newport News branch building. In addition, C&F Mortgage has 14 loan production offices leased from nonaffiliates including 10 in Virginia, two in North Carolina, and two in Maryland. Rental expense for leased locations totaled $737,000 for the year ended December 31, 2016.

The Hampton office of C&F Finance is located on the second floor of C&F Bank's Hampton branch building. C&F Finance has a lease agreement with an unrelated third party for approximately 17,000 square feet of office space in Richmond, Virginia, which is being used for C&F Finance's headquarters and its loan and administrative functions and staff. C&F Finance has two leased offices, one each in Maryland and Tennessee. Rental expense for leased locations totaled $441,000 for the year ended December 31, 2016.

All of the Corporation's properties are in good operating condition and are adequate for the Corporation's present and anticipated future needs.

ITEM 3. LEGAL PROCEEDINGS

The Corporation and its subsidiaries may be involved in certain litigation matters arising in the ordinary course of business. Although the ultimate outcome of these matters cannot be ascertained at this time, and the results of legal proceedings cannot be predicted with certainty, we believe, based on current knowledge, that the resolution of any such matters arising in the ordinary course of business will not have a material adverse effect on the Corporation.

ITEM 4. MINE SAFETY DISCLOSURES

None.

EXECUTIVE OFFICERS OF THE REGISTRANT

Name (Age) Present Position	Business Experience During Past Five Years
Larry G. Dillon (64) . . . . . . Chairman and Chief Executive Officer	Chairman and Chief Executive Officer of the Corporation and C&F Bank since December 2014; Chairman, President and Chief Executive Officer of the Corporation and C&F Bank from 1989 to December 2014; Chairman, President and Chief Executive Officer of CVBK and CVB from September 2013 through March 2014
Thomas F. Cherry (48) . . . . . . President and Secretary	Secretary of the Corporation and C&F Bank since 2002; Director of the Corporation and C&F Bank since April 2015; President of the Corporation and the Bank since April 2016; President and Chief Financial Officer of the Corporation and C&F Bank from December 2014 to March 2016; Executive Vice President and Chief Financial Officer of the Corporation and C&F Bank from December 2004 to December 2014; Executive Vice President and Chief Financial Officer of CVBK and CVB from September 2013 through March 2014
Jason E. Long (38) . . . . . . Senior Vice President and Chief Financial Officer	Senior Vice President and Chief Financial Officer of the Corporation and C&F Bank since March 2016; First Vice President of C&F Bank from October 2014 to March 2016; Various positions, most recently Principal from April 2013 through September 2014, at the accounting firm of Yount, Hyde & Barbour, P.C. since 2002 focusing on the financial services industry
John A. Seaman, III (59). . . . . . Senior Vice President and Chief Credit Officer, C&F Bank	Senior Vice President and Chief Credit Officer of C&F Bank since October 2011 and of CVB from September 2013 through March 2014
Bryan E. McKernon (60) . . . . . . President and Chief Executive Officer, C&F Mortgage	President and Chief Executive Officer of C&F Mortgage since 1995; Director of C&F Bank since 1998
S. Dustin Crone (48) . . . . . . President, C&F Finance	President of C&F Finance since 2010

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

The Corporation's common stock is listed for trading on the NASDAQ Global Select Market of the NASDAQ Stock Market under the symbol "CFFI." As of February 28, 2017, there were approximately 2,200 shareholders of record. As of that date, the closing price of our common stock on the NASDAQ Global Select Stock Market was $47.50. Following are

the high and low sales prices as reported by the NASDAQ Stock Market, along with the dividends that were declared quarterly in 2016 and 2015.

	2016			2015		
Quarter	**High**	**Low**	**Dividends**	**High**	**Low**	**Dividends**
First	**$ 41.05**	**$ 37.02**	**$ 0.32**	**$ 39.75**	**$ 34.05**	**$ 0.30**
Second	**46.28**	**37.64**	**0.32**	**37.92**	**33.76**	**0.30**
Third	**47.00**	**40.22**	**0.32**	**38.00**	**33.20**	**0.30**
Fourth	**53.40**	**40.01**	**0.33**	**39.77**	**35.02**	**0.32**

Payment of dividends is at the discretion of the Corporation's Board of Directors and is subject to various federal and state regulatory limitations. For further information regarding payment of dividends refer to Item 1, "Business," under the heading "Limits on Dividends."

Issuer Purchases of Equity Securities

The Corporation's Board of Directors authorized a share repurchase program for the Corporation's outstanding common stock (the Repurchase Program) in May 2014, which initially expired in May 2015. In both May 2015 and May 2016, the Corporation's Board of Directors reauthorized the Repurchase Program to authorize repurchases of up to $5.0 million of the Corporation's common stock through May 2016 and May 2017, respectively. Repurchases under the Repurchase Program may be made through privately-negotiated transactions, or open-market transactions, including pursuant to a trading plan in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934 (the Exchange Act) and/or Rule 10b-18 of the Exchange Act. As of December 31, 2016, $5.0 million of the Corporation's common stock may be purchased under the Repurchase Program.

The following table summarizes repurchases of the Corporation's common stock that occurred during the three months ended December 31, 2016.

(Dollars in thousands, except for per share amounts)	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number (or Approximate Dollar Value) of Shares that May Yet Be Purchased Under the Plans or Programs
October 1, 2016 - October 31, 2016	—	$ —	—	$ 5,000
November 1, 2016 - November 30, 2016	—	—	—	5,000
December 1, 2016 - December 31, 2016[1]	5,179	50.00	—	5,000
Total	5,179	$ 50.00	—	$ 5,000

[1] These shares were withheld to satisfy tax withholding obligations arising upon the vesting of restricted shares. Accordingly, these shares are not included in the calculation of approximate dollar value of shares that may yet be purchased under the Repurchase Program.

ITEM 6. SELECTED FINANCIAL DATA

Five Year Financial Summary

(Dollars in thousands, except share and per share amounts)	2016	2015	2014	2013	2012
Selected Year-End Balances:					
Total assets	**$ 1,451,992**	$ 1,405,076	$ 1,338,187	$ 1,312,536	$ 977,215
Total shareholders' equity	**139,214**	131,059	123,610	113,180	102,394
Loans (net)	**960,162**	865,892	800,198	785,532	640,283
Total deposits	**1,119,921**	1,073,633	1,026,101	1,008,292	686,184
Summary of Operations:					
Interest income	**$ 89,439**	$ 87,049	$ 86,495	$ 80,212	$ 76,964
Interest expense	**8,968**	8,694	8,525	8,623	10,111
Net interest income	**80,471**	78,355	77,970	71,589	66,853
Provision for loan losses	**18,040**	15,512	16,330	15,085	12,405
Net interest income after provision for loan losses	**62,431**	62,843	61,640	56,504	54,448
Noninterest income	**25,627**	20,714	19,405	21,668	20,622
Noninterest expenses	**70,140**	66,174	63,557	56,599	51,042
Income before taxes	**17,918**	17,383	17,488	21,573	24,028
Income tax expense	**4,459**	4,853	5,144	7,129	7,646
Net income	**13,459**	12,530	12,344	14,444	16,382
Effective dividends on preferred stock	**—**	—	—	—	311
Net income available to common shareholders	**$ 13,459**	$ 12,530	$ 12,344	$ 14,444	$ 16,071
Per share:					
Earnings per common share—basic	**$ 3.90**	$ 3.68	$ 3.63	$ 4.37	$ 5.00
Earnings per common share—assuming dilution	**3.89**	3.68	3.59	4.19	4.86
Dividends per common share	**1.29**	1.22	1.19	1.16	1.08
Weighted average number of shares—assuming dilution	**3,455,883**	3,401,834	3,436,278	3,443,982	3,305,902
Significant Ratios:					
Return on average assets	**0.96 %**	0.92 %	0.93 %	1.35 %	1.71 %
Return on average common equity	**9.90**	9.87	10.32	13.39	17.05
Dividend payout ratio – common shares	**33.08**	33.20	32.80	26.61	21.60
Average common equity to average assets	**9.65**	9.29	9.02	10.07	10.03

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Cautionary Statement Regarding Forward-Looking Statements

This report contains statements concerning the Corporation's expectations, plans, objectives, future financial performance and other statements that are not historical facts. These statements may constitute "forward-looking statements" as defined by federal securities laws and may include, but are not limited to, statements regarding future financial performance, liquidity, strategic business initiatives including personnel additions, expansion into new markets and the utilization of scorecard models, capital levels, the effect of future market and industry trends including competitive trends in the nonprime consumer finance markets, the Corporation's and each business segment's loan portfolio and business prospects related to each segment's loan portfolio, asset quality and adequacy of the allowances for loan losses and level of future charge-offs, trends regarding the provision for loan losses, trends regarding net loan charge-offs, trends regarding levels of nonperforming assets and troubled debt restructurings and expenses associated with nonperforming assets, the amount and timing of accretion associated with the fair value accounting adjustments recorded in connection with the 2013 acquisition of CVBK, adequacy of the allowance for indemnification losses, levels of noninterest income and expense, interest rates and yields including possible future changes in interest rate environments, the deposit portfolio including trends in deposit maturities and rates, interest rate sensitivity, market risk, regulatory developments, monetary policy implemented by the Federal Reserve Board including changes to the federal funds target rate, capital requirements, growth strategy, hedging strategy and financial and other goals and the effect of the inclusion of the Corporation's stock in the Russell 2000® Index. These statements may address issues that involve estimates and assumptions made by management and risks and uncertainties. Actual results could differ materially from historical results or those anticipated or implied by such statements. Factors that could have a material adverse effect on the operations and future prospects of the Corporation include, but are not limited to, changes in:

- interest rates, such as volatility in yields on U.S. Treasury bonds and increases or volatility in mortgage rates
- general business conditions, as well as conditions within the financial markets
- general economic conditions, including unemployment levels
- the legislative/regulatory climate, including regulatory initiatives with respect to financial institutions, products and services in accordance with the Dodd Frank Act, the CFPB and the regulatory and enforcement activities of the CFPB, and the application of the Basel III capital standards to the Corporation and the Bank
- monetary and fiscal policies of the U.S. Government, including policies of the U.S. Treasury and the Federal Reserve Board, and the effect of these policies on interest rates and business in our markets
- the value of securities held in the Corporation's investment portfolios
- demand for loan products
- the quality or composition of the loan portfolios and the value of the collateral securing those loans
- the commercial and residential real estate markets
- the inventory level and pricing of used automobiles, including sales prices of repossessed vehicles
- the level of net charge-offs on loans and the adequacy of our allowance for loan losses
- deposit flows
- demand in the secondary residential mortgage loan markets

- the level of indemnification losses related to mortgage loans sold
- the strength of the Corporation's counterparties and the economy in general
- competition from both banks and non-banks, including competition in the non-prime automobile finance markets
- demand for financial services in the Corporation's market area
- the Corporation's expansion and technology initiatives
- reliance on third parties for key services
- accounting principles, policies and guidelines and elections made by the Corporation thereunder

These risks and uncertainties, and the risks discussed in more detail in Item 1A, "Risk Factors," should be considered in evaluating the forward-looking statements contained herein. We caution readers not to place undue reliance on those statements, which speak only as of the date of this report.

The following discussion supplements and provides information about the major components of the results of operations, financial condition, liquidity and capital resources of the Corporation. This discussion and analysis should be read in conjunction with the accompanying consolidated financial statements.

CRITICAL ACCOUNTING POLICIES

The preparation of financial statements requires us to make estimates and assumptions. Those accounting policies with the greatest uncertainty and that require management's most difficult, subjective or complex judgments affecting the application of these policies, and the likelihood that materially different amounts would be reported under different conditions, or using different assumptions, are described below.

Allowance for Loan Losses: We establish the allowance for loan losses through charges to earnings in the form of a provision for loan losses. Loan losses are charged against the allowance when we believe that the collection of the principal is unlikely. Subsequent recoveries of losses previously charged against the allowance are credited to the allowance. The allowance represents an amount that, in our judgment, will be adequate to absorb probable losses inherent in the loan portfolio. Our judgment in determining the level of the allowance is based on evaluations of the collectibility of loans while taking into consideration such factors as trends in delinquencies and charge-offs for relevant periods of time, changes in the nature and volume of the loan portfolio, current economic conditions that may affect a borrower's ability to repay and the value of collateral, overall portfolio quality and review of specific potential losses. This evaluation is inherently subjective because it requires estimates that are susceptible to significant revision as more information becomes available. For more information, see the section titled "Asset Quality" within Item 7.

Allowance for Indemnifications: The allowance for indemnifications is established through charges to earnings in the form of a provision for indemnifications, which is included in other noninterest expenses. A loss is charged against the allowance for indemnifications when a purchaser of a loan (investor) sold by C&F Mortgage incurs a validated indemnified loss due to borrower misrepresentation, fraud, early default, or underwriting error. The allowance represents an amount that, in management's judgment, will be adequate to absorb any losses arising from valid indemnification requests. Management's judgment in determining the level of the allowance is based on the volume of loans sold, historical experience, current economic conditions and information provided by investors. This evaluation is inherently subjective, as it requires estimates that are susceptible to significant revision as more information becomes available.

Impairment of Loans: We consider a loan impaired when it is probable that the Corporation will be unable to collect all interest and principal payments as scheduled in the loan agreement. We do not consider a loan impaired during a period of delay in payment if we expect the ultimate collection of all amounts due. We measure impairment on a loan-by-loan basis for commercial, construction and residential loans in excess of $500,000 by either the present value of expected future cash flows discounted at the loan's effective interest rate, the loan's obtainable market price, or the fair value of the collateral if the loan is collateral dependent. Large groups of smaller balance homogeneous loans are collectively evaluated for impairment. We maintain a valuation allowance to the extent that the measure of the impaired loan is less than the recorded investment. Troubled debt restructurings (TDRs) are also considered impaired loans, even when the loan balance is less than $500,000. A TDR occurs when we agree to significantly modify the original terms of a loan by granting a concession due to the deterioration in the financial condition of the borrower. For more information see the section titled "Asset Quality" within Item 7.

Loans Acquired in a Business Combination: Loans acquired in the acquisition of CVBK and its subsidiary CVB were segregated between (i) purchased credit-impaired (PCI) loans and (ii) purchased performing loans and were recorded at estimated fair value on the date of acquisition without the carryover of the related allowance for loan losses.

PCI loans are those for which there is evidence of credit deterioration since origination and for which it is probable at the date of acquisition that the Corporation will not collect all contractually required principal and interest payments. When determining fair value, PCI loans were aggregated into pools of loans based on common risk characteristics as of the date of acquisition such as loan type, date of origination, and evidence of credit quality deterioration such as internal risk grades and past due and nonaccrual status. The difference between contractually required payments at acquisition and the cash flows expected to be collected at acquisition is referred to as the "nonaccretable difference," is not recorded and is available to absorb future credit losses on those loans. Any excess of cash flows expected at acquisition over the estimated fair value is referred to as the "accretable" yield and is recognized as interest income over the remaining life of the loan when there is a reasonable expectation about the amount and timing of such cash flows.

Subsequent to acquisition, we evaluate on a quarterly basis our estimate of cash flows expected to be collected. Estimates of cash flows for PCI loans require significant judgment. Subsequent decreases to the expected cash flows will generally result in a provision for loan losses resulting in an increase to the allowance for loan losses. Subsequent significant increases in cash flows may result in a reversal of post-acquisition provision for loan losses or a transfer from nonaccretable difference to accretable yield that increases interest income over the remaining life of the loan, or pool(s) of loans. Disposals of loans, which may include sale of loans to third parties, receipt of payments in full or part from the borrower or foreclosure of the collateral, result in removal of the loan from the PCI loan portfolio at its carrying amount.

The Corporation's PCI loans currently consist of loans acquired in connection with the acquisition of CVB. PCI loans that were classified as nonperforming by CVB are no longer classified as nonperforming so long as, at quarterly re-estimation periods, we believe we will fully collect the new carrying value of the pools of loans.

The Corporation accounts for purchased performing loans using the contractual cash flows method of recognizing discount accretion based on the acquired loans' contractual cash flows. Purchased performing loans are recorded at fair value, including a credit discount. The fair value discount is accreted as an adjustment to yield over the estimated lives of the loans. Because there is no allowance for loan losses established at the acquisition date, a provision for loan losses may be required in future periods for any deterioration in these loans subsequent to the acquisition.

Impairment of Securities: Impairment of securities occurs when the fair value of a security is less than its amortized cost. For debt securities, impairment is considered other-than-temporary and recognized in its entirety in net income if either (i) we intend to sell the security or (ii) it is more-likely-than-not that we will be required to sell the security before recovery of its amortized cost basis. If, however, we do not intend to sell the security and it is not more-likely-than-not that we will be required to sell the security before recovery, we must determine what portion of the impairment is attributable to a credit loss, which occurs when the amortized cost basis of the security exceeds the present value of the cash flows expected to be collected from the security. If there is no credit loss, there is no other-than-temporary impairment. If there is a credit loss, other-than-temporary impairment exists, and the credit loss must be recognized in net income and the remaining portion of impairment must be recognized in other comprehensive income. For equity securities, impairment is considered to be other-than-temporary based on our ability and intent to hold the investment until a recovery of fair

value. Other-than-temporary impairment of an equity security results in a write-down that must be included in net income. We regularly review each investment security for other-than-temporary impairment based on criteria that includes the extent to which cost exceeds market price, the duration of that market decline, the financial health of and specific prospects for the issuer, our best estimate of the present value of cash flows expected to be collected from debt securities, our intention with regard to holding the security to maturity and the likelihood that we would be required to sell the security before recovery.

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

Goodwill: The Corporation's goodwill was recognized in connection with the Corporation's acquisition of CVBK in October 2013 and C&F Bank's acquisition of C&F Finance Company in September 2002. The Corporation reviews the carrying value of goodwill at least annually or more frequently if certain impairment indicators exist. In assessing the recoverability of the Corporation's goodwill, major assumptions used in determining impairment are increases in future income, sales multiples in determining terminal value and the discount rate applied to future cash flows. If an impairment test is performed, we will prepare a sensitivity analysis by increasing the discount rate, lowering sales multiples and reducing increases in future income.

Retirement Plan: C&F Bank maintains a non-contributory, defined benefit pension plan for eligible full-time employees as specified by the plan. Plan assets, which consist primarily of mutual funds invested in marketable equity securities and corporate and government fixed income securities, are valued using market quotations. C&F Bank's actuary determines plan obligations and annual pension expense using a number of key assumptions. Key assumptions may include the discount rate, the interest crediting rate, the estimated future return on plan assets and the anticipated rate of future salary increases. Changes in these assumptions in the future, if any, or in the method under which benefits are calculated may affect pension assets, liabilities or expense.

Derivative Financial Instruments: The Corporation uses derivatives primarily to manage risk associated with changing interest rates and to assist customers with their risk management objectives. The Corporation's derivative financial instruments may include (1) interest rate lock commitments (IRLCs) on mortgage loans that will be held for sale and related forward sales commitments, (2) interest rate swaps with certain qualifying commercial loan customers and dealer counterparties and (3) interest rate swaps that qualify as cash flow hedges of the Corporation's trust preferred capital notes. The Corporation recognizes derivative financial instruments at fair value as either an other asset or other liability in the consolidated balance sheet. Because the IRLCs, forward sales commitments and interest rate swaps with loan customers and dealer counterparties are classified as free standing derivatives, adjustments to reflect unrealized gains and losses resulting from changes in fair value of these instruments are reported in the income statement. The effective portion of the gain or loss on the Corporation's cash flow hedges is reported as a component of other comprehensive income, net of deferred income taxes, and reclassified into earnings in the same period or periods during which the hedged transactions affect earnings.

Income Taxes: Determining the Corporation's effective tax rate requires judgment. The Corporation's net deferred tax asset is determined annually for differences between the financial statement and tax bases of assets and liabilities that will result in taxable or deductible amounts in the future based on enacted tax laws and rates applicable to the periods in which the differences are expected to affect taxable income. In addition, there may be transactions and calculations for which the ultimate tax outcomes are uncertain and the Corporation's tax returns are subject to audit by various tax authorities. Although we believe that the estimates are reasonable, no assurance can be given that the final tax outcome will not be materially different than that which is reflected in the income tax provision and accrual.

For further information concerning accounting policies, refer to Item 8, "Financial Statements and Supplementary Data," under the heading "Note 1: Summary of Significant Accounting Policies."

OVERVIEW

Our primary financial goals are to maximize the Corporation's earnings and to deploy capital in profitable growth initiatives that will enhance long-term shareholder value. We track three primary financial performance measures in order to assess the level of success in achieving these goals: (i) return on average assets (ROA), (ii) return on average common equity (ROE), and (iii) growth in earnings. In addition to these financial performance measures, we track the performance of the Corporation's three principal business activities: retail banking, mortgage banking, and consumer finance. We also actively manage our capital through growth, dividends and share repurchases, while considering the need to maintain a strong regulatory capital position.

Financial Performance Measures

Net income for the Corporation was $13.5 million in 2016, or $3.89 per common share assuming dilution, compared with net income of $12.5 million in 2015, or $3.68 per common share assuming dilution. The change in financial results for 2016, as compared to 2015, was attributable to increases in earnings at the Retail Banking and Mortgage Banking segments, offset in part by decreases in earnings at the Consumer Finance segment and the Bank's wealth management subsidiary. See "Principal Business Activities" below for additional discussion.

The Corporation's ROE and ROA were 9.90 percent and 0.96 percent, respectively, for the year ended December 31, 2016, compared to 9.87 percent and 0.92 percent, respectively, for the year ended December 31, 2015. The increase in these ratios during 2016 resulted primarily from earnings growth, which outpaced the growth in average equity and average assets. Average equity increased due to internal capital growth and average assets increased primarily due to the 10.0 percent increase in average loans.

2017 Outlook

Management believes the Corporation's financial performance in 2017 will be affected by (i) lower accretion income related to the fair value accounting adjustments for the CVBK acquisition, partially offset by an increase in interest income from growth in average loans outstanding, (ii) an uncertain interest rate environment and potential fluctuations in interest rates that may depress loan production levels in the Mortgage Banking segment, and (iii) continued elevated charge-off levels and competition in the Consumer Finance segment. The following additional factors could influence the Corporation's financial performance in 2017:

- Retail Banking: Growth in higher-yielding earning assets, specifically loans, will be our primary focus at the Bank during 2017. With commercial and small business lending teams already in our targeted markets in Charlottesville, Hampton, Newport News, Richmond and Williamsburg, Virginia and the continued resurgence in the real estate development and construction sectors in our markets, we expect to continue to grow our loan portfolio during 2017. However, the general economic trends in the Bank's markets and the current low interest rate environment have contributed to increased competition and lower yields on both the loan and investment portfolios. It will be challenging to maintain the Retail Banking segment's net interest margin at its current level as the net accretion of the fair value accounting adjustments recorded in connection with the CVB acquisition decline and as the recent increase in the federal funds rate provides stimulus for higher-costing deposits. Also in 2017, we will continue to focus on our digital strategy because online and mobile access are quickly becoming the primary means of banking for many businesses and individuals, and we believe our digital strategy commitment is critical to remaining competitive within the financial services industry.

- Mortgage Banking: C&F Mortgage generates significant noninterest income from the sale of residential loan products into the secondary market. Although earnings increased at the Mortgage Banking segment in 2016, compared to 2015, increasing future profitability at the current origination levels will be challenging due to the fixed costs of maintaining the personnel, compliance and technology infrastructure required to support mortgage banking activities. While our goal is to increase origination volume through internal growth in existing markets and through strategic initiatives, such as our recent expansion into Chesapeake, Virginia and Moyock, North Carolina, our ability to maintain a level of loan production in 2017 sufficient to sustain profitability will be dependent on market factors beyond our control, such as the interest rate environment and

changes in interest rates, housing starts and loan demand. If mortgage interest rates continue to rise during 2017, C&F Mortgage may experience a lower loan demand, particularly for mortgage refinancings, which could negatively affect earnings of the Mortgage Banking segment in 2017. In addition, during 2017 C&F Mortgage anticipates it will continue to (i) compete to retain and attract qualified loan officers, (ii) incur costs associated with updating and enhancing our compliance management system and processes for originating residential loans to mitigate compliance and regulatory risks, as well as improving the quality of our loan origination process and (iii) utilize systems to their fullest capacity in order to realize efficiencies overall in our mortgage banking processes and to create opportunities for revenue generation.

- Consumer Finance: C&F Finance provides automobile financing through programs that are designed to serve customers in the non-prime market. As has been the case for the last several years, competition in the non-prime automobile loan business remains aggressive, resulting in lower interest rates and in many cases, less restrictive underwriting standards by several of our competitors. As a result, organic loan growth was difficult during 2016, and we expect organic loan growth to be equally as challenging in 2017. However, C&F Finance implemented strategic initiatives in 2016 to mitigate the effects of aggressive competition. During 2016, C&F Finance implemented a scorecard model that improved underwriting and pricing efficiencies and contributed to loan growth. We expect this model, along with personnel additions in certain major markets, will lead to loan growth in 2017. Further, we believe our scorecard model, which results in the purchase of loans with higher credit metrics, should help reduce future charge-offs at C&F Finance. However, we believe it will be challenging to maintain the Consumer Finance segment's net interest margin at its current level as competition in the non-prime market causes yields to decline and the recent increase in the federal funds rate triggers higher-costing variable-rate borrowings. During 2017, we expect to continue investing in technology at C&F Finance in order to capture more business, improve efficiencies, and manage the rigorous regulatory burdens and evolving compliance issues in the indirect auto lending industry.

Principal Business Activities

An overview of the financial results for each of the Corporation's principal segments is presented below. A more detailed discussion is included in the section "Results of Operations."

Retail Banking: The Retail Banking segment reported net income of $8.2 million for the year ended December 31, 2016, compared to net income of $5.6 million for the year ended December 31, 2015. Net income for 2016 was positively influenced by (1) the effect of loan growth on interest income, as average loans at the Retail Banking segment increased $72.9 million or 12.6 percent during 2016 over 2015, (2) an increase in non-interest income due to fees collected on loans closed under a new loan interest rate swap program initiated in 2016, (3) an increase in debit card interchange income, and (4) a lower cost of borrowings resulting from the maturity and restructuring of the Bank's higher-rate FHLB advances. Also contributing to the increase in earnings during 2016 were one-time revenue items in the second quarter of 2016 associated with a contract amendment for one of the Bank's debit card programs ($237,000 after tax), the Bank's bank-owned life insurance program ($493,000 after tax) and a gain on the sale of a Bank-owned property ($92,000 after tax). Partially offsetting these positive factors were (1) a decline in the yield on the investment portfolio due to replacing matured and called securities with lower-yielding securities, (2) a decline in the yield on loans due to the effects of the low interest rate and competitive loan environment, and (3) higher operating expenses associated with strengthening C&F Bank's technology infrastructure, growing its commercial lending teams, expanding its product offerings and promoting brand awareness.

The results for both 2016 and 2015 for the Retail Banking segment have been affected by the fair value accounting adjustments recorded in connection with the 2013 acquisition of CVB. These adjustments resulted from marking assets and liabilities acquired from CVB to their fair values as of the acquisition date. As a result, yields on loans and investments acquired from CVB increased and the cost of certificates of deposit decreased, the benefits of which were partially offset by the (1) amortization of the core deposit intangible and (2) higher depreciation expense associated with the buildings acquired in the CVB merger. The aggregate net accretion attributable to these fair value accounting adjustments was $1.2 million, net of taxes for the year ended December 31, 2016, compared to $1.3 million, net of taxes for the year ended December 31, 2015.

The Retail Banking segment's nonperforming assets were $4.4 million at December 31, 2016, compared to $7.1 million at December 31, 2015. Nonperforming assets at December 31, 2016 included $4.2 million in nonaccrual loans, compared to $6.2 million at December 31, 2015, and $195,000 in OREO, compared to $942,000 at December 31, 2015. The decrease in nonaccrual loans during 2016 was primarily due to loan payoffs and transfers to OREO. The OREO decrease during 2016 was primarily due to the sale of several OREO properties and a shorter holding period for properties transferred to OREO during 2016. Management believes the current level of the allowance for loan losses is adequate to absorb probable losses inherent in the loan portfolio, based on the relevant history of charge-offs and recoveries, current economic conditions, overall portfolio quality, review of specific criticized loans and other factors analyzed by management. If loan concentrations within the Bank's loan portfolio result in higher credit risk or if economic conditions decline, a higher loan loss allowance may be warranted in future periods, which may require a provision for loan losses.

Mortgage Banking: The Mortgage Banking segment reported net income of $1.7 million for the year ended December 31, 2016, compared to $677,000 for the year ended December 31, 2015. The improvement in net income of the Mortgage Banking segment for 2016 resulted from an increase in the volume of mortgage loans originated and sold during 2016, compared to 2015. Loan volume increased due to successful strategic initiatives and benefited from favorable housing markets for both resale and new construction, as well as favorable interest rates. The higher loan volume resulted in higher gains on sales of loans and higher ancillary loan origination fees. These revenue increases were partially offset by higher employee compensation and loan production expenses, as well as costs associated with the mortgage banking segment's expansion into Chesapeake, Virginia and the Outer Banks of North Carolina, which began in the fourth quarter of 2016. Loan origination volume for the year ended December 31, 2016 increased to $674.3 million from $549.3 million for the year ended December 31, 2015. The amount of loan originations during 2016 for refinancings and home purchases were $152.7 million and $521.6 million, respectively, compared to $104.4 million and $444.9 million, respectively, during 2015.

Consumer Finance: The Consumer Finance segment reported net income of $4.5 million for the year ended December 31, 2016, compared to $7.2 million for the year ended December 31, 2015. The decline in net income for 2016, compared to 2015, was principally due to an increase in the provision for loan losses from $15.5 million in 2015 to $18.0 million in 2016 because of higher net charge-offs, as discussed below, and loan growth. Partially offsetting the effect of the higher provision for loan losses was the effect on net interest income of the $13.7 million increase in average loans during 2016, as compared to 2015. The increase in average loans was attributable to the purchase of a consumer finance loan portfolio at the end of the second quarter of 2015, along with organic loan growth during 2016. C&F Finance has implemented a scorecard model that is providing underwriting efficiencies and generating more competitive pricing, which, along with personnel additions in certain major markets, led to an increase in loan originations during 2016.

The results of the Consumer Finance segment included an increase of $2.6 million in the provision for loan losses from 2015 to 2016. The net charge-off ratio for 2016 was 5.59 percent, compared to 5.50 percent for 2015. Loans charged off increased during 2016 because of economic and competitive factors affecting non-prime consumer finance customers. The allowance for loan losses to total loans increased to 8.40 percent at December 31, 2016, compared to 8.21 percent at December 31, 2015. Management believes that the current allowance for loan losses is adequate to absorb probable losses in the loan portfolio. If factors influencing the consumer finance segment result in a higher net charge-off ratio in the future, C&F Finance Company may need to increase the level of its allowance for loan losses, which could negatively affect future earnings.

Other and Eliminations: The other segment, which principally includes the Corporation's holding company operations and wealth management subsidiary, reported an aggregate net loss of $975,000 for the year ended December 31, 2016, compared to a net loss of $955,000 for the year ended December 31, 2015. The higher loss during 2016 was due to lower earnings at the Corporation's wealth management subsidiary due to stock market volatility during 2016, as well as costs associated with the wealth management subsidiary's addition of a new wealth management group in Williamsburg, Virginia. We expect the addition of this wealth management group will increase revenue in future periods. Other segments also included a $229,000 and $163,000 tax benefit during the year and the fourth quarter of 2016, respectively, associated with the adoption of a new accounting standard.

Capital Management

Total shareholders' equity was $139.2 million at December 31, 2016, compared to $131.1 million at December 31, 2015. Capital growth resulted from earnings for the year ended December 31, 2016 and stock option exercises, offset in part by dividends during the year.

The Corporation's Board of Directors continued its policy of paying dividends in 2016. For the year ended December 31, 2016, the Corporation declared dividends of $1.29 per share, which was a six percent increase over dividends of $1.22 per share declared in 2015. The dividend payout ratio was 33.1 percent of basic earnings per share for the year ended December 31, 2016, compared to 33.2 percent in 2015. The Board of Directors of the Corporation continually reviews the amount of cash dividends per share and the resulting dividend payout ratio in light of changes in economic conditions, capital levels, expected future earnings, and regulatory capital requirements.

During the second quarter of 2016, the Corporation's Board of Directors reauthorized a share repurchase program for the Corporation's outstanding common stock (the Repurchase Program) to purchase up to $5.0 million of the Corporation's common stock through May 2017. As of December 31, 2016, the Corporation had not used any of this authority and remained authorized to purchase up to $5.0 million of the Corporation's common stock under the Repurchase Program.

During the second quarter of 2016, the Corporation qualified for inclusion in the Russell 2000® Index, which serves as a benchmark for small-cap stocks in the United States. Management believes that inclusion in the Russell 2000® has the potential to raise the Corporation's profile and generate greater interest in the Corporation's stock at an institutional investor level.

RESULTS OF OPERATIONS

NET INTEREST INCOME

The following table shows the average balance sheets, the amounts of interest earned on earning assets, with related yields, and interest expense on interest-bearing liabilities, with related rates, for each of the years ended December 31, 2016, 2015 and 2014. Loans include loans held for sale. Loans placed on a nonaccrual status are included in the balances and are included in the computation of yields, but had no material effect. Accretion and amortization of fair value purchase adjustments are included in the computation of yields on loans and investments and on the cost of deposits and borrowings acquired in connection with the purchase of CVB. The CVB accretion contributed approximately 24 basis points to the yield on loans and 17 basis points to the yield on interest earning assets and net interest margin for the year ended December 31, 2016 compared to approximately 25 basis points to the yield on loans and 18 basis points to both the yield on interest earning assets and the net interest margin for the year ended December 31, 2015 and approximately 32 basis points to the yield on loans, 22 basis points to the yield on interest earning assets and 23 basis points to the net interest margin for the year ended December 31, 2014. Interest on tax-exempt loans and securities is presented on a taxable-equivalent basis (which converts the income on loans and investments for which no income taxes are paid to the equivalent yield as if income taxes were paid using the federal corporate income tax rate of 34 percent in all three years presented).

TABLE 1: Average Balances, Income and Expense, Yields and Rates

	2016			2015			2014		
(Dollars in thousands)	Average Balance	Income/ Expense	Yield/ Rate	Average Balance	Income/ Expense	Yield/ Rate	Average Balance	Income/ Expense	Yield/ Rate
Assets									
Securities:									
Taxable	**$ 99,564**	**$ 2,237**	**2.25 %**	$ 99,611	$ 2,422	2.43 %	$ 96,286	$ 2,493	2.59 %
Tax-exempt	**109,979**	**5,670**	**5.16**	116,414	6,305	5.42	118,221	6,693	5.66
Total securities	**209,543**	**7,907**	**3.77**	216,025	8,727	4.04	214,507	9,186	4.28
Total loans	**994,808**	**83,036**	**8.35**	905,616	80,177	8.85	854,948	79,246	9.27
Interest-bearing deposits in other banks	**105,293**	**509**	**0.48**	146,622	364	0.25	157,205	378	0.24
Total earning assets	**1,309,644**	**91,452**	**6.98**	1,268,263	89,268	7.04	1,226,660	88,810	7.24
Allowance for loan losses	**(36,192)**			(35,349)			(35,090)		
Total non-earning assets	**135,615**			133,030			132,785		
Total assets	**$ 1,409,067**			$ 1,365,944			$ 1,324,355		
Liabilities and Shareholders' Equity									
Time and savings deposits:									
Interest-bearing demand deposits	**$ 211,441**	**$ 425**	**0.20 %**	$ 203,614	$ 448	0.22 %	$ 186,548	$ 439	0.24 %
Money market deposit accounts	**213,793**	**571**	**0.27**	204,597	563	0.28	181,530	493	0.27
Savings accounts	**102,899**	**82**	**0.08**	99,585	79	0.08	97,643	83	0.09
Certificates of deposit, $100 or more	**142,115**	**1,496**	**1.04**	139,878	1,282	0.92	139,502	1,299	0.93
Other certificates of deposit	**198,061**	**1,818**	**0.91**	209,909	1,822	0.87	241,231	1,766	0.73
Total time and savings deposits	**868,309**	**4,392**	**0.50**	857,583	4,194	0.49	846,454	4,080	0.48
Borrowings	**170,490**	**4,576**	**2.68**	173,187	4,500	2.60	170,101	4,445	2.61
Total interest-bearing liabilities	**1,038,799**	**8,968**	**0.86**	1,030,770	8,694	0.84	1,016,555	8,525	0.84
Demand deposits	**210,520**			185,774			166,928		
Other liabilities	**23,842**			22,491			21,261		
Total liabilities	**1,273,161**			1,239,035			1,204,744		
Shareholders' equity	**135,906**			126,909			119,611		
Total liabilities and shareholders' equity	**$ 1,409,067**			$ 1,365,944			$ 1,324,355		
Net interest income		**$ 82,484**			$ 80,574			$ 80,285	
Interest rate spread			**6.12 %**			6.20 %			6.40 %
Interest expense to average earning assets			**0.68 %**			0.69 %			0.69 %
Net interest margin			**6.30 %**			6.35 %			6.55 %

Interest income and expense are affected by fluctuations in interest rates, by changes in the volume of earning assets and interest-bearing liabilities, and by the interaction of rate and volume factors. The following table shows the direct causes of the year-to-year changes in the components of net interest income on a taxable-equivalent basis. The Corporation calculates the rate and volume variances using a formula prescribed by the SEC. Rate/volume variances, the third element in the calculation, are not shown separately in the table, but are allocated to the rate and volume variances in proportion to the relationship of the absolute dollar amounts of the change in each. Loans include both nonaccrual loans and loans held for sale.

