NATIONAL BANKSHARES INC
Form 10-K
March 11, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

[x] Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the Fiscal Year Ended December 31, 2014
[ ] 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: 0-15204

NATIONAL BANKSHARES, INC.

(Exact name of registrant as specified in its charter)

Virginia	54-1375874
(State of incorporation)	(I.R.S. Employer Identification No.)

101 Hubbard Street

P.O. Box 90002

Blacksburg, VA 24062-9002

(540) 951-6300

(Address and telephone number of principal executive offices)

Securities registered pursuant to Section 12(b) of the Act:	Securities registered Pursuant to Section 12(g) of the Act:
None	Common Stock, Par Value $1.25 per share

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

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 [x]

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 [x] No [ ]

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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) 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 definition of "accelerated filer, large accelerated filer, and smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer [ ] Accelerated filer [x] Non-accelerated filer [ ] 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 [x]

The aggregate market value of the voting common stock of the registrant held by stockholders (not including voting common stock held by Directors, Executive Officers and Corporate Governance) on June 30, 2014 (the last business day of the most recently completed second fiscal quarter) was approximately $205,625,494. As of March 11, 2015, the registrant had 6,950,474 shares of voting common stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the following documents are incorporated herein by reference into the Part of the Form 10-K indicated.

Document	**Part of Form 10-K into which incorporated**
National Bankshares, Inc. 2014 Annual Report to Stockholders	Part II
National Bankshares, Inc. Proxy Statement for the 2015 Annual Meeting of Stockholders	Part III

NATIONAL BANKSHARES, INC. AND SUBSIDIARIES

Form 10-K

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Part I

$ in thousands, except per share data

Item 1. Business

History and Business

National Bankshares, Inc. (the “Company” or “NBI”) is a financial holding company that was organized in 1986 under the laws of Virginia and is registered under the Bank Holding Company Act of 1956. It conducts most of its operations through its wholly-owned community bank subsidiary, the National Bank of Blacksburg (“NBB”). It also owns National Bankshares Financial Services, Inc. (“NBFS”), which does business as National Bankshares Insurance Services and National Bankshares Investment Services.

The National Bank of Blacksburg

The National Bank of Blacksburg, which does business as National Bank, was originally chartered in 1891 as the Bank of Blacksburg. Its state charter was converted to a national charter in 1922 and it became the National Bank of Blacksburg. In 2004, NBB purchased Community National Bank of Pulaski, Virginia. In May, 2006, Bank of Tazewell County, a Virginia bank which since 1996 had also been a wholly-owned subsidiary of NBI, was merged with and into NBB.

NBB is community-oriented and offers a full range of retail and commercial banking services to individuals, businesses, non-profits and local governments from its headquarters in Blacksburg, Virginia and its twenty-four branch offices throughout southwest Virginia. NBB has telephone and internet banking and it operates twenty-four automated teller machines in its service area. NBB intends to open for business its twenty-fifth branch office in 2015.

The Bank focuses lending on small and mid-sized businesses and individuals. Loan types include commercial and agricultural, commercial real estate, construction for commercial and residential properties, residential real estate, home equity and various consumer loan products. Each loan category requires underwriting and documentation suited to unique characteristics and inherent risks.

The Bank’s loan policy is updated and approved by the Board of Directors annually, and disseminated throughout the Bank to ensure consistent lending practices. The policy communicates the Company’s risk tolerance by prescribing underwriting guidelines and procedures, including approval limits and hierarchy, documentation standards, requirements for collateral and loan-to-value limits, debt coverage and overall credit-worthiness, and guarantor support.

Of primary consideration is the repayment ability of the borrowers and (if secured) the collateral value in relation to the principal balance. Collateral value lowers risk and may be used as a secondary source of repayment. The credit decision must be supported by documentation appropriate to the type of loan, including current financial information, income verification or cash flow analysis, tax returns, credit reports, collateral information, guarantor verification, title reports, appraisals (where appropriate), and other documents. A discussion of underwriting policies and procedures specific to the major loan products follows.

Commercial Loans. Commercial and agricultural loans primarily finance equipment acquisition, expansion, working capital, and other general business purposes. Because these loans have a higher degree of risk, the Bank generally obtains collateral such as inventories, accounts receivables or equipment, and personal guarantees from the borrowing entity's principal owners. The Bank's policy limits lending to 60% of the appraised value for inventory and equipment and up to 70% for accounts receivables less than 90 days old. Credit decisions are based upon an assessment of the financial capacity of the applicant, including the primary borrower's ability to repay within proposed terms, a risk assessment, financial strength of guarantors and adequacy of collateral. Credit agency reports of individual owners' credit history supplement the analysis.

Commercial Real Estate Loans. Commercial mortgages and construction loans are offered to investors, developers and builders, primarily within the Bank's market area in southwest Virginia. These loans are secured by first mortgages on real estate. The loan amount is generally limited to 80% of the collateral value, and is individually determined based on the property type, quality, location and sponsorship. Commercial properties are predominantly non-residential in nature, and include retail centers, apartments, and industrial properties.

Underwriting decisions are based upon an analysis of the economic viability of the collateral and creditworthiness of the borrower. The Bank obtains appraisals from qualified certified independent appraisers to establish the value of collateral properties. The property's projected net cash flows compared to the debt service requirement (the "debt service coverage ratio" or "DSC" ratio) is required to be 110% or greater, and is computed after deduction for a vacancy factor and property expenses, as appropriate. Borrower cash flow may be supplemented by a personal guarantee from the principal(s) of the borrower, and guarantees from other parties. We require title insurance, fire, and extended coverage casualty insurance, and flood insurance, if appropriate, in order to protect our security interest in the underlying property. In addition, the Bank may employ stress testing techniques on higher balance loans to determine repayment ability in a changing rate environment before granting loan approval.

Construction loans are underwritten against projected cash flows from rental income, business and/or personal income from an owner-occupant or the sale of the property to an end-user. Associated risks may be mitigated by requiring fixed-price construction contracts, performance and payment bonding, controlled disbursements, and pre-sale contracts or pre-lease agreements.

Consumer Real Estate Loans. The Bank offers a variety of first mortgage and junior lien loans secured by primary residences to individuals within our markets. Credit decisions are primarily based on loan-to-value (“LTV”) ratios, debt-to-income (“DTI”) ratios, liquidity, and net worth. Income and financial information is obtained from personal tax returns, personal financial statements and employment documentation. A maximum LTV ratio of 80% is generally required, although higher levels are permitted with mortgage insurance. The debt-to-income ratio is limited to 43% of gross income.

Consumer real estate mortgages may have fixed interest rates for the entire term of the loan or variable interest rates subject to change yearly after the first, third, or fifth year. Variable rates are based on the weekly average yield of United States Treasury Securities and are underwritten at fully-indexed rates. We do not offer interest-only loans, sub-prime loans, or any variation on subprime lending including hybrid loans and payment option ARMs, or any product with negative amortization. Sub-prime loans involve extending credit to borrowers who exhibit characteristics indicating a significantly higher risk of default than traditional bank lending customers. Hybrid loans are loans that start out as a fixed rate mortgage but after a set number of years they automatically adjust to an adjustable rate mortgage. Payment option ARMs usually have adjustable rates, for which borrowers choose their monthly payment of either a full payment, interest only, or a minimum payment which may be lower than the payment required to reduce the balance of the loan in accordance with the originally underwritten amortization.

Home equity loans are secured primarily by second mortgages on residential property. The underwriting policy for home equity loans generally permits aggregate (the total of all liens secured by the collateral property) borrowing availability up to 80% of the appraised value of the collateral. We offer variable rate home equity loans, with variable rate loans underwritten at fully-indexed rates. Decisions are primarily based on LTV ratios, DTI ratios, liquidity, and credit scores. We do not offer home equity loan products with reduced documentation.

Automobile loans include loans and leases secured by new or used automobiles. We originate automobile loans either on a direct basis or on an indirect basis through selected dealerships. We require borrowers to maintain collision insurance on automobiles securing consumer loans. Our procedures for underwriting automobile loans include an assessment of an applicant’s overall financial capacity, including credit history and the ability to meet existing obligations and payments on the proposed loan. Although an applicant’s creditworthiness is the primary consideration, the underwriting process also includes a comparison of the value of the collateral security to the proposed loan amount.

Other Products and Services. Deposit products offered by the Bank include interest-bearing and non-interest bearing demand deposit accounts, money market deposit accounts, savings accounts, certificates of deposit and individual retirement accounts. Deposit accounts are offered to both individuals and commercial businesses. Merchant credit card services and business and consumer debit and credit cards are available. NBB offers other miscellaneous services normally provided by commercial banks, such as letters of credit, night depository, safe deposit boxes, travelers checks, utility payment services and automatic funds transfer. NBB conducts a general trust business that has wealth management, and trust and estate services for individual and business customers.

At December 31, 2014, NBB had total assets of $1,152,528 and total deposits of $982,695. NBB’s net income for 2014 was $17,357, which produced a return on average assets of 1.55% and a return on average equity of 11.15%. Refer to Note 12 of the Notes to Consolidated Financial Statements for NBB’s risk-based capital ratios.

National Bankshares Financial Services, Inc.

In 2001, National Bankshares Financial Services, Inc. was formed in Virginia as a wholly-owned subsidiary of NBI. NBFS offers non-deposit investment products and insurance products for sale to the public. NBFS works cooperatively with Infinex Investments, Inc. to provide investments and with Bankers Insurance, LLC for insurance products. NBFS does not significantly contribute to NBI's net income.

Operating Revenue

The following table displays components that contributed 15% or more of the Company's total operating revenue for the years ended December 31, 2014, 2013 and 2012.

Period	**Class of Service**	**Percentage of Total Revenues**	
December 31, 2014	Interest and Fees on Loans	58.73	%
	Interest on Investments	23.75	%
December 31, 2013	Interest and Fees on Loans	59.71	%
	Interest on Investments	23.60	%
December 31, 2012	Interest and Fees on Loans	61.50	%
	Interest on Investments	22.48	%

Market Area

The Company's market area in southwest Virginia is made up of the counties of Montgomery, Giles, Pulaski, Tazewell, Wythe, Smyth and Washington. It includes the independent cities of Radford and Galax, and the portions of Carroll and Grayson Counties that are adjacent to Galax. The Company also serves those portions of Mercer County and McDowell County, West Virginia that are contiguous with Tazewell County, Virginia. Although largely rural, the market area is home to two major universities, Virginia Tech and Radford University, and to three community colleges. Virginia Tech, located in Blacksburg, Virginia, is the area's largest employer and is the Commonwealth's second largest university. A second state supported university, Radford University, is located nearby. State support for public colleges and universities, like Virginia Tech and Radford University, has been adversely affected by the recession and State budget considerations. In recent years, Virginia Tech's Corporate Research Center has brought a number of technology related companies to Montgomery County. However, the recession has slowed the growth of new jobs in the Center.

In addition to education, the market area has a diverse economic base, with manufacturing, agriculture, tourism, healthcare, retail and service industries all represented. Large manufacturing facilities in the region include Celanese Acetate, the largest employer in Giles County, and Volvo Heavy Trucks, the largest company in Pulaski County. Both of these firms have experienced cycles of hiring and layoffs within the past several years. Pulaski and Galax have in the past been centers for furniture manufacturing. However, this industry has been declining because of growing furniture imports and the loss of demand. Several furniture companies have gone out of business in the recent past. Tazewell County is largely dependent on the coal mining industry and on agriculture for its economic base. Coal production is a cyclical industry that was negatively affected by the economic decline. Montgomery County, Bluefield in Tazewell County and Abingdon in Washington County are regional retail centers and have facilities to provide basic health care for the region.

NBI's market area offers the advantages of a good quality of life, scenic beauty, moderate climate and historical and cultural attractions. The region has some recent success attracting retirees, particularly from the Northeast and urban northern Virginia.

Because NBI's market area is economically diverse and includes large public employers, it has historically avoided the most extreme effects of past economic downturns. However, because the current national and state economic problems have been severe and prolonged, most of the Company's market area is experiencing higher levels of unemployment and very slow economic growth. For the Company, the result is a higher number of loan defaults than its historical average and a lower loan demand.

Competition

The banking and financial services industry in NBI's market area is highly competitive. The competitive business environment is a result of changes in regulation, changes in technology and product delivery systems and competition from other financial institutions as well as non-traditional financial services. NBB competes for loans and deposits with other commercial banks, credit unions, securities and brokerage companies, mortgage companies, insurance companies, retailers, automobile companies and other nonbank financial service providers. Many of these competitors are much larger in total assets and capitalization, have greater access to capital markets and offer a broader array of financial services than NBB. In order to compete, NBB relies upon a deep knowledge of its markets, a service-based business philosophy, personal relationships with customers, specialized services tailored to meet customers' needs and the convenience of office locations. In addition, the bank is generally competitive with other financial institutions in its market area with respect to interest rates paid on deposit accounts, interest rates charged on loans and other service charges on loans and deposit accounts.

Organization and Employment

NBI, NBB and NBFS are organized in a holding company/subsidiary structure. Functions that serve both subsidiaries, including audit, compliance, loan review and human resources, are at the holding company level, and fees are charged to the respective subsidiary for those services.

At December 31, 2014, NBI employed 18 full time employees, NBB had 196 full time equivalent employees and NBFS had 3 full time employees.

Regulation, Supervision and Government Policy

NBI and NBB are subject to state and federal banking laws and regulations that provide for general regulatory oversight of all aspects of their operations. As a result of substantial regulatory burdens on banking, financial institutions like NBI and NBB are at a disadvantage to other competitors who are not as highly regulated, and NBI and NBB's costs of doing business are accordingly higher. Legislative efforts to prevent a repeat of the 2008 financial crisis culminated in the Dodd-Frank Wall Street Reform Act of 2010. This legislation, together with existing and planned regulations, has dramatically increased the regulatory burden on commercial banks. The burden falls disproportionately on community banks like NBB, which must devote a higher proportion of their human and other resources to compliance than do their larger competitors. The financial crisis has also heightened the examination focus by banking regulators, particularly on real estate related assets and commercial loans. In the current environment, the potential for additional laws and regulations that will impact the Company, as well as heightened examination standards with regard to asset quality, cannot be ruled out. The following is a brief summary of certain laws, rules and regulations that affect NBI and NBB.

National Bankshares, Inc.

NBI is a bank holding company qualified as a financial holding company under the Federal Bank Holding Company Act (BHCA), which is administered by the Board of Governors of the Federal Reserve System (the “Federal Reserve”). NBI is required to file an annual report with the Federal Reserve and may be required to furnish additional information pursuant to the BHCA. The Federal Reserve is authorized to examine NBI and its subsidiaries. With some limited exceptions, the BHCA requires a bank holding company to obtain prior approval from the Federal Reserve before acquiring or merging with a bank or before acquiring more than 5% of the voting shares of a bank unless it already controls a majority of shares.

The Bank Holding Company Act. Under the BHCA, a bank holding company is generally prohibited from engaging in nonbanking activities unless the Federal Reserve has found those activities to be incidental to banking. Bank holding companies also may not acquire more than 5% of the voting shares of any company engaged in nonbanking activities. Amendments to the BHCA that were included in the Gramm-Leach-Bliley Act of 1999 (see below) permitted any bank holding company with bank subsidiaries that are well-capitalized, well-managed and which have a satisfactory or better rating under the Community Reinvestment Act (see below) to file an election with the Federal Reserve to become a financial holding company. A financial holding company may engage in any activity that is (i) financial in nature (ii) incidental to a financial activity or (iii) complementary to a financial activity. Financial activities include insurance underwriting, insurance agency activities, securities dealing and underwriting and providing financial, investment or economic advising services. NBI is a financial holding company that currently engages in insurance agency activities and providing financial, investment or economic advising services.

The Virginia Banking Act. The Virginia Banking Act requires all Virginia bank holding companies to register with the Virginia State Corporation Commission (the “Commission”). NBI is required to report to the Commission with respect to financial condition, operations and management. The Commission may also make examinations of any bank holding company and its subsidiaries and must approve the acquisition of ownership or control of more than 5% of the voting shares of any Virginia bank or bank holding company.

The Gramm-Leach-Bliley Act. The Gramm-Leach-Bliley Act (“GLBA”) permits significant combinations among different sectors of the financial services industry, allows for expansion of financial service activities by bank holding companies and offers financial privacy protections to consumers. GLBA preempts most state laws that prohibit financial holding companies from engaging in insurance activities. GLBA permits affiliations between banks and securities firms in the same holding company structure, and it permits financial holding companies to directly engage in a broad range of securities and merchant banking activities.

The Sarbanes-Oxley Act. The Sarbanes-Oxley Act (“SOX”) enacted major reforms of the federal securities laws intended to protect investors by improving the accuracy and reliability of corporate disclosures. It impacts all companies with securities registered under the Securities Exchange Act of 1934, including NBI. SOX creates increased responsibility for chief executive officers and chief financial officers with respect to the content of filings with the Securities and Exchange Commission. Section 404 of SOX and related Securities and Exchange Commission rules focused increased scrutiny by internal and external auditors on NBI's systems of internal controls over financial reporting, which is designed to insure that those internal controls are effective in both design and operation. SOX sets out enhanced requirements for audit committees, including independence and expertise, and it includes stronger requirements for auditor independence and limits the types of non-audit services that auditors can provide. Finally, SOX contains additional and increased civil and criminal penalties for violations of securities laws.

Capital and Related Requirements. The Federal Reserve has adopted risk-based capital guidelines that are applicable to NBI. The guidelines provide that the Company must maintain a minimum ratio of 8% of qualified total capital to risk-weighted assets (including certain off-balance sheet items, such as standby letters of credit). At least half of total capital must be comprised of Tier 1 capital, for a minimum ratio of Tier 1 capital to risk-weighted assets of 4%. In addition, the Federal Reserve has established minimum leverage ratio guidelines of 4% for banks that meet certain specified criteria. The leverage ratio is the ratio of Tier 1 capital to total average assets, less intangibles. NBI is expected to be a source of capital strength for its subsidiary bank, and regulators can undertake a number of enforcement actions against NBI if its subsidiary bank becomes undercapitalized. NBI's bank subsidiary is well capitalized and fully in compliance with capital guidelines.

On July 2, 2013, the Federal Reserve voted to adopt final Basel III capital rules for U.S. banking organizations. The final rules establish an integrated regulatory capital framework and will implement in the United States the Basel III regulatory capital reforms from the Basel Committee on Banking Supervision and certain changes required by the Dodd-Frank Act. Under the final rule, minimum requirements will increase for both the quantity and quality of capital held by banking organizations. Consistent with the international Basel framework, the final rule includes a new minimum ratio of common equity tier 1 capital (Tier I Common) to risk-weighted assets and a common equity tier 1 capital conservation buffer of 2.5% of risk-weighted assets that will apply to all supervised financial institutions. The rule also raises the minimum ratio of tier 1 capital to risk-weighted assets and includes a minimum leverage ratio of 4% for all banking organizations. These new minimum capital ratios became effective for the Company on January 1, 2015 and will be fully phased-in on January 1, 2019.

The final rule emphasizes common equity tier 1 capital, the most loss-absorbing form of capital, and implements strict eligibility criteria for regulatory capital instruments. The final rule also improves the methodology for calculating risk-weighted assets to enhance risk sensitivity. Banks and regulators use risk weighting to assign different levels of risk to different classes of assets. We are in the process of evaluating the impact of the Basel III final rule on the Company’s regulatory capital ratios.

Failure to meet statutorily mandated capital guidelines or more restrictive ratios separately established for a financial institution could subject NBB or the Company to a variety of enforcement remedies, including issuance of a capital directive, the termination of deposit insurance by the FDIC, a prohibition on accepting or renewing brokered deposits, limitations on the rates of interest that the institution may pay on its deposits and other restrictions on its business. As described above, significant additional restrictions can be imposed on NBB if it would fail to meet applicable capital requirements.

Dodd-Frank Wall Street Reform and Consumer Protection Act. The Dodd-Frank Act was signed into law on July 21, 2010. Its wide ranging provisions affect all federal financial regulatory agencies and nearly every aspect of the American financial services industry. Among the provisions of the Dodd-Frank Act that directly impact the Company is the creation of an independent Consumer Financial Protection Bureau (CFPB), which has the ability to write rules for consumer protections governing all financial institutions. All consumer protection responsibility formerly handled by other banking regulators is consolidated in the CFPB. It oversees the enforcement of all federal laws intended to ensure fair access to credit. For smaller financial institutions such as NBI and NBB, the CFPB will coordinate its examination activities through their primary regulators.

The Dodd-Frank Act contains provisions designed to reform mortgage lending, which includes the requirement of additional disclosures for consumer mortgages. The CFPB has begun implementing mortgage lending regulations to carry out its mandate. In addition, the Federal Reserve issued new rules, effective October 1, 2011, which had the effect of limiting the fees charged to merchants by credit card companies for debit card transactions. The Dodd-Frank Act also contains provisions that affect corporate governance and executive compensation.

Although the Dodd-Frank Act provisions themselves are extensive, the ultimate impact on the Company of this massive legislation is unknown. The Act provides that several federal agencies, including the Federal Reserve, the CFPB and the Securities and Exchange Commission, shall issue regulations implementing major portions of the legislation, and this process is ongoing.

Source of Strength. Federal Reserve policy has historically required bank holding companies to act as a source of financial and managerial strength to their subsidiary banks. The Dodd-Frank Act codified this policy as a statutory requirement. Under this requirement, the Company is expected to commit resources to support NBB, including at times when the Company may not be in a financial position to provide such resources. Any capital loans by a bank holding company to any of its subsidiary banks are subordinate in right of payment to depositors and to certain other indebtedness of such subsidiary banks. In the event of a bank holding company's bankruptcy, any commitment by the bank holding company to a federal bank regulatory agency to maintain the capital of a subsidiary bank will be assumed by the bankruptcy trustee and entitled to priority of payment.

The National Bank of Blacksburg

NBB is a national banking association incorporated under the laws of the United States, and the bank is subject to regulation and examination by the Office of the Comptroller of the Currency (“OCC”). NBB’s deposits are insured by the Federal Deposit Insurance Corporation (FDIC) up to the limits of applicable law. The OCC, as the primary regulator, and the FDIC regulate and monitor all areas of NBB’s operation. These areas include adequacy of capitalization and loss reserves, loans, deposits, business practices related to the charging and payment of interest, investments, borrowings, payment of dividends, security devices and procedures, establishment of branches, corporate reorganizations and maintenance of books and records. NBB is required to maintain certain capital ratios. It must also prepare quarterly reports on its financial condition for the OCC and conduct an annual audit of its financial affairs. OCC requires NBB to adopt internal control structures and procedures designed to safeguard assets and monitor and reduce risk exposure. While appropriate for the safety and soundness of banks, these requirements add to overhead expense for NBB and other banks.

The Community Reinvestment Act. NBB is subject to the provisions of the Community Reinvestment Act (“CRA”), which imposes an affirmative obligation on financial institutions to meet the credit needs of the communities they serve, including low and moderate income neighborhoods. The OCC monitors NBB’s compliance with the CRA and assigns public ratings based upon the bank’s performance in meeting stated assessment goals. Unsatisfactory CRA ratings can result in restrictions on bank operations or expansion. NBB received a “satisfactory” rating in its last CRA examination by the OCC.

The Gramm-Leach-Bliley Act. In addition to other consumer privacy provisions, the Gramm-Leach-Bliley Act (“GLBA”) restricts the use by financial institutions of customers’ nonpublic personal information. At the inception of the customer relationship and annually thereafter, NBB is required to provide its customers with information regarding its policies and procedures with respect to handling of customers’ nonpublic personal information. GLBA generally prohibits a financial institution from providing a customer’s nonpublic personal information to unaffiliated third parties without prior notice and approval by the customer.

The USA Patriot Act. The USA Patriot Act (“Patriot Act”) facilitates the sharing of information among government entities and financial institutions to combat terrorism and money laundering. The Patriot Act imposes an obligation on NBB to establish and maintain anti-money laundering policies and procedures, including a customer identification program. The bank is also required to screen all customers against government lists of known or suspected terrorists. There is additional regulatory oversight to insure compliance with the Patriot Act.

Consumer Laws and Regulations. There are a number of laws and regulations that regulate banks’ consumer loan and deposit transactions. Among these are the Truth in Lending Act, the Truth in Savings Act, the Expedited Funds Availability Act, the Equal Credit Opportunity Act, the Fair Housing Act, the Fair Credit Reporting Act, the Electronic Funds Transfer Act and the Fair Debt Collections Practices Act. NBB is required to comply with these laws and regulations in its dealings with customers. In addition, the CFPB has begun adopting rules regulating consumer mortgage lending pursuant to the Dodd-Frank Act. There are numerous disclosure and other compliance requirements associated with the consumer laws and regulations.

Deposit Insurance. NBB has deposits that are insured by the FDIC. FDIC maintains a Deposit Insurance Fund (“DIF”) that is funded by risk-based insurance premium assessments on insured depository institutions. Assessments are determined based upon several factors, including the level of regulatory capital and the results of regulatory examinations. FDIC may adjust assessments if the insured institution’s risk profile changes or if the size of the DIF declines in relation to the total amount of insured deposits. Beginning April 1, 2011, an institution's assessment base became consolidated total assets less its average tangible equity as defined by the FDIC. The FDIC has authority to impose (and has imposed during the recent financial crisis) special measures to boost the deposit insurance fund such as prepayments of assessments and additional special assessments.

After giving primary regulators an opportunity to first take action, FDIC may initiate an enforcement action against any depository institution it determines is engaging in unsafe or unsound actions or which is in an unsound condition, and the FDIC may terminate that institution’s deposit insurance. NBB has no knowledge of any matter that would threaten its FDIC insurance coverage.

Capital Requirements. The same capital requirements that are discussed above with relation to NBI are applied to NBB by the OCC. The OCC guidelines provide that banks experiencing internal growth or making acquisitions are expected to maintain strong capital positions well above minimum levels, without reliance on intangible assets. In addition, implementation of the BASEL III requirements could increase required capital minimums as well as compliance costs due to their complexity.

Limits on Dividend Payments. A significant portion of NBI's income is derived from dividends paid by NBB. As a national bank, NBB may not pay dividends from its capital, and it may not pay dividends if the bank would become undercapitalized, as defined by regulation, after paying the dividend. Without prior OCC approval, NBB's dividend payments in any calendar year are restricted to the bank's retained net income for that year, as that term is defined by the laws and regulations, combined with retained net income from the preceding two years, less any required transfer to surplus.

The OCC and FDIC have authority to limit dividends paid by NBB if the payments are determined to be an unsafe and unsound banking practice. Any payment of dividends that depletes the bank's capital base could be deemed to be an unsafe and unsound banking practice.

Branching. As a national bank, NBB is required to comply with the state branch banking laws of Virginia, the state in which the bank is located. NBB must also have the prior approval of OCC to establish a branch or acquire an existing banking operation. Under Virginia law, NBB may open branch offices or acquire existing banks or bank branches anywhere in the state. Virginia law also permits banks domiciled in the state to establish a branch or to acquire an existing bank or branch in another state. The Dodd-Frank Act permits the OCC to approve applications by national banks like NBB to establish *de novo* branches in any state in which a bank located in that state is permitted to establish a branch.

Ability-to-Repay and Qualified Mortgage Rule. Pursuant to the Dodd-Frank Act, the CFPB issued a final rule on January 10, 2013 (effective on January 10, 2014), amending Regulation Z as implemented by the Truth in Lending Act, requiring 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. Mortgage lenders are required to determine consumers' ability to repay in one of two ways. The first alternative requires the mortgage lender to consider the following eight underwriting factors when making the credit decision: (i) current or reasonably expected income or assets; (ii) current employment status; (iii) the monthly payment on the covered transaction; (iv) the monthly payment on any simultaneous loan; (v) the monthly payment for mortgage-related obligations; (vi) current debt obligations, alimony, and child support; (vii) the monthly debt-to-income ratio or residual income; and (viii) credit history. Alternatively, the mortgage lender can originate "qualified mortgages," which are entitled to a presumption that the creditor making the loan satisfied the ability-to-repay requirements. In general, a "qualified mortgage" is a mortgage loan without negative amortization, interest-only payments, balloon payments, or terms exceeding 30 years. In addition, to be a qualified mortgage the points and fees paid by a consumer cannot exceed 3% of the total loan amount. Qualified mortgages that are "higher-priced" (e.g. subprime loans) create a rebuttable presumption of compliance with the ability-to-repay rules, while qualified mortgages that are not "higher-priced" (e.g. prime loans) are given a safe harbor of compliance. The Company is predominantly an originator of compliant qualified mortgages.

Monetary Policy

The monetary and interest rate policies of the Federal Reserve, as well as general economic conditions, affect the business and earnings of NBI. NBB and other banks are particularly sensitive to interest rate fluctuations. The spread between the interest paid on deposits and that which is charged on loans is the most important component of the bank's earnings. In addition, interest earned on investments held by NBI and NBB has a significant effect on earnings. As conditions change in the national and international economy and in the money markets, the Federal Reserve's actions, particularly with regard to interest rates, can impact loan demand, deposit levels and earnings at NBB. It is not possible to accurately predict the effects on NBI of economic and interest rate changes.

Other Legislative and Regulatory Concerns

Particularly because of uncertain economic conditions and the current political environment, federal and state laws and regulations are regularly proposed that could affect the regulation of financial institutions. New regulations could add to the regulatory burden on banks and other financial service providers and increase the costs of compliance, or they could change the products that can be offered and the manner in which financial institutions do business. We cannot foresee how regulation of financial institutions may change in the future and how those changes might affect NBI.

Company Website

NBI maintains a website at www.nationalbankshares.com. The Company's annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and all amendments to those reports are made available on its website as soon as is practical after the material is electronically filed with the Securities and Exchange Commission. The Company's proxy materials for the 2015 annual meeting of stockholders are also posted on a separate website at www.nationalbanksharesproxy.com.

Item 1A. Risk Factors

If recovery from the economic downturn reverses or recession returns, our credit risk will increase and there could be greater loan losses.

A reversal in economic recovery or return to recession is likely to result in a higher rate of business closures and increased job losses in the region in which we do business. In addition, reduced State funding for the public colleges and universities that are large employers in our market area could have an adverse effect on employment levels and on the area's economy. These factors would increase the likelihood that more of our customers would become delinquent or default on their loans. A higher level of loan defaults could result in higher loan losses, which could adversely affect our performance.

A reversal in economic recovery or return to recession could increase the risk of losses in our investment portfolio.

The Company holds both corporate and municipal bonds in its investment portfolio. A reversal in economic recovery or return to recession could increase the actual or perceived risk of default by both corporate and government issuers and, in either case, could adversely affect the value of these investments. In addition, the value of these investments could be affected by a change in interest rates and related factors, including the pricing of securities.

The continued weak condition of the local real estate market could negatively affect our business.

A depressed real estate market impacts us in several ways. The demand for new real estate loans has declined, and a portion of our existing loans have become delinquent. Substantially all of the Company's real property collateral is located in its market area. If there is a continued decline in real estate values, especially in the Company's market area, the collateral for loans would deteriorate and provide significantly less security.

Focus on lending to small to mid-sized community-based businesses may increase its credit risk.

Most of Company's commercial business and commercial real estate loans are made to small business or middle market customers. These businesses generally have fewer financial resources in terms of capital or borrowing capacity than larger entities and have a heightened vulnerability to economic conditions. If general economic conditions in the market areas in which the Company operates negatively impact this important customer sector, the Company's results of operations and financial condition may be adversely affected. Moreover, a portion of these loans have been made by the Company in recent years and the borrowers may not have experienced a complete business or economic cycle. The deterioration of the borrowers' businesses may hinder their ability to repay their loans with the Company, which could have a material adverse effect on the Company's financial condition and results of operations.

Market interest rates are currently low. If market interest rates rise, our net interest income can be negatively affected in the short term.

The direction and speed of interest rate changes affect our net interest margin and net interest income. In the short term, rising interest rates may negatively affect our net interest income, because our interest-bearing liabilities (generally deposits) reprice sooner than our interest-earning assets (generally loans).

The allowance for loan losses may not be adequate to cover actual losses.