TABLE 2: Rate-Volume Recap

	2016 from 2015			2015 from 2014		
	Increase (Decrease) Due to		Total Increase	Increase (Decrease) Due to		Total Increase
(Dollars in thousands)	Rate	Volume	(Decrease)	Rate	Volume	(Decrease)
Interest income:						
Loans	**$ (4,731)**	**$ 7,590**	**$ 2,859**	$ (3,646)	$ 4,577	$ 931
Securities:						
Taxable	**(184)**	**(1)**	**(185)**	(155)	84	(71)
Tax-exempt	**(298)**	**(337)**	**(635)**	(287)	(101)	(388)
Interest-bearing deposits in other banks	**270**	**(125)**	**145**	12	(26)	(14)
Total interest income	**(4,943)**	**7,127**	**2,184**	(4,076)	4,534	458
Interest expense:						
Time and savings deposits:						
Interest-bearing demand deposits	**(40)**	**17**	**(23)**	(30)	39	9
Money market deposit accounts	**(22)**	**30**	**8**	7	63	70
Savings accounts	**—**	**3**	**3**	(6)	2	(4)
Certificates of deposit, $100 or more	**191**	**23**	**214**	(20)	3	(17)
Other certificates of deposit	**91**	**(95)**	**(4)**	303	(247)	56
Total time and savings deposits	**220**	**(22)**	**198**	254	(140)	114
Borrowings	**146**	**(70)**	**76**	(25)	80	55
Total interest expense	**366**	**(92)**	**274**	229	(60)	169
Change in net interest income	**$ (5,309)**	**$ 7,219**	**$ 1,910**	$ (4,305)	$ 4,594	$ 289

2016 Compared to 2015

Net interest income, on a taxable-equivalent basis, for 2016 increased to $82.5 million, compared to $80.6 million for 2015. The increase in net interest income for 2016, compared to 2015, was a result of an increase in average earning assets, offset in part by a decrease in net interest margin. The net interest margin for 2016 decreased five basis points to 6.30 percent, compared to 6.35 percent for 2015. The decrease resulted from a decline in the yield on interest-earning assets of six basis points, which was primarily attributable to decreases in the yields on the loan and investment securities portfolios, which was somewhat offset by a shift in the composition of earning assets as growth in the higher-yielding loan portfolio was funded in part by a decline in lower-yielding deposits in other banks. While the cost of interest-bearing liabilities in 2016 increased two basis points, deposits continued to shift from higher-cost term deposits to lower-cost non-term deposits, as described below.

Average loans, which includes both loans held for investment and loans held for sale, increased $89.2 million to $994.8 million for the year ended December 31, 2016, compared to 2015. Average loans held for sale increased $2.6 million, or 6.2 percent, during 2016, compared to 2015, due to a 22.8 percent increase in loan originations at the Mortgage Banking segment from 2015 to 2016 and fluctuations in the holding period between mortgage loan origination and sales to third-party investors. Average loans held for investment for the Retail Banking segment increased $72.9 million, or 12.6 percent, during 2016 because of growth in the commercial real estate, real estate mortgage and real estate construction segments of the loan portfolio, which was driven by investing in experienced commercial lending personnel over the past several years and the continued strong loan demand in the real estate development and construction sectors in our markets. Average loans held for investment at the Consumer Finance segment increased $13.7 million, or 4.8 percent, during 2016 because of the purchase of a consumer finance loan portfolio at the end the second quarter of 2015, along with organic loan growth during 2016.

The overall yield on average loans decreased 50 basis points to 8.35 percent during 2016, compared to 2015. The decrease in the average loan yield was due to (1) loan growth at the Retail Banking and Mortgage Banking segments, which have lower average yields, outpacing growth in higher-yielding loans at the Consumer Finance segment and (2) the decline in the average yield on loans at the Retail Banking and Consumer Finance segments. The Bank's average yields

have declined due to the effects of the low interest rate and competitive environment on new originations and renewals. In addition, the yield on loans at the Retail Banking segment included the net accretion attributable to the acquisition accounting adjustments recorded in connection with the 2013 acquisition of CVB. The accretion contributed approximately 24 basis points to the yield on loans and 17 basis points to the yield on interest earning assets and net interest margin for 2016, compared to approximately 25 basis points to the yield on loans and 18 basis points to the yield on interest earning assets and net interest margin for 2015. The Consumer Finance segment's yield has been negatively affected by the continued competitive pressure during 2016 on loan pricing strategies and a strategic decision to purchase loans with higher credit quality metrics, but lower yields.

Average securities available for sale decreased $6.5 million during 2016, compared to 2015, because securities maturities, sales and calls outpaced purchases of investment securities. The average yield on the securities portfolio decreased due to the (1) purchase of lower-yielding shorter-term securities to replace maturities and calls of longer-term, higher yielding securities and (2) the current interest rate environment. The Corporation continued its strategy of investing in lower-yielding, shorter-term securities, including mortgage-backed securities, to limit exposure to a potential future rising interest rate environment by limiting the security portfolio's duration.

Average interest-bearing deposits in other banks, consisting primarily of excess reserves maintained at the Federal Reserve Bank, decreased $41.3 million during 2016, compared to 2015, because the Corporation used these funds to partially fund loan growth during 2016. The average yield on these overnight funds increased 23 basis points during 2016 because of the Federal Reserve Bank's increase in the interest rate on excess reserve balances from 0.25 percent to 0.50 percent in December 2015. In December 2016, the Federal Reserve Bank once again raised the interest rate from 0.50 percent to 0.75 percent, which had a minimal effect on average yields during 2016.

Average interest-bearing time and savings deposits and average demand deposits increased $10.7 million and $24.7 million, respectively, during 2016, compared to 2015. The average cost of interest-bearing deposits increased one basis point during 2016. The increase in the cost of jumbo certificates of deposit during 2016, compared to 2015, was due to the accretion in 2015 of the CVB fair value accounting adjustment, which lowered the cost of jumbo certificates of deposit during that year. This acquisition adjustment was fully accreted in the second quarter of 2015 and had no effect on the average cost of interest-bearing deposits during 2016. However, the average cost of interest-bearing deposits during 2016 benefited from a shift in composition from time deposits to non-term savings, money market and interest-bearing demand deposits, which pay lower interest rates.

Average borrowings decreased $2.7 million for the year ended December 31, 2016, compared to 2015. The decrease resulted from the repayment during 2016 of the borrowings used to purchase a consumer finance loan portfolio at the end of the second quarter of 2015. The average cost of borrowings increased eight basis points during 2016, compared to 2015, because of increases in one-month LIBOR to which variable-rate borrowing at the Consumer Finance segment is indexed, which was offset in part by a lower cost of borrowings at the Bank resulting from the maturity and restructuring of higher-rate FHLB advances.

It will be challenging to maintain the Retail Banking segment's net interest margin at its current level, even with anticipated loan growth during 2017, because the current low interest rate environment has contributed to lower yields on both the loan and investment portfolios. In addition, the recent increase in the federal funds rate may provide stimulus for higher-costing deposits, which reprice faster than loans and investments when interest rates rise. The net interest margin at the Consumer Finance segment will be most affected by continued market competition and lower yields on higher-quality loans and the recent increase in the federal funds rate triggering higher-costing variable-rate borrowings.

2015 Compared to 2014

Net interest income, on a taxable-equivalent basis, for the year ended December 31, 2015 was $80.6 million, compared to $80.3 million for the year ended December 31, 2014. The increase in net interest income for 2015, compared to 2014, was a result of an increase in average earning assets, offset in part by a decrease in net interest margin. Net interest margin decreased 20 basis points to 6.35 percent for 2015 as compared to 2014. The decrease resulted from a decline in the yield on interest-earning assets of 20 basis points, which was primarily attributable to decreases in the yields on the loan and investment securities portfolios, as described below. While the cost of interest-bearing liabilities in 2015 remained

level with 2014, deposits continued to shift from higher-cost term deposits to lower-cost deposits, including interest-bearing demand deposits and money market accounts and noninterest-bearing demand deposits.

Average loans, which includes both loans held for investment and loans held for sale, increased $50.7 million to $905.6 million for the year ended December 31, 2015, compared to 2014. Average loans held for sale increased $12.2 million, or 42.1 percent, during 2015, compared to 2014, due to a 14.8 percent increase in loan originations from 2014 to 2015 and fluctuations in the period of time between mortgage loan origination and sales to third-party investors. Average loans held for investment for the Retail Banking segment increased $37.1 million, or 7.0 percent, for 2015 due to growth in commercial real estate lending, commercial business lending and real estate mortgage segments of the loan portfolio, which was driven by investing in experienced commercial lending personnel and the resurgence in the real estate development and construction sectors in our markets. Average loans held for investment at the Consumer Finance segment increased $705,000, or 0.25 percent, for 2015 due to the purchase of a loan portfolio in the second quarter of 2015, which was acquired to improve interest income in light of the lack of internally generated loan growth.

The overall yield on average loans decreased 42 basis points to 8.85 percent for year ended December 31, 2015, compared to 2014. The decrease in the average loan yield is due to the decline in the average yield at both the Retail Banking and Consumer Finance segments. At the Retail Banking segment the decrease in yield is the result of the effects of the low interest rate environment, coupled with a decline in the net accretion attributable to fair value accounting adjustments recorded in connection with the 2013 acquisition of CVB. The accretion contributed approximately 25 basis points to the yield on loans and 18 basis points to the yield on interest earning assets and net interest margin for 2015 compared to approximately 32 basis points to the yield on loans, 22 basis points to the yield on interest earning assets and 23 basis points to the net interest margin for 2014. At the Consumer Finance segment, the decrease in yield is the result of increased competition and loan pricing strategies that competitors have used to grow market share. Partially offsetting the decrease in the yield is the incremental interest income from the Consumer Finance segment's higher-yielding acquired loan portfolio that was purchased in the second quarter of 2015.

Average securities available for sale increased $1.5 million for the year ended December 31, 2015, compared to 2014. The average yield on the securities portfolio decreased due to the (1) purchase of lower-yielding shorter-term securities to replace maturities and calls of longer-term, higher yielding securities and (2) the current interest rate environment. The Corporation has utilized the strategy of investing in lower-yielding, shorter-term securities, including mortgage-backed securities, to limit exposure to a potential future rising interest rate environment by limiting the security portfolio's duration.

Average interest-bearing deposits in other banks, consisting primarily of excess reserves maintained at the Federal Reserve Bank, and federal funds sold decreased $10.6 million for the year ended December 31, 2015, compared to the same period of 2014. These decreases occurred as the Corporation used these funds to partially fund loan growth during 2015. The average yield on these overnight funds increased one basis point during 2015. Effective December 17, 2015, the Federal Reserve Bank increased the interest rate on excess reserve balances from 0.25 percent to 0.50 percent, which had a minimal effect on yield for the year ended December 31, 2015.

Average interest-bearing time and savings deposits increased $11.1 million for the year ended December 31, 2015, compared to the same period in 2014. The average cost of interest-bearing deposits increased 1 basis point during 2015. The average cost of interest-bearing deposits benefited from the shift in deposit composition from time deposits to non-term savings, money market and interest-bearing demand deposits, which pay lower interest rates. However, the rate on other certificates of deposit increased 14 basis points in 2015 over 2014 primarily due to only a partial year of CVB purchase accretion during 2015. The fair value adjustment on the CVB certificates of deposit was fully accreted during the second quarter of 2015. Time deposit accretion related to the accounting adjustment to the CVB time deposits reduced cost by 4 basis points 2015, compared to 13 basis points in 2014.

Average borrowings increased $3.1 million for the year ended December 31, 2015, compared to the same period of 2014. This increase resulted from borrowings related to the purchase of a consumer finance loan portfolio in the second quarter of 2015. The average cost of borrowings declined one basis point during 2015, as a result of the maturity of higher interest rate FHLB advances, which were replaced with lower rate FHLB advances.

NONINTEREST INCOME

TABLE 3: Noninterest Income

(Dollars in thousands)	Year Ended December 31, 2016				
	Retail Banking	Mortgage Banking	Consumer Finance	Other and Eliminations	Total
Gains on sales of loans	$ —	$ 8,120	$ —	$ —	$ 8,120
Service charges on deposit accounts	4,262	—	—	—	4,262
Other service charges and fees	5,139	3,404	10	—	8,553
Net gains on calls and sales of available for sale securities	52	—	—	—	52
Investment services income	—	—	—	1,165	1,165
BOLI income	828	—	99	—	927
Swap fee income	418	—	—	—	418
Other income	701	509	812	108	2,130
Total noninterest income	$ 11,400	$ 12,033	$ 921	$ 1,273	$ 25,627

(Dollars in thousands)	Year Ended December 31, 2015				
	Retail Banking	Mortgage Banking	Consumer Finance	Other and Eliminations	Total
Gains on sales of loans	$ —	$ 6,336	$ —	$ —	$ 6,336
Service charges on deposit accounts	4,322	—	—	—	4,322
Other service charges and fees	4,176	2,597	14	—	6,787
Net gains on calls and sales of available for sale securities	29	—	—	—	29
Investment services income	—	—	—	1,481	1,481
BOLI income	345	—	109	—	454
Swap fee income	—	—	—	—	—
Other income	211	24	972	98	1,305
Total noninterest income	$ 9,083	$ 8,957	$ 1,095	$ 1,579	$ 20,714

(Dollars in thousands)	Year Ended December 31, 2014				
	Retail Banking	Mortgage Banking	Consumer Finance	Other and Eliminations	Total
Gains on sales of loans	$ —	$ 5,086	$ —	$ —	$ 5,086
Service charges on deposit accounts	4,468	—	—	—	4,468
Other service charges and fees	3,901	2,314	14	17	6,246
Net gains on calls of available for sale securities	29	—	—	—	29
BOLI income	388	—	109	—	497
Swap fee income	—	—	—	—	—
Investment services income	—	—	—	1,229	1,229
Other income	384	250	1,104	112	1,850
Total noninterest income	$ 9,170	$ 7,650	$ 1,227	$ 1,358	$ 19,405

2016 Compared to 2015

Total noninterest income increased $4.9 million, or 23.7 percent, for the year ended December 31, 2016, compared to the same period in 2015. The increase in total noninterest income for 2016 was attributable to (1) a higher volume of loans originated and sold during 2016 at the Mortgage Banking segment, which resulted in higher gains on sales of loans and ancillary loan origination fees, (2) higher debit card interchange income at the Retail Banking segment, and (3) swap fee income at the Retail Banking segment related to the new interest rate swap program initiated in 2016. Also contributing to the increase in noninterest income during 2016 were one-time revenue items at the Retail Banking segment in the second quarter of 2016 associated with a contract amendment for one of the Bank's debit card programs ($237,000 after tax), the Bank's BOLI program ($493,000 after tax) and a gain on the sale of a Bank-owned property ($92,000 after tax). Other income for both the Retail Banking and Mortgage Banking segments increased due to the inclusion of net unrealized

appreciation in noninterest income related to the non-qualified deferred compensation plan during 2016, compared to net depreciation recognized in noninterest expense during 2015. These increases were partially offset by (1) declines in overdraft fees at the Retail Banking segment, (2) lower loan servicing fees at the Consumer Finance segment and (3) lower investment services income at the Corporation's wealth management subsidiary due to stock market volatility during 2016.

2015 Compared to 2014

Total noninterest income increased $1.3 million, or 6.7 percent, for the year ended December 31, 2015, compared to the same period in 2014. The increase in total noninterest income for 2015 was attributable to (1) higher loan production at the Mortgage Banking segment resulting in higher gains on sales of loans and ancillary loan origination fees and (2) higher investment services income at the Corporation's wealth management subsidiary. These increases were partially offset by lower noninterest income at (1) the Retail Banking segment due to a decline in overdraft and maintenance fees, which was offset in part by higher debit card interchange income and other branch fee income and (2) lower loan servicing fees at the Consumer Finance segment. Other income for both the Retail Banking and Mortgage Banking segments decreased due to the inclusion of net unrealized depreciation in noninterest expense related to the non-qualified deferred compensation plan during 2015, compared to net appreciation included in noninterest income during 2014.

NONINTEREST EXPENSE

TABLE 4: Noninterest Expense

	Year Ended December 31, 2016				
(Dollars in thousands)	**Retail Banking**	**Mortgage Banking**	**Consumer Finance**	**Other and Eliminations**	**Total**
Salaries and employee benefits	**$ 24,613**	**$ 5,664**	**$ 10,102**	**$ 1,546**	**$ 41,925**
Occupancy expense	**6,916**	**1,820**	**907**	**17**	**9,660**
Other expenses:					
OREO expenses	**158**	—	—	—	**158**
Provision for indemnification losses	—	**290**	—	—	**290**
Other expenses	**10,359**	**2,705**	**4,530**	**513**	**18,107**
Total noninterest expense	**$ 42,046**	**$ 10,479**	**$ 15,539**	**$ 2,076**	**$ 70,140**

	Year Ended December 31, 2015				
(Dollars in thousands)	**Retail Banking**	**Mortgage Banking**	**Consumer Finance**	**Other and Eliminations**	**Total**
Salaries and employee benefits	$ 23,185	$ 4,594	$ 9,758	$ 1,389	$ 38,926
Occupancy expense	6,255	1,850	713	10	8,828
Other expenses:					
OREO expenses	71	—	—	—	71
Provision for indemnification losses	—	274	—	—	274
Other expenses	10,829	2,439	4,257	550	18,075
Total noninterest expense	$ 40,340	$ 9,157	$ 14,728	$ 1,949	$ 66,174

(Dollars in thousands)	Year Ended December 31, 2014				
	Retail Banking	Mortgage Banking	Consumer Finance	Other and Eliminations	Total
Salaries and employee benefits	$ 22,944	$ 3,568	$ 8,962	$ 836	$ 36,310
Occupancy expense	6,250	1,832	717	7	8,806
Other expenses:					
OREO expenses	6	—	—	—	6
Provision for indemnification losses	—	240	—	—	240
Other expenses	11,302	2,370	4,022	501	18,195
Total noninterest expense	$ 40,502	$ 8,010	$ 13,701	$ 1,344	$ 63,557

2016 Compared to 2015

Total noninterest expenses increased $4.0 million, or 6.0 percent, for the year ended December 31, 2016, compared to the same period in 2015. The increase in total noninterest expenses for 2016 resulted primarily from higher personnel costs during 2016 (1) at C&F Bank because of increased staff levels and support positions associated with personnel dedicated to growing C&F Bank's commercial and small business loan portfolios, including its expansion into Charlottesville, Virginia in June 2016, (2) at C&F Mortgage because of higher loan production and the Mortgage Banking segment's expansion into Chesapeake, Virginia and Moyock, North Carolina, which began in the fourth quarter of 2016, (3) at C&F Finance because of personnel additions in certain major markets, competition for qualified personnel and staffing increases for compliance and asset quality processes, and (4) at the Corporation's wealth management subsidiary because of its expansion initiatives in Williamsburg and Newport News, Virginia beginning in the fourth quarter of 2016. Noninterest expense also increased because of operating expenses associated with (1) strengthening the Bank's technology infrastructure and expanding its product offerings and promoting brand awareness, (2) updating and enhancing C&F Mortgage's compliance management system and processes for originating residential loans and improving the quality of its loan origination process and (3) investing in technology at C&F Finance to improve efficiencies, help manage the rigorous regulatory burdens, and strengthen its compliance management system, which the Corporation anticipates will contribute to capturing more business.These increases were offset in part because noninterest expenses for both the Retail Banking and Mortgage Banking segments included net unrealized depreciation related to the non-qualified deferred compensation plan during 2015, compared to net appreciation included in noninterest income during 2016.

2015 Compared to 2014

Total noninterest expenses increased $2.6 million, or 4.1 percent, for the year ended December 31, 2015, compared to the same period in 2014. The increase in total noninterest expenses for 2015 resulted primarily from higher personnel costs during 2015 (1) at C&F Bank due to increased staff levels and support positions associated with personnel dedicated to growing C&F Bank's commercial and small business loan portfolios, (2) at C&F Mortgage due to higher production-based compensation associated with the higher loan volume and (3) at C&F Finance due to entry into new markets over the past several years, competition for qualified personnel and staffing increases for compliance and asset quality processes. Other expenses at C&F Finance increased due to higher (1) collection expenses, (2) loan application volume and (3) conversion costs related to data processing and front-end lending systems to enhance our ability to capture a larger share of the market and support future growth. Other expenses for both the Retail Banking and Mortgage Banking segments included net unrealized depreciation related to the non-qualified deferred compensation plan during 2015, compared to net appreciation included in noninterest income during 2014. The other segment, which principally includes the Corporation's holding company operations and wealth management subsidiary, experienced increases in general corporate expenses. Cost savings related to the integration of CVB into the Bank's infrastructure contributed to the decline in total noninterest expense at the Retail Banking segment.

INCOME TAXES

Income tax expense on 2016 earnings was $4.5 million, resulting in an effective tax rate of 24.9 percent, compared with $4.9 million, or 27.9 percent, in 2015 and $5.1 million, or 29.4 percent, in 2014. As described in Item 8. "Financial Statement and Supplementary Data," under the heading "Note 2: Adoption of New Accounting Standards," effective

January 1, 2015, the Corporation began recognizing amortization of its investments in qualified affordable housing projects as a component of income taxes. As required by ASU 2014-01, noninterest expense and income tax expense for 2014 has been restated for the retrospective application of this standard. Accordingly, income tax expense included $406,000 and $415,000 of amortization of its investments in qualified affordable housing projects during the years ended December 31, 2015 and 2014, respectively. The Corporation's effective tax rate has progressively declined over the past three years as a result of earnings growth at the Retail Banking segment, which is exempt from state income taxes and has substantial tax-exempt income on securities issued by states and political subdivisions.

As described in Item 8. "Financial Statement and Supplementary Data," under the heading "Note 2: Adoption of New Accounting Standards," during the fourth quarter of 2016, the Corporation began recognizing excess tax benefits and deficiencies related to share-based payments, including tax benefits of dividends on share-based payment awards, within income tax expense. In accordance with the adoption provisions of ASU 2016-09, income tax expense for 2016 was reduced by $229,000, which was the aggregate excess tax benefits for the entire year and contributed to the decline in the Corporation's effective tax rate for 2016.

ASSET QUALITY

Allowance and Provision for Loan Losses

Allowance for Loan Losses Methodology – Retail Banking and Mortgage Banking. We conduct an analysis of the collectibility of the loan portfolio on a regular basis. This analysis does not apply to PCI loans, loans carried at fair value, loans held for sale or off-balance sheet credit exposure (e.g., unfunded loan commitments and standby letters of credit). We use this analysis to assess the sufficiency of the allowance for loan losses and to determine the necessary provision for loan losses.

The analysis, at a minimum, considers the following factors:

- Changes in lending policies and procedures, including underwriting, collection, charge-off and recovery;
- Changes in international, national, regional and local economic and business conditions and developments that affect the collectability of the portfolio, including the condition of various market segments;
- Changes in the nature and volume of the portfolio and in the terms of loans;
- Changes in the experience, ability and depth of lending management and other relevant staff;
- Changes in the volume and severity of past due loans, the volume of nonaccrual loans and the volume and severity of adversely classified or graded loans;
- Changes in the quality of our loan review system;
- Changes in the value of the underlying collateral for collateral-dependent loans;
- The existence and effect of any concentrations of credit and changes in the level of such concentrations;
- The effect of other external factors, such as competition;
- Historical trends of actual loan losses based on volume and types of loans; and
- Significant one-time transactions affecting the allowance for loan losses.

In conjunction with the factors described above, we consider the following risk elements that are inherent in the loan portfolio as part of the analysis:

- Real estate residential mortgage loans carry risks associated with the continued credit-worthiness of the borrower and changes in the value of the collateral.

- Real estate construction loans carry risks that the project will not be finished according to schedule, the project will not be finished according to budget and the value of the collateral may, at any point in time, be less than the principal amount of the loan. Construction loans also bear the risk that the general contractor, who may or may not be a loan customer, may be unable to finish the construction project as planned because of financial pressure unrelated to the project.

- Commercial, financial and agricultural loans carry risks associated with the successful operation of a business or a real estate project, in addition to other risks associated with the ownership of real estate, because the repayment of these loans may be dependent upon the profitability and cash flows of the business or project. In addition, there is risk associated with the value of collateral other than real estate which may depreciate over time and cannot be appraised with as much precision.

- Equity lines of credit carry risks associated with the continued credit-worthiness of the borrower and changes in the value of the collateral.

- Consumer loans carry risks associated with the continued credit-worthiness of the borrower and the value of the collateral (e.g., rapidly-depreciating assets such as automobiles), or lack thereof. Consumer loans are more likely than real estate loans to be immediately adversely affected by job loss, divorce, illness or personal bankruptcy.

The review process generally begins with loan officers or management identifying problem loans to be reviewed on an individual basis for impairment. In addition to these loans, all substandard commercial, construction and residential loans in excess of $500,000 and all troubled debt restructurings are considered for individual impairment testing. We consider a loan impaired when it is probable that we will be unable to collect all interest and principal payments as scheduled in the loan agreement. A loan is not considered impaired during a period of delay in payment if the ultimate collectibility of all amounts due is expected. If a loan is considered impaired, impairment is measured 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. When a loan is determined to be impaired, we follow a consistent process to measure that impairment in our loan portfolio. We then establish a specific allowance for impaired loans based on the difference between the carrying value of the loan and its estimated fair value. For collateral dependent loans we obtain an updated appraisal if we do not have a current one on file. Appraisals are performed by independent third party appraisers with relevant industry experience. We may make adjustments to the appraised value based on recent sales of similar properties or general market conditions when appropriate. We also estimate costs to sell collateral in the measurement of impairment if those costs are expected to reduce the cash flows available to repay or otherwise satisfy the loan.

The remaining non-impaired loans are grouped by loan type (e.g., commercial real estate, commercial, residential mortgage, consumer). We assign each loan type an allowance factor based on the historical loss rate for that type of loan and an evaluation of the qualitative factors mentioned above to determine a general allowance. We assign classified loans (i.e., special mention, substandard, doubtful, loss) a higher allowance factor than non-classified loans within a particular loan type based on our concerns regarding collectibility. Our allowance factors increase with the severity of classification. Allowance factors used for unclassified loans are based on our analysis of charge-off history for relevant periods of time which can vary depending on economic conditions, and our judgment based on the overall analysis of the lending environment including the general economic conditions. Our analysis of charge-off history also considers economic cycles and the trends during those cycles. Those cycles that more closely match the current environment are considered more relevant during our review. The allowance for loan losses is the aggregate of specific allowances and the general allowance for each portfolio type.

As discussed above we segregate loans meeting the criteria for special mention, substandard, doubtful and loss from non-classified, or pass rated, loans. We review the characteristics of each rating at least annually, generally during the first quarter. The characteristics of these ratings are as follows:

- Pass rated loans are to persons or business entities with an acceptable financial condition, appropriate collateral margins, appropriate cash flow to service the existing loan, and an appropriate leverage ratio. The borrower has paid all obligations as agreed and it is expected that this type of payment history will continue. When necessary, acceptable personal guarantors support the loan.

- Special mention loans have a specific defined weakness in the borrower's operations and the borrower's ability to generate positive cash flow on a sustained basis. The borrower's recent payment history may be characterized by late payments. The Corporation's risk exposure is mitigated by collateral supporting the loan. The collateral is considered to be well-margined, well maintained, accessible and readily marketable.

- Substandard loans are considered to have specific and well-defined weaknesses that jeopardize the viability of the Corporation's credit extension. The payment history for the loan has been inconsistent and the expected or projected primary repayment source may be inadequate to service the loan. The estimated net liquidation value of the collateral pledged and/or ability of the personal guarantor(s) to pay the loan may not adequately protect the Corporation. There is a distinct possibility that the Corporation will sustain some loss if the deficiencies associated with the loan are not corrected in the near term. A substandard loan would not automatically meet the Corporation's definition of impaired unless the loan is significantly past due and the borrower's performance and financial condition provide evidence that it is probable that the Corporation will be unable to collect all amounts due.

- Substandard nonaccrual loans have the same characteristics as substandard loans; however they have a non-accrual classification because it is probable that the Corporation will not be able to collect all amounts due.

- Doubtful rated loans have all the weaknesses inherent in a loan that is classified substandard but with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of currently existing facts, conditions, and values, highly questionable and improbable. The possibility of loss is extremely high.

- Loss rated loans are not considered collectible under normal circumstances and there is no realistic expectation for any future payment on the loan. Loss rated loans are fully charged off.

Allowance for Loan Losses Methodology - PCI Loans - As previously described, on a quarterly basis we evaluate our estimate of cash flows expected to be collected on PCI loans. These evaluations require the continued assessment of key assumptions and estimates similar to the initial estimate of fair value, such as the effect of collateral value changes, changing loss severities, estimated and experienced prepayment speeds and other relevant factors. Subsequent decreases to the expected cash flows to be collected on a PCI loan will generally result in a provision for loan losses resulting in an increase to the allowance for loan losses. For a more detailed description, see "Critical Accounting Policies" in this Item 7.

Allowance for Loan Losses Methodology – Consumer Finance. The Consumer Finance segment's loans consist of non-prime automobile loans. These loans carry risks associated with (1) the continued credit-worthiness of borrowers who may be unable to meet the credit standards imposed by most traditional automobile financing sources and (2) the value of rapidly-depreciating collateral. These loans do not lend themselves to a classification process because of the short duration of time between delinquency and repossession. Therefore, the loan loss allowance review process generally focuses on the levels of and trends in delinquencies, deferrals, defaults, repossessions and losses. Allowance factors also include an analysis of charge-off history for relevant periods of time which can vary depending on economic conditions and competition, and our judgment based on the overall analysis of the lending environment. Loans are segregated between performing and nonperforming loans. Performing loans are those that have made timely payments in accordance with the terms of the loan agreement and that are not past due 90 days or more. Nonperforming loans are those that do not accrue interest and are greater than 90 days past due.

In accordance with its policies and guidelines and consistent with industry practices, C&F Finance, at times, offers payment deferrals to borrowers, whereby the borrower is allowed to move up to two payments within a twelve-month rolling period to the end of the loan. A fee will be collected for extensions only in states that permit it. An account for which all delinquent payments are deferred is classified as current at the time the deferment is granted and therefore is not included as a delinquent account. Thereafter, such an account is aged based on the timely payment of future installments in the same manner as any other account. We evaluate the results of this deferment strategy based upon the amount of cash installments that are collected on accounts after they have been deferred versus the extent to which the collateral underlying the deferred accounts has depreciated over the same period of time. Based on this evaluation, we believe that payment deferrals granted according to our policies and guidelines are an effective portfolio management technique and result in higher ultimate cash collections. Payment deferrals may affect the ultimate timing of when an account is charged off. Increased use of deferrals may result in a lengthening of the loss confirmation period, which would increase expectations of credit losses inherent in the portfolio and therefore increase the allowance for loan losses and related provision for loan losses. The average amounts deferred, as a percentage of loans outstanding, was 2.21 percent in 2016, 2.13 percent in 2015 and 2.10 percent in 2014.

The allowance for loan losses represents an amount that, in our judgment, will be adequate to absorb probable losses inherent in the loan portfolio. The provision for loan losses increases the allowance, and loans charged off, net of recoveries, reduce the allowance. The following table presents the Corporation's loan loss experience for the periods indicated:

TABLE 5: Allowance for Loan Losses

	Year Ended December 31,				
(Dollars in thousands)	**2016**	**2015**	**2014**	**2013**	**2012**
Allowance, beginning of period	**$ 35,569**	$ 35,606	$ 34,852	$ 35,907	$ 33,677
Provision for loan losses:					
Retail Banking segment	**—**	—	—	1,030	2,400
Mortgage Banking segment	**—**	45	60	90	165
Consumer Finance segment	**18,040**	15,467	16,270	13,965	9,840
Total provision for loan losses	**18,040**	15,512	16,330	15,085	12,405
Loans charged off:					
Real estate—residential mortgage	**(82)**	(144)	(161)	(849)	(793)
Real estate—construction[1]	**—**	—	—	—	—
Commercial, financial and agricultural[2]	**(87)**	(21)	(271)	(2,298)	(2,074)
Equity lines	**(57)**	(19)	(80)	(126)	(159)
Consumer	**(281)**	(317)	(312)	(399)	(337)
Consumer finance	**(20,663)**	(19,816)	(19,022)	(16,398)	(10,134)
Total loans charged off	**(21,170)**	(20,317)	(19,846)	(20,070)	(13,497)
Recoveries of loans previously charged off:					
Real estate—residential mortgage	**163**	257	59	106	35
Real estate—construction[1]	**—**	—	—	3	—
Commercial, financial and agricultural[2]	**206**	31	210	227	121
Equity lines	**—**	1	—	28	79
Consumer	**236**	268	250	173	207
Consumer finance	**4,022**	4,211	3,751	3,393	2,880
Total recoveries	**4,627**	4,768	4,270	3,930	3,322
Net loans charged off	**(16,543)**	(15,549)	(15,576)	(16,140)	(10,175)
Allowance, end of period	**$ 37,066**	$ 35,569	$ 35,606	$ 34,852	$ 35,907
Ratio of net (recoveries) charge-offs to average total loans outstanding during period for Retail Banking	**(0.02)%**	(0.01)%	0.06 %	0.73 %	0.72 %
Ratio of net charge-offs to average total loans outstanding during period for Consumer Finance[3]	**5.59 %**	5.50 %	5.39 %	4.59 %	2.76 %

1 Includes the Corporation's real estate construction lending and consumer real estate lot lending.

2 Includes the Corporation's commercial real estate lending, land acquisition and development lending, builder line lending and commercial business lending.

3 The consumer finance loan portfolio purchased during the second quarter of 2015 had the effect of increasing the net charge-off ratio by 38 basis points and 56 basis points for the years ended December 31, 2016 and 2015, respectively.

For further information regarding the adequacy of our allowance for loan losses, refer to "Nonperforming Assets" within this Item 7.

The allocation of the allowance for loan losses at December 31 for the years indicated and the ratio of corresponding outstanding loan balances to total loans are as follows:

TABLE 6: Allocation of Allowance for Loan Losses

(Dollars in thousands)	December 31, 2016	2015	2014	2013	2012
Allocation of allowance for loan losses:					
Real estate—residential mortgage	**$ 2,559**	$ 2,471	$ 2,313	$ 2,355	$ 2,358
Real estate—construction [1]	**816**	94	434	434	424
Commercial, financial and agricultural [2]	**7,393**	7,755	7,744	7,805	9,824
Equity lines	**685**	1,052	812	892	885
Consumer	**261**	243	211	273	283
Consumer finance	**25,352**	23,954	24,092	23,093	22,133
Total allowance for loan losses	**$ 37,066**	$ 35,569	$ 35,606	$ 34,852	$ 35,907
Ratio of loans to total period-end loans:					
Real estate—residential mortgage	**19 %**	21 %	21 %	23 %	22 %
Real estate—construction [1]	6	1	1	1	1
Commercial, financial and agricultural [2]	39	39	37	35	30
Equity lines	5	6	6	6	5
Consumer	1	1	1	1	1
Consumer finance	30	32	34	34	41
	100 %	100 %	100 %	100 %	100 %

1 Includes the Corporation's real estate construction lending and consumer real estate lot lending.
2 Includes the Corporation's commercial real estate lending, land acquisition and development lending, builder line lending and commercial business lending.

Loans by credit quality indicators as of December 31, 2016 were as follows:

TABLE 7A: Credit Quality Indicators *

(Dollars in thousands)	Pass	Special Mention	Substandard	Substandard Nonaccrual	Total[1]
Real estate – residential mortgage	**$ 181,814**	**$ 2,037**	**$ 2,761**	**$ 1,652**	**$ 188,264**
Real estate – construction [2]	**55,732**	**—**	**—**	**—**	**55,732**
Commercial, financial and agricultural [3]	**356,301**	**7,469**	**24,868**	**1,750**	**390,388**
Equity lines	**51,186**	**480**	**177**	**757**	**52,600**
Consumer	**7,870**	**2**	**409**	**118**	**8,399**
	$ 652,903	**$ 9,988**	**$ 28,215**	**$ 4,277**	**$ 695,383**

* Included in the table above are loans purchased in connection with the acquisition of CVB of $54.1 million pass rated, $2.6 million special mention, $5.7 million substandard and $196,000 substandard nonaccrual.

(Dollars in thousands)	Performing	Non-Performing	Total
Consumer finance	**$ 301,280**	**$ 565**	**$ 301,845**

1 At December 31, 2016, the Corporation did not have any loans classified as Doubtful or Loss.
2 Includes the Corporation's real estate construction lending and consumer real estate lot lending.
3 Includes the Corporation's commercial real estate lending, land acquisition and development lending, builder line lending and commercial business lending.

Loans by credit quality indicators as of December 31, 2015 were as follows:

TABLE 7B: Credit Quality Indicators *

(Dollars in thousands)	Pass	Special Mention	Substandard	Substandard Nonaccrual	Total[1]
Real estate – residential mortgage	$ 181,107	$ 1,276	$ 2,083	$ 2,297	$ 186,763
Real estate – construction [2]	7,687	72	—	—	7,759
Commercial, financial and agricultural [3]	317,720	9,080	26,302	2,960	356,062
Equity lines	48,392	617	221	881	50,111
Consumer	8,760	116	116	19	9,011
	$ 563,666	$ 11,161	$ 28,722	$ 6,157	$ 609,706

* Included in the table above are loans purchased in connection with the acquisition of CVB of $71.1 million pass rated, $4.1 million special mention, $5.2 million substandard and $542,000 substandard nonaccrual.

(Dollars in thousands)	Performing	Non-Performing	Total
Consumer finance	$ 290,925	$ 830	$ 291,755

1 At December 31, 2015, the Corporation did not have any loans classified as Doubtful or Loss.
2 Includes the Corporation's real estate construction lending and consumer real estate lot lending.
3 Includes the Corporation's commercial real estate lending, land acquisition and development lending, builder line lending and commercial business lending.

The Retail Banking segment's allowance for loan losses increased $98,000 since December 31, 2015 as a result of net recoveries during 2016. There was no provision for loan losses at the Retail Banking segment during 2016 because of the overall improvement in the quality of the loan portfolio as indicated by the decline in nonaccrual loans and the decline in accruing loans past due for 90 days or more. The allowance for loan losses to total loans, excluding purchased credit impaired loans, declined to 1.63 percent at December 31, 2016, compared to 1.86 percent at December 31, 2015. We believe that the current level of the allowance for loan losses at C&F Bank is adequate to absorb probable losses inherent in the loan portfolio, based on the relevant history of charge-offs and recoveries, current economic conditions, overall portfolio quality and review of specific criticized loans. If loan concentrations within the Bank's loan portfolio result in higher credit risk or if economic conditions begin to worsen, a higher loan loss allowance may be warranted in future periods, which may require a provision for loan losses.

The Consumer Finance segment's allowance for loan losses increased by $1.4 million to $25.4 million at December 31, 2016 from $24.0 million at December 31, 2015, and its provision for loan losses increased $2.6 million for the year ended December 31, 2016, as compared to 2015. The higher provision resulted from an increase in charge-offs and loan growth during 2016. Loans charged off increased during 2016 because of economic conditions affecting non-prime consumer finance customers and competitive factors in the market for non-prime consumer finance loans. The net charge-off ratio for the year ended December 31, 2016 was 5.59 percent, compared to 5.50 percent for the year ended December 31, 2015. The allowance for loan losses as a percentage of loans increased to 8.40 percent at December 31, 2016, compared to 8.21 percent at December 31, 2015. The inclusion of the purchased consumer finance loans, which were recorded at a discount, had the effect of reducing this ratio 14 and 32 basis points at December 31, 2016 and 2015, respectively. While we expect the purchase discount accretion on this portfolio to mitigate the potential effect of losses on the purchased portfolio, this portfolio is routinely re-evaluated as part of the segment's overall analysis of the adequacy of the allowance for loan losses. Additionally, in 2016, the Consumer Finance segment began purchasing more loan contracts with higher credit quality metrics, which management expects will help reduce future charge-offs. As previously described, the Consumer Finance segment, at times, offers payment deferrals to borrowers as a management technique to achieve higher ultimate cash collections on select loan accounts. Payment deferrals may affect the ultimate timing of when an account is charged off. A significant reliance on deferrals as a means of managing collections may result in a lengthening of the loss

confirmation period, which would increase expectations of credit losses inherent in the portfolio. The average amounts deferred, as a percentage of average loans outstanding during 2016 was 2.21%, compared to 2.13% during 2015.

We believe that the current level of the allowance for loan losses at the Consumer Finance segment is adequate to absorb probable losses inherent in the loan portfolio. However, if factors influencing the Consumer Finance segment result in higher net charge-off ratio in future periods, the Consumer Finance segment may need to increase the level of its allowance for loan losses, which could negatively affect future earnings of the Consumer Finance segment.

Nonperforming Assets

A loan's past due status is based on the contractual due date of the most delinquent payment due. Loans are generally placed on nonaccrual status when the collection of principal or interest is 90 days or more past due, or earlier, if collection is uncertain based on an evaluation of the net realizable value of the collateral and the financial strength of the borrower. Loans greater than 90 days past due may remain on accrual status if management determines it has adequate collateral to cover the principal and interest. For those loans that are carried on nonaccrual status, payments are first applied to principal outstanding. A loan may be returned to accrual status if the borrower has demonstrated a sustained period of repayment performance in accordance with the contractual terms of the loan and there is reasonable assurance the borrower will continue to make payments as agreed. These policies are applied consistently across our loan portfolio, including purchased loans.

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

Because C&F Finance focuses on non-prime borrowers, the anticipated rates of delinquencies, defaults, repossessions and losses on the consumer finance loans are higher than those experienced in the general automobile finance industry and could be more dramatically affected by a general economic downturn. During periods of economic slowdown or recession, delinquencies, defaults, repossessions and losses generally increase at the Consumer Finance segment. These periods also may be accompanied by decreased consumer demand for used automobiles and declining values of automobiles securing outstanding loans, which weakens collateral coverage and increases the amount of a loss in the event of default. Significant increases in the inventory of used automobiles during periods of economic recession may also depress the prices at which we may sell repossessed automobiles or delay the timing of these sales. While we manage the higher risk inherent in loans made to non-prime borrowers through the underwriting criteria and collection methods employed by C&F Finance, we cannot guarantee that these criteria or methods will afford adequate protection against these risks. However, we believe that the current allowance for loan losses is appropriate to absorb any losses on existing Consumer Finance segment loans that may become uncollectible.

At the Consumer Finance segment, the automobile repossession process is generally initiated after a loan becomes more than 60 days delinquent. Repossessions are handled by independent repossession firms engaged by C&F Finance. After the prescribed waiting period, the repossessed automobile is sold in a third-party auction. We credit the proceeds from the sale of the automobile, and any other recoveries, against the balance of the loan and related fees. Proceeds from the sale of the repossessed vehicle and other recoveries are usually not sufficient to cover the outstanding balance of the loan, and the resulting deficiency is charged off. The charge-off represents the difference between the actual net sale proceeds minus collections and repossession expenses and the principal balance of the delinquent loan. C&F Finance pursues collection of deficiencies, as allowed by state law, when it deems such action to be appropriate.

Table 8 summarizes nonperforming assets at December 31 of each of the past five years.

TABLE 8: Nonperforming Assets

Retail Banking Segment

(Dollars in thousands)	2016	2015	2014	2013	2012
Loans, excluding purchased loans	**$ 629,523**	$ 525,283	$ 447,614	$ 402,755	$ 395,664
Purchased performing loans[1]	**53,329**	67,022	80,146	104,471	—
Purchased credit impaired loans[1]	**9,256**	13,908	21,424	32,520	—
Total loans	**$ 692,108**	$ 606,213	$ 549,184	$ 539,746	$ 395,664
Nonaccrual loans[2]	**$ 4,039**	$ 5,615	$ 4,114	$ 3,740	$ 11,461
Purchased performing-nonaccrual loans[3 9]	**196**	542	603	651	—
Total nonaccrual loans	**4,235**	6,157	4,717	4,391	11,461
OREO[4]	**195**	942	786	2,768	6,236
Total nonperforming assets[5]	**$ 4,430**	$ 7,099	$ 5,503	$ 7,159	$ 17,697
Accruing loans past due for 90 days or more[6 9]	**$ 6**	$ 761	$ 14	$ 75	$ —
Troubled debt-restructurings (TDRs)[2]	**$ 4,964**	$ 5,080	$ 5,549	$ 5,217	$ 16,492
Purchased performing TDRs[7 9]	**$ 861**	$ 264	$ 278	$ 403	$ —
Allowance for loan losses (ALL)	**$ 11,115**	$ 11,017	$ 10,961	$ 11,266	$ 13,380
	%	%	%	%	%
Nonperforming assets to total loans and OREO	**0.64**	1.17	1.00	1.34	4.40
ALL to total loans, excluding purchased credit impaired loans[8]	**1.63**	1.86	2.08	2.22	3.38
ALL to total nonaccrual loans	**262.46**	178.93	232.37	256.57	116.75
Net (recoveries) charge-offs to average total loans	**(0.02)**	(0.01)	0.06	0.73	0.72

1. The loans acquired from CVB are tracked in two separate categories – "purchased performing" and "purchased credit impaired." The remaining discount for the purchased performing loans was $2.9 million at December 31, 2016, $4.0 million at December 31, 2015, and $4.9 million at December 31, 2014. The remaining discount for the purchased credit impaired loans was $10.5 million at December 31, 2016, $11.8 million at December 31, 2015 and $15.1 million at December 31, 2014.
2. Nonaccrual loans include nonaccrual TDRs of $2.0 million at December 31, 2016, $2.5 million at December 31, 2015, $2.0 million at December 31, 2014, $2.6 million at December 31, 2013 and $9.8 million at December 31, 2012.
3. Purchased performing-nonaccrual loans are presented net of the remaining interest and credit marks totaling $137,000 at December 31, 2016, $247,000 at December 31, 2015 and $249,000 December 31, 2014.
4. OREO is recorded at its estimated fair value less cost to sell.
5. As required by acquisition accounting, purchased credit impaired loans that were considered nonaccrual and TDRs prior to the acquisition lose these designations and are not included in post-acquisition nonperforming assets as presented in this table.
6. Accruing loans past due for 90 days or more include purchased credit impaired loans of $0 at December 31, 2016 and $172,000 at December 31, 2015.
7. Purchased performing TDRs are accruing and are presented net of the remaining interest and credit marks totaling $11,300 at December 31, 2016, $8,300 at December 31, 2015 and $9,200 at December 31, 2014.
8. For the purpose of calculating this ratio, purchased performing loans are included in total loans. Purchased performing loans were marked to fair value on acquisition date; therefore, no allowance for loan losses was recorded for these loans.
9. Because the Corporation acquired CVB on October 1, 2013, information regarding CVB's nonperforming assets for periods prior to the acquisition is not included in Table 8. Further, as required by purchase accounting, PCI loans that were considered nonaccrual and TDRs prior to acquisition lose these designations and are not included in post-acquisition nonperforming assets in Table 8.

Mortgage Banking Segment

(Dollars in thousands)	2016	2015	2014	2013	2012
Nonaccrual loans	**$ 41**	$ —	$ 187	$ —	$ —
Total loans	**$ 3,275**	$ 3,493	$ 3,288	$ 2,914	$ 2,340
Allowance for loan losses	**$ 598**	$ 598	$ 553	$ 493	$ 393
Nonaccrual loans to total loans	**0.01 %**	— %	5.69 %	— %	— %
Allowance for loan losses to total loans	**18.26**	17.12	16.82	16.92	16.79
Allowance for loan losses to nonaccrual loans	**14.59**	—	295.72	—	—

Consumer Finance Segment

(Dollars in thousands)	2016	2015	2014	2013	2012
Nonaccrual loans	**$ 565**	$ 830	$ 1,040	$ 1,187	$ 655
Accruing loans past due for 90 days or more	**$ —**	$ —	$ —	$ —	$ —
Total loans	**$ 301,845**	$ 291,755	$ 283,333	$ 277,724	$ 278,186
Allowance for loan losses	**$ 25,353**	$ 23,954	$ 24,092	$ 23,093	$ 22,133
Nonaccrual loans to total loans	**0.19 %**	0.28 %	0.37 %	0.43 %	0.24 %
Allowance for loan losses to total loans[1]	**8.40**	8.21	8.50	8.32	7.96
Net charge-offs to average total loans	**5.59**	5.50	5.39	4.59	2.76

[1] The consumer finance loan portfolio purchased during the second quarter of 2015 had the effect of decreasing the allowance to total loans ratio by 14 basis points at December 31, 2016 and 32 basis points at December 31, 2015.

Table 9 presents the changes in the OREO balance for 2016 and 2015

TABLE 9: OREO Changes

	Year Ended December 31,	
(Dollars in thousands)	2016	2015
Balance at the beginning of year, gross	**$ 998**	$ 815
Transfers between loans and other real estate owned	**618**	824
Capitalized expenses	**21**	—
Charge-offs	**(106)**	(63)
Sales proceeds	**(1,384)**	(706)
Gain on disposition	**134**	242
Deferred gain on disposition	**—**	(114)
Balance at the end of year, gross	**281**	998
Less valuation allowance	**(86)**	(56)
Balance at the end of year, net	**$ 195**	$ 942

Nonperforming assets of the Retail Banking segment totaled $4.4 million at December 31, 2016, compared to $7.1 million at December 31, 2015, a 37.6 percent decrease during 2016. Nonperforming assets at December 31, 2016 included $4.2 million of nonaccrual loans, compared to $6.2 million at December 31, 2015, and $195,000 of OREO compared to $942,000 at December 31, 2015. The ratio of the allowance for loan losses to nonaccrual loans increased to 262.46 percent at December 31, 2016 from 178.93 percent at December 31, 2015. The decrease in nonaccrual loans since December 31, 2015 was primarily due to loan payoffs and transfers to OREO.

The Corporation's aggregate OREO properties were $195,000 at December 31, 2016, compared to $942,000 at December 31, 2015, and primarily consisted of residential lots. These properties have been written down to their estimated fair values less cost to sell. The decrease in OREO during 2016 was primarily due to the sale of several OREO properties and a shorter holding period for properties transferred to OREO during 2016.

Nonaccrual loans at the Consumer Finance segment decreased to $565,000 at December 31, 2016 from $830,000 at December 31, 2015. As noted above, the allowance for loan losses at the Consumer Finance segment increased from $24.0.million at December 31, 2015 to $25.4 million at December 31, 2016, and the ratio of the allowance for loan losses to total consumer finance loans was 8.40 percent as of December 31, 2016, compared to 8.21 percent at December 31, 2015. Nonaccrual consumer finance loans remain low relative to the allowance for loan losses and the total consumer finance loan portfolio because the Consumer Finance segment generally initiates repossession of loan collateral once a loan is 60 days or more past due but before the loan reaches 90 days or more past due and is evaluated for nonaccrual status. At December 31, 2016, repossessed assets totaled $3.1 million, compared to $2.1 million at December 31, 2015.

If interest on nonaccrual loans had been recognized, we would have recorded additional gross interest income of $304,000 for 2016, $531,000 for 2015, and $413,000 for 2014. Interest received on nonaccrual loans was $247,000 for 2016, $246,000 in 2015, $233,000 in 2014.

As discussed above, we measure impaired loans based on the present value of expected future cash flows discounted at the effective interest rate of the loan or, as a practical expedient, at the loan's observable market price or the fair value of the collateral if the loan is collateral dependent. We maintain a valuation allowance to the extent that the measure of the impaired loan is less than the recorded investment. TDRs occur when we agree to significantly modify the original terms of a loan by granting a concession due to the deterioration in the financial condition of the borrower. These concessions typically are made for loss mitigation purposes and could include reductions in the interest rate, payment extensions, forgiveness of principal, forbearance or other actions. TDRs are considered impaired loans.

Impaired loans, which consisted solely of TDRs, and the related allowance at December 31, 2016, were as follows:

TABLE 10A: Impaired Loans

(Dollars in thousands)	Unpaid Principal Balance	Recorded Investment in Loans without Specific Reserve	Recorded Investment in Loans with Specific Reserve	Related Allowance	Average Balance-Impaired Loans	Interest Income Recognized
Real estate – residential mortgage	$ 3,539	$ 1,676	$ 1,732	$ 251	$ 3,446	$ 122
Commercial, financial and agricultural:						
Commercial real estate lending	1,967	430	1,272	261	1,746	29
Commercial business lending	167	89	74	46	181	8
Equity lines	32	32	—	—	32	1
Consumer	520	—	520	94	521	8
Total	$ 6,225	$ 2,227	$ 3,598	$ 652	$ 5,926	$ 168

Impaired loans, which consisted solely of TDRs, and the related allowance at December 31, 2015, were as follows:

TABLE 10B: Impaired Loans

(Dollars in thousands)	Unpaid Principal Balance	Recorded Investment in Loans without Specific Reserve	Recorded Investment in Loans with Specific Reserve	Related Allowance	Average Balance-Impaired Loans	Interest Income Recognized
Real estate – residential mortgage	$ 2,828	$ 173	$ 2,516	$ 360	$ 2,718	$ 97
Commercial, financial and agricultural:						
Commercial real estate lending	2,522	61	2,258	438	2,361	35
Commercial business lending	99	—	99	28	108	1
Equity lines	32	30	—	—	30	1
Consumer	207	—	207	23	208	7
Total	$ 5,688	$ 264	$ 5,080	$ 849	$ 5,425	$ 141

TDRs at December 31, 2016 and 2015 were as follows:

TABLE 11: Troubled Debt Restructurings

(Dollars in thousands)	December 31, 2016	December 31, 2015
Accruing TDRs	**$ 3,851**	$ 2,810
Nonaccrual TDRs[1]	**1,974**	2,534
Total TDRs[2]	**$ 5,825**	$ 5,344

[1] Included in nonaccrual loans in Table 8: Nonperforming Assets.
[2] Included in impaired loans in Tables 10A and 10B: Impaired Loans.

While TDRs are considered impaired loans, not all TDRs are on nonaccrual status. If a loan was on nonaccrual status at the time of the TDR modification, the loan will remain on nonaccrual status following the modification and may be returned to accrual status based on the Corporation's policy for returning loans to accrual status. If a loan was accruing prior to being modified as a TDR and if the Corporation concludes that the borrower is able to make such modified payments, and there are no other factors or circumstances that would cause it to conclude otherwise, the TDR will remain on an accruing status.

FINANCIAL CONDITION

SUMMARY

A financial institution's primary sources of revenue are generated by its earning assets and sales of financial assets, while its major expenses are produced by the funding of those assets with interest-bearing liabilities, provisions for loan losses and compensation to employees. Effective management of these sources and uses of funds is essential in attaining a financial institution's maximum profitability while maintaining an acceptable level of risk.

At December 31, 2016, the Corporation had total assets of $1.45 billion compared to $1.41 billion at December 31, 2015. The significant components of the Corporation's balance sheet are discussed below.

LOAN PORTFOLIO

General

Through the Retail Banking segment, we engage in a wide range of lending activities, which include the origination, primarily in the Retail Banking segment's market area, of (1) one-to-four family and multi-family residential mortgage loans, (2) commercial real estate loans, (3) construction loans, (4) land acquisition and development loans, (5) consumer loans and (6) commercial business loans. We engage in non-prime automobile lending through the Consumer Finance segment and in residential mortgage lending through the Mortgage Banking segment with the majority of the loans originated through the Mortgage Banking segment sold to third-party investors. At December 31, 2016, the Corporation's loans held for investment in all categories, net of the allowance for loan losses, totaled $960.2 million and loans held for sale had a fair value of $52.0 million.

Tables 12 and 13 present information pertaining to the composition of loans held for investment and maturity/repricing of certain loans held for investment.

TABLE 12: Summary of Loans Held for Investment

	December 31,				
(Dollars in thousands)	**2016**	**2015**	**2014**	**2013**	**2012**
Real estate—residential mortgage	**$ 188,264**	$ 186,763	$ 179,817	$ 188,455	$ 149,257
Real estate—construction [1]	**55,732**	7,759	7,325	5,810	5,062
Commercial, financial, and agricultural [2]	**390,388**	356,062	306,845	288,593	205,052
Equity lines	**52,600**	50,111	50,321	50,795	33,324
Consumer	**8,399**	9,011	8,163	9,007	5,309
Consumer finance	**301,845**	291,755	283,333	277,724	278,186
Total loans	**997,228**	901,461	835,804	820,384	676,190
Less allowance for loan losses	**(37,066)**	(35,569)	(35,606)	(34,852)	(35,907)
Total loans, net	**$ 960,162**	$ 865,892	$ 800,198	$ 785,532	$ 640,283

[1] Includes the Corporation's real estate construction lending and consumer real estate lot lending.
[2] Includes the Corporation's commercial real estate lending, land acquisition and development lending, builder line lending and commercial business lending.

TABLE 13: Maturity/Repricing Schedule of Loans Held for Investment

	December 31, 2016	
(Dollars in thousands)	**Commercial, Financial, and Agricultural**	**Real Estate Construction**
Variable Rate:		
Within 1 year	**$ 75,396**	**$ 720**
1 to 5 years	**29,315**	**2,668**
After 5 years	**39,748**	**—**
Fixed Rate:		
Within 1 year	**$ 28,924**	**$ 19,662**
1 to 5 years	**139,559**	**32,682**
After 5 years	**77,446**	**—**

The increase in total loans from December 31, 2015 to December 31, 2016 was primarily due to loan growth at the Retail Banking segment, especially in the commercial and real estate construction portfolios, as well as organic loan growth in the Consumer Finance segment during 2016. The increase in total loans of the Retail Banking segment was driven by successful investments in our commercial lending personnel and strength in commercial lending in our local markets, as well as expansion into new markets. The increase in total loans of the Consumer Finance segment resulted primarily from the implementation of a scorecard model at the Consumer Finance segment in 2016 that contributed to the growth through underwriting and pricing efficiencies.

Total loans at December 31, 2016 and 2015 included loans purchased in connection with the Corporation's acquisition of CVB on October 1, 2013. These loans were recorded at estimated fair value on the date of acquisition without the carryover of the related allowance for loan losses. On the date of acquisition, the Corporation acquired PCI loans with a fair value of $35.3 million and purchased performing loans with a fair value of $111.8 million. The following tables present the outstanding principal balance and the carrying amount of purchased loans that are included in the Corporation's balance sheet at December 31, 2016 and 2015.

TABLE 14: PCI and Purchased Performing Loans

(Dollars in thousands)	December 31, 2016 Purchased Credit Impaired	Purchased Performing	Total
Outstanding principal balance	**$ 19,770**	**$ 56,213**	**$ 75,983**
Carrying amount			
Real estate – residential mortgage	**$ 1,219**	**$ 13,422**	**$ 14,641**
Commercial, financial and agricultural	**7,759**	**28,615**	**36,374**
Equity lines	**278**	**11,178**	**11,456**
Consumer	**—**	**114**	**114**
Total acquired loans	**$ 9,256**	**$ 53,329**	**$ 62,585**

(Dollars in thousands)	December 31, 2015 Purchased Credit Impaired	Purchased Performing	Total
Outstanding principal balance	$ 25,701	$ 70,993	$ 96,694
Carrying amount			
Real estate – residential mortgage	$ 1,305	$ 15,478	$ 16,783
Commercial, financial and agricultural	12,317	37,287	49,604
Equity lines	286	13,969	14,255
Consumer	—	288	288
Total acquired loans	$ 13,908	$ 67,022	$ 80,930

See "Critical Accounting Policies" in this Item 7 for a description of the Corporation's accounting for purchased performing and PCI loans.

Credit Policy

The Corporation's credit policy establishes minimum requirements and provides for appropriate limitations on overall concentration of credit within the Corporation. The policy provides guidance in general credit policies, underwriting policies and risk management, credit approval, and administrative and problem asset management policies. The overall goal of the Corporation's credit policy is to ensure that loan growth is accompanied by acceptable asset quality with uniform and consistently applied approval, administration, and documentation practices and standards.

Residential Mortgage Lending – Held for Sale

The Mortgage Banking segment's guidelines for underwriting conventional conforming loans comply with the underwriting criteria established by Fannie Mae, Freddie Mac and/or the applicable third party investor. The guidelines for non-conforming conventional loans are based on the requirements of private investors and information provided by third-party investors. The guidelines used by C&F Mortgage to originate FHA-insured, USDA-guaranteed and VA-guaranteed loans comply with the criteria established by HUD, the USDA, the VA and/or the applicable third party investor. The conventional loans that C&F Mortgage originates that have loan-to-value ratios greater than 80 percent at origination are generally insured by private mortgage insurance.

Residential Mortgage Lending – Held for Investment

The Retail Banking segment originates residential mortgage loans secured by first and second liens on properties located in its primary market area in the Hampton to Charlottesville corridor in Virginia. The Bank offers various types of residential first mortgage loans in addition to traditional long-term, fixed-rate loans. The majority of such loans include 10, 15 and 30 year amortizing mortgage loans with fixed rates of interest and fixed-rate mortgage loans with terms of 20, 25 and 30 years but subject to call after five years at the Bank's option. Second mortgage loans are offered with fixed and adjustable rates. Second mortgage loans are granted for a fixed period of time, usually between five and 20 years. Call option provisions are included in the loan documents for some longer-term, fixed-rate second mortgage loans, and these provisions allow the Bank to make interest rate adjustments for such loans.

Loans associated with residential mortgage lending are included in the real estate—residential mortgage category in Table 12: Summary of Loans Held for Investment.

Construction Lending

The Retail Banking segment has a real estate construction lending program. We make loans primarily for the construction of one-to-four family residences and, to a lesser extent, multi-family dwellings. The Bank also makes construction loans for office and warehouse facilities and other nonresidential projects, generally limited to borrowers that present other business opportunities for the Retail Banking segment.

The amounts, interest rates and terms for construction loans vary, depending upon market conditions, the size and complexity of the project, and the financial strength of the borrower and any guarantors of the loan. The term for a typical construction loan ranges from nine months to 15 months for the construction of an individual residence and from 15 months to a maximum of three years for larger residential or commercial projects. We do not typically amortize construction loans, and the borrower pays interest monthly on the outstanding principal balance of the loan. The Bank offers fixed and variable interest rates on construction loans. We do not generally finance the construction of commercial real estate projects built on a speculative basis. For residential builder loans, we limit the number of models and/or speculative units allowed depending on market conditions, the builder's financial strength and track record and other factors. Generally, the maximum loan-to-value ratio for one-to-four family residential construction loans is 80 percent of the property's fair market value, or 85 percent of the property's fair market value if the property will be the borrower's primary residence. The fair market value of a project is determined on the basis of an appraisal of the project conducted by an appraiser approved by the Bank. For larger projects where unit absorption or leasing is a concern, we may also obtain a feasibility study or other acceptable information from the borrower or other sources about the likely disposition of the property following the completion of construction.

Construction loans for nonresidential projects and multi-unit residential projects are generally larger and involve a greater degree of risk to the Bank than residential mortgage loans. We attempt to minimize such risks (1) by making construction loans in accordance with our underwriting standards and to established customers in our primary market area and (2) by monitoring the quality, progress and cost of construction. Generally, our maximum loan-to-value ratio for non-residential projects and multi-unit residential projects is 80 percent; however, this maximum can be waived for particularly strong borrowers on an exception basis.

Loans associated with construction lending are included in the real estate—construction category in Table 12: Summary of Loans Held for Investment.

Consumer Lot Lending

The Retail Banking segment's consumer lot loans are made to individuals for the purpose of acquiring an unimproved building site for the construction of a residence that generally will be occupied by the borrower. Consumer lot loans are made only to individual borrowers, and each borrower generally must certify his or her intention to build and occupy a single-family residence on the lot. These loans typically have a maximum term of either three or five years with a balloon payment of the entire balance of the loan being due in full at the end of the initial term. The interest rate for these loans is fixed or variable at a rate that is slightly higher than prevailing rates for one-to-four family residential mortgage

loans. We do not believe consumer lot loans bear as much risk as land acquisition and development loans because such loans are not made for the construction of residences for immediate resale, are not made to developers and builders, and are not concentrated in any one subdivision or community.

Loans associated with consumer lot lending are included in the real estate—construction category in Table 12: Summary of Loans Held for Investment.

Commercial Real Estate Lending

The Retail Banking segment's commercial real estate loans are primarily secured by the value of real property. The proceeds of commercial real estate loans are generally used by the borrower to finance or refinance the cost of acquiring and/or improving a commercial property. The properties that typically secure these loans are office and warehouse facilities, hotels, apartment complexes, retail facilities, restaurants and other commercial properties. Present policy authorizes commercial real estate loans to borrowers who will occupy or use the financed property in connection with their normal business operations. We also will consider making commercial real estate loans secured by non-owner-occupied properties under the following two conditions: (1) the borrower is in strong financial condition and presents a substantial business opportunity for the Corporation and (2) the borrower has substantially pre-leased the improvements to high-caliber tenants.

Our commercial real estate loans are usually amortized over a period of time ranging from 15 years to 25 years and usually have a term to maturity ranging from five years to 15 years. These loans normally have provisions for interest rate adjustments after the loan is three to five years old. The maximum loan-to-value ratio for a commercial real estate loan is 80 percent; however, this maximum can be waived for particularly strong borrowers on an exception basis. Most commercial real estate loans are further secured by one or more unconditional personal guarantees.

In recent years, we have structured a portion of our commercial real estate loans as mini-permanent loans. The amortization period, term and interest rates for these loans vary based on borrower preferences and our assessment of the loan and the degree of risk involved. If the borrower prefers a fixed rate of interest, we usually offer a loan with a fixed rate of interest for a term of three to ten years with an amortization period of up to 25 years. The remaining balance of the loan is due and payable in a single balloon payment at the end of the initial term. We believe these loan terms provide some protection from changes in the borrower's business and income as well as changes in general economic conditions. In the case of fixed-rate commercial real estate loans, shorter maturities also provide an opportunity to adjust the interest rate on this type of interest-earning asset in accordance with our asset and liability management strategies. Certain commercial customers qualify for participation in an interest rate swap program that was initiated in 2016. This program provides flexible pricing structures for our larger borrowers who wish to pay a fixed rate of interest, while preserving a floating rate for the Bank thus protecting C&F Bank from exposure to rising interest rates.

Loans secured by commercial real estate are generally larger and involve a greater degree of risk than residential mortgage loans. Because payments on loans secured by commercial real estate are usually dependent on successful operation or management of the properties securing such loans, repayment of such loans is subject to changes in both general and local economic conditions and the borrower's business and income. As a result, events beyond our control, such as a downturn in the local economy, could adversely affect the performance of the commercial real estate loan portfolio. We seek to minimize these risks by lending to established customers and generally restricting our commercial real estate loans to our primary market area. Emphasis is placed on the income producing characteristics and quality of the collateral.

Loans associated with commercial real estate lending are included in the commercial, financial and agricultural category in Table 12: Summary of Loans Held for Investment.

Land Acquisition and Development Lending

The Retail Banking segment makes land acquisition and development loans to builders and developers for the purpose of acquiring unimproved land to be developed for residential building sites, residential housing subdivisions, multi-family dwellings and a variety of commercial uses. Our policy is to make land acquisition loans to borrowers for the

purpose of acquiring developed lots for single-family, townhouse or condominium construction. We will make both land acquisition and development loans to residential builders, experienced developers and others in strong financial condition to provide additional construction and mortgage lending opportunities for the Bank.

We underwrite and process land acquisition and development loans in much the same manner as commercial construction loans and commercial real estate loans. For land acquisition and development loans, we use lower loan-to-value ratios, which are a maximum of 65 percent for raw land, 75 percent for land development and improved lots and 80 percent of the discounted appraised value of the property as determined in accordance with the appraisal policies for developed lots for single-family or townhouse construction. We can waive the maximum loan-to-value ratio for particularly strong borrowers on an exception basis. The term of land acquisition and development loans ranges from a maximum of two years for loans relating to the acquisition of unimproved land to, generally, a maximum of three years for other types of projects. All land acquisition and development loans generally are further secured by one or more unconditional personal guarantees. Because these loans are usually larger in amount and involve more risk than consumer lot loans, we carefully evaluate the borrower's assumptions and projections about market conditions and absorption rates in the community in which the property is located and the borrower's ability to carry the loan if the borrower's assumptions prove inaccurate.

Loans associated with land acquisition and development lending are included in the commercial, financial and agricultural category in Table 12: Summary of Loans Held for Investment.

Builder Line Lending

The Retail Banking segment offers builder lines of credit to residential home builders to support their land and lot inventory needs. A construction loan facility for a builder will typically have an expiration of 12 months or less. Each loan that is made under the master loan facility will have a stated maturity that allows time for the residential unit to be constructed and sold to a homebuyer under prevailing market conditions. Specific terms vary based on the purpose of the loan (e.g., lot inventory, spec or non pre-sold units, pre-sold units) and previous sales activity to new homebuyers in the particular development. Repayment relies upon the successful performance of the underlying residential real estate project. This type of lending carries a higher level of risk related to residential real estate market conditions, a functioning first and secondary market in which to sell residential properties, and the borrower's ability to manage inventory and run projects. We manage this risk by lending to experienced builders and by using specific underwriting policies and procedures for these types of loans.

Loans associated with builder line lending are included in the commercial, financial and agricultural category in Table 12: Summary of Loans Held for Investment.

Commercial Business Lending

The Retail Banking segment's commercial business loan products include revolving lines of credit to provide working capital, term loans to finance the purchase of vehicles and equipment, letters of credit to guarantee payment and performance, and other commercial loans. In general, these credit facilities carry the unconditional guaranty of the owners and/or stockholders.

Revolving and operating lines of credit are typically secured by all current assets of the borrower, provide for the acceleration of repayment upon any event of default, are monitored monthly or quarterly to ensure compliance with loan covenants, and are re-underwritten or renewed annually. Interest rates generally will float at a spread tied to the Bank's prime lending rate. Term loans are generally advanced for the purchase of, and are secured by, vehicles and equipment and are normally fully amortized over a term of two to five years, on either a fixed or floating rate basis.

Loans associated with commercial business lending are included in the commercial, financial and agricultural category in Table 12: Summary of Loans Held for Investment.

Equity Line Lending

The Retail Banking segment offers its customers home equity lines of credit that enable customers to borrow funds secured by the equity in their homes. Currently, home equity lines of credit are offered with adjustable rates of interest that are generally priced at a spread to the prime lending rate. Home equity lines of credit are made on an open-end, revolving basis. Home equity loans generally do not present as much risk to the Bank as other types of consumer loans. These loans must satisfy our underwriting criteria, including loan-to-value and credit score guidelines.

Loans associated with equity line lending are included in the equity lines category in Table 12: Summary of Loans Held for Investment.

Consumer Lending

The Retail Banking segment offers a variety of consumer loans, including automobile, personal secured and unsecured, and loans secured by savings accounts or certificates of deposit. The shorter terms and generally higher interest rates on consumer loans help the Bank maintain a profitable spread between its average loan yield and its cost of funds. Consumer loans secured by collateral other than a personal residence generally involve more credit risk than residential mortgage loans because of the type and nature of the collateral or, in certain cases, the absence of collateral. However, we believe the higher yields generally earned on such loans compensate for the increased credit risk associated with such loans. These loans must satisfy our underwriting criteria, including loan-to-value, debt ratio and credit score guidelines.

Loans associated with consumer lending are included in the consumer category in Table 12: Summary of Loans Held for Investment.

Consumer Finance

The Consumer Finance segment has an extensive automobile dealer network through which it purchases installment contracts throughout its markets. Credit approval is centralized in two locations, which along with the application processing system, ensures that contract purchase decisions comply with C&F Finance's underwriting policies and procedures.

Finance contract application packages completed by prospective borrowers are submitted by the automobile dealers electronically through a third-party online automotive sales and finance platform to C&F Finance's automated origination and application system, which processes the credit bureau report, generates all relevant loan calculations and displays the requested contract structure. C&F Finance personnel with credit authority review the transaction and determine whether to approve or deny the purchase of the contract. The purchase decision is based primarily on the applicant's credit history with emphasis on prior auto loan history, current employment status, income, collateral type and mileage, and the loan-to-value ratio. In the first half of 2016, C&F Finance implemented a scorecard model that improved underwriting and pricing efficiencies.

The Consumer Finance segment's underwriting and collateral guidelines form the basis for the purchase decision. Exceptions to credit policies and authorities must be approved by a designated credit officer. C&F Finance's typical customers have experienced prior credit difficulties. Because C&F Finance serves customers who are unable to meet the credit standards imposed by most traditional automobile financing sources, we expect C&F Finance to sustain a higher level of credit losses than traditional automobile financing sources. However, C&F Finance generally purchases contracts with interest at higher rates than those charged by traditional financing sources. These higher rates should more than offset the increase in the provision for loan losses for this segment of the Corporation's loan portfolio.

Loans associated with automobile sales finance are included in the consumer finance category in Table 12: Summary of Loans Held for Investment.

SECURITIES

The investment portfolio plays a primary role in the management of the Corporation's interest rate sensitivity. In addition, the portfolio serves as a source of liquidity and is used as needed to meet collateral requirements. The investment portfolio consists of securities available for sale, which may be sold in response to changes in market interest rates, changes in prepayment risk, increases in loan demand, general liquidity needs and other similar factors. These securities are carried at estimated fair value. At December 31, 2016 and 2015, all securities in the Corporation's investment portfolio were classified as available for sale.

Table 15 sets forth the composition of the Corporation's securities available for sale in dollar amounts at fair value and as a percentage of the Corporation's total securities available for sale at the dates indicated.

TABLE 15: Securities Available for Sale

	December 31, 2016		December 31, 2015	
(Dollars in thousands)	**Amount**	**Percent**	**Amount**	**Percent**
U.S. government agencies and corporations	**$ 16,112**	**8 %**	$ 18,501	9 %
Mortgage-backed securities	**76,816**	**36**	77,027	35
Obligations of states and political subdivisions	**117,098**	**56**	123,948	56
Total available for sale securities at fair value	**$ 210,026**	**100 %**	$ 219,476	100 %

The Corporation seeks to diversify its portfolio to minimize risk, including by purchasing shorter-duration mortgage-backed securities to reduce interest rate risk and for cash flow and reinvestment opportunities and securities issued by states and political subdivisions due to the tax benefits and the higher tax-adjusted yield obtained from these securities. All of the Corporation's mortgage-backed securities are direct issues of United States government agencies or government-sponsored enterprises. The municipal bond sector, which is included in the Corporation's obligations of states and political subdivisions category of securities, is the largest component within the securities portfolio. At December 31, 2016, approximately 97 percent of the Corporation's obligations of states and political subdivisions, as measured by market value, were rated "A" or better by Standard & Poor's or Moody's Investors Service.

Table 16 presents additional information pertaining to the composition of the securities portfolio by the earlier of contractual maturity or expected maturity. Expected maturities will differ from contractual maturities because borrowers may have the right to prepay obligations with or without call or prepayment penalties.

TABLE 16: Maturity of Securities

	Year Ended December 31,					
	2016		2015		2014	
(Dollars in thousands)	Amortized Cost	Weighted Average Yield	Amortized Cost	Weighted Average Yield	Amortized Cost	Weighted Average Yield
U.S. government agencies and corporations:						
Maturing within 1 year	**$ 7,032**	**1.61 %**	$ 8,600	2.35 %	$ 15,252	2.35 %
Maturing after 1 year, but within 5 years	**1,849**	**1.65**	—	—	998	0.74
Maturing after 5 years, but within 10 years	**7,645**	**2.04**	10,159	2.23	6,160	2.21
Maturing after 10 years	**—**	**—**	—	—	999	2.51
Total U.S. government agencies and corporations	**16,526**	**1.81**	18,759	2.29	23,409	2.43
Mortgage-backed securities:						
Maturing within 1 year	**304**	**1.96**	1	6.23	3	6.24
Maturing after 1 year, but within 5 years	**71,740**	**2.03**	64,549	2.13	41,535	2.34
Maturing after 5 years, but within 10 years	**3,890**	**2.87**	10,947	3.02	21,954	2.76
Maturing after 10 years	**1,276**	**2.72**	1,460	2.71	3,224	2.86
Total mortgage-backed securities	**77,210**	**2.08**	76,957	2.27	66,716	2.76
States and municipals:[1]						
Maturing within 1 year	**20,703**	**5.03**	18,023	4.67	15,946	5.36
Maturing after 1 year, but within 5 years	**75,898**	**4.54**	71,710	5.02	68,551	4.95
Maturing after 5 years, but within 10 years	**10,587**	**5.77**	16,208	5.50	20,405	5.36
Maturing after 10 years	**6,969**	**6.11**	12,448	6.35	19,410	6.45
Total states and municipals	**114,157**	**4.84**	118,389	5.17	124,312	5.70
Total securities:						
Maturing within 1 year	**28,039**	**4.14**	26,624	3.92	31,201	3.89
Maturing after 1 year, but within 5 years	**149,487**	**3.30**	136,259	3.65	111,084	4.06
Maturing after 5 years, but within 10 years	**22,122**	**3.97**	37,314	3.88	48,519	3.78
Maturing after 10 years	**8,245**	**5.59**	13,908	5.97	23,633	5.79
Total securities	**$ 207,893**	**3.58 %**	$ 214,105	3.87 %	$ 214,437	4.16 %

1. Yields on tax-exempt securities have been computed on a taxable-equivalent basis using the federal corporate income tax rate of 34 percent.

DEPOSITS

The Corporation's predominant source of funds is depository accounts, which are comprised of demand deposits, savings and money market accounts, and time deposits. The Corporation's deposits are principally provided by individuals and businesses located within the communities served.

Deposits totaled $1.12 billion at December 31, 2016, compared to $1.07 billion at December 31, 2015. This increase primarily consisted of a $20.7 million increase in non-interest bearing demand deposits and a $20.9 million increase in savings, money market and interest-bearing demand deposits, which reflected depositors' preferences for maintaining flexibility regarding their investment options and the availability of their funds in the event of an increase in interest rates.