In accordance with accounting principles generally accepted in the United States, an allowance for loan losses is maintained to provide for loan losses. The allowance for loan losses may not be adequate to cover actual credit losses, and future provisions for credit losses could materially and adversely affect operating results. The allowance for loan losses is based on prior experience, as well as an evaluation of the risks in the current portfolio. The amount of future losses is susceptible to changes in economic, operating, and other outside forces and conditions, including changes in interest rates, all of which are beyond the Company's control; and these losses may exceed current estimates. Federal regulatory agencies, as an integral part of their examination process, review the Company's loans and allowance for loan losses. While management believes that the allowance for loan losses is adequate to cover current losses, it cannot make assurances that it will not further increase the allowance for loan losses or that regulators will not require it to increase this allowance. Either of these occurrences could adversely affect earnings.

The allowance for loan losses requires management to make significant estimates that affect the financial statements. Due to the inherent nature of this estimate, management cannot provide assurance that it will not significantly increase the allowance for loan losses, which could materially and adversely affect earnings.

Nonperforming assets take significant time to resolve and adversely affect the Company's results of operations and financial condition.

The Company's nonperforming assets adversely affect its net income in various ways. Until economic and market conditions stabilize, the Company expects to continue to incur additional losses relating to volatility in nonperforming loans. The Company does not record interest income on nonaccrual loans, which adversely affects its income and increases credit administration costs. When the Company receives collateral through foreclosures and similar proceedings, it is required to mark the related asset to the then fair market value of the collateral less estimated selling costs, which may, and often does, result in a loss. An increase in the level of nonperforming assets also increases the Company's risk profile and may impact the capital levels regulators believe are appropriate in light of such risks. The Company utilizes various techniques such as workouts and restructurings to manage problem assets. Increases in or negative adjustments in the value of these problem assets, the underlying collateral, or in the borrowers' performance or financial condition, could adversely affect the Company's business, results of operations and financial condition. In addition, the resolution of nonperforming assets requires significant commitments of time from management and staff, which can be detrimental to the performance of their other responsibilities, including generation of new loans. There can be no assurance that the Company will avoid further increases in nonperforming loans in the future.

The Company relies upon independent appraisals to determine the value of the real estate which secures a significant portion of its loans, and the values indicated by such appraisals may not be realizable if the Company is forced to foreclose upon such loans.

A significant portion of the Company's loan portfolio consists of loans secured by real estate. The Company relies upon independent appraisers to estimate the value of such real estate. Appraisals are only estimates of value and the independent appraisers may make mistakes of fact or judgment which adversely affect the reliability of their appraisals. In addition, events occurring after the initial appraisal may cause the value of the real estate to increase or decrease. As a result of any of these factors, the real estate securing some of the Company's loans may be more or less valuable than anticipated at the time the loans were made. If a default occurs on a loan secured by real estate that is less valuable than originally estimated, the Company may not be able to recover the outstanding balance of the loan and will suffer a loss.

An increase in bank failures nationwide could significantly increase the cost of FDIC insurance.

Since insured depositary institutions, including our bank, bear the full cost of deposit insurance provided by FDIC, a high number of bank failures could put additional pressure on a stressed Deposit Insurance Fund. This possibility could in turn lead to higher assessments that could negatively impact our earnings.

If more competitors come into our market area, our business could suffer.

The financial services industry in our market area is highly competitive, with a number of commercial banks, credit unions, insurance companies and stockbrokers seeking to do business with our customers. If there is additional competition from new business or if our existing competitors focus more attention on our market, we could lose customers and our business could suffer.

Additional laws and regulations could lead to a significant increase in our regulatory burden.

The Dodd-Frank Act and its implementing regulations will result in greater compliance costs and may reduce the profitability of some of our products and services. Implementation of the proposed Basel III rules for capital could increase our compliance costs because of the complexity in the risk assessment rules. Both federal and state governments could enact new laws affecting financial institutions that would increase our regulatory burden and could negatively affect our profits.

New laws and regulations could limit our sources of noninterest income.

New laws and regulations could limit our ability to offer certain profitable products and services or require that we offer unprofitable products and services. This could have a negative effect on the level of noninterest income.

Intense oversight by regulators could result in stricter requirements and higher overhead costs.

The regulatory environment could cause financial industry regulators to impose additional requirements, such as higher capital limits, which would impact the Company’s earnings.

Political stalemates in the U.S. and world governments could negatively affect the financial markets.

Political stalemates in the U.S. and world governments could affect financial markets and affect fiscal policy which could negatively affect our investment portfolio and earnings.

Our information systems may experience an interruption or security breach.

We rely heavily on communications and information systems to conduct our business. Any failure, interruption or breach in security of these systems could result in failures or disruptions in our internet banking, deposit, loan and other systems. While we have policies and procedures designed to prevent or limit the effect of the possible failure, interruption or security breach of our information systems, there can be no assurance that any such failure, interruption or security breach will not occur or, if they do occur, that they will be adequately addressed.

In the ordinary course of business, the Company collects and stores sensitive data, including proprietary business information and personally identifiable information of its customers and employees in systems and on networks. The secure processing, maintenance and use of this information is critical to operations and the Company's business strategy. The Company has invested in accepted technologies, and annually reviews processes and practices that are designed to protect its networks, computers and data from damage or unauthorized access. Despite these security measures, the Company's computer systems and infrastructure may be vulnerable to attacks by hackers or breached due to employee error, malfeasance or other disruptions. A breach of any kind could compromise systems and the information stored there could be accessed, damaged or disclosed. The occurrence of any failure, interruption or security breach of our communications and information systems could damage our reputation, result in a loss of customer business, subject us to additional regulatory scrutiny or expose us to civil litigation and possible financial liability.

The Company relies on other companies to provide key components of the Company's business infrastructure.

Third parties provide key components of the Company's business operations such as data processing, recording and monitoring transactions, online banking interfaces and services, Internet connections and network access. While the Company has selected these third party vendors carefully, it does not control their actions. Any problem caused by these third parties, including those resulting from disruptions in communication services provided by a vendor, failure of a vendor to handle current or higher volumes, failures of a vendor to provide services for any reason or poor performance of services, could adversely affect the Company's ability to deliver products and services to its customers and otherwise conduct its business. Financial or operational difficulties of a third party vendor could also hurt the Company's operations if those difficulties interface with the vendor's ability to serve the Company. Replacing these third party vendors could also create significant delay and expense. Accordingly, use of such third parties creates an unavoidable inherent risk to the Company's business operations.

Consumers may increasingly decide not to use the Bank to complete their financial transactions, which would have a material adverse impact on the Company's financial condition and operations.

Technology and other changes are allowing parties to complete financial transactions through alternative methods that historically have involved banks. For example, consumers can now maintain funds that would have historically been held as bank deposits in brokerage accounts, mutual funds or general-purpose reloadable prepaid cards. Consumers can also complete transactions such as paying bills and/or transferring funds directly without the assistance of banks. The process of eliminating banks as intermediaries could result in the loss of fee income, as well as the loss of customer deposits and the related income generated from those deposits. The loss of these revenue streams and the lower cost of deposits as a source of funds could have a material adverse effect on the Company's financial condition and results of operations.

Changes in funding for higher education could materially affect our business.

Federal and state support for public colleges and universities in the Company's market area has been adversely affected by the recession and budgetary considerations. As a result, our business may be adversely affected from declines in university programs, capital projects, employment and other related factors.

The Company is dependent on key personnel and the loss of one or more of those key personnel may materially and adversely affect the Company's operations and prospects.

The Company currently depends on the services of a number of key management personnel. The loss of key personnel could materially and adversely affect the results of operations and financial condition. The Company's success also depends in part on the ability to attract and retain additional qualified management personnel. Competition for such personnel is strong and the Company may not be successful in attracting or retaining the personnel it requires.

Item 1B. Unresolved Staff Comments

There are none.

Item 2. Properties

NBB owns and has a branch bank in NBI's headquarters building located at 101 Hubbard Street, Blacksburg, Virginia. NBB's main office is at 100 South Main Street, Blacksburg, Virginia. NBB owns an additional nineteen branch offices and it leases five. We believe that existing facilities are adequate for current needs and to meet anticipated growth.

Item 3. Legal Proceedings

NBI, NBB, and NBFS are not currently involved in any material pending legal proceedings.

Item 4. Mine Safety Disclosures

Not applicable.

Part II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Common Stock Information and Dividends

National Bankshares, Inc.'s common stock is traded on the NASDAQ Capital Market under the symbol "NKSH." As of December 31, 2014, there were 742 record stockholders of NBI common stock. The following is a summary of the market price per share and cash dividend per share of the common stock of National Bankshares, Inc. for 2014 and 2013.

Common Stock Market Prices

	2014		**2013**		**Dividends per share**	
	High	**Low**	**High**	**Low**	**2014**	**2013**
First Quarter	**$37.85**	**$35.66**	$36.97	$31.80	**$---**	$---
Second Quarter	**37.41**	**30.76**	35.79	31.80	**0.55**	0.54
Third Quarter	**31.92**	**27.67**	38.89	35.14	**---**	---
Fourth Quarter	**31.92**	**27.50**	38.12	34.53	**0.58**	0.58

NBI's primary source of funds for dividend payments is dividends from its bank subsidiary, NBB. Bank dividend payments are restricted by regulators, as more fully disclosed in Note 11 of Notes to Consolidated Financial Statements.

On May 14, 2014, NBI's Board of Directors approved the repurchase of up to 100,000 shares of equity securities that are registered by the Company pursuant to Section 12 of the Securities Exchange Act of 1934. During 2014, there were no shares repurchased, and 100,000 shares may yet be purchased under the program.

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Stock Performance Graph

The following graph compares the yearly percentage change in the cumulative total of stockholder return on NBI common stock with the cumulative return on the NASDAQ Composite Index, and the NASDAQ Bank Index for the five-year period commencing on December 31, 2009. These comparisons assume the investment of $100 in National Bankshares, Inc. common stock in each of the indices on December 31, 2009, and the reinvestment of dividends.

	2009	**2010**	**2011**	**2012**	**2013**	**2014**
NATIONAL BANKSHARES, INC.	100	115	106	128	150	128
NASDAQ COMPOSITE INDEX	100	118	117	138	193	222
NASDAQ BANK INDEX	100	114	102	121	172	180

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Item 6. Selected Financial Data

National Bankshares, Inc. and Subsidiaries

Selected Consolidated Financial Data

$ in thousands, except per share data	**Year ended December 31,**				
	2014	**2013**	**2012**	**2011**	**2010**
Selected Income Statement Data:					
Interest income	**$44,103**	$46,005	$48,517	$49,832	$49,013
Interest expense	**4,899**	5,955	7,887	9,184	11,158
Net interest income	**39,204**	40,050	40,630	40,648	37,855
Provision for loan losses	**1,641**	1,531	3,134	2,949	3,409
Noninterest income	**9,046**	8,958	8,971	8,603	8,552
Noninterest expense	**24,517**	24,370	23,475	23,417	23,206
Income taxes	**5,178**	5,317	5,245	5,247	4,223
Net income	**16,914**	17,790	17,747	17,638	15,569
Per Share Data:					
Basic net income	**2.43**	2.56	2.56	2.54	2.25
Diluted net income	**2.43**	2.55	2.55	2.54	2.24
Cash dividends declared	**1.13**	1.12	1.10	1.00	0.91
Book value	**23.93**	21.00	21.60	20.36	18.63
Selected Balance Sheet Data at End of Year:					
Loans, net	**597,203**	587,463	583,813	580,402	568,779
Total securities	**385,385**	347,109	350,117	317,075	314,092
Total assets	**1,154,731**	1,110,630	1,104,361	1,067,102	1,022,238
Total deposits	**982,428**	960,036	946,766	919,333	884,583
Stockholders' equity	**166,303**	145,892	150,109	141,299	129,187
Selected Balance Sheet Daily Averages:					
Loans, net of unearned income and the allowance for loan losses	**584,857**	577,746	579,817	580,037	577,210
Total securities	**361,028**	362,334	337,545	319,066	287,557
Total assets	**1,120,848**	1,090,703	1,080,351	1,031,899	989,952
Total deposits	**957,684**	933,482	925,986	888,044	852,953
Stockholders' equity	**157,832**	149,491	147,812	136,794	129,003
Selected Ratios:					
Return on average assets	**1.51 %**	1.63 %	1.64 %	1.71 %	1.57 %
Return on average equity	**10.72 %**	11.90 %	12.01 %	12.89 %	12.07 %
Dividend payout ratio	**46.43 %**	43.74 %	43.04 %	39.34 %	40.52 %

Average equity to average assets	**14.08 %**	13.71 %	13.68 %	13.26 %	13.03 %

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

$ in thousands, except per share data

The purpose of this discussion and analysis is to provide information about the results of operations, financial condition, liquidity and capital resources of National Bankshares, Inc. and its subsidiaries (the "Company"). The discussion should be read in conjunction with the material presented in Item 8, "Financial Statements and Supplementary Data," of this Form 10-K.

Subsequent events have been considered through the date on which the Form 10-K was issued.

Cautionary Statement Regarding Forward-Looking Statements

We make forward-looking statements in this Form 10-K that are subject to significant risks and uncertainties. These forward-looking statements include statements regarding our profitability, liquidity, allowance for loan losses, interest rate sensitivity, market risk, growth strategy, and financial and other goals, and are based upon our management's views and assumptions as of the date of this report. The words "believes," "expects," "may," "will," "should," "projects," "contemplates," "anticipates," "forecasts," "intends," or other similar words or terms are intended to identify forward-looking statements.

These forward-looking statements are based upon or are affected by factors that could cause our actual results to differ materially from historical results or from any results expressed or implied by such forward-looking statements. These factors include, but are not limited to, changes in:

- interest rates,
- general economic conditions,
- the legislative/regulatory climate,
- monetary and fiscal policies of the U.S. Government, including policies of the U.S. Treasury, the Office of the Comptroller of the Currency, the Federal Reserve Board and the Federal Deposit Insurance Corporation, and the impact of any policies or programs implemented pursuant to the Emergency Economic Stabilization Act of 2008 ("EESA") the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the "Dodd-Frank Act") and other financial reform legislation,
- unanticipated increases in the level of unemployment in the Company's trade area,
- the quality or composition of the loan and/or investment portfolios,
- demand for loan products,
- deposit flows,
- competition,
- demand for financial services in the Company's trade area,
- the real estate market in the Company's trade area,
- the Company's technology initiatives, and
- applicable accounting principles, policies and guidelines.

These risks and uncertainties should be considered in evaluating the forward-looking statements contained in this report. We caution readers not to place undue reliance on those statements, which speak only as of the date of this report. This discussion and analysis should be read in conjunction with the description of our “Risk Factors” in Item 1A. of this Form 10-K.

The national economy and the Company’s market area have experienced a slow recovery since the economic recession of 2008 and 2009. Recession –related declines in real estate values appeared to have stabilized in 2011 and 2012, and in 2013 and 2014 showed signs of improving. Unemployment rates have slowly improved since the peak of the recession, but are still higher than pre-recession levels. Other economic indicators, such as vacancy rates and bankruptcy rates have slightly worsened. If the economic recovery wavers or reverses, it is likely that unemployment will continue at higher-than-normal levels or rise and that other economic indicators will negatively impact the Company’s trade area. Because of the importance to the Company’s markets of state-funded universities, cutbacks in the funding provided by the State as a result of the recession could also negatively impact employment. This could lead to an even higher rate of delinquent loans and a greater number of real estate foreclosures. Higher unemployment and the fear of layoffs causes reduced consumer demand for goods and services, which negatively impacts the Company’s business and professional customers. A slow economic recovery could have an adverse effect on all financial institutions, including the Company.

Critical Accounting Policies

General

The Company’s financial statements are prepared in accordance with accounting principles generally accepted in the United States (GAAP). The financial information contained within our statements is, to a significant extent, financial information that is based on measures of the financial effects of transactions and events that have already occurred. A variety of factors could affect the ultimate value that is obtained when earning income, recognizing an expense, recovering an asset or relieving a liability. The Company uses historical loss factors as one indicator in determining the inherent loss that may be present in the loan portfolio. Actual losses could differ significantly from one previously acceptable method to another method. Although the economics of the Company’s transactions would be the same, the timing of events that would impact the transactions could change.

Allowance for Loan Losses

The allowance for loan losses is an accrual of estimated losses that have been sustained in our loan portfolio. The allowance is funded by the provision for loan losses, reduced by charge-offs of loans and increased by recoveries of previously charged-off loans. The determination of the allowance is based on two accounting principles, Accounting Standards Codification ("ASC") Topic 450-20 (Contingencies) which requires that losses be accrued when occurrence is probable and the amount of the loss is reasonably able to be estimated, and ASC Topic 310-10 (Receivables) which requires accrual of losses on impaired loans if the recorded investment exceeds fair value.

Probable losses are accrued through two calculations, individual evaluation of impaired loans and collective evaluation of the remainder of the portfolio. Impaired loans are larger non-homogeneous loans for which there is a probability that collection will not occur according to the loan terms, as well as nonaccrual loans and loans whose terms have been modified in a troubled debt restructuring. Impaired loans that are not TDRs with an estimated impairment loss are placed on nonaccrual status. TDRs that have not met the re-payment requirement of 6 months of consecutive timely payments are designated nonaccrual.

Impaired loans

Impaired loans are identified through the Company's credit risk rating process. Estimated loss for an impaired loan is the amount of recorded investment that exceeds the loan's fair value. Fair value of an impaired loan is measured by one of three methods: the fair value of collateral ("collateral method"), the present value of future cash flows ("cash flow method"), or observable market price. The Company applies the collateral method to collateral-dependent loans, loans for which foreclosure is imminent and to loans for which the fair value of collateral is a more reliable estimate of fair value. The cash flow method is applied to loans that are not collateral dependent and for which cash flows may be estimated.

The Company bases collateral-method fair valuation upon the "as-is" value of independent appraisals or evaluations. Valuations for impaired loans with outstanding principal balances of $250 or more are based on a current appraisal. Appraisals are also used to value impaired loans with principal balances of $100 or greater and secured by one piece of collateral. Collateral-method impaired loans with principal balances below $100, or if secured by multiple pieces of collateral, below $250, are valued using an internal evaluation.

Appraisals and internal evaluations provide an estimate of market value. Appraisals must conform to the Uniform Standards of Professional Appraisal Practice ("USPAP") and are prepared by an independent third-party appraiser who is certified and licensed and who is approved by the Company. Appraisals incorporate market analysis, comparable sales analysis, cash flow analysis and market data pertinent to the property to determine market value. Appraisals are ordered and reviewed by employees independent of the lending transaction.

Internal evaluations are prepared and reviewed by employees of the Company who are independent of the loan origination, operation, management and collection functions. Evaluations provide a property's market value based on the property's actual physical condition and characteristics, and the economic market conditions that affect the property's market value. Evaluations incorporate multiple sources of data to arrive at a property's market value, including physical inspection, tax values, independent third-party automated tools, comparable sales analysis, and local market information.

Updated appraisals or evaluations are ordered when the loan becomes impaired if the appraisal or evaluation on file is more than twelve months old. Appraisals and evaluations are reviewed for propriety and reasonableness and may be discounted if the Company determines that the value exceeds reasonable levels. If an updated appraisal or evaluation has been ordered but has not been received by a reporting date, the fair value may be based on the most recent available appraisal or evaluation, discounted for age.

The appraisal or evaluation value for a collateral-dependent loan for which recovery is expected solely from the sale of collateral is reduced by estimated selling costs. Estimated losses on collateral-dependent loans, as well as any other impairment loss considered uncollectible, are charged against the allowance for loan losses. For loans that are not collateral dependent, the impairment loss is accrued in the allowance. Impaired loans with partial charge-offs are maintained as impaired until the remaining balance is satisfied. Smaller homogeneous impaired loans that are not troubled debt restructurings or part of a larger impaired relationship are collectively evaluated.

Troubled debt restructurings are impaired loans and are measured for impairment under the same valuation methods as other impaired loans. Troubled debt restructurings are maintained in nonaccrual status until the loan has demonstrated reasonable assurance of repayment.

Collectively-evaluated loans

Non-impaired loans and smaller homogeneous impaired loans that are not troubled debt restructurings and not part of a larger impaired relationship are grouped by portfolio segments that are made up of smaller loan classes. Loans within a segment or class have similar risk characteristics. Probable loss is determined by applying historical net charge-off rates as well as additional percentages for quantitative and qualitative factors. Loss rates are calculated for and applied to individual classes.

Beginning with the first quarter of 2014, the Company began calculating the applicable loss rates by averaging loss rates over the most recent 8 quarters. Prior to 2014, the Company averaged the current annual loss rate with the annual loss rate of the previous year. The two methods yield similar results for quarterly calculations and yield the same average loss rate for annual calculations. The Company transitioned to using 8 quarters in order to provide ease of calculation on an ongoing basis. The look-back periods of 8 quarters beginning in 2014 and two years for periods ended December 31, 2013 and prior are applied consistently among all classes.

Two loss rates for each class are calculated: total net charge-offs for the class as a percentage of average class loan balance (“class loss rate”), and total net charge-offs for the class as a percentage of average classified loans in the class (“classified loss rate”). Classified loans are those with risk ratings of “substandard” or lower. Net charge-offs in both calculations include charge-offs and recoveries of classified and non-classified loans as well as those associated with impaired loans. Class historical loss rates are applied to non-classified loan balances at the reporting date, and classified historical loss rates are applied to classified balances at the reporting date.

Qualitative factors are evaluated and allocations are applied to each class. Qualitative factors include delinquency rates, loan quality and concentrations, loan officers’ experience, changes in lending policies and changes in the loan review process. Economic factors such as unemployment rates, bankruptcy rates and others are also evaluated, with standard allocations applied consistently to relevant classes.

The Company accrues additional estimated loss for criticized loans within each class and for loans designated high risk. High risk loans are defined as junior lien mortgages, loans with high loan-to-value ratios and loans with terms that require only interest payments. Both criticized loans and high risk loans are included in the base risk analysis for each class and are allocated additional reserves.

Estimation of the allowance for loan losses

The estimation of the allowance involves analysis of internal and external variables, methodologies, assumptions and our judgment and experience. Key judgments used in determining the allowance for loan losses include internal risk rating determinations, market and collateral values, discount rates, loss rates, and our view of current economic conditions. These judgments are inherently subjective and our actual losses could be greater or less than the estimate. Future estimates of the allowance could increase or decrease based on changes in the financial condition of individual borrowers, concentrations of various types of loans, economic conditions or the markets in which collateral may be sold. The estimate of the allowance accrual determines the amount of provision expense and directly affects our financial results.

The estimate of the allowance for December 31, 2014 considered market and portfolio conditions during 2014 as well as the levels of delinquencies and net charge-offs in the eight quarters ended December 31, 2014. Given the continued economic difficulties, the ultimate amount of loss could vary from that estimate. For additional discussion of the allowance, see the notes to the financial statements, “Asset Quality,” and “Provision and Allowance for Loan Losses.”

Goodwill and Core Deposit Intangibles

Goodwill is subject to at least an annual assessment for impairment by applying a fair value based test. The Company performs impairment testing in the fourth quarter. Accounting guidance provides the option of performing preliminary assessment of qualitative factors before performing more substantial testing for impairment. The Company opted not to perform the preliminary assessment. The Company's goodwill impairment analysis considered three valuation techniques appropriate to the measurement. The first technique uses the Company's market capitalization as an estimate of fair value; the second technique estimates fair value using current market pricing multiples for companies comparable to NBI; while the third technique uses current market pricing multiples for change-of-control transactions involving companies comparable to NBI. Each measure indicated that the Company's fair value exceeded its book value, validating that goodwill is not impaired.

Certain key judgments were used in the valuation measurement. Goodwill is held by the Company's bank subsidiary. The bank subsidiary is 100% owned by the Company, and no market capitalization is available. Because most of the Company's assets are comprised of the subsidiary bank's equity, the Company's market capitalization was used to estimate the Bank's market capitalization. Other judgments include the assumption that the companies and transactions used as comparables for the second and third technique were appropriate to the estimate of the Company's fair value, and that the comparable multiples are appropriate indicators of fair value, and compliant with accounting guidance.

Acquired intangible assets (such as core deposit intangibles) are recognized separately from goodwill if the benefit of the asset can be sold, transferred, licensed, rented, or exchanged, and amortized over its useful life. The Company amortizes intangible assets arising from branch transactions over their useful life. Core deposit intangibles are subject to a recoverability test based on undiscounted cash flows, and to the impairment recognition and measurement provisions required for other long-lived assets held and used. The impairment testing showed that the expected cash flows of the intangible assets exceeded the carrying value.

Overview

National Bankshares, Inc. is a financial holding company incorporated under the laws of Virginia. Located in southwest Virginia, NBI has two wholly-owned subsidiaries, the National Bank of Blacksburg and National Bankshares Financial Services, Inc. The National Bank of Blacksburg ("NBB"), which does business as National Bank from twenty-five office locations, is a community bank. NBB is the source of nearly all of the Company's revenue. National Bankshares Financial Services, Inc. ("NBFS") does business as National Bankshares Investment Services and National Bankshares Insurance Services. Income from NBFS is not significant at this time, nor is it expected to be so in the near future.

National Bankshares, Inc. common stock is listed on the NASDAQ Capital Market and is traded under the symbol "NKSH." National Bankshares, Inc. has been included in the Russell Investments Russell 3000 and Russell 2000 Indexes since June 29, 2009.

Performance Summary

The following table presents NBI's key performance ratios for the years ending December 31, 2014 and December 31, 2013:

	12/31/14		**12/31/13**	
Return on average assets	**1.51**	**%**	1.63	%
Return on average equity	**10.72**	**%**	11.90	%
Basic net earnings per common share	**$ 2.43**		$ 2.56	
Fully diluted net earnings per common share	**$ 2.43**		$ 2.55	
Net interest margin (1)	**4.01**	**%**	4.24	%
Noninterest margin (2)	**1.38**	**%**	1.41	%

(1) Net Interest Margin – Year-to-date tax equivalent net interest income divided by year-to-date average earning assets.

(2) Noninterest Margin – Noninterest expense (excluding the provision for bad debts and income taxes) less noninterest income (excluding securities gains and losses) divided by average year-to-date assets.

The return on average assets for the year ended December 31, 2014 was 1.51%, a decrease from 1.63% for the year ended December 31, 2013. The return on average equity decreased from 11.90% for the year ended December 31, 2013 to 10.72% for the year ended December 31, 2014.

Reflecting both the effects of the low interest rate environment throughout 2014 on NBI's yields and funding costs and the Company's asset/liability management practices, the net interest margin decreased from 4.24% at year-end 2013 to 4.01% at December 31, 2014.

The noninterest margin decreased from 1.41% to 1.38% over the same period, while basic net earnings per common share decreased from $2.56 for the year ended December 31, 2013 to $2.43 for the year ended December 31, 2014.

Growth

NBI's key growth indicators are shown in the following table:

	12/31/14	**12/31/13**
Securities	**$385,385**	$347,109
Loans, net	**597,203**	587,463
Deposits	**982,428**	960,036
Total assets	**1,154,731**	1,110,630

Total assets experienced growth in 2014, funded by increases in customer deposits. Customer deposits grew $22,392 or 2.33% from December 31, 2013, with increases mainly from municipal deposits and individuals seeking to safeguard principal by avoiding more volatile investments in financial markets. The liquidity provided by customer deposits supported growth in loans of $9,740 or 1.66%. Securities increased by $38,276 or 11.03%.

In both 2014 and 2013, the Company’s growth was internally generated and was not the result of acquisitions or other borrowings.

Asset Quality

Key indicators of NBI's asset quality are presented in the following table:

	12/31/14	12/31/13
Nonperforming loans[1]	**$ 9,287**	$ 6,584
Loans past due 90 days or more and accruing	**207**	190
Other real estate owned	**4,744**	4,712
Allowance for loan losses to loans[2]	**1.36 %**	1.38 %
Net charge-off ratio	**0.27 %**	0.28 %

(1) Nonperforming loans include nonaccrual loans plus restructured loans in nonaccrual status. Accruing restructured loans are not included.
(2) Loans are net of unearned income and deferred fees.

The Company monitors asset quality indicators in managing credit risk and in determining the allowance and provision for loan losses. At December 31, 2014, nonperforming loans were $9,287 or 1.53% of loans net of unearned income and deferred fees. This compares to $6,584 and 1.11% at December 31, 2013. Loans past due 90 days or more and still accruing at year-end 2014 totaled $207, an increase of $17 or 8.95%, from $190 at December 31, 2013. The net charge-off ratio decreased from 0.28% for the year ended December 31, 2013 to 0.27% for the year ended December 31, 2014, while other real estate owned increased $32 for the same period.

The Company's risk analysis determined an allowance for loan losses of $8,263 at December 31, 2014, resulting in a provision for the year of $1,641. This compares with an allowance for loan losses of $8,227 as of December 31, 2013, and a provision of $1,531 for the year ended December 31, 2013. The ratio of the allowance for loan losses to loans decreased to 1.36%, from 1.38% at December 31, 2013. The methodology for determining the allowance for loan losses relies on historical charge-off trends, modified by trends in nonperforming loans and economic indicators. More information about the level and calculation methodology of the allowance for loan losses is provided in "Balance Sheet – Loans – Risk Elements," "Balance Sheet – Loans – Troubled Debt Restructurings," as well as Notes 1 and 5 to the financial statements.

Sufficient resources have been dedicated to working out problem assets, and exposure to loss is somewhat mitigated because most of the nonperforming loans are collateralized. More information about nonaccrual and past due loans is provided in "Balance Sheet – Loans – Risk Elements." The Company continues to monitor risk levels within the loan portfolio and expects that any further increase in the allowance for loan losses would be the result of the refinement of loss estimates and would not dramatically affect net income.

Net Interest Income

Net interest income for the year ended December 31, 2014 was $39,204, a decrease of $846, or 2.11%, when compared to the prior year. The net interest margin for 2014 was 4.01%, compared to 4.24% for 2013. Total interest income for the period ended December 31, 2014 was $44,103, a decrease of $1,902 from the period ended December 31, 2013. Interest expense declined by $1,056 during the same time frame, from $5,955 for the year ended December 31, 2013 to $4,899 for the year ended December 31, 2014. The decline in interest expense came about in part because higher priced certificates of deposit renewed at lower interest rates. In addition, low-rate interest-bearing deposits volume increased substantially. Please refer to the section titled "Analysis of Changes In Interest Income and Interest Expense" for further information related to rate and volume changes.

The amount of net interest income earned is affected by various factors, including changes in market interest rates due to the Federal Reserve Board's monetary policy, the level and composition of the earning assets, and the composition of interest-bearing liabilities. The Company has the ability to respond over time to interest rate movements and reduce volatility in the net interest margin. However, the frequency and/or magnitude of changes in market interest rates are difficult to predict and may have a greater impact on net interest income than adjustments by management.

During 2014, interest rates continued at historic lows. Offsetting the positive effect of low interest rates on customer deposits is the fact that some higher yielding securities in the Company's investment portfolio were called and were replaced with securities with yields at the lower market rate. Another negative effect of the low interest rate environment is the level of interest earned on overnight funds. This impacted the yield on the Company's interest-bearing deposits in other banks. The yield on the Company's interest-bearing deposits in other banks assets in 2014 was 0.25%, while the cost of interest-bearing liabilities was 0.60% in the same period. These assets are used primarily to provide liquidity.

The primary source of funds used to support the Company's interest-earning assets is deposits. Deposits are obtained in the Company's trade area through traditional marketing techniques. Other funding sources, such as the Federal Home Loan Bank, while available, are only used occasionally. The cost of funds is dependent on interest rate levels and competitive factors. This limits the ability of the Company to react to interest rate movements.

The factors that may influence the Company's net interest margin include current Federal Reserve policies that depress long-term interest rates, and market forces that may encourage repricing of interest-bearing liabilities more quickly than interest-earning assets if rates were to increase. Because interest rates are at historic lows, interest rates will likely increase in the future. Management cannot predict the timing and level of interest rate increases.

Analysis of Net Interest Earnings

The following table shows the major categories of interest-earning assets and interest-bearing liabilities, the interest earned or paid, the average yield or rate on the daily average balance outstanding, net interest income and net yield on average interest-earning assets for the years indicated.