The Corporation had $3.6 million in brokered money market deposits outstanding at December 31, 2016, compared to $2.9 million in brokered money market deposits at December 31, 2015. The source of these brokered deposits is uninvested cash balances held in third-party brokerage sweep accounts. The Corporation uses brokered deposits as a means of diversifying liquidity sources, as opposed to a long-term deposit gathering strategy.

Table 17 presents the average deposit balances and average rates paid for the years 2016, 2015 and 2014.

TABLE 17: Average Deposits and Rates Paid

	Year Ended December 31,					
	2016		2015		2014	
(Dollars in thousands)	Average Balance	Average Rate	Average Balance	Average Rate	Average Balance	Average Rate
Noninterest-bearing demand deposits	**$ 210,520**		$ 185,774		$ 166,928	
Interest-bearing transaction accounts	**211,441**	**0.22 %**	203,614	0.22 %	186,548	0.24 %
Money market deposit accounts	**213,793**	**0.27**	204,597	0.28	181,530	0.27
Savings accounts	**102,899**	**0.08**	99,585	0.08	97,643	0.09
Certificates of deposit, $100 thousand or more	**142,115**	**1.04**	139,878	0.92	139,502	0.93
Other certificates of deposit	**198,061**	**0.91**	209,909	0.87	241,231	0.73
Total interest-bearing deposits	**868,309**	**0.50 %**	857,583	0.49 %	846,454	0.48 %
Total deposits	**$ 1,078,829**		$ 1,043,357		$ 1,013,382	

Table 18 details maturities of certificates of deposit with balances of $100,000 or more at December 31, 2016.

TABLE 18: Maturities of Certificates of Deposit with Balances of $100,000 or More

(Dollars in thousands)	December 31, 2016
3 months or less	**$ 27,070**
3-6 months	**20,979**
6-12 months	**58,401**
Over 12 months	**55,287**
Total	**$ 161,737**

BORROWINGS

In addition to deposits, the Corporation utilizes short-term and long-term borrowings as sources of funds. Short-term borrowings from the Federal Reserve Bank and the FHLB may be used to fund the Corporation's day-to-day operations. Short-term borrowings also include securities sold under agreements to repurchase, which are secured transactions with customers and generally mature the day following the day sold, and overnight unsecured fed funds lines with correspondent banks. Long-term borrowings consist of advances from the FHLB, advances under a non-recourse revolving bank line of credit, and securities sold under agreement to repurchase with a third-party correspondent bank. All FHLB advances are secured by a blanket floating lien on all of C&F Bank's qualifying closed-end and revolving open-end loans secured by 1-4 family residential properties. All Federal Reserve Bank advances are secured by loan-specific liens on certain qualifying loans of C&F Bank that are not otherwise pledged. The bank line of credit is non-recourse and is secured by loans at C&F Finance. The repurchase agreement is secured by a portion of C&F Bank's securities portfolio.

In December, 2007, Trust II, a wholly-owned subsidiary of the Corporation, was formed for the purpose of issuing trust preferred capital securities for general corporate purposes including the refinancing of existing debt. On December 14, 2007, Trust II issued $10.0 million of trust preferred capital securities in a private placement to an institutional investor and $310,000 in common equity to the Corporation. The principal asset of Trust II is $10.3 million of the Corporation's trust preferred capital notes. In July 2005, Trust I, a wholly-owned subsidiary of the Corporation, was formed for the purpose of issuing trust preferred capital securities to partially fund the Corporation's purchase of 427,186 shares of its common stock. On July 21, 2005, Trust I issued $10.0 million of trust preferred capital securities in a private placement to an institutional investor and $310,000 in common equity to the Corporation. The principal asset of Trust I is $10.3 million of the Corporation's trust preferred capital notes. In December 2003, CVBK Trust I was formed for the purpose of issuing $5.0 million of trust preferred capital securities in private placements to institutional investors. The principal asset of CVBK Trust I is $5.2 million of trust preferred capital notes originally issued by CVBK and then assumed by the Corporation.

For further information concerning the Corporation's borrowings, refer to Item 8, "Financial Statements and Supplementary Data," under the heading "Note 9. Borrowings."

OFF-BALANCE-SHEET ARRANGEMENTS

To meet the financing needs of customers, the Corporation is a party, in the normal course of business, to financial instruments with off-balance-sheet risk. These financial instruments include commitments to extend credit, commitments to sell loans and standby letters of credit. These instruments involve elements of credit and interest rate risk in addition to the amount on the balance sheet. The Corporation'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 written is represented by the contractual amount of these instruments. We use the same credit policies in making these commitments and conditional obligations as we do for on-balance-sheet instruments. We obtain collateral based on our credit assessment of the customer in each circumstance.

Loan commitments are agreements to extend credit to a customer provided that there are no violations of the terms of the contract prior to funding. Commitments have fixed expiration dates or other termination clauses and may require payment of a fee by the customer. Since many of the commitments may expire without being completely drawn upon, the total commitment amounts do not necessarily represent future cash requirements. The total amount of unused loan commitments was $225.0 million at December 31, 2016, and $159.2 million at December 31, 2015.

Standby letters of credit are written conditional commitments issued by the Bank to guarantee the performance of a customer to a third party. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loans to customers. The total contract amount of standby letters of credit was $14.8 million at December 31, 2016, and $11.0 million at December 31, 2015.

At December 31, 2016, C&F Mortgage had interest rate lock commitments (or IRLCs) to originate mortgage loans aggregating $56.3 million and loans held for sale of $50.3 million. At December 31, 2016, each loan held for sale by C&F Mortgage was subject to a forward sales agreement on a best efforts basis. C&F Mortgage enters into IRLCs with customers and will sell the underlying loans to investors on either a best efforts or a mandatory delivery basis. C&F Mortgage mitigates interest rate risk on IRLCs and loans held for sale by (a) entering into forward loan sales contracts with investors for loans to be delivered on a best efforts basis or (b) entering into forward sales contracts of mortgage-backed to-be-announced securities (TBAs) for loans to be delivered on a mandatory basis. Both the IRLCs with customers and the forward sales contracts are considered derivative financial instruments. At December 31, 2016, C&F Mortgage had best efforts forward sales contracts with a notional value of $106.6 million. The fair value of these derivative instruments at December 31, 2016 was $663,000, which was included in other assets. There were no loans to be delivered on a mandatory basis at December 31, 2016.

C&F Mortgage sells substantially all of the residential mortgage loans it originates to third-party counterparties. As is customary in the industry, the agreements with these counterparties require C&F Mortgage to extend representations and warranties with respect to lending program compliance, borrower misrepresentation, fraud, and early payment performance. Under the agreements, the counterparties are entitled to make loss claims and repurchase requests of C&F Mortgage for loans that contain covered deficiencies. C&F Mortgage has obtained early payment default recourse waivers for a significant portion of its business. Recourse periods for early payment default for the remaining counterparties vary from 90 days up to one year. Recourse periods for borrower misrepresentation or fraud, or underwriting error do not have a stated time limit. C&F Mortgage maintains an indemnification reserve that, in management's judgment, will be adequate to absorb any losses arising from valid indemnification requests. Payments made under these recourse provisions were $349,000 in 2016 and $566,000 in 2014. There were no payments made in 2015. Payments made during 2016 and 2014 primarily resulted from agreements with third-party counterparties in each year that resolved all known and unknown indemnification obligations for loans sold to these counterparties prior to August 2016 for the payment in 2016, and prior to May 2014 for the payment made in 2014.

Risks also arise from the possible inability of counterparties to meet the terms of their contracts. C&F Mortgage has procedures in place to evaluate the credit risk of investors and does not expect any counterparty to fail to meet its obligations.

The Corporation uses derivatives to manage exposure to interest rate risk through the use of interest rate swaps. Interest rate swaps involve the exchange of fixed and variable rate interest payments between two parties, based on a common notional principal amount and maturity date with no exchange of underlying principal amounts.

The Corporation has interest rate swaps that qualify as cash flow hedges. The Corporation's cash flow hedges effectively modify the Corporation's exposure to interest rate risk by converting variable rates of interest on $10.0 million and $15.0 million of the Corporation's trust preferred capital notes to fixed rates of interest until September 2020 and December 2019, respectively. The cash flow hedges' total notional amount is $25.0 million. At December 31, 2016, the cash flow hedges had a fair value of $(56,000), which is recorded in other liabilities. The cash flow hedges were fully effective at December 31, 2016. Therefore, the net loss on the cash flow hedges was recognized as a component of other comprehensive income (loss), net of deferred income taxes.

Pursuant to a program the Corporation initiated during 2016, the Corporation also enters into interest rate swaps with certain qualifying commercial loan customers to meet their interest rate risk management needs. The Corporation simultaneously enters into interest rate swaps with dealer counterparties, with identical notional amounts and terms. The net result of these interest rate swaps is that the customer pays a fixed rate of interest and the Corporation receives a floating rate. The total notional amount of the interest rate swaps on loans is $50.3 million. At December 31, 2016, the interest rate swaps had a net fair value of zero, with $1.03 million recognized in other assets and $1.03 million recognized in other liabilities. These swaps are not designated as hedging instruments; therefore, changes in fair value are recorded in other noninterest expense.

LIQUIDITY

The objective of the Corporation's liquidity management is to ensure the continuous availability of funds to satisfy the credit needs of our customers and the demands of our depositors, creditors and investors. Stable core deposits and a strong capital position are the components of a solid foundation for the Corporation's liquidity position. Additional sources of liquidity available to the Corporation include cash flows from operations, loan payments and payoffs, deposit growth, sales of securities, the issuance of brokered certificates of deposit and the capacity to borrow additional funds.

Liquid assets, which include cash and due from banks, interest-bearing deposits at other banks, federal funds sold and nonpledged securities available for sale, totaled $199.1 million at December 31, 2016 compared to $277.3 million at December 31, 2015. The Corporation's funding sources, including capacity, amount outstanding and amount available at December 31, 2016 are presented in Table 19.

TABLE 19: Funding Sources

	December 31, 2016		
(Dollars in thousands)	**Capacity**	**Outstanding**	**Available**
Unsecured federal funds agreements	**$ 65,000**	**$ —**	**$ 65,000**
Repurchase agreements	**5,000**	**5,000**	**—**
Repurchase lines of credit	**50,000**	**—**	**50,000**
Borrowings from FHLB	**150,062**	**47,000**	**103,062**
Borrowings from Federal Reserve Bank	**14,391**	**—**	**14,391**
Revolving line of credit	**120,000**	**75,029**	**44,971**
Total	**$ 404,453**	**$ 127,029**	**$ 277,424**

We have no reason to believe these arrangements will not be renewed at maturity. Additional loans and securities are available that can be pledged as collateral for future borrowings from the Federal Reserve Bank or the FHLB above the current lendable collateral value. Our ability to maintain sufficient liquidity may be affected by numerous factors, including economic conditions nationally and in our markets. Depending on our liquidity levels, our capital position, conditions in the capital markets, our business operations and initiatives, and other factors, we may from time to time

consider the issuance of debt, equity or other securities or other possible capital market transactions, the proceeds of which could provide additional liquidity for our operations.

Time deposits of $100,000 or more, maturing in less than a year, totaled $106.5 million at December 31, 2016; time deposits of $100,000 or more, maturing in more than one year, totaled $55.3 million.

The Corporation's contractual obligations and scheduled payment amounts due at various intervals over the next five years and beyond as of December 31, 2016 are presented in Table 20.

Table 20: Contractual Obligations

	Payments Due by Period				
(Dollars in thousands)	Total	Less than 1 Year	1-3 Years	3-5 Years	More than 5 Years
Bank lines of credit	$ 75,029	$ —	$ 75,029	$ —	$ —
FHLB advances [1]	47,000	10,000	14,500	7,500	15,000
Trust preferred capital notes	25,175	—	—	—	25,175
Securities sold under agreements to repurchase	5,000	—	5,000	—	—
Operating leases	4,062	1,504	1,849	709	—
Total[2]	$ 156,266	$ 11,504	$ 96,378	$ 8,209	$ 40,175

[1] FHLB advances include convertible advances of $10.0 million, $5.0 million, $7.5 million, and $7.5 million maturing in 2017, 2018, 2022, and 2023, respectively. These advances have fixed rates of interest unless the FHLB exercises its option to convert the interest on these advances from fixed-rate to variable-rate (i.e., the conversion date). We can elect to repay the advances in whole or in part on their respective conversion dates and on any interest payment dates thereafter without the payment of a fee if the FHLB elects to convert the advances. However, we would incur a fee if we repay the advances (1) prior to their respective conversion dates, (2) if the FHLB does not convert the advance on the conversion date, or, (3) after notification of conversion, on any date other than the conversion date or any interest payment date thereafter. FHLB advances also include fixed rate hybrid advances of $2.5 million, $7.0 million, and $7.5 million maturing in 2018, 2019, and 2020, respectively. These advances provide fixed-rate funding until the stated maturity date. We may add interest rate caps or floors at a future date, at which time the cost of the caps or floors will be added to the advance rate. For further information concerning the Corporation's FHLB borrowings, refer to Item 8, "Financial Statements and Supplementary Data," under the heading "Note 9. Borrowings."

[2] At December 31, 2016 there were no outstanding federal funds purchased or borrowings from the Federal Reserve Bank.

As a result of the Corporation's management of liquid assets and the ability to generate liquidity through liability funding, we believe that we maintain overall liquidity sufficient to satisfy the Corporation's operational requirements and contractual obligations.

CAPITAL RESOURCES

The assessment of capital adequacy depends on such factors as asset quality, liquidity, earnings performance, and changing competitive conditions and economic forces. We regularly review the adequacy of the Corporation's capital. We maintain a structure that will assure an adequate level of capital to support anticipated asset growth and to absorb potential losses. While we will continue to look for opportunities to invest capital in profitable growth, share purchases are another tool that facilitates improving shareholder return, as measured by ROE and earnings per share.

Changes to the regulatory capital framework that were approved in July 2013 by the federal banking agencies (the Basel III Final Rule) began applying to the Corporation and the Bank on January 1, 2015 subject to limited phase-in periods. In addition to the primary indicators relied on by bank regulators in measuring capital position prior to 2015 (i.e., Tier 1 capital, total risk-based capital and leverage ratios), banking regulators now measure the common equity tier 1 capital (CET1) ratio when evaluating an institution's capital position. Refer to Item 1. "Business" under the heading "Regulation and Supervision" for an overview of the Basel III Final Rules. The Corporation's CET1 to total risk-weighted assets ratio was 10.5 percent at December 31, 2016, compared with 11.2 percent at December 31, 2015. The Corporation's Tier 1 capital to risk-weighted assets ratio was 12.6 percent at December 31, 2016, compared with 13.7 percent at December 31, 2015. The total capital to risk-weighted assets ratio was 13.9 percent at December 31, 2016, compared with

15.0 percent at December 31, 2015. The Tier 1 leverage ratio was 10.3 percent at December 31, 2016, compared with 10.0 percent at December 31, 2015. These ratios are in excess of the mandated minimum requirements. These ratios include the trust preferred securities issued by the Corporation in December 2007 and July 2005, as well as issued by CVBK in 2003 and assumed by the Corporation in March 2014.

In addition to the regulatory risk-based capital amounts presented above, the Corporation and the Bank must maintain a capital conservation buffer of additional total capital and CET1 as required by the Basel III Final Rule. The buffer began applying to the Corporation and the Bank on January 1, 2016, and is subject to phase-in from 2016 to 2019 in equal annual installments of 0.625%. Accordingly, at December 31, 2016, the Corporation and the Bank were required to maintain a capital conservation buffer of 0.625%. At December 31, 2016, the Corporation exceeded the total capital conservation buffer by 529 basis points, and the Bank exceeded the total capital conservation buffer by 541 basis points. Also at December 31, 2016, the Corporation and the Bank exceeded the CET1 capital conservation buffer by 535 basis points and 763 basis points, respectively.

Shareholders' equity was $139.2 million at year-end 2016 compared with $131.1 million at year-end 2015. During 2016, the Corporation declared common stock dividends of $1.29 per share, compared to $1.22 per share declared in 2015 and $1.19 per share declared in 2014. The dividend payout ratio was 33.1 percent of basic earnings per share for the year ended December 31, 2016, compared to 33.2 percent in 2015 and 32.8 percent in 2014. On May 14, 2014, the Corporation repurchased from the United States Treasury a ten-year warrant to purchase up to 167,504 shares of the Corporation's common stock, par value $1.00 per share at an initial exercise price of $17.91 per share (Warrant). The Warrant was originally issued in connection with the Corporation's participation in the Troubled Asset Relief Program (TARP) Capital Purchase Program. The Corporation paid an aggregate purchase price of $2.3 million for the Warrant, which has been cancelled. The funds for this redemption were provided by existing financial resources of the Corporation and no new capital was issued.

RECENT ACCOUNTING PRONOUNCEMENTS

Recent accounting pronouncements affecting the Corporation are described in Item 8, "Financial Statements and Supplementary Data," under the heading "Note 1: Summary of Significant Accounting Policies-Recent Significant Accounting Pronouncements."

EFFECTS OF INFLATION AND CHANGING PRICES

The Corporation's financial statements included herein have been prepared in accordance with accounting principles generally accepted in the United States ("U. S. GAAP"). U. S. GAAP presently requires the Corporation to measure financial position and operating results primarily in terms of historic dollars. Changes in the relative value of money due to inflation or recession are generally not considered. The primary effect of inflation on the operations of the Corporation is reflected in increased operating costs. In management's opinion, changes in interest rates affect the financial condition of a financial institution to a far greater degree than changes in the inflation rate. While interest rates are greatly influenced by changes in the inflation rate, they do not necessarily change at the same rate or in the same magnitude as the inflation rate. Interest rates are highly sensitive to many factors that are beyond the control of the Corporation, including changes in the expected rate of inflation, the influence of general and local economic conditions and the monetary and fiscal policies of the United States government, its agencies and various other governmental regulatory authorities.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Corporation's primary component of market risk is interest rate volatility. Fluctuations in interest rates will affect the amount of interest income and expense the Corporation receives or pays on a significant portion of its assets and liabilities and the market value of its interest-earning assets and interest-bearing liabilities, excluding those which have a very short term until maturity. The Corporation does not subject itself to foreign currency exchange rate risk or commodity price risk due to the current nature of its operations.

The Corporation uses interest rate swaps to manage select exposures to interest rate risk. Interest rate swaps involve the exchange of fixed and variable rate interest payments between two parties, based on a common notional principal

amount and maturity date with no exchange of underlying principal amounts. The Corporation has interest rate swaps that qualify as cash flow hedges. The cash flow hedges effectively modify the Corporation's exposure to interest rate risk associated with the Corporation's trust preferred capital notes by converting variable rates of interest on the trust preferred capital notes to fixed rates of interest until September 2020 or December 2019, as applicable.

The primary objective of the Corporation's asset/liability management process is to maximize current and future net interest income within acceptable levels of interest rate risk while satisfying liquidity and capital requirements. Management recognizes that a certain amount of interest rate risk is inherent and appropriate. Thus the goal of interest rate risk management is to maintain a balance between risk and reward such that net interest income is maximized while risk is maintained at an acceptable level.

The Corporation assumes interest rate risk in the normal course of operations. The fair values of most of the Corporation's financial instruments will change when interest rates change and that change may be either favorable or unfavorable to the Corporation. Management attempts to match maturities and repricing dates of assets and liabilities to the extent believed necessary to balance minimizing interest rate risk and increasing net interest income in current market conditions. However, borrowers with fixed rate obligations are less likely to prepay in a rising rate environment and more likely to prepay in a falling rate environment. Conversely, depositors who are receiving fixed rates are more likely to withdraw funds before maturity in a rising rate environment and less likely to do so in a falling rate environment. Management monitors rates, maturities and repricing dates of assets and liabilities and attempts to manage interest rate risk by adjusting terms of new loans, deposits and borrowings and by investing in securities with terms that manage the Corporation's overall interest rate risk.

We use simulation analysis to assess earnings at risk and economic value of equity (EVE) analysis to assess economic value at risk. These methods allow management to regularly monitor both the direction and magnitude of the Corporation's interest rate risk exposure. These modeling techniques involve assumptions and estimates that inherently cannot be measured with complete precision. Key assumptions in the analyses include maturity and repricing characteristics of both assets and liabilities, prepayments on amortizing assets, other embedded options, non-maturity deposit sensitivity and loan and deposit pricing. These assumptions are inherently uncertain due to the timing, magnitude and frequency of rate changes and changes in market conditions and management strategies, among other factors. However, the analyses are useful in quantifying risk and provide a relative gauge of the Corporation's interest rate risk position over time.

Simulation analysis evaluates the potential effect of upward and downward changes in market interest rates on future net interest income. The analysis involves changing the interest rates used in determining net interest income over the next twelve months. The resulting percentage change in net interest income in various rate scenarios is an indication of the Corporation's shorter-term interest rate risk. The analysis utilizes a "static" balance sheet approach, which assumes changes in interest rates without any management response to change the composition of the balance sheet. The measurement date balance sheet composition is maintained over the simulation time period with maturing and repayment dollars being rolled back into like instruments for new terms at current market rates. Additional assumptions are applied to modify volumes and pricing under the various rate scenarios. These assumptions include loan prepayments, time deposit early withdrawals, the sensitivity of deposit repricing to changes in market rates, withdrawal behavior of non-maturing deposits, and other factors that management deems significant.

The simulation analysis results are presented in the table below. These results, based on a measurement date balance sheet as of December 31, 2016, indicate that the Corporation would expect net interest income to decrease over the next twelve months 4.94 percent assuming an immediate downward shift in market interest rates of 200 basis points (BP) and to increase 2.22 percent if rates shifted upward to the same degree.

1-Year Net Interest Income Simulation (dollars in thousands)

Assumed Market Interest Rate Shift	Hypothetical Change in Net Interest Income Over the Next Twelve Months as of December 31, 2016	
	Dollars	Percentage
-200 BP shock	$ (3,858)	(4.94)%
+200 BP shock	$ 1,736	2.22 %

The EVE analysis provides information on the risk inherent in the balance sheet that might not be taken into account in the simulation analysis due to the shorter time horizon used in that analysis. The EVE of the balance sheet is defined as the discounted present value of expected asset cash flows minus the discounted present value of the expected liability cash flows. The analysis involves changing the interest rates used in determining the expected cash flows and in discounting the cash flows. The resulting percentage change in net present value in various rate scenarios is an indication of the longer term repricing risk and options embedded in the balance sheet.

The EVE analysis results are presented in the table below. These results as of December 31, 2016 indicate that the EVE would decrease 12.73 percent assuming an immediate downward shift in market interest rates of 200 BP and would increase 5.76 percent if rates shifted upward to the same degree.

Static EVE Change (dollars in thousands)

Assumed Market Interest Rate Shift	Hypothetical Change in EVE	
	Dollars	Percentage
-200 BP shock	$ (29,616)	(12.73)%
+200 BP shock	$ 13,397	5.76 %

In the net interest income simulation above, net interest income increases over the next twelve months in the event of an immediate upward shift in interest rates, but declines in the event of an immediate downward shift in interest rates. In a rising rate environment, the Corporation's assets would reprice quicker than what the Corporation pays on its borrowings and deposits primarily due to the shorter maturity or repricing dates of its interest-bearing deposits in other banks and loan portfolios. However, in a falling rate environment the simulation assumes that adjustable-rate assets will continue to reprice downward, subject to floors on certain loans, and fixed-rate assets with prepayment or callable options will reprice at lower rates while certain deposits cannot reprice any lower.

The EVE analysis above indicates an increase in the EVE in an immediate upward shift in interest rates, and a decrease in the EVE in an immediate downward shift in interest rates. The Corporation's assets would reprice quicker over time than what the Corporation pays on its borrowings and deposits due to the shorter maturity or repricing dates of its interest-bearing deposits in other banks and investment and loan portfolios as compared to time deposits and borrowings and the longer average life of non-maturing deposits, such as interest checking and money market accounts. During 2016, the maturity or repricing dates in the Corporation's investment portfolio were shortened, and the maturity or repricing dates in the Corporation's borrowings were lengthened.

We believe that our current interest rate exposure is manageable and does not indicate any significant exposure to interest rate changes.

C&F Mortgage enters into IRLCs with customers and will sell the underlying loans to investors on either a best efforts or a mandatory basis. C&F Mortgage mitigates interest rate risk on IRLCs and loans held for sale by (a) entering into forward loan sales contracts with investors for loans to be delivered on a best efforts basis or (b) entering into forward sales contracts of TBAs for loans to be delivered on a mandatory basis. Both the IRLCs with customers and the forward sales contracts are considered derivative financial instruments. At December 31, 2016, the Corporation had best efforts forward sales contracts with a notional value of $106.6 million. The fair value of these derivative instruments at December 31, 2016 was $663,000, which was included in other assets. There were no loans to be delivered on a mandatory basis at December 31, 2016.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

CONSOLIDATED BALANCE SHEETS

(Dollars in thousands, except for share and per share amounts)	December 31, 2016	2015
Assets		
Cash and due from banks	**$ 12,892**	$ 9,679
Interest-bearing deposits in other banks	**90,309**	143,264
Total cash and cash equivalents	**103,201**	152,943
Securities—available for sale at fair value, amortized cost of $207,893 and $214,105, respectively	**210,026**	219,476
Loans held for sale, at fair value	**52,027**	44,000
Loans, net of allowance for loan losses of $37,066 and $35,569, respectively	**960,162**	865,892
Restricted stocks, at cost	**3,403**	3,345
Corporate premises and equipment, net	**35,804**	36,533
Other real estate owned, net of valuation allowance of $86 and $56, respectively	**195**	942
Accrued interest receivable	**7,261**	6,829
Goodwill	**14,425**	14,425
Core deposit and other amortizable intangibles, net	**2,269**	1,618
Bank-owned life insurance	**15,103**	14,988
Other assets	**48,116**	44,085
Total assets	**$ 1,451,992**	$ 1,405,076
Liabilities		
Deposits		
Noninterest-bearing demand deposits	**$ 218,655**	$ 197,909
Savings and interest-bearing demand deposits	**556,851**	535,992
Time deposits	**344,415**	339,732
Total deposits	**1,119,921**	1,073,633
Short-term borrowings	**12,363**	12,093
Long-term borrowings	**127,029**	140,029
Trust preferred capital notes	**25,175**	25,139
Accrued interest payable	**703**	698
Other liabilities	**27,587**	22,425
Total liabilities	**1,312,778**	1,274,017
Commitments and contingent liabilities		
Shareholders' Equity		
Common stock ($1.00 par value, 8,000,000 shares authorized, 3,472,561 and 3,437,787 shares issued and outstanding, respectively, includes 141,755 and 137,200 of unvested shares, respectively)	**3,331**	3,301
Additional paid-in capital	**11,705**	10,420
Retained earnings	**125,162**	116,167
Accumulated other comprehensive (loss) income, net	**(984)**	1,171
Total shareholders' equity	**139,214**	131,059
Total liabilities and shareholders' equity	**$ 1,451,992**	$ 1,405,076

See notes to consolidated financial statements.

CONSOLIDATED STATEMENTS OF INCOME

(Dollars in thousands, except per share amounts)	Year Ended December 31, 2016	2015	2014
Interest income			
Interest and fees on loans	**$ 82,951**	$ 80,102	$ 79,207
Interest on interest-bearing deposits and federal funds sold	**509**	364	378
Interest and dividends on securities			
U.S. government agencies and corporations	**327**	466	690
Mortgage-backed securities	**1,235**	1,233	1,228
Tax-exempt obligations of states and political subdivisions	**3,742**	4,162	4,417
Taxable obligations of states and political subdivisions	**192**	184	184
Corporate bonds and other	**483**	538	391
Total interest income	**89,439**	87,049	86,495
Interest expense			
Savings and interest-bearing deposits	**1,078**	1,090	1,015
Time deposits	**3,314**	3,104	3,065
Borrowings	**3,433**	3,338	3,485
Trust preferred capital notes	**1,143**	1,162	960
Total interest expense	**8,968**	8,694	8,525
Net interest income	**80,471**	78,355	77,970
Provision for loan losses	**18,040**	15,512	16,330
Net interest income after provision for loan losses	**62,431**	62,843	61,640
Noninterest income			
Gains on sales of loans	**8,120**	6,336	5,086
Service charges on deposit accounts	**4,262**	4,322	4,468
Other service charges and fees	**8,553**	6,787	6,246
Net gains on calls and sales of available for sale securities	**52**	29	29
Investment services income	**1,165**	1,481	1,229
Other	**3,475**	1,759	2,347
Total noninterest income	**25,627**	20,714	19,405
Noninterest expenses			
Salaries and employee benefits	**41,925**	38,926	36,310
Occupancy	**9,660**	8,828	8,806
Other	**18,555**	18,420	18,441
Total noninterest expenses	**70,140**	66,174	63,557
Income before income taxes	**17,918**	17,383	17,488
Income tax expense	**4,459**	4,853	5,144
Net income	**$ 13,459**	$ 12,530	$ 12,344
Net income per share - basic	**$ 3.90**	$ 3.68	$ 3.63
Net income per share - assuming dilution	**$ 3.89**	$ 3.68	$ 3.59
Weighted average number of shares outstanding - basic	**3,454,282**	3,401,426	3,404,112
Weighted average number of shares outstanding - assuming dilution	**3,455,883**	3,401,834	3,436,278

See notes to consolidated financial statements.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(Dollars in thousands)	Year Ended December 31, 2016	2015	2014
Net income	**$ 13,459**	$ 12,530	$ 12,344
Other comprehensive (loss) income:			
Changes in defined benefit plan assets and benefit obligations			
Changes in net loss arising during the period[1]	**(129)**	(728)	(2,048)
Tax effect	**45**	255	717
Amortization of prior service cost arising during the period[1]	**(60)**	(61)	(68)
Tax effect	**21**	21	24
Net of tax amount	**(123)**	(513)	(1,375)
Unrealized gains (losses) on cash flow hedging instruments			
Unrealized holding gains (losses) arising during the period	**119**	(72)	227
Tax effect	**(46)**	28	(89)
Net of tax amount	**73**	(44)	138
Unrealized holding (losses) gains on securities			
Unrealized holding (losses) gains arising during the period	**(3,186)**	(2,061)	7,088
Tax effect	**1,115**	722	(2,480)
Reclassification adjustment for gains included in net income[2]	**(52)**	(29)	(29)
Tax effect	**18**	10	10
Net of tax amount	**(2,105)**	(1,358)	4,589
Other comprehensive (loss) income	**(2,155)**	(1,915)	3,352
Comprehensive income	**$ 11,304**	$ 10,615	$ 15,696

1. These items are included in the computation of net periodic benefit cost, which is a component of "Salaries and employee benefits" on the consolidated statements of income. See Note 12, Employee Benefit Plans, for additional information.
2. Gains are included in "Net gains on calls and sales of available for sale securities" on the consolidated statements of income.

See notes to consolidated financial statements.

CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

(Dollars in thousands, except per share amounts)	Common Stock	Additional Paid - In Capital	Retained Earnings[1]	Accumulated Other Comprehensive Income (Loss)	Total Shareholders' Equity
Balance December 31, 2013	$ 3,269	$ 10,686	$ 99,491	$ (266)	$ 113,180
Comprehensive income:					
Net income	—	—	12,344	—	12,344
Other comprehensive income	—	—	—	3,352	3,352
Common stock warrant repurchased	—	(2,303)		—	(2,303)
Stock options exercised	—	11	—	—	11
Share-based compensation	—	1,024	—	—	1,024
Restricted stock vested	15	65	—	—	80
Common stock issued	3	130	—	—	133
Common stock purchased	(4)	(157)	—	—	(161)
Cash dividends declared – common stock ($1.19 per share)	—	—	(4,050)	—	(4,050)
Balance December 31, 2014	3,283	9,456	107,785	3,086	123,610
Comprehensive income:					
Net income	—	—	12,530	—	12,530
Other comprehensive loss	—	—	—	(1,915)	(1,915)
Stock options exercised	34	1,269	—	—	1,303
Share-based compensation	—	1,060	—	—	1,060
Restricted stock vested	27	144	—	—	171
Common stock issued	4	131	—	—	135
Common stock purchased	(47)	(1,640)	—	—	(1,687)
Cash dividends declared – common stock ($1.22 per share)	—	—	(4,148)	—	(4,148)
Balance December 31, 2015	**3,301**	**10,420**	**116,167**	**1,171**	**131,059**
Comprehensive income:					
Net income	**—**	**—**	**13,459**	**—**	**13,459**
Other comprehensive loss	**—**	**—**	**—**	**(2,155)**	**(2,155)**
Stock options exercised	**10**	**352**	**—**	**—**	**362**
Share-based compensation	**—**	**1,218**	**—**	**—**	**1,218**
Restricted stock vested	**26**	**(26)**	**—**	**—**	**—**
Common stock issued	**3**	**146**	**—**	**—**	**149**
Common stock purchased	**(9)**	**(405)**	**—**	**—**	**(414)**
Cash dividends declared – common stock ($1.29 per share)	**—**	**—**	**(4,464)**	**—**	**(4,464)**
Balance December 31, 2016	**$ 3,331**	**$ 11,705**	**$ 125,162**	**$ (984)**	**$ 139,214**

1. Retained earnings as of December 31, 2013 and 2014 includes the cumulative effect of $239,000, and $237,000, respectively, resulting from the adoption of Accounting Standards Update (ASU) 2014-01 "*Accounting For Investments in Qualified Affordable Housing Projects*." See "Note 1 – Summary of Significant Accounting Policies" and "Note 2 – Adoption of New Accounting Standard" for additional information.

See notes to consolidated financial statements.

CONSOLIDATED STATEMENTS OF CASH FLOWS

(Dollars in thousands)	Year Ended December 31, 2016	2015	2014
Operating activities:			
Net income	**$ 13,459**	$ 12,530	$ 12,344
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation	**2,573**	2,511	2,739
Deferred income taxes	**(23)**	1,378	2,247
Provision for loan losses	**18,040**	15,512	16,330
Provision for indemnifications	**290**	274	240
Provision for other real estate owned losses	**135**	90	29
Share-based compensation	**1,218**	1,231	1,104
Net accretion of certain acquisition-related fair value adjustments	**(1,446)**	(1,918)	(2,969)
Accretion of discounts and amortization of premiums on securities, net	**1,458**	1,551	1,406
Realized gains on sales and calls of securities	**(52)**	(29)	(29)
Net realized gains on sales of other real estate owned	**(134)**	(242)	(354)
Net realized gains on sale of corporate premises and equipment	**(246)**	(26)	(96)
Income from bank-owned life insurance	**(927)**	(454)	(497)
Origination of loans held for sale	**(674,317)**	(549,287)	(478,641)
Proceeds from sales of loans held for sale	**674,410**	539,902	491,327
Gains on sales of loans held for sale	**(8,120)**	(6,336)	(5,086)
Change in other assets and liabilities:			
Accrued interest receivable	**(432)**	(408)	(61)
Other assets	**(3,637)**	(2,429)	(1,283)
Accrued interest payable	**5**	(42)	(103)
Other liabilities	**4,991**	1,524	(4,470)
Net cash provided by operating activities	**27,245**	15,332	34,177
Investing activities:			
Proceeds from maturities, calls and sales of securities available for sale	**57,355**	36,450	38,660
Purchases of securities available for sale	**(52,547)**	(37,211)	(36,246)
Net (redemptions) issuance of restricted stocks	**(58)**	97	894
Purchase of loan portfolio	**—**	(16,258)	—
Net increase in loans	**(110,601)**	(65,639)	(30,288)
Other real estate owned improvements	**(20)**	—	—
Proceeds from sales of other real estate owned	**1,384**	706	4,382
Purchases of corporate premises and equipment, net	**(1,691)**	(1,808)	(1,815)
Net cash used in investing activities	**(106,178)**	(83,663)	(24,413)
Financing activities:			
Net increase in demand, interest-bearing demand and savings deposits	**41,605**	74,307	51,185
Net increase (decrease) in time deposits	**4,683**	(26,450)	(32,258)
Net (decrease) increase in borrowings	**(12,730)**	10,198	(2,844)
Repurchase of common stock warrant	**—**	—	(2,303)
Issuance of common stock	**149**	135	133
Purchase of common stock, including shares withheld to pay taxes	**(414)**	(1,687)	(161)
Proceeds from exercise of stock options	**362**	1,303	11
Cash dividends	**(4,464)**	(4,148)	(4,050)
Net cash provided by financing activities	**29,191**	53,658	9,713
Net (decrease) increase in cash and cash equivalents	**(49,742)**	(14,673)	19,477
Cash and cash equivalents at beginning of year	**152,943**	167,616	148,139
Cash and cash equivalents at end of year	**$ 103,201**	$ 152,943	$ 167,616
Supplemental disclosure			
Interest paid	**$ 8,927**	$ 9,026	$ 9,710
Income taxes paid	**2,311**	560	3,577
Supplemental disclosure of noncash investing and financing activities			
Unrealized (losses) gains on securities available for sale	**$ (3,238)**	$ (2,090)	$ 7,059
Transfers from loans to other real estate owned	**(618)**	(824)	(1,960)
Pension adjustment	**(189)**	(789)	(2,116)
Unrealized gains (losses) on cash flow hedging instruments	**119**	(72)	227

See notes to consolidated financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1: Summary of Significant Accounting Policies

Principles of Consolidation: The accompanying consolidated financial statements include the accounts of C&F Financial Corporation (the Corporation) and its wholly owned subsidiary, Citizens and Farmers Bank (the Bank or C&F Bank). All significant intercompany accounts and transactions have been eliminated in consolidation. In addition, the Corporation owns C&F Financial Statutory Trust I, C&F Financial Statutory Trust II, and Central Virginia Bankshares Statutory Trust I, all of which are unconsolidated subsidiaries. The subordinated debt owed to these trusts is reported as a liability of the Corporation. The accounting and reporting policies of C&F Financial Corporation and Subsidiary conform to accounting principles generally accepted in the United States of America (U.S. GAAP) and to predominant practices within the banking industry.

Nature of Operations: The Corporation is a bank holding company incorporated under the laws of the Commonwealth of Virginia. The Corporation owns all of the stock of its subsidiary, C&F Bank, which is an independent commercial bank chartered under the laws of the Commonwealth of Virginia. On October 1, 2013, the Corporation acquired Central Virginia Bankshares, Inc. (CVBK) and its wholly-owned subsidiary, Central Virginia Bank (CVB), which was an independent commercial bank chartered under the laws of the Commonwealth of Virginia. On March 22, 2014, CVBK was merged with and into the Corporation and CVB was merged with and into C&F Bank.