	December 31, 2014			**December 31, 2013**			**December 31, 2012**		
	Average Balance	**Interest**	**Average Yield/ Rate**	**Average Balance**	**Interest**	**Average Yield/ Rate**	**Average Balance**	**Interest**	**Average Yield/ Rate**
Interest-earning assets:									
Loans, net of unearned income (1)(2)(3)(4)	**$593,327**	**$31,751**	**5.35 %**	$587,007	$33,303	5.67 %	$589,935	$35,744	6.06 %
Taxable securities(5)	**215,872**	**6,798**	**3.15 %**	198,112	6,585	3.32 %	166,003	6,460	3.89 %
Nontaxable securities (1)(5)	**157,421**	**9,018**	**5.73 %**	171,636	9,891	5.76 %	167,355	10,002	5.98 %
Interest-bearing deposits	**103,320**	**262**	**0.25 %**	80,690	213	0.26 %	95,326	240	0.25 %
Total interest-earning assets	**$1,069,940**	**$47,829**	**4.47 %**	$1,037,445	$49,992	4.82 %	$1,018,619	$52,446	5.15 %
Interest-bearing liabilities:									
Interest-bearing demand deposits	**$501,956**	**$3,385**	**0.67 %**	$459,340	$3,749	0.82 %	$420,947	$4,167	0.99 %
Savings deposits	**78,778**	**35**	**0.04 %**	72,783	35	0.05 %	64,973	36	0.06 %
Time deposits	**230,418**	**1,479**	**0.64 %**	259,914	2,171	0.84 %	298,797	3,684	1.23 %
Total interest-bearing liabilities	**$811,152**	**$4,899**	**0.60 %**	$792,037	$5,955	0.75 %	$784,717	$7,887	1.01 %
Net interest income and interest rate spread		**$42,930**	**3.87 %**		$44,037	4.07 %		$44,559	4.14 %

Net yield on average interest-earning assets	**4.01 %**	4.24 %	4.37 %

(1) Interest on nontaxable loans and securities is computed on a fully taxable equivalent basis using a Federal income tax rate of 35% in the three years presented.
(2) Loan fees of $593 in 2014, $843 in 2013 and $802 in 2012 are included in total interest income.
(3) Nonaccrual loans are included in average balances for yield computations.
(4) Includes loans held for sale.
(5) Daily averages are shown at amortized cost.

Analysis of Changes in Interest Income and Interest Expense

The Company's primary source of revenue is net interest income, which is the difference between the interest and fees earned on loans and investments and the interest paid on deposits and other funds. The Company's net interest income is affected by changes in the amount and mix of interest-earning assets and interest-bearing liabilities and by changes in yields earned on interest-earning assets and rates paid on interest-bearing liabilities. The following table sets forth, for the years indicated, a summary of the changes in interest income and interest expense resulting from changes in average asset and liability balances (volume) and changes in average interest rates (rate).

	2014 Over 2013 Changes Due To			**2013 Over 2012 Changes Due To**		
	Rates(2)	**Volume(2)**	**Net Dollar Change**	**Rates(2)**	**Volume(2)**	**Net Dollar Change**
Interest income: (1)						
Loans	$(1,908)	$ 356	$(1,552)	$(2,265)	$ (176)	$(2,441)
Taxable securities	(357)	570	213	(1,020)	1,145	125
Nontaxable securities	(59)	(814)	(873)	(363)	252	(111)
Interest-bearing deposits	(8)	57	49	12	(39)	(27)
Increase (decrease) in income on interest-earning assets	$(2,332)	$ 169	$(2,163)	$(3,636)	$ 1,182	$(2,454)
Interest expense:						
Interest-bearing demand deposits	$(691)	$ 327	$(364)	$(775)	$ 357	$(418)
Savings deposits	(3)	3	---	(6)	5	(1)
Time deposits	(465)	(227)	(692)	(1,078)	(435)	(1,513)
Increase (decrease) in expense of interest-bearing liabilities	$(1,159)	$ 103	$(1,056)	$(1,859)	$ (73)	$(1,932)
Increase (decrease) in net interest income	$(1,173)	$ 66	$(1,107)	$(1,777)	$ 1,255	$(522)

(1) Taxable equivalent basis using a Federal income tax rate of 35% in 2014, 2013 and 2012.
(2) Variances caused by the change in rate times the change in volume have been allocated to rate and volume changes proportional to the relationship of the absolute dollar amounts of the change in each.

Total interest expense declined by $1,056, while interest income on a taxable-equivalent basis decreased $2,163, resulting in a decrease of $1,107 in taxable-equivalent net interest income when 2014 and 2013 are compared. Declining rates impacted net interest income by $1,173, offset by increases due to favorable changes in volume of $66.

The lower interest rate environment led to a decline of $1,908 in interest income from loans. The average balance of loans increased from $587,007 in 2013 to $593,327 in 2014, causing an increase in interest income of $356 due to volume.

Interest income on taxable securities decreased $357 due to rates, offset by an increase of $570 due to average volume, for a net increase of $213 compared to 2013. The continued low interest rate environment resulted in a large number of called securities during 2014 and reduced the opportunity to reinvest the proceeds in securities with more attractive yields. Because of low yields in the securities markets and flat loan demand, the Company priced deposits accordingly.

Interest on time deposits declined $692 from 2013 to 2014, with a decline of $465 due to rates and $227 attributable to volume. See “Net Interest Income” for additional information related to the decline in interest expense.

The low interest rate environment was also present in 2013 and 2012. As compared with 2012, there was a $1,513 decline in interest expense associated with time deposits in 2013. Of the total decline, $1,078 was due to rates, and $435 stemmed from lower deposit volume. Management focused on deposit pricing and took advantage of falling rates to lower interest expense.

From 2012 to 2013 interest on loans decreased by $2,441. Reduced rates contributed $2,265 to the decline, while reduced volume contributed $176 to the decline in loan interest income. As compared with 2012, there was a decrease of $522 in net interest income in 2013, with an increase due to volume of $1,255, offset by declines due to rate of $1,777.

Interest Rate Sensitivity

The Company considers interest rate risk to be a significant market risk and has systems in place to measure the exposure of net interest income and fair market values to movement in interest rates. Among the tools available to management is interest rate sensitivity analysis, which provides information related to repricing opportunities. Interest rate shock simulations indicate potential economic loss due to future interest rate changes. Shock analysis is a test that measures the effect of a hypothetical, immediate and parallel shift in interest rates. The following table shows the results of a rate shock and the effects on the return on average assets and the return on average equity projected at December 31, 2014 and 2013. For purposes of this analysis, noninterest income and expenses are assumed to be flat.

Rate Shift (bp)	Return on Average Assets		Return on Average Equity	
	2014	**2013**	**2014**	**2013**
300	**1.58%**	1.42%	**7.58%**	7.69%
200	**1.44%**	1.26%	**6.99%**	6.32%
100	**1.39%**	1.15%	**6.45%**	5.26%
(-)100	**1.27%**	1.13%	**5.53%**	4.23%
(-)200	**1.18%**	1.00%	**5.73%**	3.88%
(-)300	**1.09%**	0.89%	**5.78%**	3.64%

Simulation analysis is another tool available to the Company to test asset and liability management strategies under rising and falling rate conditions. As a part of the simulation process, certain estimates and assumptions must be made. These include, but are not limited to, asset growth, the mix of assets and liabilities, rate environment and local and national economic conditions. Asset growth and the mix of assets can, to a degree, be influenced by management. Other areas, such as the rate environment and economic factors, cannot be controlled. In addition, competitive pressures can make it difficult to price deposits and loans in a manner that optimally minimizes interest rate risk. Therefore, actual results may vary materially from any particular forecast or shock analysis. This shortcoming is offset somewhat by the periodic reforecasting of the balance sheet to reflect current trends and economic conditions. Shock analysis must also be updated periodically as a part of the asset and liability management process.

Noninterest Income

	Year Ended December 31, 2014	**December 31, 2013**	**December 31, 2012**
Service charges on deposits	**$2,434**	$ 2,563	$ 2,594
Other service charges and fees	**187**	225	243

Credit card fees	**3,631**	3,330	3,278
Trust fees	**1,213**	1,150	1,313
Bank-owned life insurance income	**711**	739	814
Other income	**868**	997	669
Realized securities gains	**2**	(46)	60
Total noninterest income	**$9,046**	$ 8,958	$ 8,971

Service charges on deposit accounts totaled $2,434 for the year ended December 31, 2014. This is a decline of $129, or 5.03%, from $2,563 for the year ended December 31, 2013. Service charges on deposit accounts decreased $31, or 1.20%, from 2012 to 2013. This income category is affected by the number of deposit accounts, the level of service charges and the number of checking account overdrafts. The 2014 decline resulted primarily from a decrease of $89 in ATM transaction fees and a decrease of $48 in account service charges. When the year ended December 31, 2013 is compared to the year ended December 31, 2012, a decline in ATM transaction fees of $20 and a decrease of $10 in account service charges accounted for the bulk of the $31 overall decline. The Company removed three automatic teller machines in 2012 to obtain cost savings that are expected to exceed the associated decline in ATM fee income.

Other service charges and fees included charges for official checks, income from the sale of checks to customers, safe deposit box rent, fees from letters of credit and income from commissions on the sale of credit life, accident and health insurance. These fees were $187 for the year ended December 31, 2014, down by $38, or 16.89%, from the $225 for 2013. The total for the year ended December 31, 2013 was $18 below the $243 posted for the year ended December 31, 2012. The declines in 2014 and 2013 were primarily attributable to lower check sales, decreasing income by $63 in 2014 and $7 in 2013. This is attributed to increased customer adoption of debit cards and internet banking bill-pay. Service charges associated with letters of credit remained constant in 2014.

Credit card fees for the year ended December 31, 2014, were $3,631 above the $3,330 reported for the year ended December 31, 2013. From 2012 to 2013, credit card fees increased $52, or 1.59%. The increases in 2014 and 2013 are due to increased volume of merchant transaction fees and credit card fees.

Trust fees at $1,213 increased by $63 or 5.48% when the years ended December 31, 2014 and 2013 are compared. For the year ended December 31, 2013 trust fees were $1,150, a decrease of $163, or 12.41%, from 2012. Trust fees are generated from a number of different types of accounts, including estates, personal trusts, employee benefit trusts, investment management accounts, attorney-in-fact accounts and guardianships. Trust income varies depending on the number and type of accounts under management and financial market conditions. The mix of account types also affected the level of trust fees in 2013 and 2014.

Noninterest income from bank-owned life insurance (BOLI) decreased, from $739 for the year ended December 31, 2013 to $711 for 2014. BOLI income for the year ended December 31, 2012 was $814. Income from bank-owned life insurance was affected by the performance of the variable rate policies.

Other income is income from smaller balance accounts that cannot be classified in another category. Some examples include net gains from the sales of fixed assets and revenue from investment and insurance sales. Other income for 2014 was $868, a decrease of $129, or 12.94%, when compared with $997 for the year ended December 31, 2013. The decrease from 2013 to 2014 stemmed primarily from a decrease in income from other investments of $77. Other income for 2013 increased by $328, when compared with 2012. The bulk of the increase from 2012 to 2013 came from an increase of $129 in commissions earned by the Company's insurance and investments subsidiary.

Realized securities net gains for the three years presented were primarily associated with called securities. The Company did not sell any securities in 2014 or 2012. The Company sold five securities in the available for sale accounting designation in 2013.

Noninterest Expense

	Year Ended		
	December 31, 2014	**December 31, 2013**	**December 31, 2012**
Salaries and employee benefits	**$11,691**	$ 11,978	$ 12,005
Occupancy, furniture and fixtures	**1,722**	1,616	1,589
Data processing and ATM	**1,643**	1,700	1,593
FDIC assessment	**533**	554	475
Credit card processing	**2,593**	2,546	2,442
Intangibles amortization	**1,075**	1,078	1,083
Net costs of other real estate owned	**369**	296	208
Franchise taxes	**1,182**	1,083	901
Other operating expenses	**3,709**	3,519	3,179
Total noninterest expense	**$24,517**	$ 24,370	$ 23,475

Salary and benefits expense decreased $287, or 2.40%, from $11,978 for the year ended December 31, 2013 to $11,691 for 2014. An increase in fringe benefits expense of $390 partially offset a decline in other salary expenses, which were the result of normal staffing and compensation decisions. The decrease of $27, from 2012 to 2013 was also the result of normal compensation and staffing decisions.

Occupancy, furniture and fixtures expense was $1,722 for the year ended December 31, 2014, an increase of $106, or 6.56%, from the prior year. The 2013 total was $1,616, an increase of $27, or 1.70%, from the $1,593 reported at year-end 2012. The small increases in 2014 and 2013 are reflective of the Company's emphasis on containing controllable expenses.

Data processing and ATM expense was $1,643 in 2014, $1,700 in 2013 and $1,589 in 2012. Data processing and ATM expense in 2014 benefitted from infrastructure upgrades performed in 2013.

When the years ended December 31, 2014 and December 31, 2013 are compared, there was a decrease in the Federal Deposit Insurance Corporation Deposit Insurance Fund assessment of $21. The total expense for 2013 was $554, which compares with $533 for 2014. The FDIC assessment expense for the year ended December 31, 2013 increased $79 from $475 for 2012. The FDIC assessment is accrued based on a method provided by the FDIC.

Credit card processing expense was $2,593 for the period ended December 31, 2014, an increase of $47, or 1.85% from 2013's total of $2,546. Credit card processing expense in 2013 increased $104, or 4.26% from 2012. This expense is driven by the volume of credit card, debit card and merchant account transactions and by the level of merchant discount fees. It is subject to a degree of variability.

The expense for intangibles and goodwill amortization is related to acquisitions. There were no acquisitions in the last year, and the expense for 2014 decreased from 2013 by $3 or 0.28%. The expense for intangibles and goodwill amortization decreased $5 from 2012 to 2013.

Net costs of other real estate owned increased from $296 for the period ended December 31, 2013 to $369 for the year ended December 31, 2014. From 2012 to 2013, net costs of other real estate owned increased $88 from $208. This expense category varies with the number of foreclosed properties owned by NBB and with the expense associated with each. It includes write-downs on other real estate owned plus other costs associated with carrying these properties, as well as net gains or losses on the sale of other real estate. In 2014, write-downs on other real estate were $84. This compares with $80 in 2013 and $76 in 2012. Other real estate is initially accounted for at fair value using current valuations, which include appraisals, real estate evaluations and realtor market opinions. If new valuation information indicates a decline from the initial basis, the Company records a write-down. Other costs for these properties in 2014 were $240, while they were $197 in 2013. There was a total of $45 in net losses on the sale of other real estate for 2014 and $19 for 2013. Because the Company's market area continues to experience the effects of the prolonged recession and slow recovery, it is anticipated that there will be additional foreclosures in the near future. The Company currently has loans totaling $1,260 in process of foreclosure. While some of the loans may be resolved in a manner other than foreclosure, it is likely that some loans will be foreclosed and may result in an associated increase in the costs of other real estate owned.

Franchise taxes were $1,182 for the period ended December 31, 2014 and $1,083 for 2013, an increase of $99 or 9.14%. Franchise tax expense increased $182 in 2013 from $901 in 2012. State bank franchise taxes are based upon total equity, which increased in both 2013 and 2014.

The category of other operating expenses includes noninterest expense items such as professional services, stationery and supplies, telephone costs and charitable donations. For the year ended December 31, 2014, other operating expenses were $3,709. This compares with $3,519 for 2013 and $3,179 for 2012. The $190 increase from 2013 to 2014 is the result of changes in several categories of expense, with no one item making a significant contribution to the total.

Income Taxes

Income tax expense for 2014 was $5,178 compared to $5,317 in 2013 and $5,245 in 2012. Tax exempt income is the primary difference between expected and actual income tax expense. The Company's effective tax rates for 2014, 2013 and 2012 were 23.44%, 23.01% and 22.81%, respectively. The Company is subject to the 35% marginal tax rate. See Note 10 of the Notes to Consolidated Financial Statements for addition information relating to income taxes.

Effects of Inflation

The Company's consolidated statements of income generally reflect the effects of inflation. Since interest rates, loan demand and deposit levels are related to inflation, the resulting changes are included in net income. The most significant item which does not reflect the effects of inflation is depreciation expense. Historical dollar values used to determine depreciation expense do not reflect the effects of inflation on the market value of depreciable assets after their acquisition.

Provision and Allowance for Loan Losses

The Company's risk analysis determined an allowance for loan losses of $8,263 at December 31, 2014, an increase from $8,227 at December 31, 2013 and a decrease from $8,349 at December 31, 2012. The provision for the year ended December 31, 2014 was $1,641, an increase from $1,531 for the same period in 2013. The ratio of allowance for loan losses to loans is 1.36% as of December 31, 2014, compared with 1.38% December 31, 2013 and 1.41% at December 31, 2012.

Asset quality indicators that improved from December 31, 2013 include the percentage of net charge-offs and the ratio of loans past due 30-89 days to total loans. The net charge-off percentage improved from 0.28% for the year ended December 31, 2013 to 0.27% for the year ended December 31, 2014. The percentage of loans past due 30-89 days improved from 0.50% at December 31, 2013 to 0.40% at December 31, 2014. The ratio of loans past due 90 days or more remained static at 0.03%.

Asset quality indicators that worsened from December 31, 2013 include an increase in the level of criticized loans and the percentage of nonaccrual loans. Criticized loans as a percentage of total loans increased to 5.01% at December 31, 2014, compared with 4.29% at December 31, 2013. Nonaccrual loans as a percentage of total loans increased to 1.53% at December 31, 2014, from 1.11% at December 31, 2013. The percentage of the allowance for loan losses to non-performing loans decreased from 124.98% at December 31, 2013 to 88.97% December 31, 2014.

Economic factors were analyzed to determine their impact on the credit risk of the loan portfolio. Within the Company's market area, business bankruptcy rates and unemployment rates indicated slight improvements, while residential vacancy rate, inventory of new and existing homes, and personal bankruptcy rates slightly worsened. Other factors, including competition, legal and regulatory environments and the interest rate environment remained at similar levels to the previous quarter.

Asset quality indicators, loss rates and economic factors impact the estimate of the allowance for collectively evaluated loans. The percentage of the allowance for collectively-evaluated loans increased from 1.30% at December 31, 2013 to 1.35% at December 31, 2014. Specific allocations for individually-evaluated impaired loans are determined through detailed analysis of cash flow and collateral valuations estimates. The allowance appears to be at a reasonable level based on the credit quality and economic indicators that impact credit risk. The Company continues to monitor risk within the loan portfolio.

The current level of nonperforming assets is manageable in management's opinion. Core earnings remain strong and there are sufficient resources available to deal with these assets. The level of nonperforming assets is primarily influenced by local economic conditions. A high degree of uncertainty remains concerning the speed of recovery, and in particular the speed of the recovery in the Company's relatively limited market area. For that reason, management is unable to predict with any degree of certainty whether and how much its asset quality may improve or deteriorate. Based on current information, management believes the level of nonperforming assets will continue to compare well with peers, but may be high when considering its own historic level of nonperforming assets. Please see "Critical Accounting Policies" above for additional information. Please see "Balance Sheet – Loans- Risk Elements" for additional detail about nonperforming assets.

Quarterly Results of Operations

The following is a summary of the unaudited quarterly results of operations for the years ended December 31, 2014, 2013 and 2012:

	2014 First Quarter	**Second Quarter**	**Third Quarter**	**Fourth Quarter**
Income Statement Data:				
Interest income	**$11,153**	**$11,054**	**$10,984**	**$10,912**
Interest expense	**1,315**	**1,295**	**1,147**	**1,142**
Net interest income	**9,838**	**9,759**	**9,837**	**9,770**
Provision for loan losses	**103**	**701**	**356**	**481**
Noninterest income	**2,200**	**2,344**	**2,242**	**2,260**
Noninterest expense	**6,182**	**6,060**	**6,136**	**6,139**
Income taxes	**1,349**	**1,233**	**1,324**	**1,272**
Net income	**$4,404**	**$4,109**	**$4,263**	**$4,138**
Per Share Data:				
Basic net income per common share	**$0.63**	**$0.59**	**$0.61**	**$0.60**
Fully diluted net income per common share	**0.63**	**0.59**	**0.61**	**0.60**
Cash dividends per common share	**---**	**0.55**	**---**	**0.58**
Book value per common share	**22.08**	**22.57**	**23.43**	**23.93**

	2013 First Quarter	**Second Quarter**	**Third Quarter**	**Fourth Quarter**
Income Statement Data:				
Interest income	$11,537	$11,562	$11,545	$11,361
Interest expense	1,679	1,548	1,388	1,340
Net interest income	9,858	10,014	10,157	10,021
Provision for loan losses	671	355	303	202
Noninterest income	2,156	2,236	2,148	2,418
Noninterest expense	5,965	6,134	6,142	6,129
Income taxes	1,162	1,326	1,343	1,486
Net income	$4,216	$4,435	$4,517	$4,622
Per Share Data:				
Basic net income per common share	$0.61	$0.64	$0.65	$0.66
Fully diluted net income per common share	0.60	0.64	0.65	0.66
Cash dividends per common share	---	0.54	---	0.58
Book value per common share	22.07	20.95	21.06	21.00

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	2012 First Quarter	Second Quarter	Third Quarter	Fourth Quarter
Income Statement Data:				
Interest income	$12,072	$12,144	$12,191	$12,110
Interest expense	2,117	2,018	1,936	1,816
Net interest income	9,955	10,126	10,255	10, 294
Provision for loan losses	672	1,104	778	580
Noninterest income	2,213	2,341	2,174	2,243
Noninterest expense	5,730	5,751	6,108	5,886
Income taxes	1,337	1,272	1,250	1,386
Net income	$4,429	$4,340	$4,293	$4,685
Per Share Data:				
Basic net income per common share	$0.64	$0.63	$0.62	$0.67
Fully diluted net income per common share	0.64	0.62	0.62	0.67
Cash dividends per common share	---	0.53	---	0.57
Book value per common share	20.86	21.14	21.66	21.60

Balance Sheet

On December 31, 2014, the Company had total assets of $1,154,731, an increase of $44,101 or 3.97%, over the total of $1,110,630 on December 31, 2013. For 2014, the growth in assets was entirely internally generated and was not the result of acquisitions. Total assets at December 31, 2013 were up by $6,269, or 0.57%, over the total at December 31, 2012.

Loans

The Company's loan categorization reflects its approach to loan portfolio management and includes six groups. Real estate construction loans include construction loans for residential and commercial properties, as well as land. Consumer real estate loans include conventional and junior lien mortgages, equity lines and investor-owned residential real estate. Commercial real estate loans are comprised of owner-occupied and leased nonfarm, nonresidential properties, multi-family residence loans and farmland. Commercial non real estate loans include farm loans, operating capital lines and loans secured by capital assets. Public sector and IDA loans are extended to municipalities. Consumer non real estate loans include automobile loans, personal loans, credit cards and consumer overdrafts.

A. Types of Loans

	December 31,				
	2014	**2013**	**2012**	**2011**	**2010**
Real estate construction	**$45,562**	$45,925	$50,313	$48,531	$46,169
Consumer real estate	**147,039**	145,499	143,262	150,224	153,405
Commercial real estate	**310,762**	311,266	304,308	303,192	293,171
Commercial non real estate	**33,413**	31,262	37,349	38,832	37,547
Public sector and IDA	**41,361**	34,220	26,169	15,571	12,553
Consumer non real estate	**28,182**	28,423	31,714	33,072	34,543
Total loans	**$606,319**	$596,595	$593,115	$589,422	$577,388
Less unearned income and deferred fees	**(853)**	(905)	(953)	(952)	(945)
Total loans, net of unearned income	**$605,466**	$595,690	$592,162	$588,470	$576,443
Less allowance for loans losses	**(8,263)**	(8,227)	(8,349)	(8,068)	(7,664)
Total loans, net	**$597,203**	$587,463	$583,813	$580,402	$568,779

B. Maturities and Interest Rate Sensitivities

The following table presents maturities and interest rate sensitivities for commercial non real estate, commercial real estate and real estate construction loans.

	December 31, 2014			
	< 1 Year	**1 – 5 Years**	**After 5 Years**	**Total**
Commercial non real estate	**$18,053**	**$11,977**	**$3,383**	**$33,413**
Commercial real estate	**22,120**	**58,687**	**229,955**	**310,762**
Real estate construction	**18,870**	**19,668**	**7,024**	**45,562**
Total	**59,043**	**90,332**	**240,362**	**389,737**
Less loans with predetermined interest rates	**(21,025)**	**(18,842)**	**(6,171)**	**(46,038)**
Loans with adjustable rates	**$38,018**	**$71,490**	**$234,191**	**$343,699**

C. Risk Elements

The following table presents aggregate amounts for nonaccrual loans, restructured loans in nonaccrual, other real estate owned net, and accruing loans which are contractually past due ninety days or more as to interest or principal payments, and accruing restructured loans.

	December 31,				
	2014	**2013**	**2012**	**2011**	**2010**
Nonaccrual loans:					
Real estate construction	**$---**	$---	$3,109	$---	$---
Consumer real estate	**164**	198	612	296	964
Commercial real estate	**3,087**	5,383	7,018	702	526
Commercial non real estate	**748**	128	82	400	448
Public sector and IDA	**---**	---	---	---	---
Consumer non real estate	**---**	23	49	---	---
Total nonaccrual loans	**$3,999**	$5,732	$10,870	$1,398	$1,938
Restructured loans (TDR Loans) in nonaccrual					
Real estate construction	**$---**	$---	$123	$1,681	$2,185
Consumer real estate	**---**	201	407	315	---
Commercial real estate	**5,288**	651	1,142	1,544	3,698
Commercial non real estate	**---**	---	479	198	250
Public sector and IDA	**---**	---	---	---	---
Consumer non real estate	**---**	---	---	68	---
Total restructured loans in nonaccrual	**5,288**	852	2,151	3,806	6,133

Total nonperforming loans	**$9,287**	$6,584	$13,021	$5,204	$8,071
Other real estate owned, net	**4,744**	4,712	1,435	1,489	1,723
Total nonperforming assets	**$14,031**	$11,296	$14,456	$6,693	$9,794
Accruing loans past due 90 days or more:					
Real estate construction	**$---**	$---	$---	$---	$---
Consumer real estate	**82**	128	156	346	612
Commercial real estate	**102**	---	---	63	577
Commercial non real estate	**---**	---	---	26	81
Public sector and IDA	**---**	---	---	---	---
Consumer non real estate	**23**	62	14	46	66
	$207	$190	$170	$481	$1,336
Accruing restructured loans:					
Real estate construction	**$---**	$---	$---	$1,611	$---
Consumer real estate	**819**	579	80	156	---
Commercial real estate	**5,192**	5,552	1,886	1,922	350
Commercial non real estate	**29**	60	39	67	---
Public sector and IDA	**---**	---	---	---	---
Consumer non real estate	**---**	---	---	---	---
	$6,040	$6,191	$2,005	$3,756	$350

Loan loss and other indicators related to asset quality are presented in the Loan Loss Data table.

Loan Loss Data Table

	2014	**2013**	**2012**
Provision for loan losses	**$1,641**	$1,531	$3,134
Net charge-offs to average net loans	**0.27 %**	0.28 %	0.49 %
Allowance for loan losses to loans, net of unearned income and deferred fees	**1.36 %**	1.38 %	1.41 %
Allowance for loan losses to nonperforming loans	**88.97 %**	124.95 %	64.12 %
Allowance for loan losses to nonperforming assets	**58.89 %**	72.83 %	57.75 %
Nonperforming assets to loans, net of unearned income and deferred fees, plus other real estate owned	**2.30 %**	1.88 %	2.44 %
Nonaccrual loans	**$3,999**	$5,732	$10,870
Restructured loans in nonaccrual status	**5,288**	852	2,151
Other real estate owned, net	**4,744**	4,712	1,435
Total nonperforming assets	**$14,031**	$11,296	$14,456
Accruing loans past due 90 days or more	**$207**	$190	$170

Nonperforming loans include nonaccrual loans and restructured loans ("troubled debt restructurings" or "TDR loans") in nonaccrual status, but do not include accruing loans 90 days or more past due or accruing restructured loans. Troubled debt restructurings are discussed in detail under the section titled "D. Modifications and Troubled Debt Restructurings (TDR Loans)" below. Impaired loans, or loans for which management does not expect to collect at the original loan terms, but which may or may not be nonperforming, are presented in Note 5 of Notes to Consolidated Financial Statements.

Total impaired loans at December 31, 2014 were $15,121, of which $8,794 were in nonaccrual status. Impaired loans at December 31, 2013 and 2012 were $12,985 and $18,456, of which $6,190 and $11,821 were in nonaccrual status, respectively.

The ratio of the allowance for loan losses to total nonperforming loans decreased from 124.95% in 2013 to 88.97% in 2014. The Company believes the allowance for loan losses is adequate for the credit risk inherent in the loan portfolio.

D. Modifications and Troubled Debt Restructurings ("TDRs")

In the ordinary course of business the Company modifies loan terms on a case-by-case basis, including both consumer and commercial loans, for a variety of reasons. Modifications to consumer loans generally involve short-term deferrals to accommodate specific, temporary circumstances. The Company may grant extensions to borrowers who have demonstrated a willingness and ability to repay their loan but who are experiencing consequences of a specific unforeseen temporary hardship.

An extension defers monthly payments and requires a balloon payment at the original contractual maturity. Where the temporary event is not expected to impact a borrower's ability to repay the debt, and where the Company expects to collect all amounts due including interest accrued at the contractual interest rate for the period of delay at contractual maturity, the modification is not designated a TDR.

Modifications to commercial loans may include, but are not limited to, changes in interest rate, maturity, amortization and financial covenants. In the original underwriting, loan terms are established that represent the then-current and projected financial condition of the borrower. If the modified terms are consistent with competitive market conditions and representative of terms the borrower could otherwise obtain in the open market, the modified loan is not categorized as a TDR.

The Company began coding modifications on the core processing system during the second quarter of 2013. The Company uses the coding to assist in identifying troubled debt restructurings. The majority of modifications completed since formal coding was implemented were granted for competitive reasons and did not constitute troubled debt restructurings. A description of modifications that did not result in troubled debt restructurings follows:

Modifications Made During the 12 Months Ended December 31, 2014

to Borrowers Not Experiencing Financial Difficulty

Modification	**Number of Loans Modified**	**Total Amount Modified**
Rate reductions for competitive purposes	**43**	**$ 19,097**
Payment extensions for less than 3 months	**120**	**2,020**
Maturity date extensions of more than 3 months and up to 6 months	**196**	**34,038**
Maturity date extensions of more than 6 months and up to 12 months	**278**	**9,637**
Maturity date extensions of more than 12 months	**13**	**4,710**
Advances on non-revolving loans or recapitalization	**2**	**39**
Change in amortization term or method	**28**	**14,822**
Renewal of expired Home Equity Line of Credit loans to additional 10 years	**30**	**592**
Renewal of single-payment notes	**235**	**5,337**
Total modifications that do not constitute TDRs	**945**	**$ 90,292**

Modifications Made During the 9[(1)] Months Ended December 31, 2013

to Borrowers Not Experiencing Financial Difficulty

Modification	**Number of Loans Modified**	**Total Amount Modified**
Rate reductions for competitive purposes	54	$ 30,179
Payment extensions for less than 3 months	153	3,901
Maturity date extensions of more than 3 months and up to 6 months	61	6,177
Maturity date extensions of more than 6 months and up to 12 months	161	5,393
Maturity date extensions of more than 12 months	13	1,149
Advances on non-revolving loans or recapitalization	3	435
Change in amortization term or method	25	8,201
Renewal of expired Home Equity Line of Credit loans to additional 10 years	25	431
Renewal of single-payment notes	78	1,742
Total modifications that do not constitute TDRs	573	$ 57,608

(1) The Company began coding modifications during the second quarter of 2013.

Modifications in which the borrower is experiencing financial difficulty and in which the Company makes a concession to the original contractual loan terms are designated troubled debt restructurings.

Modifications of loan terms to borrowers experiencing financial difficulty are made in an attempt to protect as much of the Company’s investment in the loan as possible. The determination of whether a modification should be accounted for as a TDR requires significant judgment after consideration of all facts and circumstances surrounding the transaction.

Assuming all other TDR criteria are met, the Company considers one or a combination of the following concessions to the loan terms to indicate TDR status: a reduction of the stated interest rate, an extension of the maturity date at an interest rate lower than the current market rate for a new loan with a similar term and similar risk, or forgiveness of principal or accrued interest.

The Company recognizes that in the current economy elevated levels of unemployment and depressed real estate values have resulted in financial difficulties for some customers. The Company has restructured loan terms for certain qualified financially distressed borrowers who have agreed to work in good faith and have demonstrated the ability to make the restructured payments in order to avoid a foreclosure. All TDR loans are individually evaluated for impairment for purposes of determining the allowance for loan losses. TDR loans with an impairment loss or that do not demonstrate current payments for at least six months are maintained on nonaccrual until the borrower demonstrates sustained repayment history under the restructured terms and continued repayment is not in doubt. Otherwise, interest income is recognized using a cost recovery method.

The Company had $11,328 in TDRs as of December 31, 2014 and $7,043 as of December 31, 2013. Accruing TDR loans amounted to $6,040 at December 31, 2014 compared to $6,191 at December 31, 2013.

Restructuring generally results in loans with either lower payments or an extended maturity beyond that originally required, and are expected to have a lower risk of loss due to nonperformance than loans classified as nonperforming. In 2014, the Company modified loans in troubled debt restructurings that, directly prior to restructuring, totaled $5,671 and that have total principal balances of $5,203 as of December 31, 2014. Some of the Company’s restructured loans defaulted during the twelve months ended December 31, 2014. The Company defines default as a delay in one payment of more than 90 days or charge-offs or foreclosure after the date of restructuring. All of the restructured loans that defaulted had been modified more than twelve months prior to default.

In 2013, the Company modified loans in troubled debt restructurings that, directly prior to restructuring, totaled $4,401 and that have total principal balances of $4,212 as of December 31, 2013. Two of the loans, totaling $349 as of December 31, 2013 were reported as nonaccrual TDR’s in prior years. The loans demonstrated current repayment history for the required period and were granted additional modifications to change payments to amortizing. Because of the satisfactory repayment history, the loans were placed in accruing status.

Of the troubled debt restructurings that defaulted in 2013, five had been modified within 12 months previous to the default, and currently have a balance of $665. Please refer to Note 5 for information on the effect of default on the allowance for loan losses.

TDR Delinquency Status as of December 31, 2014

		Accruing			
	Total TDR Loans	**Current**	**30-89 Days Past Due**	**90+ Days Past Due**	**Nonaccrual**
Real estate construction	**$---**	**$---**	**$ ---**	**$ ---**	**$ ---**
Consumer real estate	**819**	**786**	**---**	**33**	**---**
Commercial real estate	**10,480**	**5,192**	**---**	**---**	**5,288**
Commercial non real estate	**29**	**29**	**---**	**---**	**---**
Public sector and IDA	**---**	**---**	**---**	**---**	**---**
Consumer non real estate	**---**	**---**	**---**	**---**	**---**
Total TDR Loans	**$11,328**	**$6,007**	**$ ---**	**$ 33**	**$ 5,288**

TDR Delinquency Status as of December 31, 2013

		Accruing			
	Total TDR Loans	**Current**	**30-89 Days Past Due**	**90+ Days Past Due**	**Nonaccrual**
Real estate construction	$---	$---	$ ---	$ ---	$ ---
Consumer real estate	780	579	---	---	201
Commercial real estate	6,203	5,552	---	---	651
Commercial non real estate	60	60	---	---	---
Public sector and IDA	---	---	---	---	---
Consumer non real estate	---	---	---	---	---
Total TDR Loans	$7,043	$6,191	$ ---	$ ---	$ 852

	TDR Delinquency Status as of December 31, 2012				
		Accruing			
	Total TDR Loans	Current	30-89 Days Past Due	90+ Days Past Due	Nonaccrual
Real estate construction	$123	$---	$ ---	$ ---	$ 123
Consumer real estate	487	80	---	---	407
Commercial real estate	3,028	1,886	---	---	1,142
Commercial non real estate	518	39	---	---	479
Public sector and IDA	---	---	---	---	---
Consumer non real estate	---	---	---	---	---
Total TDR Loans	$4,156	$2,005	$ ---	$ ---	$ 2,151

Summary of Loan Loss Experience

A. Analysis of the Allowance for Loan Losses

The following tabulation shows average loan balances at the end of each period; changes in the allowance for loan losses arising from loans charged off and recoveries on loans previously charged off by loan category; and additions to the allowance which have been charged to operating expense:

	December 31,				
	2014	**2013**	**2012**	**2011**	**2010**
Average loans, net of unearned income	**$592,944**	$585,991	$588,170	$588,439	$586,133
Allowance for loan losses at beginning of year	**8,227**	8,349	8,068	7,664	6,926
Charge-offs:					
Real estate construction	**2**	184	640	444	---
Consumer real estate	**222**	256	370	584	475
Commercial real estate	**1,201**	64	1,589	320	1,050
Commercial non real estate	**89**	968	109	990	919
Public Sector and IDA	**---**	---	---	---	---
Consumer non real estate	**346**	348	245	290	366
Total loans charged off	**1,860**	1,820	2,953	2,628	2,810
Recoveries:					
Real estate construction	**---**	44	13	---	---
Consumer real estate	**---**	1	8	16	10
Commercial real estate	**50**	25	---	---	61
Commercial non real estate	**132**	18	2	---	1
Public Sector and IDA	**---**	---	---	---	---
Consumer non real estate	**73**	79	77	67	67

Total recoveries	**255**	167	100	83	139
Net loans charged off	**1,605**	1,653	2,853	2,545	2,671
Provision charged to operations	**1,641**	1,531	3,134	2,949	3,409
Allowance for loan losses at end of year	**$8,263**	$8,227	$8,349	$8,068	$7,664
Net charge-offs to average net loans outstanding	**0.27 %**	0.28 %	0.49 %	0.43 %	0.46 %

The Company charges off commercial real estate loans at the time that a loss is confirmed. When delinquency status or other information indicates that the borrower will not repay the loan, the Company considers collateral value based upon a current appraisal or internal evaluation. Any loan amount in excess of collateral value is charged off and the collateral is taken into other real estate owned.

Factors influencing management's judgment in determining the amount of the loan loss provision charged to operating expense include: the quality of the loan portfolio as determined by management, the historical loan loss experience, diversification as to type of loans in the portfolio, the amount of secured as compared with unsecured loans and the value of underlying collateral, banking industry standards and averages, and economic conditions. Management evaluates the quality of the loan portfolio by examining past due and nonaccrual ratios for each class. The ratio of loans past due 30-89 days to total loans decreased from 0.50% at December 31, 2013 to 0.40% at December 31, 2014, while the ratio of accruing loans 90 days past due to total loans remained essentially static, and nonaccrual loans as a percentage of total loans increased from 1.11% at December 31, 2013 to 1.53% at December 31, 2014.

Historical losses are computed and incorporated to the calculation for the allowance for loan losses on the class level. On a total portfolio basis, the charge-off rate for the twelve months ended December 31, 2014 decreased 1 basis point to 0.27% from 0.28% for the twelve months ended December 31, 2013. Class balances as a percentage of total loans are evaluated to determine growth areas. Classes that increased were construction loans other, investor-owned residential real estate, multifamily residential real estate loans, commercial and industrial loans, public sector and IDA, and other consumer loans. High risk loans, defined by the Company to be junior lien mortgages, interest only loans and loans with high loan-to-value ratios, were examined. The percentage of high-risk loans as a percentage of total loans decreased slightly from December 31, 2013.

Economic factors were analyzed to determine their impact on the credit risk of the loan portfolio. From December 31, 2013 to December 31, 2014, positive signs were decreases in unemployment, business bankruptcy rates and the inventory of existing homes on the market, while the average personal bankruptcy rate and residential vacancy rate were found to have increased. Management’s analysis of the loan portfolio and pertinent economic conditions resulted in a determination of the allowance for loan losses for collectively-evaluated loans of $7,981 at December 31, 2014, up from $7,603 at December 31, 2013. As of December 31, 2014, the unallocated portion of the reserve was $48, and at December 31, 2013 the unallocated reserve was $285. Individually-evaluated impaired loans are valued using the appraised value of the underlying collateral or the present value of cash flows for each loan. Valuation procedures for impaired loans resulted in a required reserve for impaired loans of $282 at December 31, 2014 and $624 at December 31, 2013. The total required reserves of $8,263 at December 31, 2014, $8,227 as of December 31, 2013 and $8,349 as of December 31, 2012 indicated provision charges for loan losses of $1,641 for the twelve months ended December 31, 2014, $1,531 for the twelve months ended December 31, 2013 and $3,134 for the twelve months ended December 31, 2012.

B. Allocation of the Allowance for Loan Losses

The allowance for loan losses has been allocated according to the amount deemed necessary to provide for anticipated losses within the categories of loans for the years indicated as follows:

	December 31, 2014			**2013**			**2012**			**2011**			**2010**		
	Allowance Amount	**Percent of Loans in Each Category to Total Loans**		**Allowance Amount**	**Percent of Loans in Each Category to Total Loans**		**Allowance Amount**	**Percent of Loans in Each Category to Total Loans**		**Allowance Amount**	**Percent of Loans in Each Category to Total Loans**		**Allowance Amount**	**Percent of Loans in Each Category to Total Loans**	
Real estate construction	**$612**	**7.52**	**%**	$863	7.70	%	$1,070	8.48	%	$1,079	8.23	%	$1,087	8.00	%
Consumer real estate	**1,662**	**24.25**	**%**	1,697	24.39	%	2,263	24.15	%	1,245	25.49	%	1,052	26.57	%
	3,537	**51.25**	**%**	3,685	52.17	%	3,442	51.31	%	3,515	51.44	%	3,461	50.78	%

Commercial real estate															
Commercial non real estate	**1,475**	**5.51**	**%**	989	5.24	%	959	6.30	%	1,473	6.59	%	1,089	6.50	%
Public sector and IDA	**327**	**6.82**	**%**	132	5.74	%	142	4.41	%	232	2.64	%	259	2.17	%
Consumer non real estate	**602**	**4.65**	**%**	576	4.76	%	424	5.35	%	403	5.61	%	587	5.98	%
Unallocated	**48**			285			49			121			129		
	$8,263	**100.00**	**%**	$8,227	100.00	%	$8,349	100.00	%	$8,068	100.00	%	$7,664	100.00	%

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An analysis of the allowance for loan losses by impairment basis follows:

	December 31, 2014	2013	2012
Impaired loans	**$15,121**	$12,985	$18,456
Allowance related to impaired loans	**282**	624	554
Allowance to impaired loans	**1.87 %**	4.81 %	3.00 %
Non-impaired loans	**591,198**	583,610	574,659
Allowance related to non-impaired loans	**7,981**	7,603	7,795
Allowance to non-impaired loans	**1.35 %**	1.30 %	1.36 %
Total loans	**606,319**	596,595	593,115
Less: unearned income and deferred fees	**(853)**	(905)	(953)
Loans, net of unearned income and deferred fees	**605,466**	595,690	592,162
Allowance for loan losses, total	**8,263**	8,227	8,349
Allowance as a percentage of loans, net of unearned	**1.36 %**	1.38 %	1.41 %

The allowance percentage for impaired loans was 1.87%, 4.81% and 3.00% as of December 31, 2014, 2013 and 2012 respectively. The ratio is subject to fluctuation because impaired loans are individually evaluated. The amount of the individual impaired loan balance that exceeds the fair value is accrued in the allowance for loan losses.

The allowance percentage for non-impaired loans was 1.35%, 1.30% 1.36% as of December 31, 2014, 2013 and 2012 respectively. The allowance for non-impaired loans is determined by applying historical charge-off percentages, as well as additional accruals for internal and external credit risk factors to groups of non-impaired loans. The ratio increased from 2013 due to increases in nonaccrual loans and criticized loans, as well as the impact of economic factors previously discussed. The ratio decreased from 2012 to 2013 due to decreases in historical charge-off percentages, declines in past due loans and declines in nonaccrual loans.

Securities

The fair value of securities available for sale was $222,844, an increase of $41,132 or 22.64% from December 31, 2013. The amortized cost of securities held to maturity was $161,452 at December 31, 2014 and $163,983 at December 31, 2013, a decrease of $2,531 or 1.54%.

Additional information about securities available for sale and securities held to maturity can be found in Note 3 of the Notes to Consolidated Financial Statements.

The financial markets have experienced increased volatility and increased risk during the economic downturn and slow recovery. The risk in financial markets affects the Company in the same way that it affects other institutional and individual investors. The Company's investment portfolio includes corporate bonds. If, because of economic hardship, the corporate issuers were to default, there could be a delay in the payment of interest, or there could be a loss of principal and accrued interest. To date, there have been no defaults in any of the corporate bonds held in the portfolio. The Company's investment portfolio also contains a large percentage of municipal bonds. The recession and a slow recovery may negatively impact the ability of states and municipalities to make scheduled principal and interest payments on their outstanding indebtedness. If their income from taxes and other sources declines significantly because of the recession, states and municipalities could default on their bond obligations. The risk is at this point hypothetical, because there have been no defaults among the municipal bonds in the Company's investment portfolio.

In making investment decisions, management follows internal policy guidelines that help to limit risk by specifying parameters for both security quality and industry and geographic concentrations. Management regularly monitors the quality of the investment portfolio and tracks changes in financial markets. The value of individual securities will be written down if a decline in fair value is considered to be other than temporary, given the totality of the circumstances.

Maturities and Associated Yields

The following table presents the maturities for securities available for sale and held to maturity at their carrying values as of December 31, 2014 and weighted average yield for each range of maturities.

$ in thousands, except percent data	**Maturities and Yields December 31, 2014**					
	< 1 Year	**1-5 Years**	**5-10 Years**	**> 10 Years**	**None**	**Total**
Available for Sale:						
U.S. Government agencies	**$---**	**$22,966**	**$25,694**	**$145,559**	**$---**	**$194,219**
	---	**1.40 %**	**2.39 %**	**3.18 %**	**---**	**2.87 %**
Mortgage-backed securities	**$89**	**$519**	**$184**	**$1,221**	**$---**	**$2,014**
	5.26 %	**5.04 %**	**5.46 %**	**5.27 %**	**---**	**5.22 %**
States and political subdivision – nontaxable (1)	**$807**	**$7,686**	**$3,270**	**$7,618**	**$---**	**$19,380**
	6.25 %	**5.66 %**	**5.79 %**	**5.82 %**	**---**	**5.77 %**
Corporate	**$1,003**	**$---**	**$1,007**	**$5,093**	**$---**	**$7,104**
	5.10 %	**---**	**2.48 %**	**4.15 %**	**---**	**4.05 %**
Other securities	**$---**	**$---**	**$---**	**$---**	**$128**	**$127**
	---	**---**	**---**	**---**	**---**	**---**
Total	**$1,899**	**$31,171**	**$30,155**	**$159,491**	**$128**	**$222,844**
	5.60 %	**2.51 %**	**2.78 %**	**3.35 %**	**---**	**3.17 %**
Restricted stock:						
Restricted stock	**$---**	**$---**	**$---**	**$---**	**$1,089**	**$1,089**
	---	**---**	**---**	**---**	**4.50 %**	**4.50 %**
Held to Maturity:						
U.S. Government agencies	**$---**	**$---**	**$7,990**	**$10,933**	**$---**	**$18,922**
	---	**---**	**2.99 %**	**3.21 %**	**---**	**3.12 %**
Mortgage-backed securities	**$---**	**$204**	**$210**	**$---**	**$---**	**$415**
	---	**5.45 %**	**5.76 %**	**---**	**---**	**5.61 %**
States and political subdivision – nontaxable (1)	**$1,637**	**$4,535**	**$14,897**	**$119,633**	**$---**	**$140,702**
	9.15 %	**5.79 %**	**5.28 %**	**5.39 %**	**---**	**5.43 %**
Corporate	**$---**	**$452**	**$961**	**$---**	**$---**	**$1,413**
	---	**5.10 %**	**2.40 %**	**---**	**---**	**3.26 %**
Total	**$1,637**	**$5,191**	**$24,058**	**$130,566**	**$---**	**$161,452**
	9.15 %	**5.72 %**	**4.41 %**	**5.21 %**	**---**	**5.14 %**

(1) Rates shown represent weighted average yield on a fully taxable basis.

The majority of mortgage-backed securities and collateralized mortgage obligations held at December 31, 2014 were backed by U.S. agencies. Certain holdings are required to be periodically subjected to the Federal Financial Institution Examination Council's (FFIEC) high risk mortgage security test. These tests address possible fluctuations in the average life and variances caused by the change in rate times the change in volume that have been allocated to rate and volume changes proportional to the relationship of the absolute dollar amounts of the change in each. Except for U.S. Government securities, the Company has no securities with any issuer that exceeds 10% of stockholders' equity.

Deposits

Total deposits increased by $22,392, or 2.33%, from $960,036 at December 31, 2013 to $982,428 at December 31, 2014. Total deposits grew $13,270, or 1.40%, from $946,766 at December 31, 2012 to December 31, 2013. A portion of the increase in both 2014 and 2013 is attributable to a higher level of municipal deposits. The increases in total deposits for 2014 and 2013 were internally generated and not the result of acquisitions.

A. Average Amounts of Deposits and Average Rates Paid

Average amounts and average rates paid on deposit categories are presented below:

	Year Ended December 31,								
	2014			**2013**			**2012**		
	Average Amounts	**Average Rates Paid**		**Average Amounts**	**Average Rates Paid**		**Average Amounts**	**Average Rates Paid**	
Noninterest-bearing demand deposits	**$146,532**	**---**		$141,445	---		$141,269	---	
Interest-bearing demand deposits	**501,956**	**0.67**	**%**	459,340	0.82	%	420,947	0.99	%
Savings deposits	**78,778**	**0.04**	**%**	72,783	0.05	%	64,973	0.06	%
Time deposits	**230,418**	**0.64**	**%**	259,914	0.84	%	298,797	1.23	%
Average total deposits	**$957,684**	**0.60**	**%**	$933,482	0.75	%	$925,986	1.01	%

B. Time Deposits of $250 or More

The following table sets forth time certificates of deposit and other time deposits of $250 or more:

	December 31, 2014				
	3 Months or Less	**Over 3 Months Through 6 Months**	**Over 6 Months Through 12 Months**	**Over 12 Months**	**Total**
Total time deposits of $250 or more	**$7,718**	**$ 4,949**	**$ 6,100**	**$ 4,421**	**$23,188**

Derivatives and Market Risk Exposures

The Company is not a party to derivative financial instruments with off-balance sheet risks such as futures, forwards, swaps, and options. The Company is a party to financial instruments with off-balance sheet risks such as commitments to extend credit, standby letters of credit, and recourse obligations in the normal course of business to meet the financing needs of its customers. See Note 14, of Notes to Consolidated Financial Statements for additional information relating to financial instruments with off-balance sheet risk. Management does not plan any future involvement in high risk derivative products. The Company has investments in mortgage-backed securities, principally GNMA's and FNMA's, with a fair value of approximately $2,480. See Note 3 of Notes to Consolidated Financial Statements for additional information relating to securities.

The Company's securities and loans are subject to credit and interest rate risk, and its deposits are subject to interest rate risk. Management considers credit risk when a loan is granted and monitors credit risk after the loan is granted. The Company maintains an allowance for loan losses to absorb losses in the collection of its loans. See Note 5 of Notes to Consolidated Financial Statements for information relating to the allowance for loan losses. See Note 15 of Notes to Consolidated Financial Statements for information relating to concentrations of credit risk. The Company has an asset/liability program to manage its interest rate risk. This program provides management with information related to the rate sensitivity of certain assets and liabilities and the effect of changing rates on profitability and capital accounts.

The effects of changing interest rates are primarily managed through adjustments to the loan portfolio and deposit base, to the extent competitive factors allow. The investment portfolio is generally longer term. Adjustments for asset and liability management concerns are addressed when securities are called or mature and funds are subsequently reinvested. Securities may be sold for reasons related to credit quality or regulatory limitations, and in limited circumstances, securities available for sale have been disposed of for interest rate risks management. No trading activity for this purpose is planned in the foreseeable future, though it does remain an option.

While the asset/liability planning program is designed to protect the Company over the long term, it does not provide near-term protection from interest rate shocks, as interest rate sensitive assets and liabilities do not by their nature move up or down in tandem in response to changes in the overall rate environment. The Company's profitability in the near term may be temporarily negatively affected in a period of rapidly rising or rapidly falling rates, because it takes some time for the Company to change its rates to adjust to a new interest rate environment. See Note 16 of Notes to Consolidated Financial Statements for information relating to fair value of financial instruments and comments concerning interest rate sensitivity.

Liquidity

Liquidity measures the Company's ability to meet its financial commitments at a reasonable cost. Demands on the Company's liquidity include funding additional loan demand and accepting withdrawals of existing deposits. The Company has diverse liquidity sources, including customer and purchased deposits, customer repayments of loan principal and interest, sales, calls and maturities of securities, Federal Reserve discount window borrowing, short-term borrowing, and Federal Home Loan Bank advances. At December 31, 2014, the bank did not have discount window borrowings, short-term borrowings, or FHLB advances. To assure that short-term borrowing is readily available, the Company tests accessibility annually.

Liquidity from securities is restricted by accounting and business considerations. The securities portfolio is segregated into available-for-sale and held-to-maturity. The Company considers only securities designated available-for-sale for typical liquidity needs. Further, portions of the securities portfolio are pledged to meet state requirements for public funds deposits. Discount window borrowings also require pledged securities. Increased/decreased liquidity from public funds deposits or discount window borrowings results in increased/decreased liquidity from pledging requirements. The Company monitors public funds pledging requirements and unpledged available-for-sale securities accessible for liquidity needs.

Regulatory capital levels determine the Company's ability to use purchased deposits and the Federal Reserve discount window. At December 31, 2014, the Company is considered well capitalized and does not have any restrictions on purchased deposits or borrowing ability at the Federal Reserve discount window.

The Company monitors factors that may increase its liquidity needs. Some of these factors include deposit trends, large depositor activity, maturing deposit promotions, interest rate sensitivity, maturity and repricing timing gaps between assets and liabilities, the level of unfunded loan commitments and loan growth. At December 31, 2014, the Company's liquidity is sufficient to meet projected trends in these areas.

To monitor and estimate liquidity levels, the Company performs stress testing under varying assumptions on credit sensitive liabilities and the sources and amounts of balance sheet and external liquidity available to replace outflows. The Company's Contingency Funding Plan sets forth avenues for rectifying liquidity shortfalls. At December 31, 2014, the analysis indicated adequate liquidity under the tested scenarios.

The Company utilizes several other strategies to maintain sufficient liquidity. Loan and deposit growth are managed to keep the loan to deposit ratio within the Company's own policy range of 65% to 75%. At December 31, 2014, the loan to deposit ratio was 61.63%, slightly below policy levels. The investment strategy takes into consideration the term of the investment, and securities in the available for sale portfolio are laddered based upon projected funding needs.

In the normal course of business, we enter into certain contractual obligations, including obligations to make future payments on lease arrangements, contractual commitments with depositors, and service contracts. The table below presents our significant contractual obligations as of December 31, 2014, except for pension and other postretirement benefit plans, which are included in Note 8, "Employee Benefit Plans," to the Consolidated Financial Statements in this Form 10-K.

Payments Due by Period

	Total	Less Than 1 Year	1-3 Years	4-5 Years	More Than 5 Years
Time deposits	**$216,746**	**$107,049**	**$78,057**	**$31,540**	**100**
Purchase obligations (1)	**4,241**	**2,250**	**1,860**	**131**	**---**
Operating leases	**1,249**	**275**	**511**	**440**	**23**
Total	**$222,236**	**$109,574**	**$80,428**	**$32,111**	**$ 123**

(1) Includes contracts with a minimum annual payment of $100

As of December 31, 2014, the Company was not aware of any other known trends, events or uncertainties that have or are reasonably likely to have a material impact on our liquidity. As of December 31, 2014, the Company has no material commitments or long-term debt for capital expenditures

Recent Accounting Pronouncements

See Note 1 of Notes to Consolidated Financial Statements for information relating to recent accounting pronouncements.

Capital Resources

Total stockholders' equity at December 31, 2014 was $166,303, an increase of $20,411, or 13.99%, from the $145,892 at December 31, 2013. The largest component of 2014 stockholders' equity was retained earnings of $163,287, which included net income of $16,914, offset by dividends of $7,853. Stock options exercised in 2014 provided $58.

Total stockholders' equity decreased by $4,217 or 2.81%, from $150,109 on December 31, 2012 to $145,892 on December 31, 2013. A decline in accumulated other comprehensive income due to unrealized losses on securities available for sale accounted for the decrease in total stockholders' equity in 2013.

The Tier I and Tier II risk-based capital ratios at December 31, 2014 were 23.69% and 24.88%, respectively. Capital ratios are significantly above the regulatory minimum requirements of 4% for Tier I and 8% for Tier II. The Tier I and Tier II risk-based capital ratios at December 31, 2013 were 22.4% and 23.6%, respectively.

Off-Balance Sheet Arrangements

The Company's off-balance sheet arrangements at December 31, 2014 are detailed in the table below.

	Payments Due by Period				
	Total	**Less Than 1 Year**	**1-3 Years**	**4-5 Years**	**More Than 5 Years**
Commitments to extend credit	**$144,578**	**$144,578**	**$ ---**	**$ ---**	**$ ---**
Standby letters of credit	**14,677**	**14,677**	**---**	**---**	**---**
Mortgage loans with potential recourse	**10,089**	**10,089**	**---**	**---**	**---**
Operating leases	**1,249**	**275**	**511**	**440**	**23**
Total	**$170,593**	**$169,619**	**$ 511**	**$ 440**	**$ 23**

In the normal course of business the Company's banking affiliate extends lines of credit to its customers. Amounts drawn upon these lines vary at any given time depending on the business needs of the customers.

Standby letters of credit are also issued to the bank's customers. There are two types of standby letters of credit. The first is a guarantee of payment to facilitate customer purchases. The second type is a performance letter of credit that guarantees a payment if the customer fails to perform a specific obligation. Revenue from these letters was approximately $44 in 2014.

While it would be possible for customers to draw in full on approved lines of credit and letters of credit, historically this has not occurred. In the event of a sudden and substantial draw on these lines, the Company has its own lines of credit from which it can draw funds. A sale of loans or investments would also be an option.

The Company sells mortgages on the secondary market for which there are recourse agreements should the borrower default. The mortgages originated must meet strict underwriting and documentation requirements for the sale to be completed. The Company estimates a potential loss reserve for recourse provisions. The amount is not material as of December 31, 2014. To date, no recourse provisions have been invoked.

Operating leases are for buildings used in the Company's day-to-day operations.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

Information about market risk is set forth above in the "Interest Rate Sensitivity" and "Derivatives and Market Risk Exposure" sections of the Management's Discussion and Analysis.

Item 8. Financial Statements and Supplementary Data

Consolidated Balance Sheets

	December 31,	
$ in thousands, except share and per share data	**2014**	**2013**
Assets		
Cash and due from banks	**$12,894**	$13,283
Interest-bearing deposits	**102,548**	98,066
Securities available for sale, at fair value	**222,844**	181,712
Securities held to maturity (fair value approximates $167,703 at December 31, 2014 and $159,337 at December 31, 2013)	**161,452**	163,983
Restricted stock	**1,089**	1,414
Mortgage loans held for sale	**291**	1,276
Loans:		
Real estate construction loans	**45,562**	45,925
Consumer real estate loans	**147,039**	145,499
Commercial real estate loans	**310,762**	311,266
Commercial non real estate loans	**33,413**	31,262
Public sector and IDA loans	**41,361**	34,220
Consumer non real estate loans	**28,182**	28,423
Total loans	**606,319**	596,595
Less unearned income and deferred fees	**(853)**	(905)
Loans, net of unearned income and deferred fees	**605,466**	595,690
Less allowance for loan losses	**(8,263)**	(8,227)
Loans, net	**597,203**	587,463
Premises and equipment, net	**9,131**	9,951
Accrued interest receivable	**5,748**	5,949
Other real estate owned, net	**4,744**	4,712
Intangible assets and goodwill	**7,223**	8,299
Bank-owned life insurance (BOLI)	**21,797**	21,181
Other assets	**7,767**	13,341
Total assets	**$1,154,731**	$1,110,630
Liabilities and Stockholders' Equity		
Noninterest-bearing demand deposits	**$150,744**	$142,645
Interest-bearing demand deposits	**533,641**	501,541
Savings deposits	**81,297**	74,141
Time deposits	**216,746**	241,709
Total deposits	**982,428**	960,036
Accrued interest payable	**68**	92
Other liabilities	**5,932**	4,610
Total liabilities	**988,428**	964,738
Commitments and contingencies	**---**	---
Stockholders' equity:		
Preferred stock, no par value, 5,000,000 shares authorized; none issued and outstanding	**---**	---
	8,688	8,685

Common stock of $1.25 par value. Authorized 10,000,000 shares; issued and outstanding, 6,950,474 shares in 2014 and 6,947,974 in 2013		
Retained earnings	**163,287**	154,171
Accumulated other comprehensive loss, net	**(5,672)**	(16,964)
Total stockholders' equity	**166,303**	145,892
Total liabilities and stockholders' equity	**$1,154,731**	$1,110,630

The accompanying notes are an integral part of these consolidated financial statements.

Consolidated Statements of Income

	Years ended December 31,		
$ in thousands, except share and per share data	**2014**	**2013**	**2012**
Interest Income			
Interest and fees on loans	**$31,217**	$32,819	$35,354
Interest on interest-bearing deposits	**262**	213	240
Interest on securities – taxable	**6,798**	6,585	6,460
Interest on securities – nontaxable	**5,826**	6,388	6,463
Total interest income	**44,103**	46,005	48,517
Interest Expense			
Interest on deposits	**4,899**	5,955	7,887
Total interest expense	**4,899**	5,955	7,887
Net interest income	**39,204**	40,050	40,630
Provision for loan losses	**1,641**	1,531	3,134
Net interest income after provision for loan losses	**37,563**	38,519	37,496
Noninterest Income			
Service charges on deposit accounts	**2,434**	2,563	2,594
Other service charges and fees	**187**	225	243
Credit card fees	**3,631**	3,330	3,278
Trust income	**1,213**	1,150	1,313
BOLI income	**711**	739	814
Other income	**868**	997	669
Realized securities gains (losses), net	**2**	(46)	60
Total noninterest income	**9,046**	8,958	8,971
Noninterest Expense			
Salaries and employee benefits	**11,691**	11,978	12,005
Occupancy, furniture and fixtures	**1,722**	1,616	1,589
Data processing and ATM	**1,643**	1,700	1,593
FDIC assessment	**533**	554	475
Credit card processing	**2,593**	2,546	2,442
Intangible assets amortization	**1,075**	1,078	1,083
Net costs of other real estate owned	**369**	296	208
Franchise taxes	**1,182**	1,083	901
Other operating expenses	**3,709**	3,519	3,179
Total noninterest expense	**24,517**	24,370	23,475
Income before income taxes	**22,092**	23,107	22,992
Income tax expense	**5,178**	5,317	5,245
Net income	**$16,914**	$17,790	$17,747
Basic net income per common share	**$2.43**	$2.56	$2.56
Fully diluted net income per common share	**$2.43**	$2.55	$2.55

The accompanying notes are an integral part of these consolidated financial statements.

Consolidated Statements of Comprehensive Income

$ in thousands, except share and per share data	Years ended December 31, 2014	2013	2012
Net Income	**$16,914**	$17,790	$17,747
Other Comprehensive Income (Loss), Net of Tax			
Unrealized holding gains (losses) on available for sale securities net of taxes of $6,693 in 2014, ($8,665) in 2013 and ($323) in 2012	**12,430**	(16,091)	(569)
Reclassification adjustment for (gains) losses included in net income, net of taxes of ($1) in 2014, $19 in 2013 and ($16) in 2012	**(1)**	33	(30)
Net pension gain (losses) arising during the period, net of taxes of ($574) in 2014, $1,022 in 2013, and ($405) in 2012	**(1,066)**	1,898	(752)
Less amortization of prior service cost included in net periodic pension cost, net of taxes of ($39) in 2014, ($35) in 2013, and ($35) in 2012	**(71)**	(66)	(66)
Other comprehensive income (loss), net of taxes of $6,079 in 2014, ($7,659) in 2013 and ($779) in 2012	**11,292**	(14,226)	(1,417)
Total Comprehensive Income	**$28,206**	$3,564	$16,330

See accompanying notes to consolidated financial statements.

Consolidated Statements of Changes in Stockholders' Equity

$ in thousands, except share and per share data	Common Stock	Retained Earnings	Accumulated Other Comprehensive (Loss)	Total
Balance at December 31, 2011	$ 8,675	$ 133,945	$ (1,321)	$ 141,299
Net income	---	17,747	---	17,747
Other comprehensive loss, net of tax of ($779)	---	---	(1,417)	(1,417)
Cash dividend ($1.10 per share)	---	(7,639)	---	(7,639)
Exercise of stock options	10	109	---	119
Balance at December 31, 2012	$ 8,685	$ 144,162	$ (2,738)	$ 150,109
Net income	---	17,790	---	17,790
Other comprehensive loss, net of tax of ($7,659)	---	---	(14,226)	(14,226)
Cash dividend ($1.12 per share)	---	(7,781)	---	(7,781)
Balance at December 31, 2013	$ 8,685	$ 154,171	$ (16,964)	$ 145,892
Net income	---	16,914	---	16,914
Other comprehensive income, net of tax of $6,079	---	---	11,292	11,292
Cash dividend ($1.13 per share)	---	(7,853)	---	(7,853)
Exercise stock options	3	55	---	58
Balance at December 31, 2014	**$ 8,688**	**$ 163,287**	**$ (5,672)**	**$ 166,303**

The accompanying notes are an integral part of these consolidated financial statements.