C&F Bank has five wholly-owned subsidiaries: C&F Mortgage Corporation and Subsidiary (C&F Mortgage), C&F Finance Company (C&F Finance), C&F Wealth Management Corporation (C&F Wealth Management), C&F Insurance Services, Inc., and CVB Title Services, Inc. all incorporated under the laws of the Commonwealth of Virginia. C&F Mortgage, organized in September 1995, was formed to originate and sell residential mortgages and through its subsidiary, Certified Appraisals LLC, provides ancillary mortgage loan production services for residential appraisals. C&F Finance, acquired on September 1, 2002, is a finance company purchasing automobile loans through indirect lending programs. C&F Wealth Management, organized in April 1995 as C&F Investment Services, Inc. and renamed in May 2015, is a full-service brokerage firm offering a comprehensive range of investment services and insurance products through an alliance with an independent broker/dealer. C&F Insurance Services, Inc., organized in July 1999, owns an equity interest in an insurance agency that sells insurance products to customers of C&F Bank, C&F Mortgage and other financial institutions that have an equity interest in the agency. CVB Title Services, Inc., was organized for the primary purpose of owning membership interests in two insurance-related limited liability companies. Business segment data is presented in Note 18.

Basis of Presentation: The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the 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, the allowance for indemnifications, impairment of loans, impairment of securities, the valuation of other real estate owned, the projected benefit obligation under the defined benefit pension plan, the valuation of deferred taxes, fair value measurements and goodwill impairment. In the opinion of management, all adjustments, consisting only of normal recurring adjustments, which are necessary for a fair presentation of the results of operations in these financial statements, have been made.

Reclassification: Certain reclassifications have been made to prior period amounts to conform to the current year presentation. None of these reclassifications are considered material. See Note 2 for additional information about reclassifications related to the adoption of accounting standards.

Significant Group Concentrations of Credit Risk: The Corporation invests in a variety of securities, principally obligations of U.S. government agencies and obligations of states and political subdivisions. At December 31, 2016, securities issued by the Commonwealth of Virginia and its political subdivisions comprised 12.5 percent of its state and political subdivision portfolio and securities issued by the Virginia State Housing Authority comprised 4.4 percent of its state and political subdivision portfolio. There are no other concentrations in any one state greater than 10.0 percent and no other individual issuers greater than 1.5 percent. The Corporation does not have any other significant securities

concentrations in any one industry or geographic region, or to any one issuer. Note 3 discusses the Corporation's securities portfolio and investment activities.

Substantially all of the Corporation's lending activities are with customers located in Virginia, Tennessee, Georgia and Ohio. At December 31, 2016, 39.1 percent of the Corporation's loan portfolio consisted of commercial, financial and agricultural loans, which include loans secured by real estate for builder lines, acquisition and development and commercial development, as well as commercial loans secured by personal property. In addition, 30.3 percent of the Corporation's loan portfolio consisted of non-prime consumer finance loans to individuals, secured by automobiles. The Corporation does not have any significant loan concentrations to any one customer. Note 4 discusses the Corporation's lending activities.

Business Combination: On October 1, 2013, the Corporation acquired CVBK. This acquisition was accounted for using the acquisition method of accounting, meaning the assets and liabilities of CVBK were recorded at their respective fair values as of October 1, 2013.

Cash and Cash Equivalents: For purposes of the consolidated statements of cash flows, cash and cash equivalents include cash, balances due from banks, interest-bearing deposits in banks and federal funds sold, all of which mature within 90 days. The Bank is required to maintain average balances on hand or with the Federal Reserve Bank (FRB). At December 31, 2016 and 2015, the minimum requirement was $833,000 and $739,000, respectively. The Corporation is required to maintain collateral against all loss positions in its interest rate swaps which are described in Note 19. At December 31, 2016 and 2015, the Corporation was required to maintain collateral of $323,000 and $721,000, respectively, in connection with its interest rate swaps.

Securities: Investments in debt and equity securities with readily determinable fair values are classified as either held to maturity, available for sale, or trading, based on management's intent. Currently all of the Corporation's investment securities are classified as available for sale. Available for sale securities are carried at estimated fair value with the corresponding unrealized gains and losses excluded from earnings and reported in other comprehensive income. Gains or losses are recognized in earnings on the trade date using the amortized cost of the specific security sold. Purchase premiums and discounts are recognized in interest income using the interest method over the terms of the securities.

Impairment of securities occurs when the fair value of a security is less than its amortized cost. For debt securities, impairment is considered other-than-temporary and recognized in its entirety in net income if either (i) we intend to sell the security or (ii) it is more-likely-than-not that we will be required to sell the security before recovery of its amortized cost basis. If, however, the Corporation does not intend to sell the security and it is not more-likely-than-not that the Corporation will be required to sell the security before recovery, the Corporation must determine what portion of the impairment is attributable to a credit loss, which occurs when the amortized cost basis of the security exceeds the present value of the cash flows expected to be collected from the security. If there is no credit loss, there is no other-than-temporary impairment. If there is a credit loss, other-than-temporary impairment exists, and the credit loss must be recognized in net income and the remaining portion of impairment must be recognized in other comprehensive income. For equity securities, impairment is considered to be other-than-temporary based on the Corporation's ability and intent to hold the investment until a recovery of fair value. Other-than-temporary impairment of an equity security results in a write-down that must be included in net income. The Corporation regularly reviews each investment security for other-than-temporary impairment based on criteria that include the extent to which cost exceeds market price, the duration of that market decline, the financial health of and specific prospects for the issuer, the Corporation's best estimate of the present value of cash flows expected to be collected from debt securities, the Corporation's intention with regard to holding the security to maturity and the likelihood that the Corporation would be required to sell the security before recovery.

Loans Held for Sale: The Corporation uses fair value accounting for its entire portfolio of loans held for sale (LHFS) in accordance with Accounting Standards Codification (ASC) Topic 820 - *Fair Value Measurement*. Fair value of the Corporation's LHFS is based on observable market prices for similar instruments traded in the secondary mortgage loan markets in which the Corporation conducts business. Substantially all loans originated by C&F Mortgage are held for sale to outside investors.

Loans Acquired in a Business Combination: Loans acquired in a business combination, such as the Corporation's acquisition of CVB, are recorded at estimated fair value on the date of acquisition without the carryover of the related allowance for loan losses. Purchased credit-impaired (PCI) loans are those for which there is evidence of credit deterioration since origination and for which it is probable at the date of acquisition that the Corporation will not collect all contractually required principal and interest payments. When determining fair value, PCI loans were aggregated into pools of loans based on common risk characteristics as of the date of acquisition such as loan type, date of origination, and evidence of credit quality deterioration such as internal risk grades and past due and nonaccrual status. The difference between contractually required payments at acquisition and the cash flows expected to be collected at acquisition is referred to as the "nonaccretable difference," and is not recorded and is available to absorb future credit losses on those loans. Any excess of cash flows expected at acquisition over the estimated fair value is referred to as the accretable yield and is recognized as interest income over the remaining life of the loan when there is a reasonable expectation about the amount and timing of such cash flows. Subsequent to acquisition, the Corporation evaluates on a quarterly basis its estimate of cash flows expected to be collected. Estimates of cash flows for PCI loans require significant judgment. Subsequent decreases to the expected cash flows will generally result in a provision for loan losses, while subsequent increases in cash flows may result in a reversal of post-acquisition provision for loan losses, or a transfer from nonaccretable difference to accretable yield that increases interest income over the remaining life of the loan or pool(s) of loans. Disposals of loans, which may include sale of loans to third parties, receipt of payments in full or part from the borrower or foreclosure of the collateral, result in removal of the loan from the PCI loan portfolio at its carrying amount.

The Corporation's PCI loans currently consist of loans acquired in connection with the acquisition of CVB. PCI loans that were classified as nonperforming by CVB are no longer classified as nonperforming so long as, at quarterly re-estimation periods, we believe we will fully collect the new carrying value of the pools of loans.

Loans not designated PCI loans as of the acquisition date are designated purchased performing loans. The Corporation accounts for purchased performing loans using the contractual cash flows method of recognizing discount accretion based on the acquired loans' contractual cash flows. Purchased performing loans are recorded at fair value, including a credit discount. The fair value discount is accreted as an adjustment to yield over the estimated lives of the loans. There is no allowance for loan losses established at the acquisition date for purchased performing loans. A provision for loan losses may be required in future periods for any deterioration in these loans subsequent to the acquisition.

Originated Loans: The Corporation makes mortgage, commercial and consumer loans to customers. The Corporation's recorded investment in loans that management has the intent and ability to hold for the foreseeable future or until maturity or pay-off generally is reported at the unpaid principal balances adjusted for charges-offs, unearned discounts, any deferred fees or costs on originated loans, and the allowance for loan losses. Interest on loans is credited to operations based on the principal amount outstanding. Loan fees and origination costs are deferred and the net amount is amortized as an adjustment of the related loan's yield using the level-yield method. The Corporation is amortizing these amounts over the contractual life of the related loans.

A loan's past due status is based on the contractual due date of the most delinquent payment due. Loans are generally placed on nonaccrual status when the collection of principal or interest is 90 days or more past due, or earlier, if collection is uncertain based on an evaluation of the net realizable value of the collateral and the financial strength of the borrower. Loans greater than 90 days past due may remain on accrual status if management determines it has adequate collateral to cover the principal and interest. For those loans that are carried on nonaccrual status, payments are first applied to principal outstanding. A loan may be returned to accrual status if the borrower has demonstrated a sustained period of repayment performance in accordance with the contractual terms of the loan and there is reasonable assurance the borrower will continue to make payments as agreed. These policies are applied consistently across our loan portfolio.

The Corporation considers a loan impaired when it is probable that the Corporation will be unable to collect all interest and principal payments as scheduled in the loan agreement. A loan is not considered impaired during a period of delay in payment if the ultimate collectibility of all amounts due is expected. Impairment is measured on a loan by loan basis for commercial, construction and residential loans in excess of $500,000 by either the present value of expected future cash flows discounted at the loan's effective interest rate, the loan's obtainable market price, or the fair value of the collateral, if the loan is collateral dependent. Large groups of smaller balance homogeneous loans are collectively evaluated for impairment. Accordingly, the Corporation does not separately identify individual consumer, residential and certain small

commercial loans that are less than $500,000 for impairment disclosures, except for troubled debt restructurings (TDRs) as noted below.

TDRs occur when the Corporation agrees to significantly modify the original terms of a loan due to the deterioration in the financial condition of the borrower. TDRs are considered impaired loans. Upon designation as a TDR, the Corporation evaluates the borrower's payment history, past due status and ability to make payments based on the revised terms of the loan. If a loan was accruing prior to being modified as a TDR and if the Corporation concludes that the borrower is able to make such payments, and there are no other factors or circumstances that would cause it to conclude otherwise, the loan will remain on an accruing status. If a loan was on nonaccrual status at the time of the TDR, the loan will remain on nonaccrual status following the modification and may be returned to accrual status based on the policy for returning loans to accrual status as noted above. As of December 31, 2016 and 2015, the Corporation had $5.83 million and $5.34 million, respectively, of loans classified as TDRs.

Allowance for Loan Losses: The allowance for loan losses is established through charges to earnings in the form of a provision for loan losses. Loan losses are charged against the allowance for loan losses for the difference between the carrying value of the loan and the estimated net realizable value or fair value of the collateral, if collateral dependent, when:

- Management believes that the collectibility of the principal is unlikely regardless of delinquency status.
- The loan is a consumer loan and is 120 days past due.
- The loan is a non-consumer loan and is 180 days past due, unless the loan is well secured and recovery is probable.
- The borrower is in bankruptcy, unless the debt has been reaffirmed, is well secured and recovery is probable.

Subsequent recoveries, if any, are credited to the allowance.

The allowance represents an amount that, in management's judgment, will be adequate to absorb probable losses inherent in the loan portfolio. Management's judgment in determining the level of the allowance is based on evaluations of the collectibility of loans while taking into consideration such factors as trends in delinquencies and charge-offs, changes in the nature and volume of the loan portfolio, current economic conditions that may affect a borrower's ability to repay and the value of collateral, overall portfolio quality and review of specific potential losses. This evaluation is inherently subjective, as it requires estimates that are susceptible to significant revision as more information becomes available. The evaluation also considers the following risk characteristics of each loan portfolio:

- Real estate residential mortgage loans carry risks associated with the continued credit-worthiness of the borrower and changes in the value of the collateral.
- Real estate construction loans carry risks that the project will not be finished according to schedule, the project will not be finished according to budget and the value of the collateral may, at any point in time, be less than the principal amount of the loan. Construction loans also bear the risk that the general contractor, who may or may not be a loan customer, may be unable to finish the construction project as planned because of financial pressure unrelated to the project.
- Commercial, financial and agricultural loans carry risks associated with the successful operation of a business or a real estate project, in addition to other risks associated with the ownership of real estate, because the repayment of these loans may be dependent upon the profitability and cash flows of the business or project. In addition, there is risk associated with the value of collateral other than real estate which may depreciate over time and cannot be appraised with as much precision.
- Consumer loans carry risks associated with the continued credit-worthiness of the borrower and the value of the collateral (e.g., rapidly-depreciating assets such as automobiles), or lack thereof. Consumer loans

are more likely than real estate loans to be immediately adversely affected by job loss, divorce, illness or personal bankruptcy.

- Equity lines of credit carry risks associated with the continued credit-worthiness of the borrower and changes in the value of the collateral.
- Consumer finance loans carry risks associated with the continued credit-worthiness of borrowers who may be unable to meet the credit standards imposed by most traditional automobile financing sources and the value of rapidly-depreciating collateral.

The allowance consists of specific and general components. The specific component relates to loans that are classified as impaired, and 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. For collateral dependent loans, an updated appraisal will be ordered if a current one is not on file. Appraisals are performed by independent third-party appraisers with relevant industry experience. Adjustments to the appraised value may be made based on recent sales of similar properties or general market conditions when appropriate. The general component covers non-classified loans and those loans classified as substandard or special mention that are not impaired. The general component is based on historical loss experience adjusted for qualitative factors, such as current economic conditions, including current home sales and foreclosures, unemployment rates and retail sales. Relative to non-classified loans, non-impaired classified loans are assigned a higher allowance factor which increases with the severity of classification. The characteristics of the loan ratings are as follows:

- Pass rated loans are to persons or business entities with an acceptable financial condition, appropriate collateral margins, appropriate cash flow to service the existing loan, and an appropriate leverage ratio. The borrower has paid all obligations as agreed and it is expected that this type of payment history will continue. When necessary, acceptable personal guarantors support the loan.
- Special mention loans have a specifically identified weakness in the borrower's operations and in the borrower's ability to generate positive cash flow on a sustained basis. The borrower's recent payment history may be characterized by late payments. The Corporation's risk exposure is mitigated by collateral supporting the loan. The collateral is considered to be well-margined, well maintained, accessible and readily marketable.
- Substandard loans are considered to have specific and well-defined weaknesses that jeopardize the viability of the Corporation's credit extension. The payment history for the loan has been inconsistent and the expected or projected primary repayment source may be inadequate to service the loan. The estimated net liquidation value of the collateral pledged and/or ability of the personal guarantor(s) to pay the loan may not adequately protect the Corporation. There is a distinct possibility that the Corporation will sustain some loss if the deficiencies associated with the loan are not corrected in the near term. A substandard loan would not automatically meet the Corporation's definition of impaired unless the loan is significantly past due and the borrower's performance and financial condition provide evidence that it is probable that the Corporation will be unable to collect all amounts due.
- Substandard nonaccrual loans have the same characteristics as substandard loans; however, they have a non-accrual classification because it is probable that the Corporation will not be able to collect all amounts due.
- Doubtful rated loans have all the weaknesses inherent in a loan that is classified substandard but with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of currently existing facts, conditions, and values, highly questionable and improbable. The possibility of loss is extremely high.
- Loss rated loans are not considered collectible under normal circumstances and there is no realistic expectation for any future payment on the loan. Loss rated loans are fully charged off.

On a quarterly basis the Corporation evaluates its estimate of cash flows to be collected on PCI loans. These evaluations require the continued assessment of key assumptions and estimates similar to the initial estimate of fair value as of the acquisition date, such as the effect of collateral value changes, changing loss severities, estimated and experienced prepayment speeds and other relevant factors. Subsequent decreases to the expected cash flows to be collected on a PCI loan will generally result in a provision for loan losses.

The consumer finance loans are segregated between performing and nonperforming loans. Performing loans are those that have made timely payments in accordance with the terms of the loan agreement and are not past due 90 days or more. Nonperforming loans are those that do not accrue interest and are greater than 90 days past due.

Allowance for Indemnifications: The allowance for indemnifications is established through charges to earnings in the form of a provision for indemnifications, which is included in other noninterest expenses. A loss is charged against the allowance for indemnifications when a purchaser of a loan (investor) sold by C&F Mortgage incurs a validated indemnified loss due to borrower misrepresentation, fraud, early payment default or underwriting error.

The allowance represents an amount that, in management's judgment, will be adequate to absorb any losses arising from valid indemnification requests. Management's judgment in determining the level of the allowance is based on the volume of loans sold, current economic conditions and information provided by investors. This evaluation is inherently subjective, as it requires estimates that are susceptible to significant revision as more information becomes available.

Restricted Stocks: Restricted stocks include Federal Home Loan Bank (FHLB) stock and Community Bankers Bank (CBB) stock owned by C&F Bank at December 31, 2016 and 2015. FHLB stock and CBB stock are carried at cost. No ready market exists for this stock and it has no quoted market value. For presentation purposes, such stock is assumed to have a market value that is equal to cost. Management reviews FHLB stock and CBB stock for impairment based on the ultimate recoverability of the cost basis.

Other Real Estate Owned (OREO): Assets acquired through, or in lieu of, loan foreclosure are held for sale and are initially recorded at fair value less costs to sell at the date of foreclosure. Physical possession of residential real estate securing consumer mortgage loans occurs when legal title is obtained upon completion of foreclosure or when the borrower conveys all interest in the property to satisfy the loan through completion of a deed in lieu of foreclosure or similar legal agreement. Subsequent to foreclosure, management periodically performs valuations of the foreclosed assets based on updated appraisals, general market conditions, recent sales of similar properties, length of time the properties have been held, and our ability and intention with regard to continued ownership of the properties. The Corporation may incur additional write-downs of foreclosed assets to fair value less costs to sell if valuations indicate a further deterioration in market conditions. Revenue and expenses from operations and changes in the property valuations are included in net OREO expenses and improvements are capitalized.

Corporate Premises and Equipment: Land is carried at cost. Buildings and equipment are carried at cost less accumulated depreciation computed using a straight-line method over the estimated useful lives of the assets. Estimated useful lives range from ten to forty years for buildings and from three to ten years for equipment, furniture and fixtures. Maintenance and repairs are charged to expense as incurred and major improvements are capitalized. Upon sale or retirement of depreciable properties, the cost and related accumulated depreciation are netted against proceeds and any resulting gain or loss is included in income. Depreciation expense for the years ended December 31, 2016, 2015 and 2014 was $2.57 million, $2.51 million and $2.74 million, respectively.

Goodwill: The Corporation's goodwill was recognized in connection with its acquisition of CVBK in October 2013 and its acquisition of C&F Finance in September 2002. In accordance with ASC 350, *Intangibles-Goodwill and Other,* the Corporation reviews the carrying value of indefinite lived intangible assets at least annually or more frequently if certain impairment indicators exist. The Corporation performed its annual impairment testing in the fourth quarter of 2016 and determined that there was no impairment to its goodwill or intangible assets.

Other Intangibles: During the fourth quarter of 2016, C&F Wealth Management acquired the assets of a registered investment advisor with approximately $91.4 million in assets under management at the time of the acquisition. In connection with the transaction, the Corporation recorded $1.4 million of amortizable assets, which primarily relate to the value of the customer relationships. The Corporation is amortizing these intangible assets over the period of expected benefit, which ranges from 5 to 9 years using a straight-line method. The Corporation also recognized $685,000 of contingent consideration, which is reported as a component of "Other Liabilities" in the Consolidated Balance Sheet and is contingent of achieving certain performance and service metrics.

Core Deposit Intangible: The Corporation's core deposit intangible (CDI) was recognized in connection with the Corporation's acquisition of CVB in October 2013, and represents the value of long-term deposit relationships acquired in this transaction. The Corporation is amortizing the CDI over an estimated weighted average life of six years using the sum-of-the-years digits method.

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

Income Taxes: The Corporation determines deferred income tax assets and liabilities using the liability (or balance sheet) method. Under this method, the net deferred tax asset or liability is determined annually for differences between the financial statement and tax bases of assets and liabilities that will result in taxable or deductible amounts in the future based on enacted tax laws and rates applicable to the periods in which the differences are expected to affect taxable income. Income tax expense is the tax payable or refundable for the period plus or minus the change during the period in deferred tax assets and liabilities.

When tax returns are filed, it is highly certain that some positions taken will be sustained upon examination by the taxing authorities, while others are subject to uncertainty about the merits of the position taken or the amount of the position that will be ultimately sustained. The benefit of a tax position is recognized in the financial statements in the period during which, based on all available evidence, management believes it is more likely than not that the position will be sustained upon examination, including the resolution of appeals or litigation processes, if any. Tax positions taken are not offset or aggregated with other positions. Tax positions that meet the more-likely-than-not recognition threshold are measured as the largest amount of tax benefit that is more than 50 percent likely of being realized upon settlement with the applicable taxing authority. The portion of the benefits associated with tax positions taken that exceeds the amount measured as described above is reflected as a liability for unrecognized tax benefits in the accompanying balance sheet along with any associated interest and penalties that would be payable to the taxing authorities upon examination. The Corporation did not have any liabilities resulting from unrecognized tax benefits as of December 31, 2016 and December 31, 2015. Interest and penalties associated with unrecognized tax benefits, which the Corporation did not have, would be classified as additional income taxes in the statements of income.

Retirement Plan: The Corporation recognizes the overfunded or underfunded status of its defined benefit postretirement plan as an asset or liability in the balance sheet and recognizes a change in the plan's funded status in the year in which the change occurs through other comprehensive income. The funded status of a benefit plan is measured as the difference between plan assets at fair value and the benefit obligation. For the Corporation's pension plan, the benefit obligation is the projected benefit obligation as of December 31. In addition, enhanced disclosures about certain effects on net periodic benefit cost for the next fiscal year that arise from delayed recognition of the gains or losses, prior service costs or credits and transition asset or obligation are presented in the notes to financial statements. Valuations at December 31, 2016 and 2015 determined that the Corporation's pension plan was overfunded. As a result, the Corporation recognized a pension asset of $332,000 and $179,000 at December 31, 2016 and 2015 and recognized a net loss of $123,000, $513,000 and $1.4 million in 2016, 2015 and 2014 as components of other comprehensive income (loss). The Corporation's pension plan is described more fully in Note 12.

Share-Based Compensation: Share-based compensation expense for grants of restricted shares is accounted for using the fair value of the Corporation's common stock on the date the restricted shares are awarded. Compensation expense for restricted shares is charged to income ratably over the vesting period. Compensation expense for restricted shares for the years ended December 31, 2016, 2015 and 2014 was $1.22 million ($755,000 after tax), $1.06 million ($658,000 after tax) and $967,000 ($600,000 after tax), respectively. As of December 31, 2016, there was $2.94 million of unrecognized compensation expense related to unvested restricted stock that will be recognized over the remaining vesting periods. Forfeitures reduce compensation expense for the periods in which forfeitures actually occur. The Corporation's share-based compensation plans are described more fully in Note 14.

Earnings Per Common Share: The Financial Accounting Standards Board (FASB) guidance requires that all outstanding unvested share-based payment awards that contain rights to nonforfeitable dividends participate in undistributed earnings with common shareholders. This conclusion affects entities that accrue cash dividends on share-based payment awards during the awards' service period when the dividends do not need to be returned if the employees forfeit the awards. Because the awards are considered participating securities, the issuing entity is required to apply the two-class method of computing basic and diluted earnings per share (EPS). The Corporation has applied the two-class method of computing basic and diluted EPS for each of the years ended December 31, 2016, 2015 and 2014 because the Corporation's unvested restricted shares outstanding contain rights to nonforfeitable dividends. Accordingly, the weighted average number of common shares used in the calculation of basic and diluted EPS includes both vested and unvested common shares outstanding. EPS calculations are presented in Note 10.

Comprehensive Income: Accounting principles generally require that recognized revenue, expenses, gains and losses be included in net income. Although certain changes in assets and liabilities, such as unrealized gains and losses on available for sale securities, changes in defined benefit plan assets and liabilities, and unrealized gains and losses on cash flow hedging instruments are reported as a separate component of the equity section of the balance sheet, such items, along with net income, are components of comprehensive income. These components are presented in the Corporation's Consolidated Statements of Comprehensive Income and are presented in Note 10.

Off-Balance-Sheet Credit Related Financial Instruments: In the ordinary course of business, the Corporation has entered into commitments to extend credit and standby letters of credit. Such financial instruments are recorded when they are funded.

Rate Lock Commitments: C&F Mortgage enters into interest rate lock commitments (IRLCs) to originate residential mortgage loans for sale in the secondary market whereby the interest rate on the loan is determined prior to funding. The period of time between issuance of a rate lock commitment and closing and sale of the loan generally ranges from 15 to 75 days. C&F Mortgage protects itself from changes in interest rates by (a) entering into forward loan sales contracts with investors for loans to be delivered on a best efforts basis or (b) entering into forward sales contracts of mortgage-backed to-be-announced securities (TBAs) for loans to be delivered on a mandatory basis. Both the IRLCs with customers and the forward sales contracts are considered derivative financial instruments, which are discussed below.

Derivative Financial Instruments: The Corporation recognizes derivative financial instruments at fair value as either an other asset or other liability in the consolidated balance sheet. The Corporation's derivative financial instruments may include (1) IRLCs on mortgage loans that will be sold in the secondary market on a best efforts basis and the related forward commitments to sell mortgage loans, (2) interest rate swaps with certain qualifying commercial loan customers and dealer counterparties and (3) interest rate swaps that qualify as cash flow hedges on the Corporation's trust preferred capital notes. Because the IRLCs, forward sales commitments and interest rate swaps with loan customers and dealer counterparties are not designated as hedging instruments, adjustments to reflect unrealized gains and losses resulting from changes in fair value of these instruments are reported as noninterest income or noninterest expense, as applicable. The Corporation's IRLCs, forward loan sales commitments and interest rate swaps with loan customers and dealer counterparties are described more fully in Note 16 and Note 17. The effective portion of the gain or loss on the Corporation's cash flow hedges is reported as a component of other comprehensive income, net of deferred income taxes, and reclassified into earnings in the same period(s) during which the hedged transactions affect earnings. The cash flow hedges are described more fully in Note 19.

Recent Significant Accounting Pronouncements:

In January 2016, the FASB issued ASU 2016-01, "*Financial Instruments – Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities*." The amendments in ASU 2016-01 require, among other things, equity investments (except those accounted for under the equity method of accounting, or those that result in consolidation of the investee) to be measured at fair value with changes in fair value recognized in net income; public business entities to use the exit price notion when measuring the fair value of financial instruments for disclosure purposes; and separate presentation of financial assets and financial liabilities by measurement category and form of financial asset (i.e., securities or loans and receivables). It also eliminates the requirement for public business entities to disclose the method(s) and significant assumptions used to estimate the fair value that is required to be disclosed for financial

instruments measured at amortized cost. The amendments in this ASU are effective for public companies for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. The Corporation is currently assessing the effect that ASU 2016-01 will have on its financial statements.

In February 2016, the FASB issued ASU 2016-02, "*Leases (Topic 842)*." Among other things, in the amendments in ASU 2016-02, lessees will be required to recognize the following for all leases (with the exception of short-term leases) at the commencement date: (1) a lease liability, which is a lessee's obligation to make lease payments arising from a lease, measured on a discounted basis; and (2) a right-of-use asset, which is an asset that represents the lessee's right to use, or control the use of, a specified asset for the lease term. Under the new guidance, lessor accounting is largely unchanged. Certain targeted improvements were made to align, where necessary, lessor accounting with the lessee accounting model and Topic 606, Revenue from Contracts with Customers. The amendments in this ASU are effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. Early application is permitted upon issuance. Lessees (for capital and operating leases) and lessors (for sales-type, direct financing, and operating leases) must apply a modified retrospective transition approach for leases existing at, or entered into after, the beginning of the earliest comparative period presented in the financial statements. The modified retrospective approach would not require any transition accounting for leases that expired before the earliest comparative period presented. Lessees and lessors may not apply a full retrospective transition approach. The Corporation is currently assessing the effect that ASU 2016-02 will have on its financial statements.

In March 2016, the FASB issued ASU 2016-05, *"Derivatives and Hedging (Topic 815): Effect of Derivative Contract Novations on Existing Hedge Accounting Relationships."* The amendments in this ASU clarify that a change in the counterparty to a derivative instrument that has been designated as the hedging instrument does not, in and of itself, require dedesignation of that hedging relationship provided that all other hedge accounting criteria remain intact. The amendments are effective for public business entities for financial statements issued for fiscal years beginning after December 15, 2016, and interim periods within those fiscal years. Early adoption is permitted, including adoption in an interim period. The Corporation does not expect the adoption of ASU 2016-05 will have a material effect on its financial statements.

In March 2016, the FASB issued ASU 2016-09, "*Compensation—Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting"*, in an effort to improve the accounting for employee share-based payments. ASU 2016-09 simplifies several aspects of the accounting for share-based payment award transactions, such as accounting for income taxes, classification of excess tax benefits on the Statement of Cash Flows, accounting for forfeitures, minimum statutory tax withholding requirements and classification of employee taxes paid on the Statement of Cash Flows. For public business entities, the amendments in this ASU are effective for annual periods beginning after December 15, 2016, and interim periods within those annual periods. Early adoption is permitted for any organization in any interim or annual period. The Corporation's adoption of this ASU during the fourth quarter of 2016 is described in Note 2: Adoption of New Accounting Standards.

In June 2016, the FASB issued ASU 2016-13, "*Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments"*, as part of its project on financial instruments. ASU 2016-13 introduces an approach based on expected losses to estimate credit losses on certain types of financial instruments. It also modifies the impairment model for available-for-sale debt securities and provides for a simplified accounting model for purchased financial assets with credit deterioration since their origination. For public business entities that are SEC filers, the new standard is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2019. Early adoption will be permitted for all organizations for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018. The Corporation is currently assessing the effect that ASU 2016-13 may have on its financial statements.

In August 2016, the FASB issued ASU 2016-15, "*Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments*", to address diversity in how certain cash receipts and cash payments are presented and classified in the statement of cash flows. The amendments are effective for public business entities for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years. The amendments should be applied using a retrospective transition method to each period presented. If retrospective application is impractical for some of the issues addressed by the update, the amendments for those issues would be applied prospectively as of the earliest date

practicable. Early adoption is permitted, including adoption in an interim period. The Corporation is currently assessing the effect that ASU 2016-15 may have on its financial statements.

In October 2016, the FASB issued ASU 2016-16, "*Income Taxes (Topic 740): Intra-Entity Transfers of Assets Other than Inventory*", to eliminate the recognition exception for intra-entity asset transfers other than inventory so that an entity's consolidated financial statements reflect the current and deferred tax consequences of those intra-entity transfers when they occur. ASU 2016-16 is effective for public business entities for annual reporting periods beginning after December 15, 2017 and interim reporting periods within those fiscal years. An entity may elect early adoption, but it must do so for the first interim period of an annual period if it issues interim financial statements. The amendments must be applied on a modified retrospective basis through a cumulative-effect adjustment, including the effect of any resultant valuation allowance, to retained earnings as of the beginning of the period of adoption. The Corporation is currently assessing the effect that ASU 2016-16 may have on its financial statements.

In January 2017, the FASB issued ASU 2017-04, "*Intangibles – Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment*", which removes the requirement to compare the implied fair value of goodwill with its carrying amount as part of step 2 of the goodwill impairment test. As a result, under ASU 2017-04, an entity should perform its annual, or interim, goodwill impairment test by comparing the fair value of a reporting unit with its carrying amount and should recognize an impairment charge for the amount by which the carrying amount exceeds the reporting unit's fair value; however, the loss recognized should not exceed the total amount of goodwill allocated to that reporting unit. ASU 2017-04 is effective for public business entities that are SEC filers for annual and interim periods beginning after December 15, 2019. Early adoption is permitted. The Corporation is currently assessing the effect that ASU 2017-04 may have on its financial statements.

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

NOTE 2: Adoption of New Accounting Standards

The Corporation adopted ASU 2014-01, "*Investments-Equity Method and Joint Ventures (Topic 323): Accounting for Investments in Qualified Affordable Housing Projects,* as of January 1, 2015. As permitted by the guidance, the Corporation has elected to amortize the initial cost of investments in affordable housing projects over the period in which the Corporation will receive related tax credits, which approximates the proportional amortization method, and the resulting amortization is recognized as a component of income taxes attributable to continuing operations. Historically, the amortization related to these investments was recognized within noninterest expense. The Corporation adopted this guidance in the first quarter of 2015 with retrospective application as required by ASU 2014-01. Prior period results have been restated to conform to this presentation.

During the fourth quarter of 2016, the Corporation adopted ASU 2016-09 "*Compensation-Stock Compensation (Topic 718): Improvements to Employer Share-Based Payment Accounting*". This ASU simplifies several aspects of the accounting for share-based payment award transactions, one of which is the recognition of excess tax benefits and deficiencies related to share-based payments, including tax benefits of dividends on share-based payment awards. Prior to the adoption of ASU 2016-09, such tax consequences were recognized as components of additional paid-in capital. With the adoption of this ASU, tax benefits and deficiencies are recognized within income tax expense. In accordance with the adoption provisions of ASU 2016-09, the results for the fourth quarter of 2016 include only the excess tax benefits attributable to the fourth quarter of 2016 and the annual results of 2016 include the excess tax benefits for the entire year. These amounts were $163,000 and $229,000 for the fourth quarter and year ended December 31, 2016, respectively.

NOTE 3: Securities

The Corporation's debt and equity securities, all of which are classified as available for sale, at December 31, 2016 and 2015 are summarized as follows:

	December 31, 2016			
(Dollars in thousands)	**Amortized Cost**	**Gross Unrealized Gains**	**Gross Unrealized Losses**	**Fair Value**
U.S. government agencies and corporations	**$ 16,526**	**$ —**	**$ (414)**	**$ 16,112**
Mortgage-backed securities	**77,210**	**228**	**(622)**	**76,816**
Obligations of states and political subdivisions	**114,157**	**3,265**	**(324)**	**117,098**
	$ 207,893	**$ 3,493**	**$ (1,360)**	**$ 210,026**

	December 31, 2015			
(Dollars in thousands)	**Amortized Cost**	**Gross Unrealized Gains**	**Gross Unrealized Losses**	**Fair Value**
U.S. government agencies and corporations	$ 18,759	$ —	$ (258)	$ 18,501
Mortgage-backed securities	76,957	513	(443)	77,027
Obligations of states and political subdivisions	118,389	5,640	(81)	123,948
	$ 214,105	$ 6,153	$ (782)	$ 219,476

The amortized cost and estimated fair value of securities at December 31, 2016 and 2015, by the earlier of contractual maturity or expected maturity, are shown below. Expected maturities will differ from contractual maturities because borrowers may have the right to prepay obligations with or without call or prepayment penalties.

	December 31, 2016		December 31, 2015	
(Dollars in thousands)	**Amortized Cost**	**Fair Value**	**Amortized Cost**	**Fair Value**
Due in one year or less	**$ 28,039**	**$ 28,042**	$ 26,624	$ 26,789
Due after one year through five years	**149,487**	**151,102**	136,259	139,640
Due after five years through ten years	**22,122**	**22,271**	37,314	38,196
Due after ten years	**8,245**	**8,611**	13,908	14,851
	$ 207,893	**$ 210,026**	$ 214,105	$ 219,476

Proceeds from the maturities and calls of securities available for sale in 2016 were $56.46 million, resulting in gross realized gains of $17,000. Proceeds from the sales of securities available for sale in 2016 were $900,000, resulting in gross realized gains of $61,000 and gross realized losses of $26,000. Proceeds from the maturities, calls and sales of securities available for sale in 2015 were $36.45 million, resulting in gross realized gains of $29,000; and in 2014 were $38.66 million, resulting in gross realized gains of $50,000 and gross realized losses of $21,000.

The Corporation pledges securities to primarily secure public deposits and repurchase agreements. Securities with an aggregate amortized cost of $113.07 million and an aggregate fair value of $114.16 million were pledged at December 31, 2016. Securities with an aggregate amortized cost of $91.93 million and an aggregate fair value of $95.13 million were pledged at December 31, 2015.

Securities in an unrealized loss position at December 31, 2016, by duration of the period of the unrealized loss, are shown below.

	Less Than 12 Months		12 Months or More		Total	
(Dollars in thousands)	**Fair Value**	**Unrealized Loss**	**Fair Value**	**Unrealized Loss**	**Fair Value**	**Unrealized Loss**
U.S. government agencies and corporations . .	**$ 16,111**	**$ 414**	**$ —**	**$ —**	**$ 16,111**	**$ 414**
Mortgage-backed securities	**54,227**	**621**	**671**	**1**	**54,898**	**622**
Obligations of states and political subdivisions	**21,835**	**283**	**1,891**	**41**	**23,726**	**324**
Total temporarily impaired securities	**$ 92,173**	**$ 1,318**	**$ 2,562**	**$ 42**	**$ 94,735**	**$ 1,360**

There were 156 debt securities totaling $94.74 million considered temporarily impaired at December 31, 2016. The primary cause of the temporary impairments in the Corporation's investments in debt securities was fluctuations in interest rates. Interest rates increased during 2016, and particularly during the fourth quarter of 2016 more significantly in the short portion of the United States Treasury security yield curve, thereby increasing unrealized losses on the Corporation's debt securities. Interest rates in the municipal bond sector, which includes the Corporation's obligations of states and political subdivisions, were also higher during 2016, driven by an increase in supply of municipal bonds and the expectation of tax reform, which would mean lower valuations to comparable taxable bonds if tax rates are lowered. At December 31, 2016, approximately 97 percent of the Corporation's obligations of states and political subdivisions, as measured by market value, were rated "A" or better by Standard & Poor's or Moody's Investors Service. Of those in a net unrealized loss position, approximately 97 percent were rated "A" or better, as measured by market value, at December 31, 2016. For the approximately three percent not rated "A" or better, as measured by market value at December 31, 2016, the Corporation considers these to meet regulatory credit quality standards, such that the securities have low risk of default by the obligor, and the full and timely repayment of principal and interest is expected over the expected life of the investment. Because the Corporation intends to hold these investments in debt securities to maturity and it is more likely than not that the Corporation will not be required to sell these investments before a recovery of unrealized losses, the Corporation does not consider these investments to be other-than-temporarily impaired at December 31, 2016 and no other-than-temporary impairment has been recognized.