Consolidated Statements of Cash Flows

$ in thousands, except share and per share data	**Years Ended December 31, 2014**	**2013**	**2012**
Cash Flows from Operating Activities			
Net income	**$16,914**	$17,790	$17,747
Adjustment to reconcile net income to net cash provided by operating activities:			
Provision for loan losses	**1,641**	1,531	3,134
Deferred income tax expense	**73**	64	204
Depreciation of premises and equipment	**732**	726	764
Amortization of intangibles	**1,075**	1,078	1,083
Amortization of premiums and accretion of discounts, net	**138**	171	224
(Gains) losses on disposal of fixed assets	**94**	(11)	(3)
Gains on calls of securities available for sale, net	**(2)**	52	(46)
Gains on calls of securities held to maturity, net	**---**	(6)	(15)
(Gains) losses and writedowns on other real estate owned	**129**	99	(14)
Income on investment in BOLI	**(616)**	(658)	---
Originations of mortgage loans held for sale	**(9,104)**	(16,737)	(22,747)
Sales of mortgage loans held for sale	**10,089**	18,257	22,574
Net change in:			
Accrued interest receivable	**201**	298	57
Other assets	**(574)**	1,760	(8)
Accrued interest payable	**(24)**	(47)	(67)
Other liabilities	**(428)**	83	(175)
Net cash provided by operating activities	**20,338**	24,450	22,712
Cash Flows from Investing Activities			
Net change in interest-bearing deposits	**(4,482)**	(781)	1,634
Proceeds from repayments of mortgage-backed securities	**902**	1,745	3,160
Proceeds from calls and maturities of securities available for sale	**11,088**	63,886	151,175
Proceeds from calls and maturities of securities held to maturity	**8,677**	9,738	30,942
Purchases of securities available for sale	**(33,905)**	(83,996)	(171,577)
Purchases of securities held to maturity	**(6,381)**	(13,484)	(47,803)
Net change in restricted stock	**325**	275	(24)
Purchases of loan participations	**(200)**	(900)	(2,082)
Collections of loan participations	**1,539**	152	1,988
Loan originations and principal collections, net	**(13,880)**	(8,830)	(8,182)
Proceeds from disposal of other real estate owned	**744**	854	1,699
Recoveries on loans charged off	**255**	167	100
Additions to premises and equipment	**(459)**	(276)	(769)
Proceeds from sale of premises and equipment	**453**	11	---
Net cash used in investing activities	**(35,324)**	(31,439)	(39,739)
Cash Flows from Financing Activities			
Net change in time deposits	**(24,963)**	(36,029)	(33,333)
Net change in other deposits	**47,355**	49,299	60,766

Cash dividends paid	**(7,853)**	(7,781)	(7,639)
Stock options exercised	**58**	---	119
Net cash provided by financing activities	**14,597**	5,489	19,913
Net change in cash and due from banks	**(389)**	(1,500)	2,886
Cash and due from banks at beginning of year	**13,283**	14,783	11,897
Cash and due from banks at end of year	**$12,894**	$13,283	$14,783
Supplemental Disclosures of Cash Flow Information			
Interest paid on deposits and borrowed funds	**$4,923**	$6,002	$7,954
Income taxes paid	**5,282**	5,145	4,930
Supplemental Disclosures of Noncash Activities			
Loans charged against the allowance for loan losses	**$1,860**	$1,820	$2,953
Loans transferred to other real estate owned	**905**	4,230	1,631
Unrealized gains (losses) on securities available for sale	**19,121**	(24,704)	(922)
Minimum pension liability adjustment	**1,750**	2,819	(1,258)

The accompanying notes are an integral part of these consolidated financial statements.

Notes to Consolidated Financial Statements

$ in thousands, except share data and per share data

Note 1: Summary of Significant Accounting Policies

The consolidated financial statements include the accounts of National Bankshares, Inc. (Bankshares) and its wholly-owned subsidiaries, the National Bank of Blacksburg (NBB), and National Bankshares Financial Services, Inc. (NBFS), (the Company). All significant intercompany balances and transactions have been eliminated in consolidation.

The accounting and reporting policies of the Company conform to accounting principles generally accepted in the United States of America and to general practices within the banking industry. The following is a summary of the more significant accounting policies.

Subsequent events have been considered through the date when the Form 10-K was issued.

Cash and Cash Equivalents

For purposes of the consolidated statements of cash flows, cash and cash equivalents include cash and due from banks.

Interest-Bearing Deposits

The Company invests over-night funds in interest-bearing deposits at other banks, including the Federal Home Loan Bank, the Federal Reserve, and other entities. As such, interest-bearing deposits are carried at cost.

Securities

Certain debt securities that management has the positive intent and ability to hold to maturity are classified as "held to maturity" and recorded at amortized cost. Trading securities are recorded at fair value with changes in fair value included in earnings. Securities not classified as held to maturity or trading, including equity securities with readily determinable fair values, are classified as "available for sale" and recorded at fair value, with unrealized gains and losses excluded from earnings and reported in other comprehensive income. Purchase premiums and discounts are recognized in interest income using the interest method over the terms of the securities. Gains and losses on the sale of securities are recorded on the trade date and are determined using the specific identification method.

The Company follows the accounting guidance related to recognition and presentation of other-than-temporary impairment. The guidance specifies that if (a) an entity does not have the intent to sell a debt security prior to recovery and (b) it is more likely than not that the entity will not have to sell the debt security prior to recovery, the security would not be considered other-than-temporarily impaired, unless there is a credit loss. When criteria (a) and (b) are met, the entity will recognize the credit component of an other-than-temporary impairment of a debt security in earnings and the remaining portion in other comprehensive income. For held-to-maturity debt securities, the amount of an other-than-temporary impairment recorded in other comprehensive income for the noncredit portion of a previous other-than-temporary impairment is amortized prospectively over the remaining life of the security on the basis of the timing of future estimated cash flows of the security.

For equity securities, when the Company has decided to sell an impaired available-for-sale security and the Company does not expect the fair value of the security to fully recover before the expected time of sale, the security is deemed other-than-temporarily impaired in the period in which the decision to sell is made. The Company recognizes an impairment loss when the impairment is deemed other than temporary even if a decision to sell has not been made.

Loans Held for Sale

Loans originated and intended for sale in the secondary market are carried at the lower of cost or estimated fair value on an individual loan basis. Net unrealized losses, if any, are recognized through a valuation allowance by charges to income. Loans held for sale are sold with the mortgage servicing rights released by the Company.

Loans

The Company, through its banking subsidiary, provides mortgage, commercial, and consumer loans to customers. A substantial portion of the loan portfolio is represented by mortgage loans, particularly commercial mortgages. The ability of the Company’s debtors to honor their contracts is dependent upon the real estate and general economic conditions in the Company’s market area.

The Company’s loans are grouped into six segments: real estate construction, consumer real estate, commercial real estate, commercial non real estate, public sector and IDA, and consumer non real estate. Each segment is subject to certain risks that influence the establishment of pricing, loan structures, approval requirements, reserves, and ongoing credit management.

Real estate construction loans are subject to general risks from changing commercial building and housing market trends and economic conditions that may impact demand for completed properties and the costs of completion. Completed properties that do not sell or become leased within originally expected timeframes may impact the borrower’s ability to service the debt. These risks are measured by market-area unemployment rates, bankruptcy rates, housing and commercial building market trends, and interest rates. Risks specific to the borrower are also evaluated, including previous repayment history, debt service ability, and current and projected loan-to value ratios for the collateral.

The credit quality of consumer real estate is subject to risks associated with the borrower's repayment ability and collateral value, measured generally by analyzing local unemployment and bankruptcy trends, and local housing market trends and interest rates. Risks specific to a borrower are determined by previous repayment history, loan-to-value ratios and debt-to-income ratios.

The commercial real estate segment includes loans secured by multifamily residential real estate, commercial real estate occupied by the owner/borrower, and commercial real estate leased to non-owners. Loans in the commercial real estate segment are impacted by economic risks from changing commercial real estate markets, rental markets for multi-family housing and commercial buildings, business bankruptcy rates, local unemployment and interest rate trends that would impact the businesses housed by the commercial real estate.

Commercial non real estate loans are secured by collateral other than real estate, or are unsecured. Credit risk for commercial non real estate loans is subject to economic conditions, generally monitored by local business bankruptcy trends, interest rates, and borrower repayment ability and collateral value (if secured).

Public sector and IDA loans are extended to municipalities and related entities. Credit risk is based upon the entity's ability to repay through either a direct obligation or assignment of specific revenues from an enterprise or other economic activity, and interest rate trends.

Consumer non real estate includes credit cards, automobile and other consumer loans. Credit cards and certain other consumer loans are unsecured, while collateral is obtained for automobile loans and other consumer loans. Credit risk stems primarily from the borrower's ability to repay. If the loan is secured, the company analyzes loan-to value ratios. All consumer non real estate loans are analyzed for debt-to-income ratios and previous credit history, as well as for general risks for the portfolio, including local unemployment, personal bankruptcy rates and interest rates.

Risks from delinquency trends and characteristics such as second-lien position and interest-only status, as well as historical charge-off rates, are analyzed for all segments.

Loans that management has the intent and ability to hold for the foreseeable future, or until maturity or payoff, generally are reported at their outstanding unpaid principal balances adjusted for the allowance for loan losses and any deferred fees or costs on originated loans. Interest income is accrued on the unpaid principal balance. Loan origination fees, net of certain direct origination costs, are deferred and recognized as an adjustment of the related loan yield using the interest method.

The Company considers multiple factors when determining whether to discontinue accrual of interest on individual loans. Generally loans are placed in nonaccrual status when collection of interest and/or full principal is considered doubtful. Interest accrual is discontinued at the time a commercial real estate loan or commercial non-real estate loan is 90 days delinquent unless the credit is well secured and in the process of collection. Loans within all loan classes that are not restructured but that are impaired and have an associated impairment loss are placed on nonaccrual unless the borrower is paying as agreed. Restructured loans within all classes that allow the borrower to discontinue payments of principal or interest for more than 90 days are placed on nonaccrual unless the modification provides reasonable assurance of repayment performance and collateral value supports regular underwriting requirements. Restructured loans within all classes that maintain current status for at least six months may be returned to accrual status.

All interest accrued but not collected for loans of all classes that are placed on nonaccrual or for loans charged off is reversed against interest income. Any interest payments received on nonaccrual loans of all classes are credited to the principal balance of the loan. Loans of all classes that have been designated nonaccrual are returned to accrual status when all the principal and interest amounts contractually due are current; future payments are reasonably assured; and for loans that financed the sale of OREO property, loan-to-value thresholds are met. The Company reviews nonaccrual loans on an individual loan basis to determine whether future payments are reasonably assured. In order for this criteria to be satisfied, the Company's evaluation must determine that the underlying cause of the original delinquency or weakness that indicated nonaccrual status has been resolved, such as receipt of new guarantees, increased cash flows that cover the debt service or other resolution.

A loan is considered past due when a payment of principal and/or interest is due but not paid. Credit card payments not received within 30 days after the statement date, real estate loan payments not received within the payment cycle; and all other non-real estate secured loans for which payment is not made within the required payment cycle are considered 30 days past due. Management closely monitors past due loans in timeframes of 30-89 days past due and 90 or more days past due.

Allowance for Loan Losses

The allowance for loan losses represents management's estimate of probable losses inherent in the Company's loan portfolio. A provision for estimated losses is charged to earnings to establish and maintain the allowance for loan losses at a level reflective of the estimated credit risk. When management determines that a loan balance or portion of a loan balance is not collectible, the loss is charged against the allowance. Subsequent recoveries, if any, are credited to the allowance.

Management evaluates the allowance each quarter through a methodology that estimates losses on individual impaired loans and evaluates the effect of numerous factors on the credit risk of groups of homogeneous loans.

Specific allowances are established for individually-evaluated impaired loans based on the excess of the loan balance relative to the fair value of the loan. Impaired loans are designated as such when current information indicates that it is probable that the Company will be unable to collect principal or interest according to the contractual terms of the loan agreement. Loan relationships exceeding $250,000 in nonaccrual status or that are significantly past due, or for which a credit review identified weaknesses that indicate principal and interest will not be collected according to the loan terms, as well as all loans modified in a troubled debt restructuring, are designated impaired. This policy is applicable to all loan classes.

Fair value of impaired loans is estimated in one of three ways: (1) the estimated fair value (less selling costs) of the underlying collateral, (2) the present value of the loan's expected future cash flows, or (3) the loan's observable market value. The amount of recorded investment (unpaid principal net of any interest payments made by the borrower during the nonaccrual period and net of any partial charge-offs, accrued interest and deferred fees and costs) in an impaired loan that exceeds the fair value is accrued as estimated loss in the allowance. Impaired loans for which collection of interest or principal is in doubt are placed in nonaccrual status.

General allowances are established for collectively-evaluated loans. Collectively-evaluated loans are grouped into classes based on similar characteristics. Factors considered in determining general allowances include net charge-off trends, internal risk ratings, delinquency and nonperforming rates, product mix, underwriting practices, industry trends and economic trends.

The Company's charge-off policy meets or is more stringent than the minimum standards required by regulators. When available information confirms that a specific loan or a portion thereof, within any loan class, is uncollectible the amount is charged off against the allowance for loan losses. Additionally, losses on consumer real estate and consumer non-real estate loans are typically charged off no later than when the loans are 120-180 days past due, and losses on loans secured by residential real estate or by commercial real estate are charged off by the time the loans reach 180 days past due, in compliance with regulatory guidelines. Accordingly, secured loans may be charged down to the estimated value of the collateral, with previously accrued unpaid interest reversed. Subsequent charge-offs may be required as a result of changes in the market value of collateral or other repayment prospects.

Troubled Debt Restructurings ("TDRs")

In situations where, for economic or legal reasons related to a borrower's financial condition, management grants a concession to the borrower that it would not otherwise consider, the related loan is classified as a troubled debt restructuring (TDR). These modified terms may include reduction of the interest rate, extension of the maturity date at an interest rate lower than the current market rate for a new loan with similar risk, forgiveness of principal or accrued interest or other actions intended to minimize the economic loss. TDR loans are individually measured for impairment.

Rate Lock Commitments

The Company enters into commitments to originate mortgage loans in which the interest rate on the loan is determined prior to funding (rate lock commitments). Rate lock commitments on mortgage loans that are intended to be sold are considered to be derivatives. The period of time between issuance of a loan commitment and closing and sale of the loan generally ranges from 30 to 60 days. The Company protects itself from changes in interest rates through the use of best efforts forward delivery commitments, by committing to sell a loan at the time the borrower commits to an interest rate with the intent that the buyer has assumed interest rate risk on the loan. As a result, the Company is not exposed to losses nor will it realize significant gains related to its rate lock commitments due to changes in interest rates. The correlation between the rate lock commitments and the best efforts contracts is very high due to their similarity.

The market value of rate lock commitments and best efforts contracts is not readily ascertainable with precision because rate lock commitments and best effort contracts are not actively traded in stand-alone markets. The Company determines the fair value of rate lock commitments and best efforts contracts by measuring the changes in the value of the underlying assets while taking into consideration the probability that the rate lock commitments will close. Because of the high correlation between rate lock commitments and best efforts contracts, no gain or loss occurs on the rate lock commitments.

Premises and Equipment

Land is carried at cost. Premises and equipment are stated at cost, net of accumulated depreciation. Depreciation is charged to expense over the estimated useful lives of the assets on the straight-line basis. Depreciable lives include 40 years for premises, 3-10 years for furniture and equipment, and 3 years for computer software. Costs of maintenance and repairs are charged to expense as incurred and improvements are capitalized.

Other Real Estate Owned

Real estate acquired through, or in lieu of, foreclosure is held for sale and is initially recorded at fair value less cost to sell at the date of foreclosure, establishing a new cost basis. Subsequent to foreclosure, valuations are periodically performed by management and the assets are carried at the lower of carrying amount or fair value less cost to sell. Revenue and expenses from operations and changes in the valuation allowance are included in other operating expenses.

Intangible Assets and Goodwill

The Company records as goodwill the excess of purchase price over the fair value of the identifiable net assets acquired. Impairment testing is performed annually, as well as when an event triggering impairment may have occurred. The Company performs its annual analysis as of September 30 of each fiscal year. Accounting guidance permits preliminary assessment of qualitative factors to determine whether more substantial impairment testing is required. The Company chose to bypass the preliminary assessment and utilized a two-step process for impairment testing of goodwill. The first step tests for impairment, while the second step, if necessary, measures the impairment. No indicators of impairment were identified during the years ended December 31, 2014, 2013 and 2012.

Intangible assets include customer deposit intangibles. Such intangible assets are amortized on a straight-line basis over their estimated useful lives, which are generally ten to twelve years.

Goodwill is subject to at least an annual assessment for impairment by applying a fair value based test. The Company performs impairment testing in the fourth quarter. Accounting guidance provides the option of performing preliminary assessment of qualitative factors before performing more substantial testing for impairment. The Company opted not to perform the preliminary assessment. The Company's goodwill impairment analysis considered three valuation techniques appropriate to the measurement. The first technique uses the Company's market capitalization as an estimate of fair value; the second technique estimates fair value using current market pricing multiples for companies comparable to NBI; while the third technique uses current market pricing multiples for change-of-control transactions involving companies comparable to NBI. Each measure indicated that the Company's fair value exceeded its book value, validating that goodwill is not impaired.

Certain key judgments were used in the valuation measurement. Goodwill is held by the Company's bank subsidiary. The bank subsidiary is 100% owned by the Company, and no market capitalization is available. Because most of the Company's assets are comprised of the subsidiary bank's equity, the Company's market capitalization was used to estimate the Bank's market capitalization. Other judgments include the assumption that the companies and transactions used as comparables for the second and third technique were appropriate to the estimate of the Company's fair value, and that the comparable multiples are appropriate indicators of fair value, and compliant with accounting guidance.

Acquired intangible assets (such as core deposit intangibles) are recognized separately from goodwill if the benefit of the asset can be sold, transferred, licensed, rented, or exchanged, and amortized over its useful life. The Company amortizes intangible assets arising from branch transactions over their useful life. Core deposit intangibles are subject to a recoverability test based on undiscounted cash flows, and to the impairment recognition and measurement provisions required for other long-lived assets held and used. The impairment testing showed that the expected cash flows of the intangible assets exceeded the carrying value.

Stock-Based Compensation

The Company's 1999 Stock Option Plan terminated on March 9, 2009. Incentive stock options, all of which are now vested, were granted in the early years of the Plan. The Company recognized the cost of employment services received in exchange for awards of equity instruments based on the fair value of those awards on the date of grant. Compensation cost was recognized over the award's required service period, which was the vesting period.

Pension Plan

The Company recognizes the overfunded or underfunded status of a defined benefit postretirement plan as an asset or liability in its statement of financial position and recognizes changes in that funded status in the year in which the changes occur through comprehensive income. The funded status of a benefit plan is measured as the difference between plan assets at fair value and the projected benefit obligation.

Income Taxes

Income tax accounting guidance results in two components of income tax expense: current and deferred. Current income tax expense reflects taxes to be paid or refunded for the current period by applying the provisions of the enacted tax law to the taxable income or excess of deductions over revenues. The Company determines deferred income taxes using the liability (or balance sheet) method. Under this method, the net deferred tax asset or liability is based on the tax effects of the differences between the book and tax bases of assets and liabilities, and enacted changes in tax rates and laws are recognized in the period in which they occur.

Deferred income tax expense results from changes in deferred tax assets and liabilities between periods. Deferred tax assets are recognized if it is more likely than not, based on the technical merits, that the tax position will be realized or sustained upon examination. The term more likely than not means a likelihood of more than 50 percent; the terms examined and upon examination also include resolution of the related appeals or litigation processes, if any. A tax position that meets the more-likely-than-not recognition threshold is initially and subsequently measured as the largest amount of tax benefit that has a greater than 50 percent likelihood of being realized upon settlement with a taxing authority that has full knowledge of all relevant information. The determination of whether or not a tax position has met the more-likely-than-not recognition threshold considers the facts, circumstances, and information available at the reporting date and is subject to management’s judgment. Deferred tax assets are reduced by a valuation allowance if, based on the weight of evidence available, it is more likely than not that some portion or all of a deferred tax asset will not be realized.

The Company recognizes interest and penalties on income taxes as a component of income tax expense.

Trust Assets and Income

Assets (other than cash deposits) held by the Trust Department in a fiduciary or agency capacity for customers are not included in the consolidated financial statements since such items are not assets of the Company. Trust income is recognized on the accrual basis.

Earnings Per Common Share

Basic earnings per common share represents income available to common stockholders divided by the weighted-average number of common shares outstanding during the period. Diluted earnings per common share reflects additional common shares that would have been outstanding if dilutive potential common shares had been issued, as well as any adjustment to income that would result from the assumed issuance. Potential common shares that may be issued by the Company relate solely to outstanding stock options and are determined using the treasury stock method.

The following shows the weighted average number of shares used in computing earnings per common share and the effect on the weighted average number of shares of dilutive potential common stock.

	2014	**2013**	**2012**
Average number of common shares outstanding	**6,948,789**	6,947,974	6,942,411
Effect of dilutive options	**10,345**	20,419	17,456
Average number of common shares outstanding used to calculate diluted earnings per common share	**6,959,134**	6,968,393	6,959,867

The computation of diluted net income per common share excludes shares for stock options that would be anti-dilutive. There were no anti-dilutive shares in 2014, 2013 or 2012.

Loss Contingencies

Loss contingencies, including claims and legal actions arising in the ordinary course of business are recorded as liabilities when the likelihood of loss is probable and reasonable estimated. Management does not believe there are such matters that will have a material effect on the financial statements.

Advertising

The Company practices the policy of charging advertising costs to expenses as incurred. In 2014, the Company charged $174 to expenses, and in 2013, $194 and in 2012, $169 was expensed.

Use of Estimates

In preparing consolidated financial statements in conformity with accounting principles generally accepted in the United States of America, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the date of the consolidated balance sheet and reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Material estimates that are particularly susceptible to significant change in the near term relate to the determination of the allowance for loan losses, the valuation of foreclosed real estate and deferred tax assets, other-than-temporary impairments of securities, evaluation of impairment of goodwill and other intangibles, and pension obligations.

Changing economic conditions, adverse economic prospects for borrowers, as well as regulatory agency action as a result of examination, could cause NBB to recognize additions to the allowance for loan losses and may also affect the valuation of real estate acquired in connection with foreclosures or in satisfaction of loans.

Certain reclassifications have been made to prior period balances to conform to the current year provisions.

Recent Accounting Pronouncements

In January 2014, the FASB issued ASU 2014-01, “Investments—Equity Method and Joint Ventures (Topic 323): Accounting for Investments in Qualified Affordable Housing Projects (a consensus of the FASB Emerging Issues Task Force).” The amendments in this ASU permit reporting entities to make an accounting policy election to account for their investments in qualified affordable housing projects using the proportional amortization method if certain conditions are met. Under the proportional amortization method, an entity amortizes the initial cost of the investment in proportion to the tax credits and other tax benefits received and recognizes the net investment performance in the income statement as a component of income tax expense (benefit). The amendments in this ASU should be applied retrospectively to all periods presented. A reporting entity that uses the effective yield method to account for its investments in qualified affordable housing projects before the date of adoption may continue to apply the effective yield method for those preexisting investments. The amendments in this ASU are effective for public business entities for annual periods and interim reporting periods within those annual periods, beginning after December 15, 2014. Early adoption is permitted. The Company is currently assessing the impact that ASU 2014-01 will have on its consolidated financial statements.

In January 2014, the FASB issued ASU 2014-04, "Receivables—Troubled Debt Restructurings by Creditors (Subtopic 310-40): Reclassification of Residential Real Estate Collateralized Consumer Mortgage Loans upon Foreclosure (a consensus of the FASB Emerging Issues Task Force)." The amendments in this ASU clarify that an in substance repossession or foreclosure occurs, and a creditor is considered to have received physical possession of residential real estate property collateralizing a consumer mortgage loan, upon either (1) the creditor obtaining legal title to the residential real estate property upon completion of a foreclosure or (2) the borrower conveying all interest in the residential real estate property to the creditor to satisfy that loan through completion of a deed in lieu of foreclosure or through a similar legal agreement. Additionally, the amendments require interim and annual disclosure of both (1) the amount of foreclosed residential real estate property held by the creditor and (2) the recorded investment in consumer mortgage loans collateralized by residential real estate property that are in the process of foreclosure according to local requirements of the applicable jurisdiction. The amendments in this ASU are effective for public business entities for annual periods, and interim periods within those annual periods, beginning after December 15, 2014. The Company is currently assessing the impact that ASU 2014-04 will have on its consolidated financial statements.

In June 2014, the FASB issued ASU No. 2014-09, "Revenue from Contracts with Customers: Topic 606." This ASU applies to any entity using U.S. GAAP that either enters into contracts with customers to transfer goods or services or enters into contracts for the transfer of nonfinancial assets unless those contracts are within the scope of other standards. The guidance supersedes the revenue recognition requirements in Topic 605, "Revenue Recognition, most industry-specific guidance, and some cost guidance included in Subtopic 605-35, "Revenue Recognition—Construction-Type and Production-Type Contracts." The core principle of the guidance is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. To be in alignment with the core principle, an entity must apply a five step process including: identification of the contract(s) with a customer, identification of performance obligations in the contract(s), determination of the transaction price, allocation of the transaction price to the performance obligations, and recognition of revenue when (or as) the entity satisfies a performance obligation. Additionally, the existing requirements for the recognition of a gain or loss on the transfer of nonfinancial assets that are not in a contract with a customer have also been amended to be consistent with the guidance on recognition and measurement. The amendments in this ASU are effective for annual reporting periods beginning after December 15, 2016, including interim periods within that reporting period. Early adoption is not permitted. The Company is currently assessing the impact that ASU 2014-09 will have on its consolidated financial statements.

In June 2014, the FASB issued ASU No. 2014-11, "Transfers and Servicing (Topic 860): Repurchase-to-Maturity Transactions, Repurchase Financings, and Disclosures." This ASU aligns the accounting for repurchase-to-maturity transactions and repurchase agreements executed as a repurchase financing with the accounting for other typical repurchase agreements. The new guidance eliminates sale accounting for repurchase-to-maturity transactions and supersedes the guidance under which a transfer of a financial asset and a contemporaneous repurchase financing could be accounted for on a combined basis as a forward agreement. The amendments in the ASU also require a new disclosure for transactions economically similar to repurchase agreements in which the transferor retains substantially all of the exposure to the economic return on the transferred financial assets throughout the term of the transaction. Additional disclosures will be required for the nature of collateral pledged in repurchase agreements and similar transactions accounted for as secured borrowings. The amendments in this ASU are effective for the first interim or annual period beginning after December 15, 2014; however, the disclosure for transactions accounted for as secured borrowings is required to be presented for annual periods beginning after December 15, 2014, and interim periods beginning after March 15, 2015. Early adoption is not permitted. The Company is currently assessing the impact that ASU 2014-11 will have on its consolidated financial statements.

In June 2014, the FASB issued ASU No. 2014-12, "Compensation – Stock Compensation (Topic 718): Accounting for Share-Based Payments When the Terms of an Award Provide That a Performance Target Could Be Achieved after the Requisite Service Period." The new guidance applies to reporting entities that grant employees share-based payments in which the terms of the award allow a performance target to be achieved after the requisite service period. The amendments in the ASU require that a performance target that affects vesting and that could be achieved after the requisite service period be treated as a performance condition. Existing guidance in "Compensation – Stock Compensation (Topic 718)," should be applied to account for these types of awards. The amendments in this ASU are effective for annual periods and interim periods within those annual periods beginning after December 15, 2015. Early adoption is permitted and reporting entities may choose to apply the amendments in the ASU either on a prospective or retrospective basis. The Company is currently assessing the impact that ASU 2014-12 will have on its consolidated financial statements.

In August 2014, the FASB issued ASU No. 2014-14, "Receivables – Troubled Debt Restructurings by Creditors (Subtopic 310-40): Classification of Certain Government-Guaranteed Mortgage Loans upon Foreclosure." The amendments in this ASU apply to creditors that hold government-guaranteed mortgage loans and are intended to eliminate the diversity in practice related to the classification of these guaranteed loans upon foreclosure. The new guidance stipulates that a mortgage loan be derecognized and a separate other receivable be recognized upon foreclosure if (1) the loan has a government guarantee that is not separable from the loan prior to foreclosure, (2) at the time of foreclosure, the creditor has the intent to convey the real estate property to the guarantor and make a claim on the guarantee, and the creditor has the ability to recover under that claim, and (3) at the time of foreclosure, any amount of the claim that is determined on the basis of the fair value of the real estate is fixed. Upon foreclosure, the other receivable should be measured on the amount of the loan balance (principal and interest) expected to be recovered from the guarantor. The amendments in this ASU are effective for annual periods and interim periods within those annual periods beginning after December 15, 2014. Entities may adopt the amendments on a prospective basis or modified retrospective basis as of the beginning of the annual period of adoption; however, the entity must apply the same method of transition as elected under ASU 2014-04. Early adoption is permitted provided the entity has already adopted ASU 2014-04. The Company is currently assessing the impact that ASU 2014-14 will have on its consolidated financial statements.

In August 2014, the FASB issued ASU No. 2014-15, “Presentation of Financial Statements – Going Concern (Subtopic 205-40): Disclosure of Uncertainties about an Entity’s Ability to Continue as a Going Concern.” This update is intended to provide guidance about management’s responsibility to evaluate whether there is substantial doubt about an entity’s ability to continue as a going concern and to provide related footnote disclosures. Management is required under the new guidance to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the entity’s ability to continue as a going concern within one year after the date the financial statements are issued when preparing financial statements for each interim and annual reporting period. If conditions or events are identified, the ASU specifies the process that must be followed by management and also clarifies the timing and content of going concern footnote disclosures in order to reduce diversity in practice. The amendments in this ASU are effective for annual periods and interim periods within those annual periods beginning after December 15, 2016. Early adoption is permitted. The Company does not expect the adoption of ASU 2014-15 to have a material impact on its consolidated financial statements.

In November 2014, the FASB issued ASU No. 2014-16, “Derivatives and Hedging (Topic 815): Determining Whether the Host Contract in a Hybrid Financial Instrument Issued in the Form of a Share Is More Akin to Debt or to Equity.” The amendments in ASU do not change the current criteria in U.S. GAAP for determining when separation of certain embedded derivative features in a hybrid financial instrument is required. The amendments clarify how current U.S. GAAP should be interpreted in evaluating the economic characteristics and risks of a host contract in a hybrid financial instrument that is issued in the form of a share. Specifically, the amendments clarify that an entity should consider all relevant terms and features, including the embedded derivative feature being evaluated for bifurcation, in evaluating the nature of the host contract. Furthermore, the amendments clarify that no single term or feature would necessarily determine the economic characteristics and risks of the host contract. Rather, the nature of the host contract depends upon the economic characteristics and risks of the entire hybrid financial instrument. The amendments in this ASU also clarify that, in evaluating the nature of a host contract, an entity should assess the substance of the relevant terms and features (i.e., the relative strength of the debt-like or equity-like terms and features given the facts and circumstances) when considering how to weight those terms and features. The amendments in this ASU are effective for public business entities for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2015. Early adoption, including adoption in an interim period, is permitted. The Company does not expect the adoption of ASU 2014-16 to have a material impact on its consolidated financial statements.

In November 2014, the FASB issued ASU No. 2014-17, “Business Combinations (Topic 805): Pushdown Accounting.” The amendments in ASU provide an acquired entity with an option to apply pushdown accounting in its separate financial statements upon occurrence of an event in which an acquirer obtains control of the acquired entity. An acquired entity may elect the option to apply pushdown accounting in the reporting period in which the change-in-control event occurs. An acquired entity should determine whether to elect to apply pushdown accounting for each individual change-in-control event in which an acquirer obtains control of the acquired entity. If pushdown accounting is not applied in the reporting period in which the change-in-control event occurs, an acquired entity will have the option to elect to apply pushdown accounting in a subsequent reporting period to the acquired entity’s most recent change-in-control event. An election to apply pushdown accounting in a reporting period after the reporting period in which the change-in-control event occurred should be considered a change in accounting principle in accordance with Topic 250, Accounting Changes and Error Corrections. If pushdown accounting is applied to an individual change-in-control event, that election is irrevocable. The amendments in this ASU are effective on November 18, 2014. After the effective date, an acquired entity can make an election to apply the guidance to future change-in-control events or to its most recent change-in-control event. However, if the financial statements for the period in which the most recent change-in-control event occurred already have been issued or made available to be issued, the application of this guidance would be a change in accounting principle. The Company does not expect the adoption of ASU 2014-17 to have a material impact on its consolidated financial statements.

In January 2015, the FASB issued ASU No. 2015-01, “Income Statement—Extraordinary and Unusual Items (Subtopic 225-20): Simplifying Income Statement Presentation by Eliminating the Concept of Extraordinary Items.” The amendments in this ASU eliminate from U.S. GAAP the concept of extraordinary items. Subtopic 225-20, Income Statement - Extraordinary and Unusual Items, required that an entity separately classify, present, and disclose extraordinary events and transactions. Presently, an event or transaction is presumed to be an ordinary and usual activity of the reporting entity unless evidence clearly supports its classification as an extraordinary item. If an event or transaction meets the criteria for extraordinary classification, an entity is required to segregate the extraordinary item from the results of ordinary operations and show the item separately in the income statement, net of tax, after income from continuing operations. The entity also is required to disclose applicable income taxes and either present or disclose earnings-per-share data applicable to the extraordinary item. The amendments in this ASU are effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2015. Early adoption is permitted provided that the guidance is applied from the beginning of the fiscal year of adoption. The Company does not expect the adoption of ASU 2015-01 to have a material impact on its consolidated financial statements.

Note 2: Restriction on Cash

The Company's subsidiary bank is a member of the Federal Reserve System. The Federal Reserve does not require member banks to hold an average balance in order to purchase services from the Federal Reserve.

Note 3: Securities

The amortized cost and fair value of securities available for sale, with gross unrealized gains and losses, follows:

Available for sale:	**December 31, 2014** Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
U.S. Government agencies and corporations	**197,740**	**973**	**4,494**	**194,219**
States and political subdivisions	**18,529**	**851**	**---**	**19,380**
Mortgage-backed securities	**1,830**	**184**	**---**	**2,014**
Corporate debt securities	**6,991**	**140**	**27**	**7,104**
Other securities	**189**	**---**	**62**	**127**
Total securities available for sale	**$225,279**	**$ 2,148**	**$ 4,583**	**$222,844**

Available for sale:	**December 31, 2013** Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
U.S. Government agencies and corporations	169,818	199	22,163	147,854
States and political subdivisions	22,830	746	120	23,456
Mortgage-backed securities	2,627	213	----	2,840
Corporate debt securities	7,804	97	506	7,395
Other securities	189	---	22	167
Total securities available for sale	$203,268	$ 1,255	$ 22,811	$181,712

The amortized cost and fair value of single maturity securities available for sale at December 31, 2014, by contractual maturity, are shown below. Expected maturities may differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties. Mortgage-backed securities included in these totals are categorized by final maturity at December 31, 2014.

	December 31, 2014	
	Amortized Cost	Fair Value
Due in one year or less	**$1,864**	**$1,899**
Due after one year through five years	**30,930**	**31,171**
Due after five years through ten years	**30,161**	**30,156**
Due after ten years	**162,135**	**159,491**
No maturity	**189**	**127**
	$225,279	**$222,844**

The Company holds restricted stock with the Federal Home Loan Bank and the Federal Reserve. Required ownership amounts are determined by the correspondent banks and the Company purchases stock from or sells stock back to the correspondents based on their calculations. The stock is held by member institutions only and is not actively traded. The Company held restricted stock of $1,089 as of December 31, 2014 and $1,414 as of December 31, 2013.

The amortized cost and fair value of securities held to maturity, with gross unrealized gains and losses, follows:

	December 31, 2014			
Held to maturity:	**Amortized Cost**	**Gross Unrealized Gains**	**Gross Unrealized Losses**	**Fair Value**
U.S. Government agencies and corporations	**$18,922**	**$ 350**	**$ 245**	**$19,027**
States and political subdivisions	**140,702**	**6,823**	**727**	**146,798**
Mortgage-backed securities	**415**	**51**	**---**	**466**
Corporate debt securities	**1,413**	**1**	**2**	**1,412**
Total securities held to maturity	**$161,452**	**$ 7,225**	**$ 974**	**$167,703**

	December 31, 2013			
Held to maturity:	**Amortized Cost**	**Gross Unrealized Gains**	**Gross Unrealized Losses**	**Fair Value**
U.S. Government agencies and corporations	$13,973	$ 280	$ 1,448	$12,805
States and political subdivisions	149,490	2,971	6,502	145,959
Mortgage-backed securities	520	53	---	573
Total securities held to maturity	$163,983	$ 3,304	$ 7,950	$159,337

The amortized cost and fair value of single maturity securities held to maturity at December 31, 2014, by contractual maturity, are shown below. Expected maturities may differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties. Mortgage-backed securities included in these totals are categorized by final maturity at December 31, 2014.

	December 31, 2014	
	Amortized Cost	**Fair Value**
Due in one year or less	**$1,637**	**$1,650**
Due after one year through five years	**4,987**	**5,262**
Due after five years through ten years	**24,052**	**25,181**
Due after ten years	**130,776**	**135,610**
	$161,452	**$167,703**

Information pertaining to securities with gross unrealized losses at December 31, 2014 and 2013 aggregated by investment category and length of time that individual securities have been in a continuous loss position, follows:

	December 31, 2014			
	Less Than 12 Months		12 Months or More	
	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss
U. S. Government agencies and corporations	**$6,964**	**$ 30**	**$156,149**	**$ 4,709**
State and political subdivisions	**1,222**	**35**	**19,818**	**692**
Corporate debt securities	**450**	**2**	**1,948**	**27**
Other securities	**---**	**---**	**127**	**62**
Total temporarily impaired securities	**$8,636**	**$ 67**	**$178,042**	**$ 5,490**

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	December 31, 2013			
	Less Than 12 Months		12 Months or More	
	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss
U. S. Government agencies and corporations	$138,324	$ 20,400	$15,796	$ 3,211
State and political subdivisions	58,013	6,131	2,697	491
Corporate debt securities	5,511	506	---	---
Other securities	167	22	---	---
Total temporarily impaired securities	$202,015	$ 27,059	$18,493	$ 3,702

At December 31, 2014, the Company had 205 securities with a fair value of $186,678 which had total unrealized losses of $5,557. The Company has made the determination that these securities are temporarily impaired at December 31, 2014 for the following reasons:

U.S. Government agencies and corporations. The unrealized losses in this category of investments were caused by interest rate fluctuations. The contractual terms of the investments do not permit the issuer to settle the securities at a price less than the cost basis of each investment. Because the Company does not intend to sell any of the investments and the accounting standard of "more likely than not" has not been met for the Company to be required to sell any of these investments before recovery of its amortized cost basis, which may be maturity, the Company does not consider these investments to be other-than-temporarily impaired.

State and political subdivisions. This category's unrealized losses are primarily the result of interest rate fluctuations and also a certain few ratings downgrades brought about by the impact of the economic downturn on states and political subdivisions. The securities remain investment grade and the Company's analysis did not indicate the existence of a credit loss. The contractual terms of the investments do not permit the issuer to settle the securities at a price less than the cost basis of each investment. Because the Company does not intend to sell any of the investments and the accounting standard of "more likely than not" has not been met for the Company to be required to sell any of the investments before recovery of its amortized cost basis, which may be maturity, the Company does not consider these investments to be other-than-temporarily impaired.

Corporate debt securities. The Company's unrealized losses in corporate debt securities are related to both interest rate fluctuations and ratings downgrades for a limited number of securities. The securities remain investment grade and the Company's analysis did not indicate the existence of a credit loss. The contractual terms of the investments do not permit the issuer to settle the securities at a price less than the cost basis of each investment. Because the Company does not intend to sell any of the investments before recovery of its amortized cost basis, which may be maturity, the Company does not consider these investments to be other-than-temporarily impaired.

Other. The Company holds an investment in a small amount of community bank stock. The value of the investment has been negatively affected by market conditions. Because the Company does not intend to sell the investment before recovery of amortized cost basis, the Company does not consider these investments to be other-than-temporarily impaired.

At December 31, 2013, the Company had 286 securities with a fair value of $220,508 which were temporarily impaired. The total unrealized loss on these securities, which was attributed to interest rate fluctuations, was $30,761. Because the Company had the ability and intent to hold the securities until maturity or until the cost was recovered, the losses associated with the securities were not considered other than temporary at December 31, 2013.

At December 31, 2014 and 2013, securities with a carrying value of $157,951 and $139,873, respectively, were pledged to secure trust deposits and for other purposes as required or permitted by law.

As a member of the Federal Reserve and the Federal Home Loan Bank ("FHLB") of Atlanta, NBB is required to maintain certain minimum investments in the common stock of those entities. Required levels of investment are based upon NBB's capital and a percentage of qualifying assets. In addition, NBB is eligible to borrow from the FHLB with borrowings collateralized by qualifying assets, primarily residential mortgage loans totaling approximately $437,847, and NBB's capital stock investment in the FHLB. Redemption of FHLB stock is subject to certain limitations and conditions. At its discretion, the FHLB may declare dividends on the stock. Management reviews for impairment based upon the ultimate recoverability of the cost basis in the FHLB stock.

Note 4: Related Party Transactions

In the ordinary course of business, the Company, through its banking subsidiary, has granted loans to executive officers and directors of Bankshares and its subsidiaries amounting to $2,708 at December 31, 2014 and $2,913 at December 31, 2013. During the year ended December 31, 2014, total principal additions were $1,766 and principal payments were $1,971.

Note 5: Allowance for Loan Losses, Nonperforming Assets and Impaired Loans

The allowance for loan losses methodology incorporates individual evaluation of impaired loans and collective evaluation of groups of non-impaired loans. The Company performs ongoing analysis of the loan portfolio to determine credit quality and to identify impaired loans. Credit quality is rated based on the loan's payment history, the borrower's current financial situation and value of the underlying collateral.

Impaired loans are those loans that have been modified in a troubled debt restructure ("TDR" or "restructure") and larger, non-homogeneous loans that are in nonaccrual or exhibit payment history or financial status that indicate the probability that collection will not occur according to the loan's terms. Generally, impaired loans are given risk ratings that indicate higher risk, such as "classified" or "other assets especially mentioned." Impaired loans are individually evaluated to determine appropriate reserves and are measured at the lower of the invested amount or the fair market value.

Troubled debt restructurings impact the estimation of the appropriate level of the allowance for loan losses. If the restructuring included forgiveness of a portion of principal or accrued interest, the charge-off is included in the historical charge-off rates applied to the collective evaluation methodology. Further, restructured loans are individually evaluated for impairment, with amounts below fair value accrued in the allowance for loan losses. TDRs that experience a payment default are examined to determine whether the default indicates collateral dependency or cash flows below those that were included in the fair value measurement. TDRs, as well as all impaired loans, that are determined to be collateral dependent are charged down to fair value. Deficiencies indicated by impairment measurements for TDRs that are not collateral dependent may be accrued in the allowance for loan losses or charged off if deemed uncollectible.

The Company evaluated characteristics in the loan portfolio and determined major segments and smaller classes within each segment. These characteristics include collateral type, repayment sources, and (if applicable) the borrower's business model. The methodology for calculating reserves for collectively-evaluated loans is applied at the class level.

Portfolio Segments and Classes

Beginning January 1, 2013, the Company segregated certain loans that were included within the classes of the Residential Real Estate segment, including Equity lines, Residential closed-end first liens and Residential closed-end junior liens. The loans segregated in 2013 are secured by residential real estate collateral that is owned by investors and for which the primary repayment source is rental income. The new class in the Residential Real Estate segment allows the Company to address credit risks characteristic of investor-owned residential real estate. Segregating the investor-owned residential real estate did not have a significant impact on the calculation of the allowance for loan losses. Consistent with accounting guidance, prior periods have not been restated and are shown as originally published using the segments and classes in effect for the period.

The segments and classes used in determining the allowance for loan losses, beginning in 2013 are as follows.

Real Estate Construction	Commercial Non Real Estate
Construction, residential	Commercial and Industrial

Construction, other	
	Public Sector and IDA
Consumer Real Estate	Public sector and IDA
Equity lines	
Residential closed-end first liens	Consumer Non Real Estate
Residential closed-end junior liens	Credit cards
Investor-owned residential real estate	Automobile
	Other consumer loans
Commercial Real Estate	
Multifamily real estate	
Commercial real estate, owner-occupied	
Commercial real estate, other	

Historical Loss Rates

The Company's allowance methodology for collectively-evaluated loans applies historical loss rates by class to current class balances as part of the process of determining required reserves. Class loss rates are calculated as the net charge-offs for the class as a percentage of average class balance. The annualized current-year loss rate is averaged with that of prior periods to obtain the historical loss rate. Prior to the first quarter of 2013, one historical loss rate for each class was calculated and applied to current class balance to obtain the allocation for historical loss rates.

Beginning with the first quarter of 2013, two loss rates for each class are calculated: total net charge-offs for the class as a percentage of average class loan balance ("class loss rate"), and total net charge-offs for the class as a percentage of average classified loans in the class ("classified loss rate"). Classified loans are those with risk ratings of "substandard" or lower. Net charge-offs in both calculations include charge-offs and recoveries of classified and non-classified loans as well as those associated with impaired loans. Class historical loss rates are applied to non-classified loan balances at the reporting date, and classified historical loss rates are applied to classified balances at the reporting date. Consistent with accounting guidance, prior periods have not been restated and are shown as originally published using the methodology in effect for the period.

Risk Factors

In addition to historical loss rates, risk factors pertinent to each class are analyzed to estimate reserves for collectively-evaluated loans. Factors include changes in national and local economic and business conditions, the nature and volume of classes within the portfolio, loan quality and loan officers' experience. Prior to the first quarter of 2013, management also reviewed the Company's lending policies and loan review system to determine whether changes had occurred during the quarter that affected credit risk. Until the first quarter of 2013, no changes were found to affect credit risk and no additional allocations were applied. During the first quarter of 2013, the Company incorporated to the allowance methodology a factor for changes in the Company's lending policies and a factor for changes in the quality of the Company's loan review, and set standard allocations for associated risk. The addition of the factors formalized and standardized a practice already in place and did not have a significant impact on the calculation of the allowance for loan losses.

The analysis of certain factors results in standard allocations to all segments and classes. These factors include loan officers' average years of experience, the risk from changes in lending policies, the risk from changes in loan review, unemployment rates, bankruptcy rates, and competition. Factors analyzed for each class, with resultant allocations based upon the level of risk assessed for each class, include levels of past due loans, nonaccrual loans, current class balance as a percentage of total loans, and the percentage of high risk loans within the class. Additionally, factors specific to each segment are analyzed and result in allocations to the segment. Please refer to Note 1: Summary of Significant Accounting Policies for a discussion of risk factors pertinent to each class.

Factor allocations applied to each class are increased for loans rated special mention and increased to a greater extent for loans rated classified. The Company allocates additional reserves for "high risk" loans, determined to be junior lien mortgages, high loan-to-value loans and interest-only loans.

An analysis of the allowance for loan losses follows:

	Years ended December 31,		
	2014	**2013**	**2012**
Balance at beginning of year	**$8,227**	$8,349	$8,068
Loans charged off	**(1,860)**	(1,820)	(2,953)
Recoveries of loans previously charged off	**255**	167	100
Provision for loan losses	**1,641**	1,531	3,134
Balance at end of year	**$8,263**	$8,227	$8,349

A detailed analysis showing the allowance roll-forward by portfolio segment and related loan balance by segment follows:

Activity in the Allowance for Loan Losses by Segment for the year ended December 31, 2014

	Real Estate Construction	Consumer Real Estate	Commercial Real Estate	Commercial Non Real Estate	Public Sector and IDA	Consumer Non Real Estate	Unallocated	Total
Balance, December 31, 2013	**$863**	**$ 1,697**	**$ 3,685**	**$ 989**	**$ 132**	**$ 576**	**$ 285**	**$8,227**
Charge-offs	**(2)**	**(222)**	**(1,201)**	**(89)**	**---**	**(346)**	**---**	**(1,860)**
Recoveries	**---**	**---**	**50**	**132**	**---**	**73**	**---**	**255**
Provision for loan losses	**(249)**	**187**	**1,003**	**443**	**195**	**299**	**(237)**	**1,641**
Balance, December 31, 2014	**$612**	**$ 1,662**	**$ 3,537**	**$ 1,475**	**$ 327**	**$ 602**	**$ 48**	**$8,263**

Activity in the Allowance for Loan Losses by Segment for the year ended December 31, 2013

	Real Estate Construction	Consumer Real Estate	Commercial Real Estate	Commercial Non Real Estate	Public Sector and IDA	Consumer Non Real Estate	Unallocated	Total
Balance, December 31, 2012	$1,070	$ 2,263	$ 3,442	$ 959	$ 142	$ 424	$ 49	$8,349
Charge-offs	(184)	(256)	(64)	(968)	---	(348)	---	(1,820)
Recoveries	44	1	25	18	---	79	---	167
Provision for loan losses	(67)	(311)	282	980	(10)	421	236	1,531
Balance, December 31, 2013	$863	$ 1,697	$ 3,685	$ 989	$ 132	$ 576	$ 285	$8,227

Activity in the Allowance for Loan Losses by Segment for the year ended December 31, 2012

	Real Estate Construction	Consumer Real Estate	Commercial Real Estate	Commercial Non Real Estate	Public Sector and IDA	Consumer Non Real Estate	Unallocated	Total
Balance, December 31, 2011	$1,079	$ 1,245	$ 3,515	$ 1,473	$ 232	$ 403	$ 121	$8,068
Charge-offs	(640)	(370)	(1,589)	(109)	---	(245)	---	(2,953)
Recoveries	13	8	---	2	---	77	---	100
Provision for loan losses	618	1,380	1,516	(407)	(90)	189	(72)	3,134
Balance, December 31, 2012	$1,070	$ 2,263	$ 3,442	$ 959	$ 142	$ 424	$ 49	$8,349

Allowance for Loan Losses by Segment and Evaluation Method as of December 31, 2014

	Real Estate Construction	Consumer Real Estate	Commercial Real Estate	Commercial Non Real Estate	Public Sector and IDA	Consumer Non Real Estate	Unallocated	Total
Individually evaluated for impairment	**$---**	**$ 14**	**$ 258**	**$ 10**	**$ ---**	**$ ---**	**$ ---**	**$282**
Collectively evaluated for impairment	**612**	**1,648**	**3,279**	**1,465**	**327**	**602**	**48**	**7,981**
Total	**$612**	**$ 1,662**	**$ 3,537**	**$ 1,475**	**$ 327**	**$ 602**	**$ 48**	**$8,263**

Loans by Segment and Evaluation Method as of December 31, 2014

	Real Estate Construction	Consumer Real Estate	Commercial Real Estate	Commercial Non Real Estate	Public Sector and IDA	Consumer Non Real Estate	Unallocated	Total
Individually evaluated for impairment	**$---**	**$819**	**$ 13,624**	**$ 678**	**$---**	**$ ---**	**$ ---**	**$15,121**
Collectively evaluated for impairment	**45,562**	**146,220**	**297,138**	**32,735**	**41,361**	**28,182**	**---**	**591,198**
Total	**$45,562**	**$147,039**	**$ 310,762**	**$ 33,413**	**$41,361**	**$ 28,182**	**$ ---**	**$606,319**

Allowance for Loan Losses by Segment and Evaluation Method as of December 31, 2013

	Real Estate Construction	Consumer Real Estate	Commercial Real Estate	Commercial Non Real Estate	Public Sector and IDA	Consumer Non Real Estate	Unallocated	Total
	$---	$ 10	$ 610	$ 4	$ ---	$ ---	$ ---	$624

Individually evaluated for impairment								
Collectively evaluated for impairment	863	1,687	3,075	985	132	576	285	7,603
Total	$863	$ 1,697	$ 3,685	$ 989	$ 132	$ 576	$ 285	$8,227

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Loans by Segment and Evaluation Method as of December 31, 2013

	Real Estate Construction	Consumer Real Estate	Commercial Real Estate	Commercial Non Real Estate	Public Sector and IDA	Consumer Non Real Estate	Unallocated	Total
Individually evaluated for impairment	$---	$780	$12,079	$102	$---	$24	$ ---	$12,985
Collectively evaluated for impairment	45,925	144,719	299,187	31,160	34,220	28,399	---	583,610
Total	$45,925	$145,499	$311,266	$31,262	$34,220	$28,423	$ ---	$596,595

A summary of ratios for the allowance for loan losses follows:

	December 31, 2014	2013
Ratio of allowance for loan losses to the end of period loans, net of unearned income and deferred fees	**1.36%**	1.38%
Ratio of net charge-offs to average loans, net of unearned income and deferred fees	**0.27%**	0.28%

A summary of nonperforming assets follows:

	December 31, 2014	2013
Nonperforming assets:		
Nonaccrual loans	**$3,999**	$5,732
Restructured loans in nonaccrual	**5,288**	852
Total nonperforming loans	**9,287**	6,584
Other real estate owned, net	**4,744**	4,712
Total nonperforming assets	**$14,031**	$11,296
Ratio of nonperforming assets to loans, net of unearned income and deferred fees, plus other real estate owned	**2.30 %**	1.88 %
Ratio of allowance for loan losses to nonperforming loans[1]	**88.97 %**	124.95%

(1) The Company defines nonperforming loans as total nonaccrual and restructured loans that are nonaccrual. Loans 90 days past due and still accruing and accruing restructured loans are excluded.

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A summary of loans past due 90 days or more and impaired loans follows:

	December 31, 2014	December 31, 2013
Loans past due 90 days or more and still accruing	**$207**	$190
Ratio of loans past due 90 days or more and still accruing to loans, net of unearned income and deferred fees	**0.03 %**	0.03 %
Accruing restructured loans	**$6,040**	$6,191
Impaired loans:		
Impaired loans with no valuation allowance	**$7,615**	$10,372
Impaired loans with a valuation allowance	**7,506**	2,613
Total impaired loans	**15,121**	12,985
Valuation allowance	**(282)**	(624)
Impaired loans, net of allowance	**$14,839**	$12,361
Average recorded investment in impaired loans[1]	**$16,311**	$16,654
Income recognized on impaired loans, after designation as impaired	**$473**	$267
Amount of income recognized on a cash basis	**$---**	**$---**

(1) Recorded investment is net of charge-offs and interest paid while a loan is in nonaccrual status.

No interest income was recognized on nonaccrual loans for the years ended December 31, 2014, 2013 or 2012. Nonaccrual loans that meet the Company's balance thresholds are designated as impaired.

A detailed analysis of investment in impaired loans, associated reserves and interest income recognized, by loan class follows:

	Impaired Loans as of December 31, 2014				
	Principal Balance	**(A) Total Recorded Investment[1]**	**Recorded Investment[1] in (A) for Which There is No Related Allowance**	**Recorded Investment[1] in (A) for Which There is a Related Allowance**	**Related Allowance**
Consumer Real Estate[2]					
Residential closed-end first liens	**530**	**503**	**311**	**192**	**2**
Residential closed-end junior liens	**239**	**239**	---	**239**	**8**
Investor-owned residential real estate	**77**	**77**	**---**	**77**	**4**
Commercial Real Estate[2]					

Multifamily real estate	**2,911**	**2,735**	**868**	**1,866**	**170**
Commercial real estate, owner occupied	**4,919**	**4,821**	**3,314**	**1,508**	**74**
Commercial real estate, other	**6,080**	**6,068**	**3,072**	**2,996**	**14**
Commercial Non Real Estate[(2)]					
Commercial and Industrial	**678**	**678**	**50**	**628**	**10**
Total	**$15,434**	**$ 15,121**	**$ 7,615**	**$ 7,506**	**$ 282**

	Impaired Loans as of December 31, 2013				
	Principal Balance	(A) Total Recorded Investment(1)	Recorded Investment(1) in (A) for Which There is No Related Allowance	Recorded Investment(1) in (A) for Which There is a Related Allowance	Related Allowance
Consumer Real Estate(2)					
Residential closed-end first liens	440	442	232	210	3
Residential closed-end junior liens	259	261	---	261	7
Investor-owned residential real estate	81	82	82	---	---
Commercial Real Estate(2)					
Multifamily real estate	3,278	3,274	3,274	---	---
Commercial real estate, owner occupied	5,643	5,645	3,864	1,781	610
Commercial real estate, other	3,158	3,158	3,158	---	---
Commercial Non Real Estate(2)					
Commercial and Industrial	102	103	1	102	4
Consumer Non Real Estate(2)					
Automobile	24	24	24	---	---
Total	$ 12,985	$ 12,989	$ 10,635	$ 2,354	$ 624

(1) Recorded investment is net of charge-offs and interest paid while a loan is in nonaccrual status.
(2) Only classes with impaired loans are shown.

	Average Investment and Interest Income for Impaired Loans For the Year Ended December 31, 2014	
	Average Recorded Investment(1)	Interest Income Recognized
Consumer Real Estate(2)		
Residential closed-end first liens	**555**	**31**
Residential closed-end junior liens	**249**	**16**
Investor-owned residential real estate	**77**	**5**
Commercial Real Estate(2)		
Multifamily real estate	**2,773**	**---**
Commercial real estate, owner occupied	**5,836**	**203**

Commercial real estate, other	**6,114**	**175**
Commercial Non Real Estate[(2)]		
Commercial and Industrial	**707**	**43**
Total	**$16,311**	**$ 473**

(1) Recorded investment is net of charge-offs and interest paid while a loan is in nonaccrual status.

(2) Only classes with impaired loans are shown.

	Average Investment and Interest Income for Impaired Loans	
	For the Year Ended	
	December 31, 2013	
	Average Recorded Investment[1]	Interest Income Recognized
Real Estate Construction[2]		
Construction, residential	$40	$ ---
Construction, other	2,885	---
Consumer Real Estate[2]		
Residential closed-end first liens	364	3
Residential closed-end junior liens	280	9
Investor-owned residential real estate	131	6
Commercial Real Estate[2]		
Multifamily real estate	4,172	---
Commercial real estate, owner occupied	5,265	136
Commercial real estate, other	3,369	110
Commercial Non Real Estate[2]		
Commercial and Industrial	117	3
Consumer Non Real Estate[2]		
Automobile	31	---
Total	$16,654	$ 267

(1) Recorded investment is net of charge-offs and interest paid while a loan is in nonaccrual status.
(2) Only classes with impaired loans are shown.

	Average Investment and Interest Income for Impaired Loans	
	For the Year Ended	
	December 31, 2012	
	Average Recorded Investment[1]	**Interest Income Recognized**
Real Estate Construction[2]		
Construction, residential	$ 1,171	---
Construction, other	4,290	1
Consumer Real Estate[2]		
Equity lines	101	---
Residential closed-end first liens	873	2
Residential closed-end junior liens	234	---
Commercial Real Estate[2]		
Multifamily real estate	1,466	5
Commercial real estate, owner occupied	4,806	1
Commercial Non Real Estate[2]		
Commercial and Industrial	570	---
Consumer Non Real Estate[2]		
Automobile	4	---
Other consumer	25	---
Total	$ 13,540	$ 9

(1) Recorded investment is net of charge-offs and interest paid while a loan is in nonaccrual status.
(2) Only classes with impaired loans are shown.

An analysis of past due and nonaccrual loans follows:

December 31, 2014

	30 – 89 Days Past Due	90 or More Days Past Due	90 or More Days Past Due and Still Accruing	Nonaccruals (Including Impaired Nonaccruals)
Real Estate Construction				
Construction, residential	$---	$---	$ ---	$ ---
Construction, other	28	---	---	---
Consumer Real Estate				
Equity lines	25	---	---	---
Residential closed-end first liens	719	185	80	105
Residential closed-end junior liens	74	1	1	---
Investor-owned residential real estate	336	45	---	59
Commercial Real Estate				
Multifamily real estate	850	868	---	2,735
Commercial real estate, owner occupied	---	1,066	102	2,573
Commercial real estate, other	---	70	---	3,066
Commercial Non Real Estate				
Commercial and Industrial	153	43	---	749
Public Sector and IDA				
Public sector and IDA	---	---	---	---
Consumer Non Real Estate				
Credit cards	3	4	4	---
Automobile	205	20	20	---
Other consumer loans	54	---	---	---
Total	$2,447	$2,302	$ 207	$ 9,287

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December 31, 2013

	30 – 89 Days Past Due	90 or More Days Past Due	90 or More Days Past Due and Still Accruing	Nonaccruals (Including Impaired Nonaccruals)
Real Estate Construction				
Construction, residential	$45	$---	$ ---	$ ---
Construction, other	45	---	---	---
Consumer Real Estate				
Equity lines	---	---	---	---
Residential closed-end first liens	903	252	128	308
Residential closed-end junior liens	10	---	---	---
Investor-owned residential real estate	422	91	---	91
Commercial Real Estate				
Multifamily real estate	430	3,278	---	3,278
Commercial real estate, owner occupied	604	2,519	---	2,756
Commercial real estate, other	32	---	---	---
Commercial Non Real Estate				
Commercial and Industrial	196	43	---	128
Public Sector and IDA				
Public sector and IDA	---	---	---	---
Consumer Non Real Estate				
Credit cards	3	13	13	---
Automobile	217	26	2	23
Other consumer loans	49	46	47	---
Total	$2,956	$6,268	$ 190	$ 6,584

The estimate of credit risk for non-impaired loans is obtained by applying allocations for internal and external factors. The allocations are increased for loans that exhibit greater credit quality risk.

Credit quality indicators, which the Company terms risk grades, are assigned through the Company's credit review function for larger loans and selective review of loans that fall below credit review thresholds. Loans that do not indicate heightened risk are graded as "pass." Loans that appear to have elevated credit risk because of frequent or persistent past due status, which is less than 75 days, or that show weakness in the borrower's financial condition are risk graded "special mention." Loans with frequent or persistent delinquency exceeding 75 days or that have a higher level of weakness in the borrower's financial condition are graded "classified." Classified loans have regulatory risk ratings of "substandard" and "doubtful." Allocations are increased by 50% and by 100% for loans with grades of "special mention" and "classified," respectively.

Determination of risk grades was completed for the portfolio as of December 31, 2014, 2013 and 2012.

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The following displays non-impaired gross loans by credit quality indicator:

December 31, 2014

	Pass	Special Mention (Excluding Impaired)	Classified (Excluding Impaired)
Real Estate Construction			
Construction, 1-4 family residential	**$14,222**	$ ---	**$ 2,265**
Construction, other	**29,047**	---	**28**
Consumer Real Estate			
Equity lines	**15,861**	**59**	**60**
Closed-end first liens	**78,806**	**1,566**	**1,412**
Closed-end junior liens	**4,258**	**21**	**95**
Investor-owned residential real estate	**42,781**	**688**	**614**
Commercial Real Estate			
Multifamily residential real estate	**73,611**	**1,397**	**850**
Commercial real estate owner-occupied	**125,643**	**202**	**2,855**
Commercial real estate, other	**90,821**	**1,177**	**582**
Commercial Non Real Estate			
Commercial and Industrial	**31,247**	**97**	**1,390**
Public Sector and IDA			
States and political subdivisions	**41,361**	---	---
Consumer Non Real Estate			
Credit cards	**5,705**	---	---
Automobile	**11,505**	**93**	**128**
Other consumer	**10,745**	---	**6**
Total	**$575,613**	**$ 5,300**	**$ 10,285**

December 31, 2013

	Pass	Special Mention (Excluding Impaired)	Classified (Excluding Impaired)
Real Estate Construction			
Construction, 1-4 family residential	$17,702	$ 163	$ 45
Construction, other	27,971	29	15
Consumer Real Estate			
Equity lines	16,146	16	---
Closed-end first liens	82,767	1,007	1,275
Closed-end junior liens	4,813	109	3
Investor-owned residential real estate	38,071	105	407
Commercial Real Estate			
Multifamily residential real estate	67,573	---	958
Commercial real estate owner-occupied	134,137	2,206	701
Commercial real estate, other	89,340	1,209	3,063
Commercial Non Real Estate			
Commercial and Industrial	29,987	878	295
Public Sector and IDA			
States and political subdivisions	24,220	---	---
Consumer Non Real Estate			
Credit cards	6,354	---	---
Automobile	11,428	253	34
Other consumer	10,253	17	60
Total	$570,762	$ 5,992	$ 6,856

Sales, Purchases and Reclassification of Loans

The Company finances mortgages under "best efforts" contracts with mortgage purchasers. The mortgages are designated as held for sale upon initiation. There have been no major reclassifications from portfolio loans to held for sale. Occasionally, the Company purchases or sells participations in loans. All participation loans purchased met the Company's normal underwriting standards at the time the participation was entered. Participation loans are included in the appropriate portfolio balances to which the allowance methodology is applied.