Securities in an unrealized loss position at December 31, 2015, by duration of the period of the unrealized loss, are shown below.

	Less Than 12 Months		12 Months or More		Total	
(Dollars in thousands)	**Fair Value**	**Unrealized Loss**	**Fair Value**	**Unrealized Loss**	**Fair Value**	**Unrealized Loss**
U.S. government agencies and corporations . .	$ 9,530	$ 69	$ 8,971	$ 189	$ 18,501	$ 258
Mortgage-backed securities	27,085	397	2,252	46	29,337	443
Obligations of states and political subdivisions	5,157	32	4,666	49	9,823	81
Total temporarily impaired securities	$ 41,772	$ 498	$ 15,889	$ 284	$ 57,661	$ 782

The Corporation's investment in restricted stocks totaled $3.40 million at December 31, 2016. Restricted stocks are generally viewed as long-term investments, which are carried at cost because there is no market for the stock other than the FHLBs with respect to FHLB stock, or member institutions with respect to CBB stock. Therefore, when evaluating restricted stock for impairment, their respective values are based on the ultimate recoverability of the par value rather than by recognizing temporary declines in value. The Corporation does not consider its investment in restricted stocks to be other-than-temporarily impaired at December 31, 2016 and no impairment has been recognized. Total restricted stocks is shown as a separate line item on the balance sheet and is not a part of the available for sale securities portfolio.

NOTE 4: Loans

Major classifications of loans are summarized as follows:

(Dollars in thousands)	December 31, 2016	2015
Real estate – residential mortgage	**$ 188,264**	$ 186,763
Real estate – construction [1]	**55,732**	7,759
Commercial, financial and agricultural [2]	**390,388**	356,062
Equity lines	**52,600**	50,111
Consumer	**8,399**	9,011
Consumer finance	**301,845**	291,755
	997,228	901,461
Less allowance for loan losses	**(37,066)**	(35,569)
Loans, net	**$ 960,162**	$ 865,892

1 Includes the Corporation's real estate construction lending and consumer real estate lot lending.
2 Includes the Corporation's commercial real estate lending, land acquisition and development lending, builder line lending and commercial business lending.

Consumer loans included $284,000 and $266,000 of demand deposit overdrafts at December 31, 2016 and 2015, respectively.

The outstanding principal balance and the carrying amount of loans acquired pursuant to the Corporation's acquisition of CVB (or acquired loans) that were recorded at fair value at the acquisition date and are included in the consolidated balance sheet at December 31, 2016 and 2015 were as follows:

	December 31, 2016		
(Dollars in thousands)	Acquired Loans - Purchased Credit Impaired	Acquired Loans - Purchased Performing	Acquired Loans - Total
Outstanding principal balance	**$ 19,770**	**$ 56,213**	**$ 75,983**
Carrying amount			
Real estate – residential mortgage	**$ 1,219**	**$ 13,422**	**$ 14,641**
Commercial, financial and agricultural[1]	**7,759**	**28,615**	**36,374**
Equity lines	**278**	**11,178**	**11,456**
Consumer	**—**	**114**	**114**
Total acquired loans	**$ 9,256**	**$ 53,329**	**$ 62,585**

1 Includes acquired loans classified by the Corporation as commercial real estate lending, land acquisition and development lending, builder line lending and commercial business lending.

(Dollars in thousands)	December 31, 2015		
	Acquired Loans - Purchased Credit Impaired	Acquired Loans - Purchased Performing	Acquired Loans - Total
Outstanding principal balance	$ 25,701	$ 70,993	$ 96,694
Carrying amount			
Real estate – residential mortgage	$ 1,305	$ 15,478	$ 16,783
Commercial, financial and agricultural[1]	12,317	37,287	49,604
Equity lines	286	13,969	14,255
Consumer	—	288	288
Total acquired loans	$ 13,908	$ 67,022	$ 80,930

[1] Includes acquired loans classified by the Corporation as commercial real estate lending, land acquisition and development lending, builder line lending and commercial business lending.

The following table presents a summary of the change in the accretable yield of the PCI loan portfolio for the years ended December 31, 2016 and 2015:

(Dollars in thousands)	Year Ended December 31,	
	2016	2015
Accretable yield, balance at beginning of period	**$ 10,419**	$ 13,488
Accretion	**(2,268)**	(2,603)
Reclassification of nonaccretable difference due to improvement in expected cash flows	**1,165**	355
Other changes, net	**(680)**	(821)
Accretable yield, balance at end of period	**$ 8,636**	$ 10,419

Loans on nonaccrual status at December 31, 2016 and 2015 were as follows:

(Dollars in thousands)	December 31,	
	2016	2015
Real estate – residential mortgage	**$ 1,652**	$ 2,297
Real estate – construction:		
Construction lending[1]	**—**	—
Consumer lot lending[1]	**—**	—
Commercial, financial and agricultural:		
Commercial real estate lending	**1,619**	2,515
Land acquisition and development lending[1]	**—**	—
Builder line lending	**—**	359
Commercial business lending	**131**	86
Equity lines	**757**	881
Consumer	**118**	19
Consumer finance	**565**	830
Total loans on nonaccrual status	**$ 4,842**	$ 6,987

[1] At December 31, 2016 and 2015 there were no real estate construction lending loans, real estate consumer lot lending loans or land acquisition and development lending loans on nonaccrual status.

If interest income had been recognized on nonaccrual loans at their stated rates during years 2016, 2015 and 2014, interest income would have increased by approximately $304,000, $531,000 and $413,000, respectively.

The past due status of loans as of December 31, 2016 was as follows:

(Dollars in thousands)	30 - 59 Days Past Due	60 - 89 Days Past Due	90+ Days Past Due	Total Past Due	PCI	Current[1]	Total Loans	90+ Days Past Due and Accruing
Real estate – residential mortgage	$ 848	$ 233	$ 184	$ 1,265	$ 1,219	$ 185,780	$ 188,264	$ —
Real estate – construction:								
Construction lending	—	—	—	—	—	47,062	47,062	—
Consumer lot lending	—	—	—	—	—	8,670	8,670	—
Commercial, financial and agricultural:								
Commercial real estate lending	5,121	12	—	5,133	7,245	251,142	263,520	—
Land acquisition and development lending	—	—	—	—	—	73,039	73,039	—
Builder line lending	—	—	—	—	—	22,391	22,391	—
Commercial business lending	75	—	—	75	514	30,849	31,438	—
Equity lines	853	138	—	991	278	51,331	52,600	—
Consumer	22	—	118	140	—	8,259	8,399	6
Consumer finance	13,011	1,975	565	15,551	—	286,294	301,845	—
Total	$ 19,930	$ 2,358	$ 867	$ 23,155	$ 9,256	$ 964,817	$ 997,228	$ 6

[1] For the purposes of the table above, "Current" includes loans that are 1-29 days past due.

The table above includes the following:

- nonaccrual loans that are current of $3.04 million, 30-59 days past due of $570,000, 60-89 days past due of $370,000 and 90+ days past due of $867,000.
- performing loans purchased in the acquisition of CVB that are current of $52.64 million, 30-59 days past due of $532,000, 60-89 days past due of $143,000 and 90+ days past due of $17,000.

The past due status of loans as of December 31, 2015 was as follows:

(Dollars in thousands)	30 - 59 Days Past Due	60 - 89 Days Past Due	90+ Days Past Due	Total Past Due	PCI	Current[1]	Total Loans	90+ Days Past Due and Accruing[2]
Real estate – residential mortgage	$ 737	$ 146	$ 574	$ 1,457	$ 1,305	$ 184,001	$ 186,763	$ 268
Real estate – construction:								
Construction lending	—	—	—	—	—	5,996	5,996	—
Consumer lot lending	—	—	—	—	—	1,763	1,763	—
Commercial, financial and agricultural:								
Commercial real estate lending	1,475	1,280	423	3,178	10,359	204,079	217,616	172
Land acquisition and development lending	—	—	—	—	—	46,311	46,311	—
Builder line lending	—	—	359	359	—	20,612	20,971	—
Commercial business lending	20	86	321	427	1,958	68,779	71,164	321
Equity lines	378	—	612	990	286	48,835	50,111	—
Consumer	84	2	19	105	—	8,906	9,011	—
Consumer finance	15,046	2,264	830	18,140	—	273,615	291,755	—
Total	$ 17,740	$ 3,778	$ 3,138	$ 24,656	$ 13,908	$ 862,897	$ 901,461	$ 761

[1] For the purposes of the table above, "Current" includes loans that are 1-29 days past due.
[2] Includes PCI loans of $172,000.

The table above includes the following:

- nonaccrual loans that are current of $3.17 million, 30-59 days past due of $377,000, 60-89 days past due of $887,000 and 90+ days past due of $2.55 million.
- performing loans purchased in the acquisition of CVB that are current of $66.37 million, 30-59 days past due of $270,000, 60-89 days past due of $0 and 90+ days past due of $378,000.

Loan modifications that were classified as TDRs during the years ended December 31, 2016 and 2015 were as follows:

	Year Ended December 31,					
	2016			2015		
(Dollars in thousands)	Number of Loans	Pre-Modification Recorded Investment	Post-Modification Recorded Investment	Number of Loans	Pre-Modification Recorded Investment	Post-Modification Recorded Investment
Real estate – residential mortgage – interest rate concession	**4**	**$ 815**	**$ 839**	3	$ 575	$ 575
Commercial, financial and agricultural:						
Commercial real estate lending – interest rate concession	**3**	**228**	**228**	1	15	15
Commercial business lending – interest rate concession	**1**	**100**	**100**	1	17	17
Commercial business lending – term concession	**1**	**25**	**25**	—	—	—
Consumer – interest rate concession	**2**	**613**	**613**	2	261	261
Total	**11**	**$ 1,781**	**$ 1,805**	7	$ 868	$ 868

A TDR payment default occurs when, within 12 months of the original TDR modification, either a full or partial charge-off occurs or a TDR becomes 90 days or more past due. There were no TDR payment defaults during the years ended December 31, 2016 and 2015.

Impaired loans, which consisted solely of TDRs, and the related allowance at December 31, 2016 were as follows:

(Dollars in thousands)	Unpaid Principal Balance	Recorded Investment in Loans without Specific Reserve	Recorded Investment in Loans with Specific Reserve	Related Allowance	Average Balance-Impaired Loans	Interest Income Recognized
Real estate – residential mortgage	**$ 3,539**	**$ 1,676**	**$ 1,732**	**$ 251**	**$ 3,446**	**$ 122**
Commercial, financial and agricultural:						
Commercial real estate lending	**1,967**	**430**	**1,272**	**261**	**1,746**	**29**
Commercial business lending	**167**	**89**	**74**	**46**	**181**	**8**
Equity lines	**32**	**32**	**—**	**—**	**32**	**1**
Consumer	**520**	**—**	**520**	**94**	**521**	**8**
Total	**$ 6,225**	**$ 2,227**	**$ 3,598**	**$ 652**	**$ 5,926**	**$ 168**

Impaired loans, which consisted soley of TDRs, and the related allowance at December 31, 2015 were as follows:

(Dollars in thousands)	Unpaid Principal Balance	Recorded Investment in Loans without Specific Reserve	Recorded Investment in Loans with Specific Reserve	Related Allowance	Average Balance-Impaired Loans	Interest Income Recognized
Real estate – residential mortgage	$ 2,828	$ 173	$ 2,516	$ 360	$ 2,718	$ 97
Commercial, financial and agricultural:						
Commercial real estate lending	2,522	61	2,258	438	2,361	35
Commercial business lending	99	—	99	28	108	1
Equity lines	32	30	—	—	30	1
Consumer	207	—	207	23	208	7
Total	$ 5,688	$ 264	$ 5,080	$ 849	$ 5,425	$ 141

NOTE 5: Allowance for Loan Losses

Changes in the allowance for loan losses were as follows:

(Dollars in thousands)	Year Ended December 31, 2016	2015	2014
Balance at the beginning of year	**$ 35,569**	$ 35,606	$ 34,852
Provision charged to operations	**18,040**	15,512	16,330
Loans charged off	**(21,170)**	(20,317)	(19,846)
Recoveries of loans previously charged off	**4,627**	4,768	4,270
Balance at the end of year	**$ 37,066**	$ 35,569	$ 35,606

The following table presents, as of December 31, 2016, the total allowance for loan losses, the allowance by impairment methodology (individually evaluated for impairment, collectively evaluated for impairment or PCI loans), the total loans and loans by impairment methodology (individually evaluated for impairment, collectively evaluated for impairment or PCI loans).

(Dollars in thousands)	Real Estate Residential Mortgage	Real Estate Construction	Commercial, Financial & Agricultural	Equity Lines	Consumer	Consumer Finance	Total
Allowance for loan losses:							
Balance at the beginning of year	$ 2,471	$ 94	$ 7,755	$ 1,052	$ 243	$ 23,954	$ 35,569
Provision charged to operations	7	722	(481)	(310)	63	18,039	18,040
Loans charged off	(82)	—	(87)	(57)	(281)	(20,663)	(21,170)
Recoveries of loans previously charged off	163	—	206	—	236	4,022	4,627
Ending balance	$ 2,559	$ 816	$ 7,393	$ 685	$ 261	$ 25,352	$ 37,066
Ending balance: individually evaluated for impairment	$ 251	$ —	$ 307	$ —	$ 94	$ —	$ 652
Ending balance: collectively evaluated for impairment	$ 2,308	$ 816	$ 7,086	$ 685	$ 167	$ 25,352	$ 36,414
Ending balance: acquired loans - PCI	$ —	$ —	$ —	$ —	$ —	$ —	$ —
Loans:							
Ending balance	$ 188,264	$ 55,732	$ 390,388	$ 52,600	$ 8,399	$ 301,845	$ 997,228
Ending balance: individually evaluated for impairment	$ 3,408	$ —	$ 1,865	$ 32	$ 520	$ —	$ 5,825
Ending balance: collectively evaluated for impairment	$ 183,637	$ 55,732	$ 380,764	$ 52,290	$ 7,879	$ 301,845	$ 982,147
Ending balance: acquired loans - PCI	$ 1,219	$ —	$ 7,759	$ 278	$ —	$ —	$ 9,256

The following table presents, as of December 31, 2015, the total allowance for loan losses, the allowance by impairment methodology (individually evaluated for impairment, collectively evaluated for impairment or PCI loans), the total loans and loans by impairment methodology (individually evaluated for impairment, collectively evaluated for impairment or PCI loans).

(Dollars in thousands)	Real Estate Residential Mortgage	Real Estate Construction	Commercial, Financial & Agricultural	Equity Lines	Consumer	Consumer Finance	Total
Allowance for loan losses:							
Balance at the beginning of year	$ 2,313	$ 434	$ 7,744	$ 812	$ 211	$ 24,092	$ 35,606
Provision charged to operations	45	(340)	1	258	81	15,467	15,512
Loans charged off	(144)	—	(21)	(19)	(317)	(19,816)	(20,317)
Recoveries of loans previously charged off	257	—	31	1	268	4,211	4,768
Ending balance at December 31, 2015	$ 2,471	$ 94	$ 7,755	$ 1,052	$ 243	$ 23,954	$ 35,569
Ending balance: individually evaluated for impairment	$ 360	$ —	$ 466	$ —	$ 23	$ —	$ 849
Ending balance: collectively evaluated for impairment	$ 2,111	$ 94	$ 7,254	$ 1,052	$ 220	$ 23,954	$ 34,685
Ending balance: acquired loans - PCI	$ —	$ —	$ 35	$ —	$ —	$ —	$ 35
Loans:							
Ending balance at December 31, 2015	$ 186,763	$ 7,759	$ 356,062	$ 50,111	$ 9,011	$ 291,755	$ 901,461
Ending balance: individually evaluated for impairment	$ 2,689	$ —	$ 2,418	$ 30	$ 207	$ —	$ 5,344
Ending balance: collectively evaluated for impairment	$ 182,769	$ 7,759	$ 341,327	$ 49,795	$ 8,804	$ 291,755	$ 882,209
Ending balance: acquired loans - PCI	$ 1,305	$ —	$ 12,317	$ 286	$ —	$ —	$ 13,908

Loans by credit quality indicators as of December 31, 2016 were as follows:

(Dollars in thousands)	Pass	Special Mention	Substandard	Substandard Nonaccrual	Total[1]
Real estate – residential mortgage	**$ 181,814**	**$ 2,037**	**$ 2,761**	**$ 1,652**	**$ 188,264**
Real estate – construction:					
Construction lending	**47,062**	**—**	**—**	**—**	**47,062**
Consumer lot lending	**8,670**	**—**	**—**	**—**	**8,670**
Commercial, financial and agricultural:					
Commercial real estate lending	**243,427**	**5,860**	**10,880**	**1,619**	**261,786**
Land acquisition and development lending	**29,595**	**565**	**13,312**	**—**	**43,472**
Builder line lending	**21,235**	**789**	**367**	**—**	**22,391**
Commercial business lending	**62,044**	**255**	**309**	**131**	**62,739**
Equity lines	**51,186**	**480**	**177**	**757**	**52,600**
Consumer	**7,870**	**2**	**409**	**118**	**8,399**
	$ 652,903	**$ 9,988**	**$ 28,215**	**$ 4,277**	**$ 695,383**

[1] At December 31, 2016, the Corporation does not have any loans classified as Doubtful or Loss.

Included in the table above are loans purchased in connection with the acquisition of CVB of $54.06 million pass rated, $2.59 million special mention, $5.74 million substandard and $196,000 substandard nonaccrual.

(Dollars in thousands)	Performing	Non-Performing	Total
Consumer finance	**$ 301,280**	**$ 565**	**$ 301,845**

Loans by credit quality indicators as of December 31, 2015 were as follows:

(Dollars in thousands)	Pass	Special Mention	Substandard	Substandard Nonaccrual	Total[1]
Real estate – residential mortgage	$ 181,107	$ 1,276	$ 2,083	$ 2,297	$ 186,763
Real estate – construction:					
Construction lending	5,924	72	—	—	5,996
Consumer lot lending	1,763	—	—	—	1,763
Commercial, financial and agricultural:					
Commercial real estate lending	195,479	6,089	13,533	2,515	217,616
Land acquisition and development lending	45,061	856	394	—	46,311
Builder line lending	19,252	829	531	359	20,971
Commercial business lending	57,928	1,306	11,844	86	71,164
Equity lines	48,392	617	221	881	50,111
Consumer	8,760	116	116	19	9,011
	$ 563,666	$ 11,161	$ 28,722	$ 6,157	$ 609,706

[1] At December 31, 2015, the Corporation did not have any loans classified as Doubtful or Loss.

Included in the table above are loans purchased in connection with the acquisition of CVB of $71.14 million pass rated, $4.09 million special mention, $5.15 million substandard and $542,000 substandard nonaccrual.

(Dollars in thousands)	Performing	Non-Performing	Total
Consumer finance	$ 290,925	$ 830	$ 291,755

NOTE 6: Other Real Estate Owned

At December 31, 2016 and 2015, OREO was $195,000 and $942,000, respectively. OREO is primarily comprised of residential properties and non-residential properties associated with commercial relationships, and are located primarily in the state of Virginia. Changes in the balance for OREO are as follows:

	Year Ended December 31,	
(Dollars in thousands)	2016	2015
Balance at the beginning of year, gross	**$ 998**	$ 815
Transfers between loans and other real estate owned	**618**	824
Capitalized expenses	**20**	—
Charge-offs	**(105)**	(63)
Sales proceeds	**(1,384)**	(706)
Gain on disposition	**134**	242
Deferred gain on disposition	**—**	(114)
Balance at the end of year, gross	**281**	998
Less valuation allowance	**(86)**	(56)
Balance at the end of year, net	**$ 195**	$ 942

Changes in the allowance for OREO losses are as follows:

(Dollars in thousands)	Year Ended December 31, 2016	2015	2014
Balance at the beginning of year	**$ 56**	$ 29	$ 4,135
Provision for losses	**135**	90	29
Charge-offs, net	**(105)**	(63)	(4,135)
Balance at the end of year	**$ 86**	$ 56	$ 29

Other net noninterest (expense) income applicable to OREO, other than the provision for losses, were $(22,000), $19,000 and $(6,000) for the years ended December 31, 2016, 2015 and 2014, respectively.

NOTE 7: Corporate Premises and Equipment

Major classifications of corporate premises and equipment are summarized as follows:

(Dollars in thousands)	December 31, 2016	2015
Land	**$ 8,340**	$ 8,431
Buildings	**35,352**	35,579
Equipment, furniture and fixtures	**30,254**	29,568
	73,946	73,578
Less accumulated depreciation	**(38,142)**	(37,045)
	$ 35,804	$ 36,533

NOTE 8: Time Deposits

Time deposits are summarized as follows:

(Dollars in thousands)	December 31, 2016	2015
Certificates of deposit, over $250	**$ 67,543**	$ 64,270
Other time deposits	**276,872**	275,462
	$ 344,415	$ 339,732

Remaining maturities on time deposits are as follows:

(Dollars in thousands)	December 31, 2016
2017	**$ 185,796**
2018	**67,054**
2019	**43,608**
2020	**25,281**
2021	**14,712**
Thereafter	**7,964**
	$ 344,415

NOTE 9: Borrowings

The table below presents selected information on short-term borrowings:

(Dollars in thousands)	December 31, 2016	December 31, 2015
Balance outstanding at year end[1]	**$ 12,363**	$ 12,093
Maximum balance at any month end during the year	**$ 13,195**	$ 14,423
Average balance for the year	**$ 12,079**	$ 12,952
Weighted average rate for the year	**0.43 %**	0.41 %
Weighted average rate on borrowings at year end	**0.44 %**	0.43 %
Estimated fair value at year end	**$ 12,363**	$ 12,093

[1] Consists entirely of secured transactions with customers, which generally mature the day following the day sold.

Long-term borrowings at December 31, 2016 consist of a repurchase agreement with a third-party correspondent bank, which is secured by investment securities; advances under a non-recourse revolving bank line of credit secured by loans at C&F Finance; and advances from the FHLB, which are secured by a blanket floating lien on all qualifying closed-end and revolving, open-end loans secured by 1-4 family residential properties. The interest rate on the repurchase agreement, which matures in 2018, is 3.55% (7.00% minus three-month LIBOR with a maximum rate of 3.55%) and the outstanding balance as of December 31, 2016 was $5.00 million. The interest rate on the revolving bank line of credit, which matures in 2019, floats at the one-month LIBOR rate plus a range of 200 to 225 basis points, depending upon the average balance outstanding on the line, and the outstanding balance as of December 31, 2016 was $75.03 million. C&F Finance's revolving bank line of credit agreement contains covenants regarding C&F Finance's capital adequacy, collateral performance, adequacy of the allowance for loan losses and interest expense coverage. C&F Finance satisfied all such covenants during 2016. Long-term advances from the FHLB at December 31, 2016 consist of $30.00 million of convertible advances and $17.00 million of fixed rate hybrid advances. The convertible advances have fixed rates of interest unless the FHLB exercises its option to convert the interest on these advances from fixed rate to variable rate. The fixed rate hybrid advances provide fixed-rate funding until the stated maturity date. C&F Bank may add interest rate caps or floors at a future date, at which time the cost of the caps or floors will be added to the advance rate. The table below presents selected information for the FHLB advances:

Balance Outstanding at December 31, 2016 *(Dollars in thousands)*		**Interest Rate**	**Maturity Date**	**Next Conversion Option Date**
Fixed Rate Hybrid Advances				
	$2,500	**1.28 %**	**08/30/18**	
	$7,000	**1.95**	**12/04/19**	
	$7,500	**1.78**	**08/21/20**	
Convertible Advances				
	$5,000	**4.06**	**10/25/17**	**01/25/17**
	$5,000	**2.93**	**11/27/17**	**02/27/17**
	$5,000	**3.59**	**06/06/18**	*
	$7,500	**1.48**	**09/19/22**	**09/20/21**
	$7,500	**1.96**	**09/29/23**	**09/29/22**

* Convertible advance had a one-time advance option and the date has passed.

The contractual maturities of long-term borrowings at December 31, 2016 are as follows:

(Dollars in thousands)	Fixed Rate	Floating Rate	Total
2017	$ 10,000	$ —	$ 10,000
2018	7,500	5,000	12,500
2019	7,000	75,029	82,029
2020	7,500	—	7,500
2021	—	—	—
Thereafter	15,000	—	15,000
	$ 47,000	$ 80,029	$ 127,029

The Corporation's unused lines of credit for future borrowings total approximately $277.42 million at December 31, 2016, which consists of $103.06 million available from the FHLB, $44.97 million on C&F Finance's revolving bank line of credit, $14.39 million available from the FRB, $65.00 million under unsecured federal funds agreements with third party financial institutions, $50.00 million in repurchase lines of credit with third party financial institutions. Additional loans and securities are available that can be pledged as collateral for future borrowings from the FRB or the FHLB above the current lendable collateral value.

In December 2007, C&F Financial Statutory Trust II (Trust II), a wholly-owned non-operating subsidiary of the Corporation, was formed for the purpose of issuing trust preferred capital securities for general corporate purposes including the refinancing of existing debt. On December 14, 2007, Trust II issued $10.00 million of trust preferred capital securities in a private placement to an institutional investor and $310,000 in common equity to the Corporation in exchange for cash. The securities mature in December 2037, are redeemable at the Corporation's option, and require quarterly distributions by Trust II to the holder of the securities at a rate equal to the three-month LIBOR rate plus 3.15%. During 2014, in order to mitigate the potential effects of rising interest rates, the Corporation entered into an interest rate swap agreement whereby the effective fixed interest rate on all $10.00 million of the securities became 4.82%. The interest rate swap matures in December 2019. The principal asset of Trust II is $10.31 million of the Corporation's trust preferred capital notes with like maturities and like interest rates to the trust preferred capital securities. The interest payments by the Corporation on the debt securities will be used by Trust II to pay the quarterly distributions payable by Trust II to the holders of the trust preferred capital securities.

In July 2005, C&F Financial Statutory Trust I (Trust I), a wholly-owned non-operating subsidiary of the Corporation, was formed for the purpose of issuing trust preferred capital securities to partially fund the Corporation's purchase of 427,186 shares of its common stock. On July 21, 2005, Trust I issued $10.00 million of trust preferred capital securities in a private placement to an institutional investor and $310,000 in common equity to the Corporation in exchange for cash. The securities mature in September 2035, are redeemable at the Corporation's option, and require quarterly distributions by Trust I to the holder of the securities at a rate equal to the three-month LIBOR rate plus 1.57%. During 2015, in order to mitigate the potential effects of rising interest rates, the Corporation entered into an interest rate swap agreement whereby the effective fixed interest rate on all $10.00 million of the securities became 3.44%. The interest rate swap matures in September 2020. The principal asset of Trust I is $10.31 million of the Corporation's trust preferred capital notes with like maturities and like interest rates to the trust preferred capital securities. The interest payments by the Corporation on the debt securities will be used by Trust I to pay the quarterly distributions payable by Trust I to the holders of the trust preferred capital securities.

In December 2003, Central Virginia Bankshares Statutory Trust I (CVBK Trust I) was formed as a wholly-owned non-operating subsidiary of CVBK for the purpose of issuing trust preferred capital securities for general corporate purposes. On December 17, 2003, CVBK Trust I issued $5.00 million of trust preferred capital securities in a private placement to an institutional investor and $155,000 in common equity to CVBK in exchange for cash. CVBK Trust I became a wholly-owned non-consolidated non-operating subsidiary of the Corporation pursuant to the merger of CVBK with and into the Corporation in March 2014, and the Corporation assumed CVBK's obligations on the underlying trust preferred capital notes. The securities mature in December 2033, are redeemable at the Corporation's option, and require quarterly distributions by CVBK Trust I to the holder of the securities at a rate equal to the three-month LIBOR plus 2.85%. During 2014, in order to mitigate the potential effects of rising interest rates, the Corporation entered into an interest rate swap

agreement whereby the effective fixed interest rate on all $5.00 million of the securities became 4.54%. The interest rate swap matures in December 2019. The principal asset of CVBK Trust I is $5.16 million of trust preferred capital notes originally issued by CVBK and assumed by the Corporation with like maturities and like interest rates to the trust preferred capital securities. The interest payments by the Corporation on the debt securities will be used by CVBK Trust I to pay the quarterly distributions payable by CVBK Trust I to the holders of the trust preferred capital securities. The trust preferred capital securities issued by CVBK Trust I were adjusted to fair market value on the date of acquisition of CVBK. The resulting fair value adjustment was a discount of $716,000, which is being accreted over 20 years on a straight-line basis, and the balance of which was $601,000 as of December 31, 2016.

Subject to certain exceptions and limitations, the Corporation may elect from time to time to defer interest payments on the junior subordinated debt securities, which would result in a deferral of distribution payments on the related capital securities.

NOTE 10: Shareholders' Equity, Other Comprehensive Income and Earnings Per Common Share

Shareholders' Equity

Common Shares. On May 14, 2014, the Corporation repurchased the warrant issued in connection with the Corporation's previous participation in the Capital Purchase Program (Warrant) for $2.30 million. The repurchase price was based on the fair market value of the Warrant as agreed upon by the Corporation and the U.S. Department of the Treasury. The funds for this redemption were provided by existing financial resources of the Corporation; therefore, there was no dilution to the Corporation's common shareholders.

The Corporation repurchased zero and 38,759 shares of its common stock during the years ended December 31, 2016 and 2015, respectively under a share repurchase program authorized by the Corporation's Board of Directors. During the years ended December 31, 2016, 2015 and 2014, the Corporation withheld 9,169, 8,745 and 1,808 shares of its common stock, respectively, from employees to satisfy tax withholding obligations arising upon the vesting of restricted shares.

Accumulated Other Comprehensive Income (Loss)

The following table presents the cumulative balances of the components of accumulated other comprehensive income (loss), net of deferred taxes of $534,000, $620,000 and $1.66 million as of December 31, 2016, 2015 and 2014, respectively.

	December 31,		
(Dollars in thousands)	**2016**	**2015**	**2014**
Net unrealized gains on securities	**$ 1,386**	$ 3,491	$ 4,850
Net unrecognized loss on cash flow hedges	**(34)**	(107)	(64)
Net unrecognized losses on defined benefit plan	**(2,336)**	(2,213)	(1,700)
Total accumulated other comprehensive (loss) income	**$ (984)**	$ 1,171	$ 3,086

Earnings Per Common Share (EPS)

The components of the Corporation's EPS calculations are as follows:

(Dollars in thousands)	December 31, 2016	2015	2014
Net income	**$ 13,459**	$ 12,530	$ 12,344
Weighted average number of common shares used in earnings per common share—basic	**3,454,282**	3,401,426	3,404,112
Effect of dilutive securities:			
Stock option awards	**1,601**	408	32,166
Weighted average number of common shares used in earnings per common share—assuming dilution	**3,455,883**	3,401,834	3,436,278

The Corporation has applied the two-class method of computing basic and diluted EPS for each period presented because the Corporation's unvested restricted shares outstanding contain rights to nonforfeitable dividends. Accordingly, the weighted average number of common shares used in the calculation of basic and diluted EPS includes both vested and unvested common shares outstanding.

Potential common shares that may be issued by the Corporation for its stock option awards, and when it was outstanding in 2014, the Warrant, were determined using the treasury stock method. Accordingly, anti-dilutive shares are not included in computing diluted earnings per share. Approximately 3,000, 70,000 and 150,000 shares issuable upon exercise of options for the years ended December 31, 2016, 2015 and 2014, respectively, were not included in computing diluted earnings per common share because they were anti-dilutive.

NOTE 11: Income Taxes

Principal components of income tax expense as reflected in the consolidated statements of income are as follows:

(Dollars in thousands)	Year Ended December 31, 2016	2015	2014
Current taxes	**$ 4,482**	$ 3,475	$ 2,897
Deferred taxes	**(23)**	1,378	2,247
	$ 4,459	$ 4,853	$ 5,144

The income tax provision is less than would be obtained by application of the statutory federal corporate tax rate to pre-tax accounting income as a result of the following items:

	Year Ended December 31,					
(Dollars in thousands)	2016	Percent of Pre-tax Income	2015	Percent of Pre-tax Income	2014	Percent of Pre-tax Income
Income tax computed at federal statutory rates	**$ 6,272**	**35.0 %**	$ 6,084	35.0 %	$ 6,120	35.0 %
Tax effect of exclusion of interest income on obligations of states and political subdivisions	**(1,310)**	**(7.3)**	(1,456)	(8.4)	(1,546)	(8.8)
Reduction of interest expense incurred to carry tax-exempt assets	**36**	**0.2**	38	0.2	42	0.2
Increase in bank-owned life insurance	**(324)**	**(1.8)**	(159)	(0.9)	(38)	(0.2)
State income taxes, net of federal tax benefit	**403**	**2.2**	563	3.3	532	3.0
Amortization of investments in qualified affordable housing projects, net of federal tax benefit	**217**	**1.2**	264	1.5	270	1.5
Tax credit on investments in qualified affordable housing projects	**(364)**	**(2.0)**	(400)	(2.3)	(180)	(1.0)
Share-based compensation	**(476)**	**(2.7)**	—	—	—	—
Other	**5**	**—**	(81)	(0.5)	(56)	(0.3)
	$ 4,459	**24.8 %**	$ 4,853	27.9 %	$ 5,144	29.4 %

The Corporation's net deferred income taxes totaled $21.5 million and $20.4 million at December 31, 2016 and 2015, respectively. The tax effects of each type of significant item that gave rise to deferred taxes are:

	December 31,	
(Dollars in thousands)	2016	2015
Deferred tax asset		
Allowance for loan losses and OREO losses	**$ 14,035**	$ 13,445
Fair value adjustments related to acquisition	**3,953**	4,888
Reserve for indemnification losses	**875**	898
Deferred compensation	**2,005**	1,940
Share-based compensation	**1,036**	918
Interest on nonaccrual loans	**1,088**	997
Cash flow hedges	**22**	68
Other	**3,722**	3,411
Deferred tax asset	**26,736**	26,565
Deferred tax liability		
Goodwill and other intangible assets	**(3,848)**	(3,569)
Core deposit intangible	**(307)**	(566)
Defined benefit plan	**(116)**	(63)
Depreciation	**(180)**	(125)
Net unrealized gain on securities available for sale	**(746)**	(1,880)
Deferred tax liability	**(5,197)**	(6,203)
Net deferred tax asset	**$ 21,539**	$ 20,362

The Corporation files income tax returns in the U.S. federal jurisdiction and several states. With few exceptions, the Corporation is no longer subject to U.S. federal, state and local income tax examinations by tax authorities for years prior to 2013.

NOTE 12: Employee Benefit Plans

C&F Bank maintains a Defined Contribution Profit-Sharing Plan (the Profit-Sharing Plan) sponsored by the Virginia Bankers Association (VBA). The Profit-Sharing Plan includes a 401(k) savings provision that authorizes a maximum voluntary salary deferral of up to 90% of compensation (with a partial company match), subject to statutory limitations. The Profit-Sharing Plan provides for an annual discretionary contribution to the account of each eligible employee based in part on C&F Bank's profitability for a given year and on each participant's yearly earnings. All full-time employees who have attained the age of eighteen and have at least three months of service are eligible to participate. Contributions and earnings may be invested in various investment vehicles offered through the VBA. All employee contributions are fully vested upon contribution. An employee is 20% vested in C&F Bank's contributions after two years of service, 40% after three years, 60% after four years, 80% after five years and fully vested after six years, or earlier in the event of retirement, death or attainment of age 65 while an employee. The amounts charged to expense under this plan were $653,000, $633,000 and $557,000 in 2016, 2015 and 2014, respectively.

C&F Mortgage maintains a Defined Contribution 401(k) Savings Plan that authorizes a voluntary salary deferral of from 1% to 100% of compensation (with a discretionary company match), subject to statutory limitations. Substantially all employees who have attained the age of eighteen are eligible to participate on the first day of the next month following employment date. The plan provides for an annual discretionary contribution to the account of each eligible employee based in part on C&F Mortgage's profitability for a given year, and on each participant's contributions to the plan. Contributions may be invested in various investment funds offered under the plan. All employee contributions are fully vested upon contribution. An employee is vested 25% in the employer's contributions after two years of service, 50% after three years, 75% after four years, and fully vested after five years. The amounts charged to expense under this plan were $163,000, $59,000 and $16,000 in 2016, 2015 and 2014, respectively.

C&F Finance maintains a Defined Contribution Profit-Sharing Plan sponsored by the VBA with plan features similar to the Profit-Sharing Plan of C&F Bank. The amounts charged to expense under this plan were $239,000, $211,000 and $199,000 in 2016, 2015 and 2014, respectively.

Central Virginia Bank maintained a qualified defined contribution plan for all eligible full-time and part-time employees prior to March 22, 2014. The plan was sponsored by the VBA. CVB did not make any profit sharing contributions to the plan during 2014. On March 22, 2014, the CVB plan was terminated and the CVB plan assets totaling $6.6 million were transferred into the Profit-Sharing Plan and the CVB plan participants became participants of the Profit-Sharing Plan subject to its provisions.

Individual performance bonuses are awarded annually to certain members of management under the Corporation's Management Incentive Plan. The Corporation's Compensation Committee recommends to the Corporation's Board of Directors the bonuses to be paid to the Chief Executive Officer and the President of the Corporation, and recommends to the Corporation's Board of Directors bonuses to be paid to certain other senior C&F Bank and C&F Finance officers. In addition, the Chief Executive Officer recommends bonuses to be paid to other officers of C&F Bank and C&F Finance. In determining the awards, performance, including the Corporation's growth rate, returns on average assets and equity, asset quality measures and absolute levels of income are considered. In addition, the Board of Directors considers the individual performance of the members of management who may receive awards. The expense for these bonus awards is accrued in the year of performance. Expenses under these plans were $1.44 million, $1.50 million and $1.20 million in 2016, 2015 and 2014, respectively. In accordance with employment agreements for certain senior officers of C&F Mortgage, performance bonuses of $780,000, $338,000 and $173,000 were expensed in 2016, 2015 and 2014, respectively. Performance used in determining the awards is directly related to the profitability of C&F Mortgage.

C&F Bank has a non-contributory, defined benefit pension plan (Cash Balance Plan) for all full-time employees over 21 years of age. Under the Cash Balance Plan, the benefit account for each participant will grow each year with annual pay credits based on age and years of service and monthly interest credits based on the prior year's December average yield

on 30-year Treasuries plus 150 basis points. C&F Bank funds pension costs in accordance with the funding provisions of the Employee Retirement Income Security Act.