Troubled Debt Restructurings

From time to time the Company modifies loans in troubled debt restructurings ("TDRs"). The following tables present restructurings by class that occurred during the years ended December 31, 2014 and 2013.

Note: Only classes with restructured loans are presented.

	Restructurings that occurred during the year ended December 31, 2014		
	Number of Contracts	**Pre-Modification Outstanding Recorded Investment**	**Post-Modification Outstanding Recorded Investment(1)**
Consumer Real Estate			
Closed-end first liens	**1**	**$ 126**	**$ 143**
Commercial Real Estate			
Multifamily residential real estate	**1**	**2,484**	**2,484**
Commercial real estate owner-occupied	**1**	**184**	**208**
Commercial real estate non owner-occupied	**2**	**2,967**	**3,008**
Total	**5**	**$ 5,761**	**$ 5,843**

(1) Post-modification outstanding recorded investment considers amounts immediately following the modification. Amounts do not reflect balances at the end of the period.

	Restructurings that occurred during the year ended December 31, 2013		
	Number of Contracts	**Pre-Modification Outstanding Recorded Investment**	**Post-Modification Outstanding Recorded Investment(1)**
Consumer Real Estate			
Closed-end first liens	2	$ 453	$ 525
Closed-end junior liens	1	262	267
Commercial Real Estate			
Commercial real estate owner-occupied	1	154	239
Commercial real estate non owner-occupied	1	3,500	3,500

Commercial Non Real Estate					
Commercial and Industrial	1		32		45
Total	6	$	4,401	$	4,576

(1) Post-modification outstanding recorded investment considers amounts immediately following the modification. Amounts do not reflect balances at the end of the period.

During the year ended December 31, 2014, the Company modified five loans in troubled debt restructurings. Each restructuring provided payment relief to the borrower without forgiveness of principal or accrued interest. Each restructuring included a reduction in interest rates. Interest was capitalized at time of restructuring on the residential real estate loan, commercial real estate owner occupied loan, and the two commercial real estate non-owner occupied loans. The multifamily real estate loan, commercial real estate owner occupied loan and residential real estate loan received re-amortization of payments over a longer term. Two commercial real estate non owner occupied loans received a change in payment structure from amortizing to one year of interest-only payments. Each of the loans restructured in 2014 are designated nonaccrual, with the exception of the residential real estate loan which met the criteria for accrual status. The fair value measurements of the restructured loans as of December 31, 2014 resulted in specific allocations to the allowance for loan losses totaling $206.

The modifications that resulted in troubled debt restructurings between January 1, 2013 and December 31, 2013 provided payment relief to the borrowers without forgiveness of principal or accrued interest. The date of conversion from interest-only to amortizing payments for one commercial real estate loan was extended beyond the date specified by the contract, resulting in designation as a troubled debt restructuring. During the second quarter of 2013, the loan was converted to amortizing payments. The other commercial real estate loan was modified to extend the term, lower the interest rate and provide debt consolidation to allow the borrower increased debt service ability. Two modifications to consumer real estate loans capitalized accrued interest and reduced interest rates, while the other modification did not reduce the interest rate and shifted payments from interest-only to amortizing. One commercial non-real estate loan was modified to reduce the interest rate, capitalize interest and shift payments from interest-only to amortizing.

Restructured loans are designated impaired and measured for impairment. The impairment measurement for restructured loans that occurred in 2014 resulted in an accrual to the allowance for loan losses of $206 at December 31, 2014. Restructurings in 2013 resulted in an accrual to the allowance for loan losses of $11 at December 31, 2013.

Of the Company’s TDR’s that defaulted in 2014, none were modified within 12 months prior to default. The following table presents restructured loans that defaulted in 2013 and that were modified 12 months prior to default. The company defines default as one or more payments that occur more than 90 days past the due date, charge-off or foreclosure subsequent to modification.

Restructurings that defaulted during the year ended December 31, 2013

that were modified within 12 months prior to default

	Number of Contracts	Recorded Investment[(1)]
Consumer Real Estate		
Closed-end first liens	1	$ 24
Closed-end junior liens	1	81
Commercial Real Estate		
Commercial real estate owner occupied	2	834
Commercial Non Real Estate		
Commercial and industrial	1	388
Total	5	$ 1,327

(1) Recorded investment at the time the default occurred.

Of the TDRs that defaulted during 2013, 5 became TDRs within 12 months prior to default. One commercial real estate loan became past due and the collateral was foreclosed and placed into other real estate at the loan balance of $193. The collateral's fair value less selling costs was sufficient to cover the principal balance of the loan and no charge against the allowance for loan losses was required. One consumer real estate loan and one commercial non-real estate loan became past due and the underlying collateral was sold, with a resulting charge to the allowance for loan losses of $263. Two of the TDR loans remain in the loan portfolio. One consumer real estate loan became past due and impairment measurements required a $71 charge against the allowance for loan losses, while one commercial real estate loan became past due and impairment measurements indicated a specific allocation of $349 to the allowance for loan losses.

Note 6: Premises and Equipment

A summary of the cost and accumulated depreciation of premises and equipment follows:

	December 31,	
	2014	**2013**
Premises	**$13,338**	$14,320
Furniture and equipment	**10,707**	10,700
Premises and equipment	**$24,045**	$25,020
Accumulated depreciation	**(14,914)**	(15,069)
Premises and equipment, net	**$9,131**	$9,951

Depreciation expense for the years ended December 2014, 2013 and 2012 amounted to $732, $726 and $764, respectively.

The Company leases certain branch facilities under noncancellable operating leases. The future minimum lease payments under these leases (with initial or remaining lease terms in excess of one year) as of December 31, 2014 are as follows: $275 in 2015, $267 in 2016, $244 in 2017, $244 in 2018, $196 in 2019 and $23 thereafter.

Note 7: Deposits

The aggregate amounts of time deposits in denominations of $250 or more at December 31, 2014 and 2013 were $23,188 and $25,885, respectively.

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

2015	**107,049**
2016	**59,857**
2017	**18,200**
2018	**22,550**
2019	**8,990**
Thereafter	**100**
	$216,746

At December 31, 2014 and 2013, overdraft demand deposits reclassified to loans totaled $367 and $315, respectively.

Note 8: Employee Benefit Plans

401(k) Plan

The Company has a Retirement Accumulation Plan qualifying under IRS Code Section 401(k), in which NBI, NBB and NBFS are participating employers. Eligible participants may contribute up to 100% of their total annual compensation to the plan, subject to certain limits based on federal tax laws. Employee contributions are matched by the employer based on a percentage of an employee’s total annual compensation contributed to the plan. For the years ended December 31, 2014, 2013 and 2012, the Company contributed $273, $282 and $279, respectively, to the plan.

Employee Stock Ownership Plan

The Company has a nonleveraged Employee Stock Ownership Plan (ESOP) which enables employees of NBI and its subsidiaries who have one year of service and who have attained the age of 21 prior to the plan’s January 1 and July 1 enrollment dates to own NBI common stock. Contributions to the ESOP, which are not mandatory, are determined annually by the Board of Directors. Contribution expense amounted to $100, $275 and $370 in the years ended December 31, 2014, 2013 and 2012, respectively. Dividends on ESOP shares are charged to retained earnings. As of December 31, 2014, the number of shares held by the ESOP was 246,370. All shares held by the ESOP are treated as outstanding in computing the Company’s basic net income per share. Upon reaching age 55 with ten years of plan participation, a vested participant has the right to diversify 50% of his or her allocated ESOP shares and NBI or the ESOP, with the agreement of the Trustee, is obligated to purchase those shares. The ESOP contains a put option which allows a withdrawing participant to require the Company or the ESOP, if the plan administrator agrees, to purchase his or her allocated shares if the shares are not readily tradable on an established market at the time of distribution.

Salary Continuation Plan

The Company has a Salary Continuation Plan for certain key officers. The plan provides the participating officers with supplemental retirement income, payable for the greater of 15 years after retirement or the officer’s lifetime. The expense accrued for the plans in 2014, 2013, and 2012, based on the present value of the retirement benefits, amounted to $246, $194, and $151, respectively. The plan is unfunded. However bank-owned life insurance has been acquired on the life of the key employees in amounts sufficient to discharge the obligations of the agreement.

Defined Benefit Plan

The Company's defined benefit pension plan covers substantially all employees. The plan benefit formula is based upon the length of service of retired employees and a percentage of qualified W-2 compensation during their final years of employment. Information pertaining to activity in the plan is as follows:

	December 31,		
	2014	**2013**	**2012**
Change in benefit obligation			
Projected benefit obligation at beginning of year	**$17,185**	$18,054	$15,808
Service cost	**524**	596	468
Interest cost	**663**	617	738
Actuarial (gain) loss	**1,674**	(1,149)	1,554
Benefits paid	**(722)**	(933)	(514)
Projected benefit obligation at end of year	**$19,324**	$17,185	$18,054
Change in plan assets			
Fair value of plan assets at beginning of year	**$16,605**	$14,325	$13,326
Actual return on plan assets	**884**	2,225	963
Employer contribution	**363**	988	550
Benefits paid	**(722)**	(933)	(514)
Fair value of plan assets at end of year	**$17,130**	$16,605	$14,325
Funded status at the end of the year	**$(2,194)**	$(580)	$(3,729)
Amounts recognized in the Consolidated Balance Sheet			
Deferred tax asset	**$768**	$203	$1,305
Other liabilities	**(2,194)**	(580)	(3,729)
Total amounts recognized in the Consolidated Balance Sheet	**$(1,426)**	$(377)	$(2,424)
Amounts recognized in accumulated other comprehensive (loss), net			
Net loss	**$(6,922)**	$(5,282)	$(8,202)
Prior service cost	**669**	779	879
Deferred tax asset	**2,163**	1,550	2,538
Amount recognized	**$(4,090)**	$(2,953)	$(4,785)
Accrued/Prepaid benefit cost, net			
Benefit obligation	**$(19,324)**	$(17,185)	$(18,054)
Fair value of assets	**17,130**	16,605	14,325
Unrecognized net actuarial loss	**6,922**	5,282	8,202
Unrecognized prior service cost	**(669)**	(779)	(879)
Deferred tax liability	**(1,395)**	(1,347)	(1,233)
Prepaid benefit cost included in other liabilities	**$2,664**	$2,576	$2,361
Components of net periodic benefit cost			
Service cost	**$524**	$596	$468

Interest cost	**663**	617	738
Expected return on plan assets	**(1,112)**	(984)	(1,075)
Amortization of prior service cost	**(110)**	(101)	(101)
Recognized net actuarial loss	**262**	532	508
Net periodic benefit cost	**$227**	$660	$538
Other changes in plan assets and benefit obligations recognized in other comprehensive loss			
Net (gain) loss	**$1,640**	$(2,921)	$1,157
Amortization of prior service cost	**110**	101	101
Deferred income tax expense (benefit)	**(612)**	987	(440)
Total recognized	**$1,138**	$(1,833)	$818
Total recognized in net periodic benefit cost and other comprehensive loss	**$1,977**	$(2,160)	$1,796
Weighted average assumptions at end of the year			
Discount rate used for net periodic pension cost	**4.50 %**	3.75 %	4.50 %
Discount rate used for disclosure	**3.75 %**	4.50 %	3.75 %
Expected return on plan assets	**7.50 %**	7.50 %	8.00 %
Rate of compensation increase	**3.00 %**	3.00 %	3.00 %

Long Term Rate of Return

The Company, as plan sponsor, selects the expected long-term rate-of-return-on-assets assumption 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, but 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, and 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 estimated within periodic cost).

The Company, as plan sponsor, has adopted a Pension Administrative Committee Policy (the Policy) for monitoring the investment management of its qualified plans. The Policy includes a statement of general investment principles and a listing of specific investment guidelines, to which the committee may make documented exceptions. The guidelines state that, unless otherwise indicated, all investments that are permitted under the Prudent Investor Rule shall be permissible investments for the defined benefit pension plan. All plan assets are to be invested in marketable securities. Certain investments are prohibited, including commodities and future contracts, private placements, repurchase agreements, options and derivatives. The Policy establishes quality standards for fixed income investments and mutual funds included in the pension plan trust. The Policy also outlines diversification standards.

The preferred target allocation for the assets of the defined benefit pension plan is 65% in equity securities and 35% in fixed income securities. Equity securities include investments in large-cap and mid-cap companies primarily located in the United States, although a small number of international large-cap companies are included. There are also investments in mutual funds holding the equities of large-cap and mid-cap U.S. companies. Fixed income securities include U.S. government agency securities and corporate bonds from companies representing diversified industries. There are no investments in hedge funds, private equity funds or real estate.

Fair value measurements of the pension plan's assets at December 31, 2014 follow:

	Fair Value Measurements at December 31, 2014			
Asset Category	**Total**	**Quoted Prices in Active Markets for Identical Assets (Level 1)**	**Significant Observable Inputs (Level 2)**	**Significant Unobservable Inputs (Level 3)**
Cash	**$737**	**$ 737**	**$ ---**	**$ ---**
Equity securities:				
U. S. companies	**8,729**	**8,729**	**---**	**---**
International companies	**274**	**274**	**---**	**---**
Equities mutual funds (1)	**1,861**	**1,861**	**---**	**---**
U. S. government agencies and corporations	**107**	**---**	**107**	**---**
State and political subdivisions	**365**	**---**	**365**	**---**
Corporate bonds – investment grade (2)	**5,057**	**---**	**5,057**	**---**
Total pension plan assets	**$17,130**	**$ 11,601**	**$ 5,529**	**$ ---**

(1) This category comprises actively managed equity funds invested in large-cap and mid-cap U.S. companies.
(2) This category represents investment grade bonds of U.S. issuers from diverse industries.

	Fair Value Measurements at December 31, 2013			
Asset Category	**Total**	**Quoted Prices in Active Markets for Identical Assets (Level 1)**	**Significant Observable Inputs (Level 2)**	**Significant Unobservable Inputs (Level 3)**
Cash	$1,319	$ 1,319	$ ---	$ ---
Equity securities:				
U. S. companies	8,091	8,091	---	---
International companies	137	137	---	---
Equities mutual funds (1)	2,490	2,490	---	---
U. S. government agencies and corporations	358	---	358	---
State and political subdivisions	398	---	398	---
Corporate bonds – investment grade (2)	3,812	---	3,812	---
Total pension plan assets	$16,605	$ 12,037	$ 4,568	$ ---

(1) This category comprises actively managed equity funds invested in large-cap and mid-cap U.S. companies.
(2) This category represents investment grade bonds of U.S. issuers from diverse industries.

The Company's required minimum pension contribution for 2015 has not yet been determined.

Estimated future benefit payments, which reflect expected future service, as appropriate, are as follows:

2015	**$3,467**
2016	**$1,161**
2017	**$1,907**
2018	**$1,002**
2019	**$735**
2020 - 2024	**$4,239**

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Note 9: Stock Option Plan

The Company had a stock option plan, the 1999 Stock Option Plan, that was adopted in 1999 and that was terminated on March 9, 2009. Incentive stock options were granted annually to key employees of NBI and its subsidiaries from 1999 to 2005 and none have been granted since 2005. All of the stock options are vested.

A summary of the status of the Company's stock option plan is presented below:

Options	**Shares**	**Weighted-Average Exercise Price**	**Weighted-Average Remaining Contractual Term**	**Aggregate Intrinsic Value**
Outstanding at January 1, 2014	**46,000**	**$ 23.96**		
Granted	**---**	**---**		
Exercised	**(2,500)**	**23.00**		
Forfeited or expired	**(23,000)**	**24.93**		
Outstanding at December 31, 2014	**20,500**	**$ 23.00**	**0.85**	**$ 151**
Exercisable at December 31, 2014	**20,500**	**$ 23.00**	**0.85**	**$ 151**

In 2014, there were 2,500 shares exercised with an intrinsic value of $15. There were no shares exercised in 2013. For 2012, the intrinsic value of shares exercised was $141. Intrinsic value is the difference between the price at which the shares may be exercised and the stock price as of the report date. No tax benefit was recognized on shares exercised in any of these years.

Note 10: Income Taxes

The Company files United States federal income tax returns, and Virginia, West Virginia and North Carolina state income tax returns. With few exceptions, the Company is no longer subject to U.S. federal, state and local income tax examinations by tax authorities for years prior to 2010.

Allocation of income tax expense between current and deferred portions is as follows:

	Years ended December 31,		
	2014	**2013**	**2012**
Current	**$5,105**	$5,253	$5,064

Deferred expense	**73**	64	181
Total income tax expense	**$5,178**	$5,317	$5,245

The following is a reconciliation of the “expected” income tax expense, computed by applying the U.S. Federal income tax rate of 35% to income before income tax expense, with the reported income tax expense:

	Years ended December 31,		
	2014	**2013**	**2012**
Computed “expected” income tax expense	**$7,732**	$8,087	$8,047
Tax-exempt interest income	**(2,422)**	(2,592)	(2,554)
Nondeductible interest expense	**102**	118	139
Other, net	**(234)**	(296)	(387)
Reported income tax expense	**$5,178**	$5,317	$5,245

The components of net deferred tax assets, included in other assets, are as follows:

	December 31, 2014	December 31, 2013
Deferred tax assets:		
Allowance for loan losses and unearned fee income	**$3,098**	$3,169
Valuation allowance on other real estate owned	**37**	110
Deferred compensation and other liabilities	**1,897**	1,201
Discount accretion of securities	**28**	29
Net unrealized loss on securities available for sale	**852**	7,545
Total deferred tax assets	**$5,912**	$12,054
Deferred tax liabilities:		
Fixed assets	**$(160)**	$(270)
Deposit intangibles	**(1,312)**	(1,191)
Total deferred tax liabilities	**(1,472)**	(1,461)
Net deferred tax assets	**$4,440**	$10,593

The Company has determined that a valuation allowance for the gross deferred tax assets is not necessary at December 31, 2014 and 2013 because the realization of all gross deferred tax assets can be supported by the amount of taxes paid during the carryback period available under current tax laws.

Note 11: Restrictions on Dividends

The Company’s principal source of funds for dividend payments is dividends received from its subsidiary bank. For the years ended December 31, 2014, 2013 and 2012, dividends received from the subsidiary bank were $7,853, $7,782 and $7,639, respectively.

Substantially all of Bankshares’ retained earnings are undistributed earnings of its sole banking subsidiary, which are restricted by various regulations administered by federal bank regulatory agencies. Bank regulatory agencies restrict, without prior approval, the total dividend payments of a bank in any calendar year to the bank’s retained net income of that year to date, as defined, combined with its retained net income of the preceding two years, less any required transfers to surplus. At December 31, 2014, retained net income, which was free of such restriction, amounted to approximately $30,300.

Note 12: Minimum Regulatory Capital Requirement

The Company (on a consolidated basis) and its subsidiary 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 possible additional discretionary actions by regulators that, if undertaken, could have a direct material effect on the Company’s and the bank’s financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Company and the bank must meet specific capital guidelines that involve quantitative measures of their assets, liabilities, and certain off balance sheet items as calculated under regulatory accounting practices. The capital amounts and classification are also subject to qualitative judgments by regulators about components, risk weightings, and other factors. Prompt corrective action provisions are not applicable to bank holding companies.

Quantitative measures established by regulation to ensure capital adequacy require the Company and the bank to maintain minimum amounts and ratios (set forth in the following table) of total and Tier 1 capital (as defined in the regulations) to risk-weighted assets (as defined), and of Tier 1 capital (as defined) to average assets (as defined). Management believes, as of December 31, 2014 and 2013, that the Company and the bank meet all capital adequacy requirements to which they are subject.

As of December 31, 2014, the most recent notifications from the Office of the Comptroller of the Currency categorized the bank as well capitalized under the regulatory framework for prompt corrective action. To be categorized as well capitalized, an institution must maintain minimum total risk-based, Tier 1 risk-based and Tier 1 leverage ratios, as set forth in the following tables. There are no conditions or events since these notifications that management believes have changed the bank’s category. The Company’s and the bank’s actual capital amounts and ratios as of December 31, 2014 and 2013 are also presented in the following tables.

	Actual		**Minimum Capital Requirement**		**Minimum To Be Well Capitalized Under Prompt Corrective Action Provisions**	
	Amount	**Ratio**	**Amount**	**Ratio**	**Amount**	**Ratio**
December 31, 2014						
Total capital (to risk weighted assets)						
NBI consolidated	**$172,976**	**24.9 %**	**$55,615**	**8.00 %**	**N/A**	**N/A**
NBB	**170,665**	**24.6 %**	**55,438**	**8.00 %**	**$69,298**	**10.00 %**
Tier 1 capital (to risk weighted assets)						
NBI consolidated	**$164,713**	**23.7 %**	**$27,807**	**4.00 %**	**N/A**	**N/A**
NBB	**162,402**	**23.4 %**	**27,719**	**4.00 %**	**$41,579**	**6.00 %**
Tier 1 capital (to average assets)						
NBI consolidated	**$164,713**	**14.6 %**	**$45,122**	**4.00 %**	**N/A**	**N/A**
NBB	**162,402**	**14.4 %**	**45,074**	**4.00 %**	**$56,342**	**5.00 %**

	Actual		**Minimum Capital Requirement**		**Minimum To Be Well Capitalized Under Prompt Corrective Action Provisions**	
	Amount	**Ratio**	**Amount**	**Ratio**	**Amount**	**Ratio**
December 31, 2013						
Total capital (to risk weighted assets)						
NBI consolidated	$162,763	23.6 %	$55,192	8.00 %	N/A	N/A
NBB	160,049	23.3 %	54,980	8.00 %	$68,726	10.00 %
Tier 1 capital (to risk weighted assets)						
NBI consolidated	$154,536	22.4 %	$27,596	4.00 %	N/A	N/A
NBB	151,822	22.1 %	27,490	4.00 %	$41,235	6.00 %
Tier 1 capital (to average assets)						
NBI consolidated	$154,536	14.1 %	$43,946	4.00 %	N/A	N/A
NBB	151,822	13.8 %	43,904	4.00 %	$54,880	5.00 %

Note 13: Condensed Financial Statements of Parent Company

Financial information pertaining only to NBI (Parent) is as follows:

Condensed Balance Sheets

	December 31, 2014	December 31, 2013
Assets		
Cash due from subsidiaries	**$10**	$27
Interest-bearing deposits	**477**	690
Securities available for sale	**127**	623
Securities held to maturity (fair value approximates $450 at December 31, 2014 and $0 at December 31, 2013)	**452**	---
Investments in subsidiaries, at equity	**165,647**	144,513
Other assets	**188**	478
Total assets	**$166,901**	$146,331
Liabilities and Stockholders' Equity		
Other liabilities	**$598**	$439
Stockholders' equity	**166,303**	145,892
Total liabilities and stockholders' equity	**$166,901**	$146,331

Condensed Statements of Income

	Years Ended December 31,		
	2014	**2013**	**2012**
Income			
Dividends from subsidiaries	**$7,853**	$7,882	$7,639
Interest on securities – taxable	**2**	2	5
Interest on securities – nontaxable	**1**	19	33
Realized securities losses, net	**---**	(94)	---
Other income	**1,250**	1,219	1,213
	$9,106	$9,028	$8,890
Expenses			
Other expenses	**$2,046**	$1,943	$1,791
Income before income tax benefit and equity in undistributed net income of subsidiaries	**7,060**	7,085	7,099
Applicable income tax benefit	**136**	160	136
Income before equity in undistributed net income of subsidiaries	**7,196**	7,245	7,235
Equity in undistributed net income of subsidiaries	**9,718**	10,545	10,512
Net income	**$16,914**	$17,790	$17,747

Condensed Statements of Cash Flows

	Years ended December 31,		
	2014	**2013**	**2012**
Cash Flows from Operating Expenses			
Net income	**$16,914**	$17,790	$17,747
Adjustments to reconcile net income to net cash provided by operating activities:			
Equity in undistributed net income of subsidiaries	**(9,718)**	(10,545)	(10,512)
Amortization of premiums and accretion of discounts, net	**1**	---	1
Depreciation expense	**9**	17	12
(Gains) Losses on disposal of fixed assets	**94**	---	---
Net change in refundable income taxes due from subsidiaries	**96**	77	77
Net change in other assets	**(63)**	3	(199)
Net change in other liabilities	**(33)**	20	(124)
Losses on securities	**---**	94	---
Net cash provided by operating activities	**7,300**	7,456	7,002
Cash Flows from Investing Activities			
Net Change in interest-bearing deposits	**213**	(2)	(124)
Purchases of securities available for sale	**---**	(612)	(691)
Purchases of securities held to maturity	**(453)**	---	---
Maturities and calls of securities available for sale	**455**	945	1,352
Proceeds from sale of premises and equipment	**263**	---	---

Net cash provided by investing activities	**478**	331	537
Cash Flows from Financing Activities			
Cash dividends paid	**(7,853)**	(7,781)	(7,639)
Exercise of stock options	**58**	---	119
Net cash used in financing activities	**(7,795)**	(7,781)	(7,520)
Net change in cash	**17**	6	19
Cash due from subsidiaries at beginning of year	**27**	21	2
Cash due from subsidiaries at end of year	**$10**	$27	$21

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Note 14: Financial Instruments with Off-Balance Sheet Risk

The Company 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, standby letters of credit and interest rate locks. These instruments involve, to varying degrees, elements of credit risk in excess of the amount recognized in the consolidated balance sheets.

The Company's exposure to credit loss, in the event of nonperformance by the other party to the financial instrument for commitments to extend credit and standby letters of credit, is represented by the contractual amount of those instruments. The Company uses the same credit policies in making commitments and conditional obligations as it does for on-balance sheet instruments. The Company may require collateral or other security to support the following financial instruments with credit risk.

At December 31, 2014 and 2013, the following financial instruments were outstanding whose contract amounts represent credit risk:

	December 31,	
	2014	**2013**
Financial instruments whose contract amounts represent credit risk:		
Commitments to extend credit	**$144,578**	$133,573
Standby letters of credit	**14,677**	15,215
Mortgage loans sold with potential recourse	**10,089**	18,257

Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. The commitments for lines of credit may expire without being drawn upon. Therefore, the total commitment amounts do not necessarily represent future cash requirements. The amount of collateral obtained, if it is deemed necessary by the Company, is based on management's credit evaluation of the customer.

Unfunded commitments under commercial lines of credit, revolving credit lines, and overdraft protection agreements are commitments for possible future extensions of credit. Some of these commitments are uncollateralized and do not contain a specified maturity date and may not be drawn upon to the total extent to which the Company is committed.

Standby letters of credit are conditional commitments issued by the Company 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. Collateral held varies but may include accounts receivable, inventory, property, plant and equipment, and income-producing commercial properties.

The Company originates mortgage loans for sale to secondary market investors subject to contractually specified and limited recourse provisions. In 2014, the Company originated $9,104 and sold $10,089 to investors, compared to $16,737 originated and $18,257 sold in 2013. Every contract with each investor contains certain recourse language. In general, the Company may be required to repurchase a previously sold mortgage loan if there is major noncompliance with defined loan origination or documentation standards, including fraud, negligence or material misstatement in the loan documents. Repurchase may also be required if necessary governmental loan guarantees are canceled or never issued, or if an investor is forced to buy back a loan after it has been resold as a part of a loan pool. In addition, the

Company may have an obligation to repurchase a loan if the mortgagor has defaulted early in the loan term. This potential default period is approximately twelve months after sale of a loan to the investor.

At December 31, 2014, the Company had locked-rate commitments to originate mortgage loans amounting to approximately $424 and loans held for sale of $291. Risks arise from the possible inability of counterparties to meet the terms of their contracts. The Company does not expect any counterparty to fail to meet its obligations.

The Company maintains cash accounts in other commercial banks. The Company had no deposits with correspondent institutions at December 31, 2014 that exceeded the insurance limits of the Federal Deposit Insurance Corporation.

Note 15: Concentrations of Credit Risk

The Company does a general banking business, serving the commercial and personal banking needs of its customers. NBB's market area in southwest Virginia is made up of the counties of Montgomery, Giles, Pulaski, Tazewell, Wythe, Smyth and Washington. It also includes the independent cities of Radford and Galax, and the portions of Carroll and Grayson Counties that are adjacent to Galax. In addition, it serves those portions of Mercer County and McDowell County, West Virginia that are contiguous with Tazewell County. Substantially all of NBB's loans are made in its market area. The ultimate collectability of the bank's loan portfolio and the ability to realize the value of any underlying collateral, if needed, is influenced by the economic conditions of the market area. The Company's operating results are therefore closely correlated with the economic trends within this area.

Commercial real estate as of December 31, 2014 and 2013 represented approximately 52% of the loan portfolio, at $310,762 and $311,266, respectively. Included in commercial real estate are loans for college housing and professional office buildings that comprised $190,055 and $190,866 as of December 31, 2014 and 2013 respectively, corresponding to approximately 31% of the loan portfolio at December 31, 2014 and 32% of the loan portfolio at December 31, 2013. Loans secured by residential real estate were $147,039, or approximately 24% of the portfolio, and $145,499, or 24% of the portfolio at December 31, 2014 and 2013, respectively. Loans secured by automobiles represented approximately 2% of the portfolio for both dates, at $11,554 and $11,580 at December 31, 2014 and 2013, respectively.

The Company has established operating policies relating to the credit process and collateral in loan originations. Loans to purchase real and personal property are generally collateralized by the related property and with loan amounts established based on certain percentage limitations of the property's total stated or appraised value. Credit approval is primarily a function of collateral and the evaluation of the creditworthiness of the individual borrower or project based on available financial information. Management considers the concentration of credit risk to be minimal.

Note 16: Fair Value Measurements

The fair value of a financial instrument is the current amount that would be exchanged between willing parties, other than in a forced liquidation. Fair value is best determined based upon quoted market prices. However, in many instances, there are no quoted market prices for the Company's various financial instruments. In cases where quoted market prices are not available, fair values are based on estimates using present value or other valuation techniques. Those techniques are significantly affected by the assumptions used, including the discount rate and estimates of future cash flows. Accordingly, the fair value estimates may not be realized in an immediate settlement of the instrument. Accounting guidance for fair value 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 Company.

The Company records fair value adjustments to certain assets and liabilities and determines fair value disclosures utilizing a definition of fair value of assets and liabilities that states that fair value is an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. Additional considerations are involved to determine the fair value of financial assets in markets that are not active.

The Company uses a hierarchy of valuation techniques based on whether the inputs to those valuation techniques are observable or unobservable. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect the Company's market assumptions. The three levels of the fair value hierarchy based on these two types of inputs are as follows:

Level 1 –	Valuation is based on quoted prices in active markets for identical assets and liabilities.
Level 2 –	Valuation is based on observable inputs including quoted prices in active markets for similar assets and liabilities, quoted prices for identical or similar assets and liabilities in less active markets, and model-based valuation techniques for which significant assumptions can be derived primarily from or corroborated by observable data in the market.
Level 3 –	Valuation is based on model-based techniques that use one or more significant inputs or assumptions that are unobservable in the market.

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

Securities Available for Sale

Securities available for sale are recorded at fair value on a recurring basis. Fair value measurement is based upon quoted market prices, when available (Level 1). If quoted market prices are not available, fair values are measured utilizing independent valuation techniques of identical or similar securities for which significant assumptions are derived primarily from or corroborated by observable market data. Third party vendors compile prices from various sources and may determine the fair value of identical or similar securities by using pricing models that consider observable market data (Level 2). The carrying value of restricted Federal Reserve Bank and Federal Home Loan Bank stock approximates fair value based upon the redemption provisions of each entity and is therefore excluded from the following table.