The Corporation has a nonqualified defined contribution plan for certain executives. The plan allows for elective salary and bonus deferrals. The plan also allows for employer contributions to make up for limitations on covered compensation imposed by the Internal Revenue Code with respect to the Profit-Sharing Plan and Cash Balance Plan and to enhance retirement benefits by providing supplemental contributions from time to time. Expenses under this plan were $268,000, $226,000 and $215,000 in 2016, 2015 and 2014, respectively. Investments for this plan are held in a Rabbi trust. These investments are included in other assets and the related liability is included in other liabilities.

On December 16, 2014, the Corporation approved an additional compensation benefit for the Corporation's Chief Executive Officer to provide post-retirement medical and dental insurance premiums for him and his spouse for life. Expense under this arrangement was $75,000 in 2016 and $69,000 in 2015, and the related liability is included in other liabilities.

The following table summarizes the projected benefit obligations, plan assets, funded status and rate assumptions associated with the Cash Balance Plan based upon actuarial valuations.

	December 31,		
(Dollars in thousands)	**2016**	**2015**	**2014**
Change in benefit obligation			
Projected benefit obligation, beginning	**$ 14,518**	$ 13,582	$ 10,659
Service cost	**1,076**	1,040	763
Interest cost	**528**	468	451
Actuarial (gain) loss	**276**	(347)	1,882
Benefits paid	**(528)**	(351)	(173)
Prior service cost attributed to CVB participation	**—**	126	—
Projected benefit obligation, ending	**15,870**	14,518	13,582
Change in plan assets			
Fair value of plan assets, beginning	**14,697**	14,084	11,624
Actual return on plan assets	**1,033**	(36)	633
Employer contributions	**1,000**	1,000	2,000
Benefits paid	**(528)**	(351)	(173)
Fair value of plan assets, ending	**16,202**	14,697	14,084
Funded status	**$ 332**	$ 179	$ 502
Amounts recognized as an other asset	**$ 332**	$ 179	$ 502
Amounts recognized in accumulated other comprehensive loss			
Net loss	**$ 4,290**	$ 4,160	$ 3,558
Prior service cost	**(695)**	(755)	(942)
Deferred taxes	**(1,259)**	(1,192)	(916)
Total recognized in accumulated other comprehensive loss	**$ 2,336**	$ 2,213	$ 1,700
Weighted-average assumptions for benefit obligation at valuation date			
Discount rate	**3.7 %**	3.8 %	3.6 %
Expected return on plan assets	**7.5**	7.5	7.5
Rate of compensation increase	**3.0**	3.0	3.0

The accumulated benefit obligation was $15.87 million and $14.52 million as of the actuarial valuation dates December 31, 2016 and 2015, respectively.

(Dollars in thousands)	Year Ended December 31, 2016	2015	2014
Components of net periodic benefit cost:			
Service cost	**$ 1,076**	$ 1,040	$ 763
Interest cost	**528**	468	451
Expected return on plan assets	**(1,045)**	(1,043)	(832)
Amortization of prior service cost	**(61)**	(61)	(68)
Recognized net actuarial loss	**158**	130	33
Net periodic benefit cost	**656**	534	347
Other changes in plan assets and benefit obligations recognized in other comprehensive loss			
Net loss	**129**	602	2,048
Prior service cost	**—**	126	—
Amortization of prior service costs	**60**	61	68
Deferred taxes	**(66)**	(276)	(741)
Total recognized in accumulated other comprehensive loss	**123**	513	1,375
Total recognized in net periodic benefit cost and other comprehensive loss	**$ 779**	$ 1,047	$ 1,722

	January 1, 2016	2015	2014
Weighted-average assumptions for net periodic benefit cost			
Discount rate	**3.8 %**	3.6 %	4.4 %
Expected return on plan assets	**7.5**	7.5	7.5
Rate of compensation increase	**3.0**	3.0	3.0

The benefits expected to be paid by the plan in the next ten years are as follows:

(Dollars in thousands)	
2017	$ 1,862
2018	2,147
2019	783
2020	664
2021	785
2022 – 2026	7,133
	$ 13,374

C&F Bank selects the expected long-term rate of return on assets in consultation with its investment advisors and actuary. This rate is intended to reflect the average rate of earnings expected to be earned on the funds invested or to be invested to provide plan benefits. Historical performance is reviewed, especially with respect to real rates of return (net of inflation), for the major asset classes held or anticipated to be held by the trust and for the trust itself. Undue weight is not given to recent experience, which may not continue over the measurement period. Higher significance is placed on current forecasts of future long-term economic conditions.

Because assets are held in a qualified trust, anticipated returns are not reduced for taxes. Further, solely for this purpose, the plan is assumed to continue in force and not terminate during the period during which assets are invested. However, consideration is given to the potential impact of current and future investment policy, cash flow into and out of the trust, and expenses (both investment and non-investment) typically paid from plan assets (to the extent such expenses are not explicitly within periodic costs).

C&F Bank's defined benefit pension plan's weighted average asset allocations by asset category are as follows:

	December 31,	
	2016	**2015**
Mutual funds-fixed income	**39 %**	41 %
Mutual funds-equity	**61**	59
Cash and equivalents	*	*
	100 %	100 %

* Less than one percent.

The following table summarizes the fair value of the defined benefit plan assets as of December 31, 2016 and 2015. For more information about fair value measurements, see "Note 17: Fair Value of Assets and Liabilities."

	December 31, 2016			
	Fair Value Measurements Using			Assets at Fair
(Dollars in thousands)	**Level 1**	**Level 2**	**Level 3**	**Value**
Mutual funds-fixed income [1]	**$ 6,273**	**$ —**	**$ —**	**$ 6,273**
Mutual funds-equity [2]	**9,929**	**—**	**—**	**9,929**
Cash and equivalents [3]	**—**	**—**	**—**	**—**
Total pension plan assets	**$ 16,202**	**$ —**	**$ —**	**$ 16,202**

	December 31, 2015			
	Fair Value Measurements Using			Assets at Fair
(Dollars in thousands)	**Level 1**	**Level 2**	**Level 3**	**Value**
Mutual funds-fixed income [1]	$ 5,944	$ —	$ —	$ 5,944
Mutual funds-equity [2]	8,741	—	—	8,741
Cash and equivalents [3]	12	—	—	12
Total pension plan assets	$ 14,697	$ —	$ —	$ 14,697

1 This category includes investments in mutual funds focused on fixed income securities with both short-term and long-term investments. The funds are valued using the net asset value method in which an average of the market prices for the underlying investments is used to value the funds.

2 This category includes investments in mutual funds focused on equity securities with a diversified portfolio and includes investments in large cap and small cap funds, growth funds, international focused funds and value funds. The funds are valued using the net asset value method in which an average of the market prices for the underlying investments is used to value the funds.

3 This category comprises cash and short-term cash equivalent funds. The funds are valued at cost which approximates fair value.

The trust fund is sufficiently diversified to maintain a reasonable level of risk without imprudently sacrificing return, with a targeted asset allocation of 40% fixed income and 60% equities. The investment advisor selects investment fund managers with demonstrated experience and expertise, and funds with demonstrated historical performance, for the implementation of the plan's investment strategy. The investment manager will consider both actively and passively managed investment strategies and will allocate funds across the asset classes to develop an efficient investment structure.

It is the responsibility of the trustee to administer the investments of the trust within reasonable costs, being careful to avoid sacrificing quality. These costs include, but are not limited to, management and custodial fees, consulting fees, transaction costs and other administrative costs chargeable to the trust.

NOTE 13: Related Party Transactions

Loans outstanding to directors and executive officers totaled $3.57 million and $4.10 million at December 31, 2016 and 2015, respectively. Advances to directors and officers totaled $526,000 and repayments totaled $1.06 million in the year ended December 31, 2016. Total deposits for directors and executive officers were $4.8 million and $3.8 million at December 31, 2016 and 2015, respectively. In the opinion of management, these transactions were made in the ordinary course of business on substantially the same terms and conditions, including interest rates, collateral and repayment terms, as those prevailing at the same time for comparable transactions with unrelated persons, and, in the opinion of management and the Corporation's Board of Directors, do not involve more than normal risk or present other unfavorable features.

NOTE 14: Share-Based Plans

On April 16, 2013, the Corporation's shareholders approved the C&F Financial Corporation 2013 Stock and Incentive Compensation Plan (the 2013 Plan) for the grant of equity awards to certain key employees of the Corporation, as well as non-employee directors (including non-employee regional or advisory directors). The 2013 Plan authorizes an aggregate of 500,000 shares of the Corporation's common stock to be issued as equity awards in the form of stock options, tandem stock appreciation rights, restricted stock, restricted stock units and/or other stock-based awards. Since the 2013 Plan's approval, equity awards have only been issued in the form of restricted stock, which are accounted for using the fair market value of the Corporation's common stock on the date the restricted shares are awarded.

Prior to the approval of the 2013 Plan, the Corporation granted equity awards under the Amended and Restated C&F Financial Corporation 2004 Incentive Stock Plan (the Amended 2004 Plan). The Amended 2004 Plan authorized an aggregate of 500,000 shares of Corporation common stock to be issued as equity awards in the form of stock options, stock appreciation rights, restricted stock and/or restricted stock units to key employees and non-employee directors. Since 2006, all equity awards that were issued under the Amended 2004 Plan were in the form of restricted stock, which were accounted for using the fair market value of the Corporation's common stock on the date the restricted shares are awarded. Stock options issued under the Amended 2004 Plan prior to 2006 were issued to employees at a price equal to the fair market value of the Corporation's common stock on the date granted. All options outstanding under the Amended 2004 Plan are exercisable as of December 31, 2016. All options expire ten years from the grant date.

Stock option transactions under the various plans for the periods indicated were as follows:

	2016			**2015**		**2014**	
(Dollars in thousands, except for per share amounts)	**Shares**	**Exercise Price***	**Intrinsic Value**	**Shares**	**Exercise Price***	**Shares**	**Exercise Price***
Outstanding at beginning of year	**24,000**	**$ 38.39**		100,762	$ 37.75	164,150	$ 38.21
Granted	**—**	**—**		—	—	—	—
Exercised	**(9,750)**	**37.17**		(34,000)	37.99	(271)	39.29
Cancelled	**(12,000)**	**39.60**		(42,762)	37.21	(63,117)	38.95
Outstanding and exercisable at end of year	**2,250**	**$ 37.17**	**$ 29**	24,000	$ 38.39	100,762	$ 37.75

* *Weighted average*

The total intrinsic value of in-the-money options exercised in 2016 was $77,000. Cash received from option exercises during 2016 was $362,0000, and a $2,000 tax expense was recognized in connection with nonqualified option exercises. The Corporation has a policy of issuing new shares to satisfy the exercise of stock options.

The following table summarizes information about stock options outstanding and exercisable at December 31, 2016:

	Options Outstanding and Exercisable		
	Number Outstanding at December 31, 2016	Remaining Contractual Life (Years)	Exercise Price
Exercise Price $37.17	**2,250**	**0.3**	**$ 37.17**

As permitted under the 2013 Plan and Amended 2004 Plan, the Corporation awards shares of restricted stock to certain key employees and non-employee directors. Restricted shares awarded to employees generally vest on the fifth anniversary of the grant date and restricted shares awarded to non-employee directors generally vest on the third anniversary of the grant date. A summary of the activity for restricted stock awards for the periods indicated is presented below:

	2016		2015		2014	
	Shares	Weighted-Average Grant Date Fair Value	Shares	Weighted-Average Grant Date Fair Value	Shares	Weighted-Average Grant Date Fair Value
Nonvested at beginning of year	**137,200**	**$ 36.50**	135,600	$ 34.34	120,183	$ 31.18
Granted	**32,630**	**43.48**	33,925	38.33	32,625	39.84
Vested	**(26,000)**	**27.30**	(27,250)	26.57	(15,208)	20.13
Cancelled	**(2,075)**	**38.59**	(5,075)	44.44	(2,000)	42.14
Nonvested at end of year	**141,755**	**$ 39.77**	137,200	$ 36.50	135,600	$ 34.34

Compensation is accounted for using the fair value of the Corporation's common stock on the date the restricted shares are awarded. The weighted-average grant date fair value per share of restricted stock granted for the years 2016, 2015 and 2014 was $43.48, $38.33 and $39.84, respectively. Compensation expense is charged to income ratably over the vesting periods, and was $1.22 million in 2016, $1.06 million in 2015 and $967,000 in 2014. As of December 31, 2016, there was $2.94 million of total unrecognized compensation cost related to restricted stock granted under the 2013 Plan and the Amended 2004 Plan. This amount is expected to be recognized through 2021.

NOTE 15: Regulatory Requirements and Restrictions

The Corporation (on a consolidated basis) and the Bank are subject to various regulatory capital requirements administered by the 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 Corporation's and the Bank's financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Corporation and the Bank must meet specific capital guidelines that involve quantitative measures of the Corporation's and the Bank's assets, liabilities, and certain off-balance-sheet items as calculated under regulatory accounting practices. The Corporation's and the Bank's capital amounts and classification are subject to qualitative judgments by the regulators about components, risk weightings, and other factors. Prompt corrective action provisions are not applicable to bank holding companies.

In December 2013, the Federal Reserve Board issued a final rule that made technical changes to its market risk capital rule to align it with the Basel III regulatory capital framework and meet certain requirements of the Dodd-Frank Act. The Basel III final rules required the Corporation and the Bank to comply with the following new minimum capital ratios, effective January 1, 2015: (1) a new common equity Tier 1 capital ratio (CET1) of 4.5% of risk-weighted assets; (2) a Tier 1 capital ratio of 6% of risk-weighted assets (increased from the 2014 requirement of 4%); (3) a total capital ratio of 8% of risk-weighted assets (unchanged from the 2014 requirement); and (4) a leverage ratio of 4% of total assets. The Basel III Final Rules establish a capital conservation buffer of 2.5%, which is added to the 4.5% CET1 to risk-weighted assets to increase the ratio to at least 7%. The Basel III Final Rules also establish risk weightings that applied to many classes of assets held by community banks, importantly including applying higher risk weightings to certain commercial real estate loans. The Basel III Final Rules became effective January 1, 2015 and the Basel III Final Rules capital conservation buffer will be

phased in from 2015 to 2019. For additional information about the Basel III Final Rules, see "Item 1. Business" under the heading "Regulation and Supervision" in this Annual Report.

As of December 31, 2016, the most recent notification from the FDIC, for the Bank, categorized the Bank as well capitalized under the regulatory framework for prompt corrective action. To be categorized as well capitalized under regulations applicable at December 31, 2016, the Bank was required to maintain minimum total risk-based, Tier 1 risk-based, CET1 risk-based and Tier 1 leverage ratios as set forth in the table below.

The Corporation's and the Bank's actual capital amounts and ratios as of December 31, 2016 and 2015 are presented in the following table. Risk-weighted assets for the Corporation and C&F Bank were $1.15 billion and $1.15 billion, respectively at December 31, 2016 and $1.00 billion and $1.00 billion, respectively at December 31, 2015. Management believes that, as of December 31, 2016, the Corporation and C&F Bank met all capital adequacy requirements to which they are subject.

	Actual		**Minimum Capital Requirements**		**Minimum To Be Well Capitalized Under Prompt Corrective Action Provisions**	
(Dollars in thousands)	**Amount**	**Ratio**	**Amount**	**Ratio**	**Amount**	**Ratio**
As of December 31, 2016:						
Total Capital (to Risk-Weighted Assets)						
Corporation	**$ 159,525**	**13.9 %**	**$ 91,695**	**8.0 %**	**N/A**	**N/A**
C&F Bank	**160,971**	**14.0**	**91,772**	**8.0**	**$ 114,716**	**10.0 %**
Tier 1 Capital (to Risk-Weighted Assets)						
Corporation	**144,819**	**12.6**	**68,772**	**6.0**	**N/A**	**N/A**
C&F Bank	**146,307**	**12.8**	**68,829**	**6.0**	**91,772**	**8.0**
Common Equity Tier 1 Capital (to Risk-Weighted Assets)						
Corporation	**120,085**	**10.5**	**51,579**	**4.5**	**N/A**	**N/A**
C&F Bank	**146,307**	**12.8**	**51,622**	**4.5**	**74,565**	**6.5**
Tier 1 Capital (to Average Assets)						
Corporation	**144,819**	**10.3**	**56,463**	**4.0**	**N/A**	**N/A**
C&F Bank	**146,307**	**10.2**	**57,097**	**4.0**	**71,371**	**5.0**
As of December 31, 2015:						
Total Capital (to Risk-Weighted Assets)						
Corporation	$ 150,102	15.0 %	$ 80,216	8.0 %	N/A	N/A
C&F Bank	150,711	15.0	80,560	8.0	$ 100,700	10.0 %
Tier 1 Capital (to Risk-Weighted Assets)						
Corporation	137,210	13.7	60,162	6.0	N/A	N/A
C&F Bank	137,815	13.7	60,420	6.0	80,560	8.0
Common Equity Tier 1 Capital (to Risk-Weighted Assets)						
Corporation	112,633	11.2	45,121	4.5	N/A	N/A
C&F Bank	137,815	13.7	45,315	4.5	65,455	6.5
Tier 1 Capital (to Average Tangible Assets)						
Corporation	137,210	10.0	54,756	4.0	N/A	N/A
C&F Bank	137,815	10.1	54,792	4.0	68,491	5.0

In addition to the regulatory risk-based capital amounts presented above, the Corporation and the Bank must maintain a capital conservation buffer of additional total capital and CET1 as required by the Basel III final rules. The buffer began

applying to the Corporation and the Bank on January 1, 2016, and is subject to phase-in from 2016 to 2019 in equal annual installments of 0.625%. Accordingly, at December 31, 2016, the Corporation and the Bank were required to maintain a capital conservation buffer of 0.625%. At December 31, 2016, the Corporation exceeded the total capital conservation buffer and the CET1 capital conservation buffer by 529 and 535 basis points, respectively. Also at December 31, 2016, the Bank exceeded the total capital conservation buffer and the CET1 capital conservation buffer by 541 and 763 basis points, respectively

On December 14, 2007, the Corporation issued $10.00 million of trust preferred securities through a statutory business trust for general corporate purposes including the refinancing of existing debt. On July 21, 2005, the Corporation issued $10.00 million of trust preferred securities through a statutory business trust to partially fund the purchase of 427,186 shares of the Corporation's common stock at $41 per share on July 27, 2005. On December 17, 2003, CVBK issued $5.00 million of trust preferred securities through a statutory business trust for general corporate purposes, which was assumed by the Corporation when CVBK was merged into the Corporation on March 22, 2014. Based on the Corporation's Tier 1 capital levels, the entire $25.00 million of trust preferred securities was eligible for inclusion in the Corporation's Tier 1 capital as of December 31, 2016 and 2015.

Federal and state banking regulations place certain restrictions on dividends paid and loans or advances made by C&F Bank to the Corporation. The total amount of dividends that may be paid at any date by C&F Bank is generally limited to the retained earnings of C&F Bank, and loans or advances are limited to 10 percent of C&F Bank's capital stock and surplus on a secured basis.

NOTE 16: Commitments and Financial Instruments with Off-Balance-Sheet Risk

The Corporation is a 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 elements of credit and interest rate risk in excess of the amount on the balance sheet. The contract amounts of these instruments reflect the extent of involvement the Corporation has in particular classes of financial instruments. The Corporation'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 written is represented by the contractual amount of these instruments. The Corporation uses the same credit policies in making commitments and conditional obligations as it does for on-balance-sheet instruments. Collateral is obtained based on management's credit assessment of the customer.

Loan commitments are agreements to extend credit to a customer provided that there are no violations of the terms of the contract prior to funding. Commitments have fixed expiration dates or other termination clauses and may require payment of a fee by the customer. Since many of the commitments may expire without being completely drawn upon, the total commitment amounts do not necessarily represent future cash requirements. The Bank evaluates each customer's creditworthiness on a case-by-case basis. The amount of loan commitments was $224.99 million at December 31, 2016 and $159.21 million at December 31, 2015.

Standby letters of credit are written conditional commitments issued by the Bank to guarantee the performance of a customer to a third party. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loans to customers. The total contract amount of standby letters of credit, whose contract amounts represent credit risk, was $14.82 million at December 31, 2016 and $10.99 million at December 31, 2015.

C&F Mortgage sells substantially all of the residential mortgage loans it originates to third-party counterparties (i.e., investors). As is customary in the industry, the agreements with these counterparties require C&F Mortgage to extend representations and warranties with respect to program compliance, borrower misrepresentation, fraud, and early payment performance. Under the agreements, the counterparties are entitled to make loss claims and repurchase requests of C&F Mortgage for loans that contain covered deficiencies. C&F Mortgage has obtained early payment default recourse waivers for a significant portion of its business. Recourse periods for early payment default for the remaining counterparties vary from 90 days up to one year. Recourse periods for borrower misrepresentation or fraud, or underwriting error do not have a stated time limit. C&F Mortgage maintains an indemnification reserve for potential claims made under these recourse

provisions. C&F Mortgage has adopted a reserve methodology whereby provisions are made to an expense account to fund a reserve maintained as a liability account on the balance sheet for potential losses. The loan performance data of sold loans is not made available to C&F Mortgage by the counterparties making the evaluation of potential losses inherently subjective as it requires estimates that are susceptible to significant revision as more information becomes available. A schedule of expected losses on loans with claims or indemnifications is maintained to ensure the reserve is adequate to cover estimated losses. Often times, claims are not factually validated and they are rescinded. Once claims are validated and the actual or potential loss is agreed upon with the counterparties, the reserve is charged and a cash payment is made to settle the claim. The balance of the indemnification reserve has adequately provided for all claims in each of the three years ended December 31, 2016. During the third quarter of 2016, C&F Mortgage reached an agreement with one of its third-party counterparties that resolved all known and unknown indemnification obligations for loans sold to this counterparty prior to August 2016. In connection with this agreement, C&F Mortgage made a payment of $350,000 to this counterparty that was recorded as a reduction to the allowance for indemnification losses. The following table presents the changes in the allowance for indemnification losses for the periods presented:

	Year Ended December 31,		
(Dollars in thousands)	**2016**	**2015**	**2014**
Allowance, beginning of period	**$ 2,363**	$ 2,089	$ 2,415
Provision for indemnification losses	**290**	274	240
Payments	**(350)**	—	(566)
Allowance, end of period	**$ 2,303**	$ 2,363	$ 2,089

Risks also arise from the possible inability of counterparties to meet the terms of their contracts. C&F Mortgage has procedures in place to evaluate the credit risk of investors and does not expect any counterparty to fail to meet its obligations.

The Corporation is committed under noncancelable operating leases for certain office locations. Rent expense associated with the Corporation's operating leases was $1.41 million, $1.37 million and $1.25 million for the years ended December 31, 2016, 2015 and 2014, respectively.

Future minimum lease payments due under the Corporation's operating leases as of December 31, 2016 are as follows:

(Dollars in thousands)	
2017	$ 1,504
2018	1,181
2019	668
2020	504
2021	205
Thereafter	—
	$ 4,062

NOTE 17: Fair Value of Assets and Liabilities

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. U.S. GAAP requires that valuation techniques maximize the use of observable inputs and minimize the use of unobservable inputs. U.S. GAAP also establishes a fair value hierarchy which prioritizes the valuation inputs into three broad levels. Based on the underlying inputs, each fair value measurement in its entirety is reported in one of the three levels. These levels are:

- Level 1—Valuation is based upon quoted prices for identical instruments traded in active markets. Level 1 assets and liabilities include debt and equity securities traded in an active exchange market, as well as U.S. Treasury securities.

- Level 2—Valuation is based upon quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model based valuation techniques for which all significant assumptions are observable in the market or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

- Level 3—Valuation is determined using model-based techniques that use at least one significant assumption not observable in the market. These unobservable assumptions reflect the Corporation's estimates of assumptions that market participants would use in pricing the respective asset or liability. Valuation techniques may include the use of pricing models, discounted cash flow models and similar techniques.

U.S. GAAP allows an entity the irrevocable option to elect fair value (the fair value option) for the initial and subsequent measurement for certain financial assets and liabilities on a contract-by-contract basis. The Corporation has elected to use fair value accounting for its entire portfolio of LHFS.

Assets and Liabilities Measured at Fair Value on a Recurring Basis

The following describes the valuation techniques and inputs used by the Corporation in determining the fair value of certain assets recorded at fair value on a recurring basis in the financial statements.

Securities available for sale. The Corporation primarily values its investment portfolio using Level 2 fair value measurements, but may also use Level 1 or Level 3 measurements if required by the composition of the portfolio. At December 31, 2016 and 2015, the Corporation's entire investment securities portfolio was comprised of securities available for sale, which were valued using Level 2 fair value measurements. The Corporation has contracted with third party portfolio accounting service vendors for valuation of its securities portfolio. The vendors' sources for security valuation are Standard & Poor's Securities Evaluations Inc. (SPSE), Thomson Reuters Pricing Service (TRPS), and Interactive Data Pricing and Reference Data LLC (IDC). Each source provides opinions, known as evaluated prices, as to the value of individual securities based on model-based pricing techniques that are partially based on available market data, including prices for similar instruments in active markets and prices for identical assets in markets that are not active. SPSE and IDC provide evaluated prices for the Corporation's obligations of states and political subdivisions category of securities. Both sources use proprietary pricing models and pricing systems, mathematical tools and judgment to determine an evaluated price for a security based upon a hierarchy of market information regarding that security or securities with similar characteristics. TRPS and IDC provide evaluated prices for the Corporation's U.S. government agencies and corporations and mortgage-backed categories of securities. Fixed-rate callable securities of the U.S. government agencies and corporations category are individually evaluated on an option adjusted spread basis for callable issues or on a nominal spread basis incorporating the term structure of agency market spreads and the appropriate risk free benchmark curve for non-callable issues. Fixed-rate securities issued by the Small Business Association in the U.S. government agencies and corporations category are individually evaluated based upon a hierarchy of security specific information and market data regarding that security or securities with similar characteristics. Pass-through mortgage-backed securities in the mortgage-backed category are grouped into aggregate categories defined by issuer program, weighted average coupon, and weighted average maturity. Each aggregate is benchmarked to a relative mortgage-backed to-be-announced (TBA) or other benchmark price. TBA prices are obtained from market makers and live trading systems. Collateralized mortgage obligations in the mortgage-backed category are individually evaluated based upon a hierarchy of security specific information and market data regarding that security or securities with similar characteristics. Each evaluation is determined using an option adjusted spread and prepayment model based on volatility-driven, multi-dimensional spread tables.

Loans held for sale. Fair value of the Corporation's LHFS is based on observable market prices for similar instruments traded in the secondary mortgage loan markets in which the Corporation conducts business. The Corporation's portfolio of LHFS is classified as Level 2.

Derivative asset (liability) - IRLCs. The Corporation recognizes IRLCs at fair value. Fair value of IRLCs is based on either (i) the price of the underlying loans obtained from an investor for loans that will be delivered on a best efforts basis or (ii) the observable price for individual loans traded in the secondary market for loans that will be delivered on a mandatory basis. All of the Corporation's IRLCs are classified as Level 2.

Derivative asset (liability) – interest rate swaps on loans. As discussed in Note 19, "Derivative Financial Instruments", the Corporation recognizes interest rate swaps at fair value on a recurring basis. The Corporation has contracted with a third party vendor to provide valuations for these interest rate swaps using standard valuation techniques and therefore classifies such interest rate swaps as Level 2.

Derivative asset (liability) - cash flow hedges. The fair value of the Corporation's cash flow hedges is determined using the discounted cash flow method. All of the Corporation's cash flow hedges are classified as Level 2.

The following table presents the balances of financial assets and liabilities measured at fair value on a recurring basis.

	December 31, 2016			
	Fair Value Measurements Using			Assets/Liabilities at
(Dollars in thousands)	Level 1	Level 2	Level 3	Fair Value
Assets:				
Securities available for sale				
U.S. government agencies and corporations	**$ —**	**$ 16,112**	**$ —**	**$ 16,112**
Mortgage-backed securities	**—**	**76,816**	**—**	**76,816**
Obligations of states and political subdivisions	**—**	**117,098**	**—**	**117,098**
Total securities available for sale	**—**	**210,026**	**—**	**210,026**
Loans held for sale	**—**	**52,027**	**—**	**52,027**
Derivative asset - IRLC	**—**	**663**	**—**	**663**
Derivative asset - interest rate swaps on loans	**—**	**1,032**	**—**	**1,032**
Total assets	**$ —**	**$ 263,748**	**$ —**	**$ 263,748**
Liabilities:				
Derivative liability - cash flow hedges	**$ —**	**$ 56**	**$ —**	**$ 56**
Derivative liability - interest rate swaps on loans	**—**	**1,032**	**—**	**1,032**
Total liabilities	**$ —**	**$ 1,088**	**$ —**	**$ 1,088**

	December 31, 2015			
	Fair Value Measurements Using			Assets/Liabilities at
(Dollars in thousands)	Level 1	Level 2	Level 3	Fair Value
Assets:				
Securities available for sale				
U.S. government agencies and corporations	$ —	$ 18,501	$ —	$ 18,501
Mortgage-backed securities	—	77,027	—	77,027
Obligations of states and political subdivisions	—	123,948	—	123,948
Total securities available for sale	—	219,476	—	219,476
Loans held for sale	—	44,000	—	44,000
Derivative asset - IRLC	—	744	—	744
Total assets	$ —	$ 264,220	$ —	$ 264,220
Liabilities:				
Derivative liability - cash flow hedges	$ —	$ 175	$ —	$ 175

Assets and Liabilities Measured at Fair Value on a Nonrecurring Basis

The Corporation may be required, from time to time, to measure and recognize certain assets at fair value on a nonrecurring basis in accordance with U. S. GAAP. The following describes the valuation techniques and inputs used by the Corporation in determining the fair value of certain assets recorded at fair value on a nonrecurring basis in the financial statements.

Impaired loans. The Corporation does not record loans held for investment at fair value on a recurring basis. However, there are instances when a loan is considered impaired and an allowance for loan losses is established. A loan is considered impaired when it is probable that the Corporation will be unable to collect all interest and principal payments as scheduled in the loan agreement. All TDRs are considered impaired loans. The Corporation measures impairment on a loan-by-loan basis for commercial, construction and residential loans in excess of $500,000 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. Additionally, management reviews current market conditions, borrower history, past experience with similar loans and economic conditions. Based on management's review, additional write-downs to fair value may be incurred. The Corporation maintains a valuation allowance to the extent that the measure of the impaired loan is less than the recorded investment. When the fair value of an impaired loan is based solely on observable cash flows, market price or a current appraisal, the Corporation records the impaired loan as nonrecurring Level 2. However, if based on management's review, additional write-downs to fair value are required or if the impaired loan otherwise does not meet the standards for Level 2 classification, the Corporation records the impaired loan as nonrecurring Level 3.

The measurement of impaired loans of less than $500,000, with the exception of Commercial loan TDRs, is based on each loan's future cash flows discounted at the loan's effective interest rate rather than the market rate of interest, which is not a fair value measurement and is therefore excluded from fair value disclosure requirements.

Other real estate owned (OREO). Assets acquired through, or in lieu of, loan foreclosure are held for sale and are initially recorded at fair value less costs to sell at the date of foreclosure. Initial fair value is based upon appraisals the Corporation obtains from independent licensed appraisers. Subsequent to foreclosure, management periodically performs valuations of the foreclosed assets based on updated appraisals, general market conditions, recent sales of similar properties, length of time the properties have been held, and our ability and intent with regard to continued ownership of the properties. The Corporation may incur additional write-downs of foreclosed assets to fair value less costs to sell if valuations indicate a further deterioration in market conditions. As such, the Corporation records OREO as nonrecurring Level 3.

The following table presents the balances of financial assets measured at fair value on a non-recurring basis.

	December 31, 2016			
	Fair Value Measurements Using			**Assets at Fair**
(Dollars in thousands)	**Level 1**	**Level 2**	**Level 3**	**Value**
Impaired loans, net	**$ —**	**$ —**	**$ 2,303**	**$ 2,303**
Other real estate owned, net	**—**	**—**	**195**	**195**
Total	**$ —**	**$ —**	**$ 2,498**	**$ 2,498**

	December 31, 2015			
	Fair Value Measurements Using			**Assets at Fair**
(Dollars in thousands)	**Level 1**	**Level 2**	**Level 3**	**Value**
Impaired loans, net	$ —	$ —	$ 1,953	$ 1,953
Other real estate owned, net	—	—	942	942
Total	$ —	$ —	$ 2,895	$ 2,895

The following table presents quantitative information about Level 3 fair value measurements for financial assets measured at fair value on a non-recurring basis as of December 31, 2016:

	Fair Value Measurements at December 31, 2016			
(Dollars in thousands)	**Fair Value**	**Valuation Technique(s)**	**Unobservable Inputs**	**Range of Inputs**
Impaired loans, net	**$ 2,303**	Appraisals	Discount to reflect current market conditions and estimated selling costs	**0% - 50%**
Other real estate owned, net	**195**	Appraisals	Discount to reflect current market conditions and estimated selling costs	**0% - 67%**
Total	**$ 2,498**			

Fair Value of Financial Instruments

FASB ASC 825, *Financial Instruments*, requires disclosure about fair value of financial instruments, including those financial assets and financial liabilities that are not required to be measured and reported at fair value on a recurring or nonrecurring basis. ASC 825 excludes certain financial instruments and all nonfinancial instruments from its disclosure requirements. Accordingly, the aggregate fair value amounts presented may not necessarily represent the underlying fair value of the Corporation.

The following describes the valuation techniques used by the Corporation to measure certain of its financial instruments at fair value as of December 31, 2016 and 2015.

Cash and short-term investments. The nature of these instruments and their relatively short maturities provide for the reporting of fair value equal to the historical cost.

Loans, net. The fair value of performing loans is estimated using a discounted expected future cash flows analysis based on current rates being offered on similar products in the market. An overall valuation adjustment is made for specific credit risks as well as general portfolio risks. Based on the valuation methodologies used in assessing the fair value of loans and the associated valuation allowance, these loans are considered Level 3. See Note 1 for more information on the valuation methodologies used in creating the valuation allowance for performing loans.

Loan totals, as listed in the table below, include impaired loans. For valuation techniques used in relation to impaired loans, see the Assets and Liabilities Measured at Fair Value on a Nonrecurring Basis section in this Note 17.

Loans held for sale, net. As described in Assets and Liabilities Measured at Fair Value on a Recurring Basis section in this Note 17, the Corporation has elected to carry its portfolio of loans held for sale (or LHFS) at fair value, measured on a recurring basis.

Accrued interest receivable. The carrying amount of accrued interest receivable approximates fair value.

Bank-owned life insurance (BOLI). The fair value of BOLI is estimated using information provided by insurance carriers. These policies are carried at their cash surrender value, which approximates the fair value.

Deposits. The fair value of all demand deposit accounts is the amount payable at the report date. For all other deposits, the fair value is determined using the discounted cash flow method. The discount rate was equal to the rate currently offered on similar products in active markets (Level 2).

Borrowings. The fair value of borrowings is determined using the discounted cash flow method. The discount rate was equal to the rate currently offered on similar products in active markets (Level 2).

Accrued interest payable. The carrying amount of accrued interest payable approximates fair value.

Letters of credit. The estimated fair value of letters of credit is based on estimated fees the Corporation would pay to have another entity assume its obligation under the outstanding arrangements. These fees are not considered material.

Unused portions of lines of credit. The estimated fair value of unused portions of lines of credit is based on estimated fees the Corporation would pay to have another entity assume its obligation under the outstanding arrangements. These fees are not considered material.

The following tables reflect the carrying amounts and estimated fair values of the Corporation's financial instruments whether or not recognized on the balance sheet at fair value.

(Dollars in thousands)	Carrying Value	Fair Value Measurements at December 31, 2016 Using Level 1	Level 2	Level 3	Total Fair Value
Financial assets:					
Cash and short-term investments	**$ 103,201**	**$ 103,201**	**$ —**	**$ —**	**$ 103,201**
Securities available for sale	**210,026**	**—**	**210,026**	**—**	**210,026**
Loans, net	**960,162**	**—**	**—**	**961,546**	**961,546**
Loans held for sale	**52,027**	**—**	**52,027**	**—**	**52,027**
Derivative asset - IRLC	**663**	**—**	**663**	**—**	**663**
Derivative asset - interest rate swaps on loans	**1,032**	**—**	**1,032**	**—**	**1,032**
Bank-owned life insurance	**15,103**	**—**	**15,103**	**—**	**15,103**
Accrued interest receivable	**7,261**	**7,261**	**—**	**—**	**7,261**
Financial liabilities:					
Demand deposits	**$ 775,506**	**$ 775,506**	**$ —**	**$ —**	**$ 775,506**
Time deposits	**344,415**	**—**	**346,648**	**—**	**346,648**
Borrowings	**164,567**	**—**	**157,138**	**—**	**157,138**
Derivative liability - cash flow hedges	**56**	**—**	**56**	**—**	**56**
Derivative liability - interest rate swaps on loans	**1,032**	**—**	**1,032**	**—**	**1,032**
Accrued interest payable	**703**	**703**	**—**	**—**	**703**

(Dollars in thousands)	Carrying Value	Fair Value Measurements at December 31, 2015 Using Level 1	Level 2	Level 3	Total Fair Value
Financial assets:					
Cash and short-term investments	$ 152,943	$ 152,943	$ —	$ —	$ 152,943
Securities available for sale	219,476	—	219,476	—	219,476
Loans, net	865,892	—	—	875,341	875,341
Loans held for sale	44,000	—	44,000	—	44,000
Derivative asset - IRLC	744	—	744	—	744
Bank-owned life insurance	14,988	—	14,988	—	14,988
Accrued interest receivable	6,829	6,829	—	—	6,829
Financial liabilities:					
Demand deposits	$ 733,901	$ 733,901	$ —	$ —	$ 733,901
Time deposits	339,732	—	342,275	—	342,275
Borrowings	177,261	—	174,032	—	174,032
Derivative liability - cash flow hedges	175	—	175	—	175
Accrued interest payable	698	698	—	—	698

The Corporation assumes interest rate risk (the risk that general interest rate levels will change) in the normal course of operations. As a result, the fair values of the Corporation's financial instruments will change when interest rate levels change and that change may be either favorable or unfavorable to the Corporation. Management attempts to match maturities of assets and liabilities to the extent believed necessary to balance minimizing interest rate risk and increasing net interest income in current market conditions. However, borrowers with fixed rate obligations are less likely to prepay in a rising rate environment and more likely to prepay in a falling rate environment. Conversely, depositors who are

receiving fixed rates are more likely to withdraw funds before maturity in a rising rate environment and less likely to do so in a falling rate environment. Management monitors interest rates, maturities and repricing dates of assets and liabilities and attempts to manage interest rate risk by adjusting terms of new loans, deposits and borrowings and by investing in securities with terms that mitigate the Corporation's overall interest rate risk.

NOTE 18: Business Segments

The Corporation operates in a decentralized fashion in three principal business segments: Retail Banking, Mortgage Banking and Consumer Finance. Revenues from Retail Banking operations consist primarily of interest earned on loans and investment securities and service charges on deposit accounts. Mortgage Banking operating revenues consist principally of gains on sales of loans in the secondary market, loan origination fee income and interest earned on mortgage loans held for sale. Revenues from Consumer Finance consist primarily of interest earned on purchased automobile retail installment sales contracts.

The Corporation's other segment includes a full-service brokerage firm that derives revenues from offering investment services and insurance products through an alliance with an independent broker/dealer and an insurance company that derives revenues from owning an equity interest in an insurance agency that offers insurance products and services. The results of the other segment are not significant to the Corporation as a whole and have been included in "Other." Revenue and expenses of the Corporation are also included in "Other," and consist primarily of interest expense associated with the Corporation's trust preferred capital notes and other general corporate expenses.

	Year Ended December 31, 2016					
(Dollars in thousands)	Retail Banking	Mortgage Banking	Consumer Finance	Other	Eliminations	Consolidated
Revenues:						
Interest income	$ 46,071	$ 1,689	$ 47,150	$ 2	$ (5,473)	$ 89,439
Gains on sales of loans	—	8,120	—	—	—	8,120
Other noninterest income	11,400	3,913	921	1,273	—	17,507
Total operating income	57,471	13,722	48,071	1,275	(5,473)	115,066
Expenses:						
Provision for loan losses	—	—	18,040	—	—	18,040
Interest expense	5,790	435	7,073	1,143	(5,473)	8,968
Salaries and employee benefits	24,613	5,664	10,102	1,546	—	41,925
Other noninterest expenses	17,433	4,815	5,437	530	—	28,215
Total operating expenses	47,836	10,914	40,652	3,219	(5,473)	97,148
Income (loss) before income taxes	9,635	2,808	7,419	(1,944)	—	17,918
Income tax expense (benefit)	1,425	1,121	2,882	(969)	—	4,459
Net income (loss)	$ 8,210	$ 1,687	$ 4,537	$ (975)	$ —	$ 13,459
Total assets	$ 1,290,733	$ 65,351	$ 306,012	$ 6,005	$ (216,109)	$ 1,451,992
Goodwill	$ 3,702	$ —	$ 10,723	$ —	$ —	$ 14,425
Capital expenditures	$ 2,376	$ 314	$ 386	$ 42	$ —	$ 3,118

(Dollars in thousands)	Year Ended December 31, 2015					
	Retail Banking	Mortgage Banking	Consumer Finance	Other	Eliminations	Consolidated
Revenues:						
Interest income	$ 42,960	$ 1,698	$ 47,053	$ —	$ (4,662)	$ 87,049
Gains on sales of loans	—	6,336	—	—	—	6,336
Other noninterest income	9,083	2,621	1,095	1,579	—	14,378
Total operating income	52,043	10,655	48,148	1,579	(4,662)	107,763
Expenses:						
Provision for loan losses	—	45	15,467	—	—	15,512
Interest expense	5,682	310	6,201	1,163	(4,662)	8,694
Salaries and employee benefits	23,185	4,594	9,758	1,389	—	38,926
Other noninterest expenses	17,155	4,563	4,970	560	—	27,248
Total operating expenses	46,022	9,512	36,396	3,112	(4,662)	90,380
Income (loss) before income taxes	6,021	1,143	11,752	(1,533)	—	17,383
Income tax expense (benefit)	392	466	4,573	(578)	—	4,853
Net income (loss)	$ 5,629	$ 677	$ 7,179	$ (955)	$ —	$ 12,530
Total assets	$ 1,233,976	$ 58,206	$ 295,430	$ 4,973	$ (187,509)	$ 1,405,076
Goodwill	$ 3,702	$ —	$ 10,723	$ —	$ —	$ 14,425
Capital expenditures	$ 1,597	$ 100	$ 211	$ 1	$ —	$ 1,909

(Dollars in thousands)	Year Ended December 31, 2014					
	Retail Banking	Mortgage Banking	Consumer Finance	Other	Eliminations	Consolidated
Revenues:						
Interest income	$ 43,616	$ 1,304	$ 46,569	$ —	$ (4,994)	$ 86,495
Gains on sales of loans	—	5,086	—	—	—	5,086
Other noninterest income	9,170	2,564	1,227	1,358	—	14,319
Total operating income	52,786	8,954	47,796	1,358	(4,994)	105,900
Expenses:						
Provision for loan losses	—	60	16,270	—	—	16,330
Interest expense	5,915	199	6,445	960	(4,994)	8,525
Salaries and employee benefits	22,944	3,568	8,962	836	—	36,310
Other noninterest expenses	17,558	4,442	4,739	508	—	27,247
Total operating expenses	46,417	8,269	36,416	2,304	(4,994)	88,412
Income (loss) before income taxes	6,369	685	11,380	(946)	—	17,488
Income tax expense (benefit)	791	274	4,438	(359)	—	5,144
Net income (loss)	$ 5,578	$ 411	$ 6,942	$ (587)	$ —	$ 12,344
Total assets	$ 1,183,134	$ 42,143	$ 283,984	$ 4,208	$ (175,282)	$ 1,338,187
Goodwill	$ 3,702	$ —	$ 10,723	$ —	$ —	$ 14,425
Capital expenditures	$ 1,657	$ 92	$ 177	$ 1	$ —	$ 1,927

The Retail Banking segment extends a warehouse line of credit to the Mortgage Banking segment, providing a portion of the funds needed to originate mortgage loans. The Retail Banking segment charges the Mortgage Banking segment interest at the daily FHLB advance rate plus 50 basis points. The Retail Banking segment also provides the Consumer Finance segment with a portion of the funds needed to purchase loan contracts by means of variable rate notes that carry interest at one-month LIBOR plus 200 basis points and fixed rate notes that carry interest rates ranging from 3.8 percent to 8.0 percent. The Retail Banking segment acquires certain residential real estate loans from the Mortgage Banking segment at prices similar to those paid by third-party investors. These transactions are eliminated to reach consolidated totals. Certain corporate overhead costs incurred by the Retail Banking segment are not allocated to the Mortgage Banking, Consumer Finance and Other segments.

NOTE 19: Derivative Financial Instruments

The Corporation uses derivative financial instruments (or "derivatives") primarily to manage risks to the Corporation associated with changing interest rates, and to assist customers with their risk management objectives. The Corporation designates certain derivatives as hedging instruments in a qualifying hedge accounting relationship (cash flow or fair value

hedge). The remaining derivatives are classified as free standing derivatives consisting of customer accommodation loan swaps (or "loan swaps") and interest rate lock commitments.

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

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

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

Loan swaps. The Bank also enters into interest rate swaps with certain qualifying commercial loan customers to meet their interest rate risk management needs. The Bank simultaneously enters into interest rate swaps with dealer counterparties, with identical notional amounts and terms. The net result of these interest rate swaps is that the customer pays a fixed rate of interest and the Corporation receives a floating rate. These back-to-back loan swaps qualify as financial derivatives with fair values reported in "Other Assets" and "Other Liabilities". Changes in fair value are recorded in other noninterest expense and net to zero because of the identical amounts and terms of the swaps.

Interest rate lock commitments. C&F Mortgage enters into IRLCs to originate residential mortgage loans for sale in the secondary market whereby the interest rate on the loan is determined prior to funding. At December 31, 2016, each loan held for sale by C&F Mortgage was subject to a forward sales agreement on a best efforts basis. C&F Mortgage enters into IRLCs with customers and will sell the underlying loans to investors on either a best efforts basis or a mandatory delivery basis. C&F Mortgage mitigates interest rate risk on IRLCs and loans held for sale by (a) entering into forward loan sales contracts with investors for loans to be delivered on a best efforts basis or (b) entering into forward sales contracts of mortgage backed securities for loans to be delivered on a mandatory basis. The fair value of these derivative instruments is reported in "Other Assets".

The following tables summarize key elements of the Corporation's derivative instruments as of December 31, 2016 and December 31, 2015, segregated by derivatives that are considered to be hedging instruments and those that are not:

	Year Ended December 31, 2016				
(Dollars in thousands)	Notional Amount[1]	Positions	Assets[2]	Liabilities[2]	Collateral Pledged[3]
Cash flow hedges:					
Interest rate swaps:					
Pay variable rate swaps with counterparty	$ 25,000	3	$ —	$ 56	$ 323
Not designated as hedges:					
Loan swaps:					
Matched interest rate swaps with borrower	25,151	4	—	1,032	—
Matched interest rate swaps with counterparty	25,151	4	1,032	—	—
Other contracts:					
Interest rate lock commitments	106,612	504	663	—	—
Total	156,914	512	1,695	1,032	—
Total derivatives	$ 181,914	515	$ 1,695	$ 1,088	$ 323

(Dollars in thousands)	Year Ended December 31, 2015				
	Notional Amount[1]	Positions	Assets[2]	Liabilities[2]	Collateral Pledged[3]
Cash flow hedges:					
Interest rate swaps:					
Pay variable rate swaps with counterparty	$ 25,000	3	$ —	$ 175	$ 721
Not designated as hedges:					
Other contracts:					
Interest rate lock commitments	87,150	406	744	—	—
Total derivatives	$ 112,150	409	$ 744	$ 175	$ 721

1 Notional amounts are not recorded on the balance sheet and are generally used only as a basis on which interest and other payments are determined.
2 Balances represent fair value of derivative financial instruments.
3 Collateral pledged may be comprised of cash or securities.

NOTE 20: Parent Company Condensed Financial Information

Financial information for the parent company is as follows:

(Dollars in thousands)	December 31, 2016	December 31, 2015
Balance Sheets		
Assets		
Cash	**$ 611**	$ 768
Other assets	**3,333**	3,155
Investments in subsidiaries	**161,114**	152,724
Total assets	**$ 165,058**	$ 156,647
Liabilities and shareholders' equity		
Trust preferred capital notes	**$ 25,174**	$ 25,139
Other liabilities	**670**	449
Shareholders' equity	**139,214**	131,059
Total liabilities and shareholders' equity	**$ 165,058**	$ 156,647

(Dollars in thousands)	Year Ended December 31, 2016	2015	2014
Statements of Income			
Interest expense on borrowings	**$ (1,143)**	$ (1,162)	$ (916)
Dividends received from C&F Bank	**4,464**	5,255	5,596
Equity in undistributed net income of subsidiaries	**10,618**	8,568	8,180
Other income	**26**	22	20
Other expenses	**(506)**	(153)	(536)
Net income	**$ 13,459**	$ 12,530	$ 12,344

(Dollars in thousands)	Year Ended December 31, 2016	2015	2014
Statements of Cash Flows			
Operating activities:			
Net income	**$ 13,459**	$ 12,530	$ 12,344
Adjustments to reconcile net income to net cash provided by operating activities:			
Equity in undistributed earnings of subsidiaries	**(10,618)**	(8,568)	(8,180)
Share-based compensation	**1,218**	1,231	1,104
Amortization of acquisition-related fair value adjustment	**35**	36	27
Decrease (increase) in other assets	**(224)**	(661)	4,882
(Decrease) increase in other liabilities	**340**	(65)	(4,263)
Net cash provided by operating activities	**4,210**	4,503	5,914
Investing activities:			
Merger of Central Virginia Bankshares, Inc. into C&F Financial Corporation	**—**	—	160
Net cash provided by investing activities	**—**	—	160
Financing activities:			
Net proceeds from issuance of common stock	**149**	135	133
Repurchase of common stock warrant	**—**	—	(2,303)
Common stock repurchases	**(414)**	(1,687)	(161)
Cash dividends	**(4,464)**	(4,148)	(4,050)
Proceeds from exercise of stock options	**362**	1,303	11
Net cash used in financing activities	**(4,367)**	(4,397)	(6,370)
Net (decrease) increase in cash and cash equivalents	**(157)**	**106**	**(296)**
Cash at beginning of year	**768**	662	958
Cash at end of year	**$ 611**	$ 768	$ 662

NOTE 21: Other Noninterest Expenses

The following table presents the significant components in the statements of income line "Noninterest Expenses-Other Expenses."

(Dollars in thousands)	Year Ended December 31, 2016	2015	2014
Data processing expenses	**$ 3,891**	$ 3,704	$ 3,616
Professional fees	**2,323**	2,222	2,101
Marketing and advertising expenses	**1,633**	1,407	1,333
Travel and educational expenses	**1,101**	1,064	1,109
Telecommunication expenses	**1,264**	1,437	1,507
Amortization of core deposit intangible	**741**	966	1,190
Acquisition transactions cost	**—**	—	315
All other noninterest expenses	**7,602**	7,620	7,270
Total other noninterest expenses	**$ 18,555**	$ 18,420	$ 18,441

NOTE 22: Quarterly Condensed Statements of Income—Unaudited

	2016 Quarter Ended			
Dollars in thousands (except per share amounts)	**March 31**	**June 30**	**September 30**	**December 31**
Total interest income	**$ 21,965**	**$ 22,303**	**$ 22,678**	**$ 22,493**
Net interest income after provision for loan losses	**15,103**	**16,485**	**15,521**	**15,322**
Other income	**5,163**	**7,723**	**6,727**	**6,014**
Other expenses	**17,090**	**17,647**	**17,933**	**17,470**
Income before income taxes	**3,176**	**6,561**	**4,315**	**3,866**
Net income	**2,484**	**4,706**	**3,187**	**3,082**
Net income per share—assuming dilution	**0.70**	**1.37**	**0.91**	**0.89**
Dividends declared per common share	**0.32**	**0.32**	**0.32**	**0.33**

	2015 Quarter Ended			
Dollars in thousands (except per share amounts)	**March 31**	**June 30**	**September 30**	**December 31**
Total interest income	$ 20,803	$ 21,350	$ 22,778	$ 22,118
Net interest income after provision for loan losses	15,257	17,019	16,377	14,190
Other income	5,101	5,515	4,805	5,293
Other expenses	16,750	16,654	16,261	16,508
Income before income taxes	3,608	5,880	4,921	2,974
Net income	2,645	4,101	3,477	2,307
Net income per share—assuming dilution	0.77	1.21	1.02	0.68
Dividends declared per common share	0.30	0.30	0.30	0.32

Yount Hyde & Barbour
Certified Public Accountants and Consultants

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders
C&F Financial Corporation
West Point, Virginia

We have audited the accompanying consolidated balance sheets of C&F Financial Corporation and Subsidiary (the Corporation) as of December 31, 2016 and 2015, and the related consolidated statements of income, comprehensive income, shareholders' equity, and cash flows for each of the three years in the period ended December 31, 2016. These financial statements are the responsibility of the Corporation's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of C&F Financial Corporation and Subsidiary as of December 31, 2016 and 2015, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2016, in conformity with U.S. generally accepted accounting principles.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), C&F Financial Corporation and Subsidiary's internal control over financial reporting as of December 31, 2016, based on criteria established in *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission in 2013, and our report dated March 7, 2017 expressed an unqualified opinion on the effectiveness of C&F Financial Corporation and Subsidiary's internal control over financial reporting.

Yount, Hyde & Barbour, P.C.

Richmond, Virginia
March 7, 2017

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures. The Corporation's management, including the Corporation's Chief Executive Officer and the Chief Financial Officer, has evaluated the effectiveness of the Corporation's disclosure controls and procedures (as defined in Rule 13a-15(e) under the Exchange Act) as of the end of the period covered by this report. Based on that evaluation, the Chief Executive Officer and the Chief Financial Officer have concluded that the Corporation's disclosure controls and procedures were effective as of December 31, 2016 to ensure that information required to be disclosed by the Corporation in reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms and that such information is accumulated and communicated to the Corporation's management, including the Corporation's Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that the Corporation's disclosure controls and procedures will detect or uncover every situation involving the failure of persons within the Corporation or its subsidiaries to disclose material information required to be set forth in the Corporation's periodic reports.

Management's Report on Internal Control over Financial Reporting. Management of the Corporation is also responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act). Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

Management assessed the effectiveness of the Corporation's internal control over financial reporting as of December 31, 2016. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in *Internal Control – Integrated Framework (2013)*. Based on our assessment, we believe that, as of December 31, 2016, the Corporation's internal control over financial reporting was effective based on those criteria.

The effectiveness of the Corporation's internal control over financial reporting as of December 31, 2016 has been audited by Yount, Hyde & Barbour, P.C., the independent registered public accounting firm who also audited the Corporation's consolidated financial statements included in this Annual Report on Form 10-K. Yount, Hyde & Barbour, P.C.'s attestation report on the Corporation's internal control over financial reporting appears on the following page.

Changes in Internal Controls. There were no changes in the Corporation's internal control over financial reporting during the Corporation's quarter ended December 31, 2016 that have materially affected, or are reasonably likely to materially affect, the Corporation's internal control over financial reporting.

Yount Hyde & Barbour
Certified Public Accountants and Consultants

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders
C&F Financial Corporation
West Point, Virginia

We have audited C&F Financial Corporation and Subsidiary's (the Corporation) internal control over financial reporting as of December 31, 2016, based on criteria established in *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission in 2013. The Corporation's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in *Management's Report on Internal Control over Financial Reporting*. Our responsibility is to express an opinion on the Corporation's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that *(a)* pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; *(b)* provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and *(c)* provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Corporation maintained, in all material respects, effective internal control over financial reporting as of December 31, 2016, based on criteria established in *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission in 2013.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets as of December 31, 2016 and 2015, and the related consolidated statements of income, comprehensive income, shareholders' equity, and cash flows for each of the three years in the period ended December 31, 2016 of C&F Financial Corporation and Subsidiary, and our report dated March 7, 2017 expressed an unqualified opinion.

Yount, Hyde & Barbour, P.C.

Richmond, Virginia
March 7, 2017

ITEM 9B. OTHER INFORMATION

None.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The information with respect to the directors of the Corporation is contained in the 2017 Proxy Statement under the caption, "Election of Directors," and is incorporated herein by reference. The information regarding the Section 16(a) reporting requirements of the directors and executive officers is contained in the 2017 Proxy Statement under the caption, "Section 16(a) Beneficial Ownership Reporting Compliance," and is incorporated herein by reference. The information concerning executive officers of the Corporation is included after Item 4 of this Form 10-K under the caption, "Executive Officers of the Registrant." The information regarding the Corporation's Audit Committee is contained in the 2017 Proxy Statement under the caption "Report of the Audit Committee" and is incorporated herein by reference.

The Corporation has adopted a Code of Business Conduct and Ethics (Code) that applies to its directors, executives and employees including the principal executive officer, principal financial officer, principal accounting officer and controller, or persons performing similar functions. This Code is posted on our Internet website at http://www.cffc.com under "Investor Relations." The Corporation will provide a copy of the Code to any person without charge upon written request to C&F Financial Corporation, c/o Secretary, P.O. Box 391, West Point, Virginia 23181. The Corporation intends to provide any required disclosure of any amendment to or waiver of the Code that applies to its principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions, on http://www.cffc.com under "Investor Relations" promptly following the amendment or waiver. The Corporation may elect to disclose any such amendment or waiver in a report on Form 8-K filed with the SEC either in addition to or in lieu of the website disclosure. The information contained on or connected to the Corporation's Internet website is not incorporated by reference in this report and should not be considered part of this or any other report that we file or furnish to the SEC.

The Corporation provides an informal process for security holders to send communications to its Board of Directors. Security holders who wish to contact the Board of Directors or any of its members may do so by addressing their written correspondence to C&F Financial Corporation, Board of Directors, c/o Corporate Secretary, P.O. Box 391, West Point, Virginia 23181. Correspondence directed to an individual board member will be referred, unopened, to that member. Correspondence not directed to a particular board member will be referred, unopened, to the Chairman of the Board.

ITEM 11. EXECUTIVE COMPENSATION

The information contained in the 2017 Proxy Statement under the captions, "Compensation Committee Interlocks and Insider Participation," "Compensation Policies and Practices as They Relate to Risk Management," "Executive Compensation" and "Compensation Committee Report," and the compensation tables that follow the Compensation Committee Report in the 2017 Proxy Statement are incorporated herein by reference. The information regarding director compensation contained in the 2017 Proxy Statement under the caption, "Director Compensation," is incorporated herein by reference.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The information contained in the 2017 Proxy Statement under the caption, "Security Ownership of Certain Beneficial Owners and Management," is incorporated herein by reference.

The information contained in the 2017 Proxy Statement under the caption, "Equity Compensation Plan Information," is incorporated herein by reference.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information contained in the 2017 Proxy Statement under the caption, "Interest of Management in Certain Transactions," is incorporated herein by reference. The information contained in the 2017 Proxy Statement under the caption, "Director Independence," is incorporated herein by reference.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information contained in the 2017 Proxy Statement under the captions, "Principal Accountant Fees" and "Audit Committee Pre-Approval Policy," is incorporated herein by reference.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

(a) Exhibits:

2.1 Agreement and Plan of Merger dated as of June 10, 2013 by and among C&F Financial Corporation, Special Purpose Sub, Inc. and Central Virginia Bankshares, Inc. (incorporated by reference to Exhibit 2.1 to Form 8-K filed June 14, 2013)

3.1 Articles of Incorporation of C&F Financial Corporation (incorporated by reference to Exhibit 3.1 to Form 10-KSB filed March 29, 1996)

3.1.1 Amendment to Articles of Incorporation of C&F Financial Corporation (incorporated by reference to Exhibit 3.1.1 to Form 8-K filed January 14, 2009)

3.2 Amended and Restated Bylaws of C&F Financial Corporation, as adopted February 23, 2016 (incorporated by reference to Exhibit 3.1 to Form 8-K filed February 29, 2016)

Certain instruments relating to trust preferred securities not being registered have been omitted in accordance with Item 601(b)(4)(iii) of Regulation S-K. The registrant will furnish a copy of any such instrument to the Securities and Exchange Commission upon its request.

*10.1 Amended and Restated Change in Control Agreement dated December 30, 2008 between C&F Financial Corporation and Larry G. Dillon (incorporated by reference to Exhibit 10.1 to Form 10-K filed March 9, 2009)

*10.3 Amended and Restated Change in Control Agreement dated December 30, 2008 between C&F Financial Corporation and Thomas F. Cherry (incorporated by reference to Exhibit 10.3 to Form 10-K filed March 9, 2009)

*10.3.1 Amendment to Amended and Restated Change in Control Agreement dated March 1, 2012 between C&F Financial Corporation and Thomas F. Cherry (incorporated by reference to Exhibit 10.3.1 to Form 10-K filed March 5, 2012)

*10.4 Restated VBA Executives' Non-Qualified Deferred Compensation Plan for C&F Financial Corporation (incorporated by reference to Exhibit 10.4 to Form 10-K filed March 7, 2008)

*10.4.1 Adoption Agreement for the Restated VBA Executives' Non-Qualified Deferred Compensation Plan for C&F Financial Corporation dated as of December 31, 2008 (incorporated by reference to Exhibit 10.4.1 to Form 10-K filed March 9, 2009)

*10.4.2 Attachment to the Adoption Agreement for the Restated VBA Executives' Non-Qualified Deferred Compensation Plan for C&F Financial Corporation dated as of January 1, 2008 (incorporated by reference to Exhibit 10.4.2 to Form 10-K filed March 7, 2008)

*10.4.3 Amendment to Adoption Agreement for the Restated VBA Executives' Non-Qualified Deferred Compensation Plan for C&F Financial Corporation effectively dated as of December 31, 2008 (incorporated by reference to Exhibit 10.4.3 to Form 10-K filed March 9, 2009)

*10.4.4 Amendment to Adoption Agreement for the Restated VBA Executives' Non-Qualified Deferred Compensation Plan for C&F Financial Corporation effectively dated as of January 1, 2009 (incorporated by reference to Exhibit 10.4.4 to Form 10-K filed March 3, 2010)

*10.5	Restated VBA Directors' Deferred Compensation Plan for C&F Financial Corporation (incorporated by reference to Exhibit 10.5 to Form 10-K filed March 7, 2008)
*10.5.1	Adoption Agreement for the Restated VBA Director's Deferred Compensation Plan for C&F Financial Corporation dated as of December 31, 2008 (incorporated by reference to Exhibit 10.5.1 to Form 10-K filed March 9, 2009)
*10.5.2	Amendment to Adoption Agreement for the Restated VBA Directors' Deferred Compensation Plan for C&F Financial Corporation effectively dated as of December 31, 2008 (incorporated by reference to Exhibit 10.5.2 to Form 10-K filed March 9, 2009)
*10.7	Amended and Restated C&F Financial Corporation 1998 Non-Employee Director Stock Compensation Plan (incorporated by reference to Exhibit 10.7 to Form 10-K filed March 7, 2008)
*10.9	C&F Financial Corporation Management Incentive Plan dated February 21, 2017
*10.10	Amended and Restated C&F Financial Corporation 2004 Incentive Stock Plan (incorporated by reference to Exhibit 10.10 to Form 10-K filed March 7, 2008)
*10.10.1	Form of C&F Financial Corporation Restricted Stock Agreement (incorporated by reference to Exhibit 10.10.1 to Form 10-Q filed August 8, 2008)
*10.10.2	Form of C&F Financial Corporation Restricted Stock Agreement (incorporated by reference to Exhibit 10.10.2 to Form 8-K filed December 8, 2009)
*10.10.3	Form of C&F Financial Corporation TARP-Compliant Restricted Stock Agreement (incorporated by reference to Exhibit 10.10.3 to Form 8-K filed December 8, 2009)
*10.10.4	Form of C&F Financial Corporation Restricted Stock Agreement (approved May 2012) (incorporated by reference to Exhibit 10.10.4 to Form 10-K filed March 5, 2013)
*10.11	Form of C&F Financial Corporation Incentive Stock Option Agreement (incorporated by reference to Exhibit 10.2 to Form 8-K filed December 29, 2004)
*10.11.1	Form of Notice of Amendment to C&F Financial Corporation Incentive Stock Option Agreement (incorporated by reference to Exhibit 10.11.1 to Form 10-Q filed on November 8, 2011)
*10.12	Employment Agreement (Amended and Restated) between C&F Mortgage Corporation and Bryan McKernon, dated January 1, 2013 (incorporated by reference to Exhibit 10.12 to Form 10-K filed March 5, 2013)
*10.14	Amended and Restated Change in Control Agreement dated December 30, 2008 between C&F Financial Corporation and Bryan McKernon (incorporated by reference to Exhibit 10.14 to Form 10-K filed March 9, 2009)
*10.14.1	Amendment to Amended and Restated Change in Control Agreement dated March 1, 2012 between C&F Financial Corporation and Bryan McKernon (incorporated by reference to Exhibit 10.14.1 to Form 10-K filed March 5, 2012)
*10.15	Schedule of C&F Financial Corporation Non-Employee Directors' Annual Compensation
*10.16	Base Salaries for Executive Officers of C&F Financial Corporation

*10.17 Form of C&F Financial Corporation Restricted Stock Agreement (incorporated by reference to Exhibit 10.16 to Form 8-K filed December 18, 2006)

10.19 Amended and Restated Loan and Security Agreement by and between Wells Fargo Preferred Capital, Inc., various financial institutions and C&F Finance Company dated as of August 25, 2008 (incorporated by reference to Exhibit 10.19 to Form 8-K filed August 28, 2008)

10.19.1 First Amendment to Amended and Restated Loan and Security Agreement by and among Wells Fargo Preferred Capital, Inc., various financial institutions and C&F Finance Company dated as of July 1, 2010 (incorporated by reference to Exhibit 10.19.1 to Form 10-Q filed August 6, 2010)

10.19.2 Second Amendment to Amended and Restated Loan and Security Agreement by and among Wells Fargo Bank, N.A., various financial institutions and C&F Finance Company dated as of September 17, 2012 (incorporated by reference to Exhibit 10.19.2 to Form 10-Q filed November 8, 2012)

10.19.3 Third Amendment to Amended and Restated Loan and Security Agreement by and among Wells Fargo Bank, N.A., various financial institutions and C&F Finance Company dated as of November 12, 2013 (incorporated by reference to Exhibit 10.19.3 to Form 10-K filed March 7, 2014)

10.19.4 Fourth Amendment to Amended and Restated Loan and Security Agreement by and among Wells Fargo Bank, N.A., various financial institutions and C&F Finance Company dated as of September 2, 2015 (incorporated by reference to Exhibit 10.19.4 to Form 10-Q filed November 6, 2015)

10.19.5 Fifth Amendment to Amended and Restated Loan and Security Agreement by and among Wells Fargo Bank, N.A., various financial institutions and C&F Finance Company dated as of November 1, 2016 (incorporated by reference to Exhibit 10.19.5 to Form 10-Q filed November 7, 2016)

*10.29 C&F Financial Corporation 2013 Stock and Incentive Compensation Plan (incorporated by reference to Appendix A to the Corporation's Proxy Statement filed March 15, 2013)

*10.29.1 Form of C&F Financial Corporation Restricted Stock Agreement for Chief Executive Officer (approved December 15, 2015)

*10.29.2 Form of C&F Financial Corporation Restricted Stock Agreement for Key Employees (approved December 15, 2015)

*10.29.3 Form of C&F Financial Corporation Restricted Stock Agreement for Non-Employee Directors (approved December 15, 2015)

*10.30 Form of C&F Financial Corporation Restricted Stock Agreement under 2013 Stock and Incentive Compensation Plan (approved May 21, 2013) (incorporated by reference to Exhibit 10.30 to Form 8-K filed May 24, 2013)

10.31 Securities Purchase Agreement dated as of July 17, 2013 by and among the United States Department of the Treasury, Central Virginia Bankshares, Inc. and C&F Financial Corporation (incorporated by reference to Exhibit 10.31 to Form 8-K filed July 22, 2013)

10.32 Amendment No. 1 to Securities Purchase Agreement dated as of September 13, 2013 by and among the United States Department of the Treasury, Central Virginia Bankshares, Inc. and C&F Financial Corporation (incorporated by reference to Exhibit 10.32 to Form 8-K filed October 2, 2013)

*10.33 Change in Control Agreement dated October 9, 2012 between C&F Financial Corporation and John Anthony Seaman (incorporated by reference to Exhibit 10.33 to Form 10-K filed March 7, 2014)

*10.34	Change in Control Agreement dated August 5, 2015 between C&F Financial Corporation and S. Dustin Crone (incorporated by reference to Exhibit 10.34 to Form 10-Q filed August 7, 2015)
*10.35	Change in Control Agreement dated May 5, 2016 between C&F Financial Corporation and Jason E. Long (incorporated by reference to Exhibit 10.35 to Form 10-Q filed May 9, 2016)
21	Subsidiaries of the Registrant
23	Consent of Yount, Hyde & Barbour, P.C.
31.1	Certification of CEO pursuant to Rule 13a-14(a)
31.2	Certification of CFO pursuant to Rule 13a-14(a)
32	Certification of CEO/CFO pursuant to 18 U.S.C. Section 1350
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Presentation Linkbase Document

* Indicates management contract

ITEM 16. FORM 10-K SUMMARY

Not applicable.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

C&F FINANCIAL CORPORATION
(Registrant)

Date: March 7, 2017 By: /S/ LARRY G. DILLON

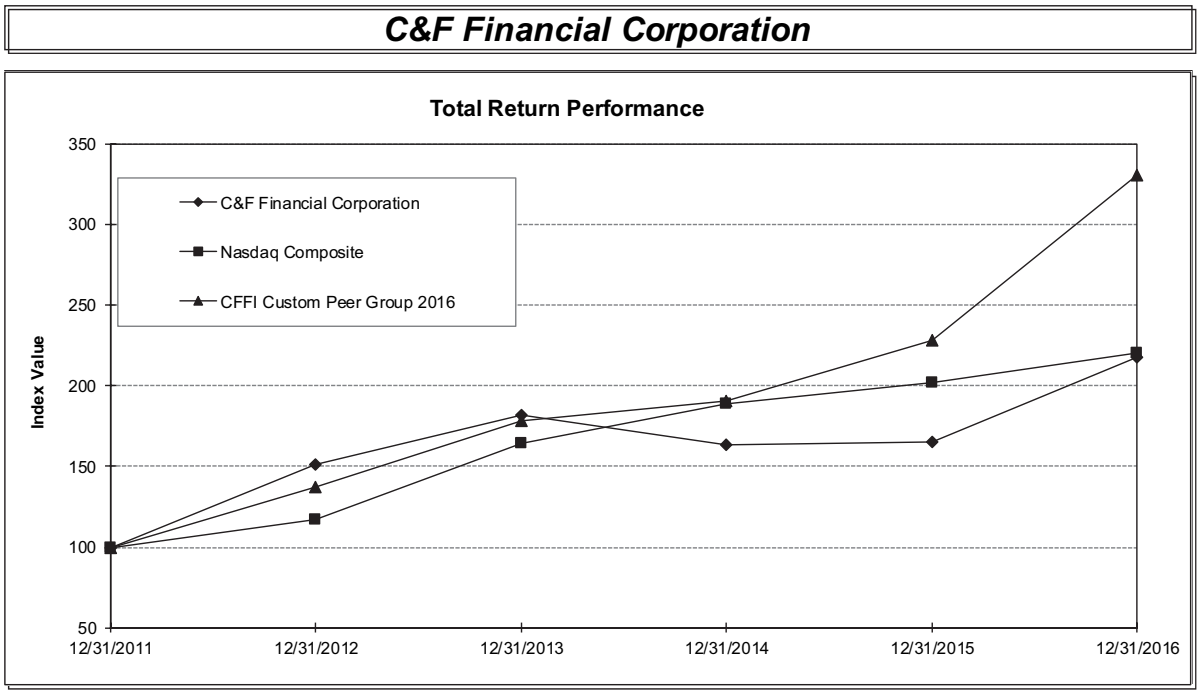
Larry G. Dillon
Chairman and Chief Executive Officer
(Principal Executive Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

/S/ LARRY G. DILLON **Larry G. Dillon, Chairman and Chief Executive Officer (Principal Executive Officer)**	Date: March 7, 2017
/S/ JASON E. LONG **Jason E. Long, Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)**	Date: March 7, 2017
/S/ J. P. CAUSEY JR. **J. P. Causey Jr., Director**	Date: March 7, 2017
/S/ BARRY R. CHERNACK **Barry R. Chernack, Director**	Date: March 7, 2017
/S/ THOMAS F. CHERRY **Thomas F. Cherry, Director and President**	Date: March 7, 2017
/S/ AUDREY D. HOLMES **Audrey D. Holmes, Director**	Date: March 7, 2017
/S/ JAMES H. HUDSON III **James H. Hudson III, Director**	Date: March 7, 2017
/S/ JOSHUA H. LAWSON **Joshua H. Lawson, Director**	Date: March 7, 2017
/S/ JAMES T. NAPIER **James T. Napier, Director**	Date: March 7, 2017
/S/ C. ELIS OLSSON **C. Elis Olsson, Director**	Date: March 7, 2017
/S/ PAUL C. ROBINSON **Paul C. Robinson, Director**	Date: March 7, 2017

The following graph compares the yearly cumulative total shareholder return on the common stock of C&F Financial Corporation (the Corporation) with the yearly cumulative total shareholder return on stock included in (1) the NASDAQ Composite Index and (2) the CFFI Custom Peer Group (the Peer Group). The Peer Group consists of entities that meet the following criteria: (i) publicly-traded commercial financial institution headquartered in Virginia, Kentucky, Maryland, North Carolina, Tennessee and West Virginia and (ii) total assets as of December 31 of the prior year of between $900 million and $2.5 billion. For 2016, the Peer Group consisted of 24 publicly-traded commercial financial institutions in Virginia, Kentucky, Maryland, North Carolina, Tennessee and West Virginia. The median asset size for the Peer Group was $1.2 billion based on total assets as of December 31, 2015. The following financial institutions were included in the Peer Group: Access National Corporation (VA); American National Bankshares Inc. (VA); Community Bankers Trust Corporation (VA): The Community Financial Corporation (MD); Eastern Virginia Bankshares, Inc. (VA); Farmers Capital Bank Corporation (KY); First Community Bancshares, Inc. (VA); First South Bancorp, Inc. (NC); First United Corporation (MD); Franklin Financial Network, Inc. (TN); HopFed Bancorp Inc. (KY); Howard Bancorp, Inc. (MD); Middleburg Financial Corporation (VA); National Bankshares, Inc. (VA); Old Line Bancshares, Inc. (MD); Old Point Financial Corporation (VA); Peoples Bancorp of North Carolina, Inc. (NC); Porter Bancorp, Inc. (KY); Premier Financial Bancorp, Inc. (WV); Shore Bancshares, Inc. (MD); SmartFinancial Inc. (TN); Southern National Bancorp of Virginia, Inc. (VA); Summit Financial Group Inc. (WV); and WashingtonFirst Bankshares, Inc. (VA). While the criteria for the Peer Group will remain the same in future years, the companies meeting these criteria, and thus comprising the Peer Group, may change from year to year, as the Peer Group is updated annually to account for changes in asset size due to mergers, acquisitions, or growth.

The graph below assumes $100 invested on December 31, 2011 in the Corporation, the NASDAQ Composite Index and the Peer Group, and shows the total return on such an investment as of December 31, 2016, assuming reinvestment of dividends. There can be no assurance that the Corporation's stock performance in the future will continue with the same or similar trends depicted in the graph below.



	Period Ending					
Index	**12/31/2011**	**12/31/2012**	**12/31/2013**	**12/31/2014**	**12/31/2015**	**12/31/2016**
C&F Financial Corporation	100.00	150.96	181.49	163.13	165.54	217.98
Nasdaq Composite	100.00	117.45	164.57	188.84	201.98	219.89
CFFI Custom Peer Group 2016	100.00	137.24	177.93	190.97	228.29	330.52

C&F Financial Corporation
Focused on You

Investor Relations & FINANCIAL STATEMENTS

C&F Financial Corporation's Annual Report on Form 10-K and quarterly reports on Form 10-Q, as filed with the Securities and Exchange Commission, may be obtained without charge by visiting the Corporation's website at **www.cffc.com**.

Copies of these documents can also be obtained without charge upon written request. Requests for this or other financial information about C&F Financial Corporation should be directed to:

Jason E. Long
Chief Financial Officer
C&F Financial Corporation
P.O. Box 391, West Point, VA 23181

NASDAQ®

STOCK LISTING

Current market quotations for the common stock of C&F Financial Corporation are available under the symbol CFFI.

STOCK TRANSFER AGENT

American Stock Transfer & Trust Company serves as transfer agent for the Corporation.

You may write them at:
6201 15th Avenue, Brooklyn NY 11219
telephone them toll-free at: 1-800-937-5449
or visit their website at: www.amstock.com

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