The following tables present the balances of financial assets measured at fair value on a recurring basis as of December 31, 2014 and 2013:

		Fair Value Measurements at December 31, 2014 Using		
Description	**Balance as of December 31, 2014**	**Quoted Prices in Active Markets for Identical Assets (Level 1)**	**Significant Other Observable Inputs (Level 2)**	**Significant Unobservable Inputs (Level 3)**
U.S. Government agencies and corporations	**194,219**	**---**	**194,219**	**---**
States and political subdivisions	**19,380**	**---**	**19,380**	**---**
Mortgage-backed securities	**2,014**	**---**	**2,014**	**---**
Corporate debt securities	**7,104**	**---**	**7,104**	**---**
Other securities	**127**	**---**	**127**	**---**
Total securities available for sale	**$ 222,844**	**$---**	**$ 222,844**	**$ ---**

Description	Balance as of December 31, 2013	Fair Value Measurements at December 31, 2013 Using Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
U.S. Government agencies and corporations	147,854	---	147,854	---
States and political subdivisions	23,456	---	23,456	---
Mortgage-backed securities	2,840	---	2,840	---
Corporate debt securities	7,395	---	7,395	---
Other securities	167	---	167	---
Total securities available for sale	$ 181,712	$---	$ 181,712	$ ---

Certain financial assets are measured at fair value on a nonrecurring basis in accordance with GAAP. Adjustments to the fair value of these assets usually result from the application of lower-of-cost-or-market accounting or write-downs of individual assets.

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

Loans Held for Sale

Loans held for sale are carried at the lower of cost or market value. These loans currently consist of one-to-four family residential loans originated for sale in the secondary market. Fair value is based on the price secondary markets are currently offering for similar loans using observable market data which is not materially different than cost due to the short duration between origination and sale (Level 2). As such, the Company records any fair value adjustments on a nonrecurring basis. No nonrecurring fair value adjustments were recorded on loans held for sale during the years ended December 31, 2014 and 2013.

Impaired Loans

Loans are designated as impaired when, in the judgment of management based on current information and events, it is probable that all amounts due will not be collected according to the contractual terms of the loan agreement. Troubled debt restructurings are impaired loans. Impaired loans are measured at fair value on a nonrecurring basis. If an individually-evaluated impaired loan’s balance exceeds fair value, the amount is allocated to the allowance for loan losses. Any fair value adjustments are recorded in the period incurred as provision for loan losses on the Consolidated Statements of Income.

The fair value of an impaired loan and measurement of associated loss is based on one of three methods: the observable market price of the loan, the present value of projected cash flows, or the fair value of the collateral. The observable market price of a loan is categorized as a Level 1 input. The present value of projected cash flows method results in a Level 3 categorization because the calculation relies on the Company's judgment to determine projected cash flows, which are then discounted at the current rate of the loan, or the rate prior to modification if the loan is a troubled debt restructure.

Loans measured using the fair value of collateral method may be categorized in Level 2 or Level 3. Collateral may be in the form of real estate or business assets including equipment, inventory, and accounts receivable. Most collateral is real estate. The Company bases collateral method fair valuation upon the "as-is" value of independent appraisals or evaluations. Valuations for impaired loans with outstanding principal balances of $250 or more are based on a current appraisal. Appraisals are also used to value impaired loans with principal balances of $100 or greater and secured by one piece of collateral. Collateral-method impaired loans with principal balances below $100, or if secured by multiple pieces of collateral, below $250, are valued using an internal evaluation.

The value of real estate collateral is determined by a current (less than 12 months of age) appraisal or internal evaluation utilizing an income or market valuation approach. Appraisals conducted by an independent, licensed appraiser outside of the Company using observable market data is categorized as Level 2. If a current appraisal cannot be obtained prior to a reporting date and an existing appraisal is discounted to obtain an estimated value, or if declines in value are identified after the date of the appraisal, or if an appraisal is discounted for estimated selling costs, the valuation of real estate collateral is categorized as Level 3. Valuations derived from internal evaluations are categorized as Level 3. The value of business equipment is based upon an outside appraisal (Level 2) if deemed significant, or the net book value on the applicable business' financial statements (Level 3) if not considered significant. Likewise, values for inventory and accounts receivables collateral are based on financial statement balances or aging reports (Level 3).

As of December 31, 2014, the fair value measurements for impaired loans with specific allocations were primarily based upon the present value of expected future cash flows, with one loan valued based on the fair value of collateral. As of December 31, 2013, the fair value measurements for impaired loans with specific allocations were primarily based upon the present value of expected future cash flows, with two loans valued based on the fair value of collateral.

The following table summarizes the Company's financial assets that were measured at fair value on a nonrecurring basis during the period.

			Carrying value		
Date	**Description**	**Balance**	**Quoted Prices in Active Markets for Identical Assets (Level 1)**	**Significant Other Observable Inputs (Level 2)**	**Significant Unobservable Inputs (Level 3)**
	Assets:				
December 31, 2014	Impaired loans net of valuation allowance	**$ 7,224**	**$---**	**$ ---**	**$ 7,224**
December 31, 2013	Impaired loans net of valuation allowance	1,989	---	---	1,989

The following table presents information about Level 3 Fair Value Measurements for December 31, 2014.

	Valuation Technique	**Unobservable Input**	**Range (Weighted Average)**
Impaired loans	Discounted appraised value	Selling cost(1)	10% (2)
Impaired loans	Present value of cash flows	Discount rate	5.88% - 9.50% (6.15%)

(1) Impaired loans that are collateral-dependent are valued using the fair value of collateral. The valuation is discounted for selling costs if repayment of the loan is dependent on the sale of the collateral. If repayment will come from rental income of the property, the valuation is not discounted for selling costs.
(2) Only one loan was valued using the collateral method as of December 31, 2014.

The following table presents information about Level 3 Fair Value Measurements for December 31, 2013.

	Valuation Technique	**Unobservable Input**	**Range (Weighted Average)**
Impaired loans	Discounted appraised value	Selling cost(1)	0% - 10.00% (5.00%)
Impaired loans	Present value of cash flows	Discount rate	6.25% - 9.50% (6.75%)

(1) Impaired loans that are collateral-dependent are valued using the fair value of collateral. The valuation is discounted for selling costs if repayment of the loan is dependent on the sale of the collateral. If repayment will come from rental income of the property, the valuation is not discounted for selling costs.

Other Real Estate Owned

Certain assets such as other real estate owned (OREO) are measured at fair value less cost to sell. Valuation of other real estate owned is determined using current appraisals from independent parties, a level two input. If current appraisals cannot be obtained prior to reporting dates, or if declines in value are identified after a recent appraisal is received, appraisal values are discounted, resulting in Level 3 estimates. If the Company markets the property with a realtor, estimated selling costs reduce the fair value, resulting in a valuation based on Level 3 inputs.

The following table summarizes the Company's other real estate owned that were measured at fair value on a nonrecurring basis during the period.

			Carrying Value		
Date	**Description**	**Balance**	**Quoted Prices in Active Markets for Identical Assets (Level 1)**	**Significant Other Observable Inputs (Level 2)**	**Significant Unobservable Inputs (Level 3)**
	Assets:				
December 31, 2014	Other real estate owned net of valuation allowance	**$ 4,744**	**$---**	**$ ---**	**$ 4,744**
December 31, 2013	Other real estate owned net of valuation allowance	4,712	---	---	4,712

The following table presents information about Level 3 Fair Value Measurements for December 31, 2014.

	Valuation Technique	Unobservable Input	Range (Weighted Average)
Other real estate owned	Discounted appraised value	Selling cost	0% (1) - 11% (8.60%)
Other real estate owned	Discounted appraised value	Discount for lack of marketability and age of appraisal	0% - 48.77% (20.81%)

The following table presents information about Level 3 Fair Value Measurements for December 31, 2013.

	Valuation Technique	Unobservable Input	Range (Weighted Average)
Other real estate owned	Discounted appraised value	Selling cost	0% (1) - 10.00% (9.83%)
Other real estate owned	Discounted appraised value	Discount for lack of marketability and age of appraisal	0% - 29.60% (8.66%)

(1) The Company markets other real estate owned both independently and with local realtors. Properties marketed by realtors are discounted by selling costs. Properties that the Company markets independently are not discounted by selling costs.

The following methods and assumptions were used by the Company in estimating fair value disclosures for financial instruments:

Cash and Due from Bank, and Interest-Bearing Deposits

The carrying amounts approximate fair value.

Securities

The fair values of securities, excluding restricted stock, are determined by quoted market prices or dealer quotes. The fair value of certain state and municipal securities is not readily available through market sources other than dealer quotations, so fair value estimates are based on quoted market prices of similar instruments adjusted for differences between the quoted instruments and the instruments being valued. The carrying value of restricted securities approximates fair value based upon the redemption provisions of the applicable entities.

Loans Held for Sale

Fair values of loans held for sale are based on commitments on hand from investors or prevailing market prices.

Loans

Fair values are estimated for portfolios of loans with similar financial characteristics. Loans are segregated by type such as commercial, real estate – commercial, real estate – construction, real estate – mortgage, credit card and other consumer loans. Each loan category is further segmented into fixed and adjustable rate interest terms and by performing and nonperforming categories.

The fair value of performing loans is calculated by discounting scheduled cash flows through the estimated maturity using estimated market discount rates that reflect the credit and interest rate risk inherent in the loan, as well as estimates for prepayments. The estimate of maturity is based on the Company's historical experience with repayments for loan classification, modified, as required, by an estimate of the effect of economic conditions on lending.

Fair value for significant nonperforming loans is based on estimated cash flows which are discounted using a rate commensurate with the risk associated with the estimated cash flows. Assumptions regarding credit risk, cash flows and discount rates are determined within management's judgment, using available market information and specific borrower information.

Bank-Owned Life Insurance

Bank-owned life insurance represents insurance policies on officers of the Company. The cash values of the policies are estimates using information provided by insurance carriers. These policies are carried at their cash surrender value, which approximates fair value.

Deposits

The fair value of demand and savings deposits is the amount payable on demand. The fair value of fixed maturity term deposits and certificates of deposit is estimated using the rates currently offered for deposits with similar remaining maturities.

Accrued Interest

The carrying amounts of accrued interest approximate fair value.

Commitments to Extend Credit and Standby Letters of Credit

The only amounts recorded for commitments to extend credit, standby letters of credit and financial guarantees written are the deferred fees arising from these unrecognized financial instruments. These deferred fees are not deemed significant at December 31, 2014 and 2013, and, as such, the related fair values have not been estimated.

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

	December 31, 2014			
		Estimated Fair Value		
	Carrying Amount	**Level 1**	**Level 2**	**Level 3**
Financial assets:				
Cash and due from banks	**$12,894**	**$12,894**	**$---**	**$---**
Interest-bearing deposits	**102,548**	**102,548**	**---**	**---**
Securities	**384,296**	**---**	**390,547**	**---**
Restricted securities	**1,089**	**---**	**1,089**	**---**
Mortgage loans held for sale	**291**	**---**	**291**	**---**
Loans, net	**597,203**	**---**	**---**	**633,063**
Accrued interest receivable	**5,748**	**5,748**	**---**	**---**
Bank-owned life insurance	**21,797**	**21,797**	**---**	**---**
Financial liabilities:				
Deposits	**$982,428**	**$765,682**	**$---**	**$216,469**
Accrued interest payable	**68**	**68**	**---**	**---**

	December 31, 2013			
		Estimated Fair Value		
	Carrying Amount	**Level 1**	**Level 2**	**Level 3**
Financial assets:				
Cash and due from banks	$13,283	$13,283	$---	$---
Interest-bearing deposits	98,066	98,066	---	---
Securities	345,695	---	341,049	---
Restricted securities	1,414	---	1,414	---
Mortgage loans held for sale	1,276	---	1,276	---
Loans, net	587,463	---	---	616,755
Accrued interest receivable	5,949	5,949	---	---
Bank-owned life insurance	21,181	21,181	---	---
Financial liabilities:				
Deposits	$960,036	$718,327	$---	$247,753
Accrued interest payable	92	92	---	---

Note 17: Components of Accumulated Other Comprehensive Income

The following table summarizes the activity related to each component of accumulated other comprehensive income (loss):

	Net Unrealized Gain (Loss) on Securities	Adjustments Related to Pension Benefits	Accumulated Other Comprehensive Income (Loss)
Balance at December 31, 2011	$ 2,646	(3,967)	(1,321)
Unrealized holding loss on available for sale securities net of tax of ($323)	(569)	---	(569)
Reclassification adjustment, net of tax of ($16)	(30)	---	(30)
Net pension loss arising during the period, net of tax of ($405)	---	(752)	(752)
Less amortization of prior service cost included in net periodic pension cost, net of tax of ($35)	---	(66)	(66)
Balance at December 31, 2012	2,047	(4,785)	(2,738)
Unrealized holding loss on available for sale securities net of tax of ($8,665)	(16,091)	---	(16,091)
Reclassification adjustment, net of tax of $19	33	---	33
Net pension gain arising during the period, net of tax of $1,022	---	1,898	1,898
Less amortization of prior service cost included in net periodic pension cost, net of tax of ($35)	---	(66)	(66)
Balance at December 31, 2013	(14,011)	$ (2,953)	$ (16,964)
Unrealized holding gain on available for sale securities net of tax of $6,693	12,430	---	12,430
Reclassification adjustment, net of tax of ($1)	(1)	---	(1)
Net pension loss arising during the period, net of tax of ($574)	---	(1,066)	(1,066)
Less amortization of prior service cost included in net periodic pension cost, net of tax of ($39)	---	(71)	(71)
Balance at December 31, 2014	**$ (1,582)**	**$ (4,090)**	**$ (5,672)**

The following table provides information regarding reclassifications out of accumulated other comprehensive income (loss) for the years ended December 31, 2014, 2013 and 2012:

	December 31,		
	2014	2013	2012
Component of Accumulated Other Comprehensive Income			
Reclassification out of unrealized gains and losses on available-for-sale securities:			
Realized securities (gains) losses, net	**$(2)**	$52	$(46)

Income tax expense (benefit)	**(1)**	19	(16)
Realized (gains) losses on available-for-sale securities, net of tax reclassified out of accumulated other comprehensive income	**$(1)**	$33	$(30)
Amortization of defined benefit pension items:			
Prior service costs[(1)]	**$(110)**	$(101)	$(101)
Income tax expense (benefit)	**(39)**	(35)	(35)
Amortization of defined benefit pension items net of tax reclassified out of accumulate other comprehensive income	**$(71)**	$(66)	$(66)

(1) This accumulated other comprehensive income (loss) component is included in the computation of net periodic benefit cost. (For additional information, see Note 8, "Employee Benefit Plans.")

Note 18. Intangible Assets and Goodwill

In accounting for goodwill and intangible assets, the Company conducts an impairment review at least annually and more frequently if certain impairment indicators are in evidence. Accounting guidance provides the option of performing a preliminary assessment of qualitative factors before performing more substantial testing for impairment. If the preliminary assessment indicates that it is more likely than not that fair value is below carrying value, a two-step test is employed to determine impairment. The Company opted not to perform the preliminary assessment and employed the two-step test to determine impairment. Based on the testing for impairment of goodwill and intangible assets, there were no impairment charges for 2014, 2013 or 2012.

Information concerning goodwill and intangible assets for years ended December 31, 2014 and 2013 is presented in the following table:

	Gross Carrying Value	**Accumulated Amortization**	**Net Carrying Value**
December 31, 2014			
Amortizable core deposit intangibles	**$ 16,257**	**$ 14,883**	**$ 1,374**
Unamortizable goodwill	**$ 5,848**	**$ ---**	**$ 5,848**
December 31, 2013			
Amortizable core deposit intangibles	$ 16,257	$ 13,806	$ 2,451
Unamortizable goodwill	$ 5,848	$ ---	$ 5,848

As of December 31, 2014, the estimated amortization expense of core deposit intangibles are as follows:

2015	$999
2016	257
2017	68
2018	50
Total	$1,374

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders

National Bankshares, Inc.

Blacksburg, Virginia

We have audited the accompanying consolidated balance sheets of National Bankshares, Inc. and subsidiaries as of December 31, 2014 and 2013, and the related consolidated statements of income, comprehensive income, changes in stockholders' equity, and cash flows for each of the three years in the period ended December 31, 2014. These financial statements are the responsibility of the Company'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 National Bankshares, Inc. and subsidiaries as of December 31, 2014 and 2013, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2014, 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), National Bankshares, Inc. and subsidiaries' internal control over financial reporting as of December 31, 2014, 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 11, 2015 expressed an unqualified opinion on the effectiveness of National Bankshares, Inc. and subsidiaries' internal control over financial reporting.

/s/ Yount, Hyde & Barbour, P.C.

Winchester, Virginia

March 11, 2015

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders

National Bankshares, Inc.

Blacksburg, Virginia

We have audited National Bankshares, Inc. and subsidiaries' internal control over financial reporting as of December 31, 2014, based on criteria established in *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission in 2013. National Bankshares, Inc. and subsidiaries' 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 the accompanying *Management's Report on Internal Control over Financial Reporting*. Our responsibility is to express an opinion on the Company'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, National Bankshares, Inc. and subsidiaries maintained, in all material respects, effective internal control over financial reporting as of December 31, 2014, 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, 2014 and 2013, and the related consolidated statements of income, comprehensive income, changes in stockholders' equity and cash flows for each of the three years in the period ended December 31, 2014 of National Bankshares, Inc. and subsidiaries and our report dated March 11, 2015 expressed an unqualified opinion.

/s/ Yount, Hyde & Barbour, P.C.

Winchester, Virginia

March 11, 2015

<u>Item 9. Changes In and Disagreements With Accountants on Accounting and Financial Disclosure</u>

None

<u>Item 9A. Controls and Procedures</u>

Disclosure Controls and Procedures

The Company's management evaluated, with the participation of the Company's principal executive officer and principal financial officer, the effectiveness of the Company's disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) as of the end of the period covered by this report. Based on that evaluation, the Company's principal executive officer and principal financial officer concluded that the Company's disclosure controls and procedures are effective as of December 31, 2014 to ensure that information required to be disclosed in the reports that the Company files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified by the Company's management, including the Company's principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure.

There were no changes in the Company's internal control over financial reporting (as defined in Rule 13a-15(f) of the Exchange Act) during the year ended December 31, 2014 that have materially affected, or are reasonably likely to materially affect, the Corporation's internal control over financial reporting.

Because of the inherent limitations in all control systems, the Company believes that no system of controls, no matter how well designed and operated, can provide absolute assurance that all control issues have been detected.

Internal Control Over Financial Reporting

<u>Management's Report on Internal Control Over Financial Reporting</u>

To the Stockholders of National Bankshares, Inc.:

Management is responsible for the preparation and fair presentation of the financial statements included in this annual report. The financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America and reflect management's judgments and estimates concerning effects of events and transactions that are accounted for or disclosed.

Management is also responsible for establishing and maintaining adequate internal control over financial reporting. The Company's internal control over financial reporting includes those policies and procedures that pertain to the Company's ability to record, process, summarize and report reliable financial data. Management recognizes that there are inherent limitations in the effectiveness of any internal control over financial reporting, including the possibility of human error and the circumvention or overriding of internal control. Accordingly, even effective internal control over financial reporting can provide only reasonable assurance with respect to financial statement preparation. Further, because of changes in conditions, the effectiveness of internal control over financial reporting may vary over time.

In order to ensure that the Company's internal control over financial reporting is effective, management regularly assesses such controls and did so most recently for its financial reporting as of December 31, 2014. This assessment was based on criteria for effective internal control over financial reporting described in Internal Control Integrated Framework issued by the Committee of Sponsoring Organizations (COSO, 2013) of the Treadway Commission. Based on this assessment, management believes the Company maintained effective internal control over financial reporting as of December 31, 2014.

The Board of Directors, acting through its Audit Committee, is responsible for the oversight of the Company's accounting policies, financial reporting and internal control. The Audit Committee of the Board of Directors is comprised entirely of outside directors who are independent of management. The Audit Committee is responsible for the appointment and compensation of the independent registered public accounting firm and approves decisions regarding the appointment or removal of the Company Auditor. It meets periodically with management, the independent registered public accounting firm and the internal auditors to ensure that they are carrying out their responsibilities. The Audit Committee is also responsible for performing an oversight role by reviewing and monitoring the financial, accounting and auditing procedures of the Company in addition to reviewing the Company's financial reports. The independent registered public accounting firm and the internal auditors have full and unlimited access to the Audit Committee, with or without management, to discuss the adequacy of internal control over financial reporting, and any other matter which they believe should be brought to the attention of the Audit Committee. The Company's independent registered public accounting firm has also issued an attestation report on the effectiveness of internal control over financial reporting.

Item 9B. Other Information

None.

Part III

Item 10. Directors, Executive Officers and Corporate Governance

Information with respect to the directors of Bankshares is set out under the caption “Election of Directors” of Bankshares’ Proxy Statement for the 2015 Annual Meeting of Stockholders to be held on May 12, 2015 (“Proxy Statement”) which information is incorporated herein by reference.

The Board of Directors of Bankshares has a standing audit committee made up entirely of independent directors, as that term is defined in the NASDAQ Stock Market Listing Rules. In 2014, Dr. J. M. Lewis chaired the Audit Committee and its members were Mr. L. J. Ball, Dr. J. E. Dooley and Mr. C. E. Green, III. Each member of the Audit Committee has extensive business experience; however, the Committee has identified Dr. Lewis as its financial expert, since he has a professional background which involves financial oversight responsibilities. Dr. Lewis currently oversees the preparation of financial statements in his role as President of New River Community College. He previously served as the College’s Chief Financial Officer. The Audit Committee’s Charter is available on the Company’s web site at www.nationalbankshares.com.

The Company and each of its subsidiaries have adopted Codes of Ethics for directors, officers and employees, specifically including the Chief Executive Officer and Chief Financial Officer of Bankshares. These Codes of Ethics are available on the Company’s web site at www.nationalbankshares.com.

The following is a list of names and ages of all executive officers of Bankshares; their terms of office as officers; the positions and offices within Bankshares held by each officer; and each person’s principal occupation or employment during the past five years.

Name	**Age**	**Offices and Positions Held**	**Year Elected an Officer/Director**
James G. Rakes	70	National Bankshares, Inc.: Chairman, President and Chief Executive Officer. The National Bank of Blacksburg: Executive Chairman of The National Bank of Blacksburg, July 2014 to Present; President and Chief Executive Officer of The National Bank of Blacksburg from 1983 to July 2014; and Chairman from 2005 to July 2014.	1986

		National Bankshares Financial Services: Chairman, President and CEO of National Bankshares Financial Services, Inc., June 2011 to Present; Chairman, President and Treasurer, 2001 to June 2011. National Bankshares, Inc.: Treasurer and Chief Financial Officer, January 2009 to Present.	
David K. Skeens	48	The National Bank of Blacksburg: Senior Vice President/Operations & Risk Management & CFO, 2009 to Present; Senior Vice President/Operations & Risk Management, 2008-2009; Vice President/Operations & Risk Management, 2004-2008. National Bankshares, Inc.: Executive Vice President, 2008 to Present.	2009
F. Brad Denardo	62	The National Bank of Blacksburg: President & CEO, July 2014 to Present; Executive Vice President/Chief Operating Officer, 2002 to July 2014.	1989
Bryson J. Hunter	47	National Bankshares Financial Services, Inc.: Treasurer, June 2011 to Present. National Bankshares, Inc.: Secretary & Counsel, July 2011 to Present. The National Bank of Blacksburg: Counsel, May 2011 to Present. National Bankshares Financial Services, Inc.: Secretary & Counsel, June 2011 to Present. Gentry Locke Rakes & Moore, LLP: Partner, 2008 to 2011.	2011

Item 11. Executive Compensation

The information is incorporated by reference to the Proxy Statement under the caption "Executive Compensation."

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The information is incorporated by reference to the Proxy Statement under the caption "Stock Ownership of Directors and Executive Officers."

The following table summarizes information concerning National Bankshares equity compensation plans at December 31, 2014:

Plan Category	**Number of Shares to be Issued upon Exercise of Outstanding Options and Warrants**	**Weighted Average Exercise Price of Outstanding Options and Warrants**	**Number of Shares Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Shares Reflected in First Column)**
Equity compensation plans approved by stockholders 1999 Stock Option Plan	20,500	$ 23.00	---
Equity compensation plans not approved by stockholders	---	---	---
Total	20,500	$ 23.00	---

Item 13. Certain Relationships and Related Transactions, and Director Independence

The information is incorporated by reference to the Proxy Statement under the caption “Director Independence and Certain Transactions with Officers and Directors.”

Item 14. Principal Accounting Fees and Services

The following fees were paid to Yount, Hyde & Barbour, P.C., Certified Public Accountants, for services provided to NBI for the years ended December 31, 2014 and 2013. The Audit Committee determined that the provision of non-audit services by Yount, Hyde & Barbour P.C. did not compromise the firm’s ability to maintain its independence.

Principal Accounting Fees and Services

	2014 Fees	**Percentage**		**2013 Fees**	**Percentage**	
Audit fees	**$118,850**	**79**	**%**	$125,250	80	%
Audit-related fees	**22,625**	**15**	**%**	22,650	15	%
Tax fees	**8,950**	**6**	**%**	8,000	5	%
	$150,425	**100**	**%**	$155,900	100	%

Audit fees: Audit and review services and review of documents filed with the SEC.

Audit-related fees: Employee benefit plan audits and consultation concerning financial accounting and reporting standards.

Tax fees: Preparation of federal and state tax returns, review of quarterly estimated tax payments and consultation concerning tax compliance issues.

The Audit Committee of the Board of Directors meets in advance and specifically approves of the provision of all services of Yount, Hyde & Barbour, P.C.

Part IV

Item 15. Exhibits, Financial Statement Schedules

(a) (1) Financial Statements

The following consolidated financial statements of National Bankshares, Inc. are included in Item 8:

Reports of Independent Registered Public Accounting Firm

Consolidated Balance Sheets – As of December 31, 2014 and 2013

Consolidated Statements of Income – Years ended December 31, 2014, 2013 and 2012

Consolidated Statements of Comprehensive Income – Years ended December 31, 2014, 2013 and 2012

Consolidated Statements of Changes in Stockholders' Equity – Years ended December 31, 2014, 2013 and 2012

Consolidated Statements of Cash Flows – Years ended December 31, 2014, 2013 and 2012

Notes to Consolidated Financial Statements

(a) (2) Financial Statement Schedules

Certain schedules to the consolidated financial statements have been omitted if they were not required by Article 9 of Regulation S-X or if, under the related instructions, they were inapplicable, or if the information is contained elsewhere in this Annual Report on Form

10-K.

(a) (3) Exhibits

A list of the exhibits filed or incorporated in this Annual Report by reference is as follows:

Exhibit No.	- **Description**	**Page No. in Sequential System**
3(i)		

	Amended and Restated Articles of Incorporation of National Bankshares, Inc.	(incorporated herein by reference to Exhibit 3.1 of the Form 8K for filed on March 16, 2006)
3(ii)	Amended By-laws of National Bankshares, Inc.	(incorporated herein by reference to Exhibit 3(ii) of the Form 8K filed on July 9, 2014)
4	Specimen copy of certificate for National Bankshares, Inc. common stock	(incorporated herein by reference to Exhibit 4(a) of the Annual Report on Form 10K for fiscal year ended December 31, 1993)
*10(i)	National Bankshares, Inc. 1999 Stock Option Plan	(incorporated herein by reference to Exhibit 4.3 of the Form S-8, filed as Registration No. 333-79979 with the Commission on June 4, 1999)
*10(ii)	Executive Employment Agreement dated March 11, 2015, between National Bankshares, Inc. and James G. Rakes	(incorporated herein by reference to Exhibit 10.1 of the Form 8K filed on March 11, 2015)
*10(iii)	Employee Lease Agreement dated August 14, 2002, between National Bankshares, Inc. and The National Bank of Blacksburg	(incorporated herein by reference to Exhibit 10 of Form 10Q for the period ended September 30, 2002)
*10(iv)	Executive Employment Agreement dated March 11, 2015, between National Bankshares, Inc. and F. Brad Denardo	(incorporated herein by reference to Exhibit 10.2 of the Form 8K filed on March 11, 2015)
*10(v)	Salary Continuation Agreement dated February 8, 2006, between The National Bank of Blacksburg and James G. Rakes	(incorporated herein by reference to Exhibit 99 of the Form 8K filed on February 8, 2006)
*10(vi)	Salary Continuation Agreement dated February 8, 2006, between The National Bank of Blacksburg and F. Brad Denardo	(incorporated herein by reference to Exhibit 99 of the Form 8K filed on February 8, 2006)
*10(vii)	Salary Continuation Agreement dated February 8, 2006, between The National Bank of Blacksburg and David K. Skeens	(incorporated herein by reference to Exhibit 10.2 of the Form 8K filed on January 25, 2012)
*10(viii)	First Amendment, dated December 19, 2007, to The National Bank of Blacksburg Salary Continuation Agreement for James G. Rakes	(incorporated herein by reference to Exhibit 10 of the Form 8K filed on December 19, 2007)

*10(ix)	First Amendment, dated December 19, 2007, to The National Bank of Blacksburg Salary Continuation Agreement for F. Brad Denardo	(incorporated herein by reference to Exhibit 10 of the Form 8K filed on December 19, 2007)
*10(x)	First Amendment, dated December 19, 2007, to The National Bank of Blacksburg Salary Continuation Agreement for David K. Skeens	(incorporated herein by reference to Exhibit 10.2 of the Form 8K filed on January 25, 2012)
*10(xi)	Second Amendment, dated June 12, 2008, to The National Bank of Blacksburg Salary Continuation Agreement for F. Brad Denardo	(incorporated herein by reference to Exhibit 10 of the Form 8K filed on June 12, 2008)
*10(xii)	Second Amendment, dated December 17, 2008, to The National Bank of Blacksburg Salary Continuation Agreement for James G. Rakes	(incorporated herein by reference to Exhibit 10(iii) of the Annual Report on Form 10K for fiscal year ended December 31, 2008)
*10(xiii)	Second Amendment, dated June 12, 2008, to The National Bank of Blacksburg Salary Continuation Agreement for David K. Skeens	(incorporated herein by reference to Exhibit 10.2 of the Form 8K filed on January 25, 2012)
*10(xiv)	Third Amendment, dated December 17, 2008, to The National Bank of Blacksburg Salary Continuation Agreement for F. Brad Denardo	(incorporated herein by reference to Exhibit 10(iii) of the Annual Report on Form 10K for fiscal year ended December 31, 2008)
*10(xv)	Third Amendment, dated January 20 2012, to The National Bank of Blacksburg Salary Continuation Agreement for David K. Skeens	(incorporated herein by reference to Exhibit 10.2 of the Form 8K filed on January 25, 2012)
*10(xvi)	Salary Continuation Agreement dated January 20, 2012 between The National Bank of Blacksburg and Bryson J. Hunter	(incorporated herein by reference to Exhibit 10.1 of the Form 8K filed on January 25, 2012)
+21	Subsidiaries of the Registrant	Included herein
+23	Consent of Yount, Hyde & Barbour, P.C. to incorporation by reference of independent auditor's report included in this Form 10-K, into registrant's registration statement on Form S-8	(incorporated herein by reference to Exhibit 23 of the Annual Report on Form 10K for fiscal year ended December 31, 2014)
+31(i)	Section 906 Certification of Chief Executive Officer	Page 93
+31(ii)	Section 906 Certification of Chief Financial Officer	Page 94
+32(i)	18 U.S.C. Section 1350 Certification of Chief Executive Officer	Page 95
+32(ii)	18 U.S.C. Section 1350 Certification of Chief Financial Officer	Page 96
+101	The following materials from National Bankshares, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2014, formatted in XBRL (Extensible Business Reporting Language), furnished herewith: (i) Consolidated Balance Sheets, (ii) Consolidated Statements of Operations,	Included herein

(iii) Consolidated Statements of Changes in Shareholders' Equity,
(iv) Consolidated Statements of Cash Flows, and (v) Notes to Consolidated Financial Statements.

*Indicates a management contract or compensatory plan required to be filed herein.

+Filed with this Annual Report on Form 10-K.

Signatures

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, National Bankshares, Inc. has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

NATIONAL BANKSHARES, INC.

/s/ JAMES G. RAKES
James G. Rakes

Chairman, President and Chief Executive Officer

(Principal Executive Officer)

/s/ DAVID K. SKEENS
David K. Skeens

Treasurer and Chief Financial Officer

(Principal Financial Officer)

(Principal Accounting Officer)

Date: March 11, 2015

	Date	Title
/s/ L. J. BALL L. J. Ball	03/11/2015	Director
/s/ J. E. DOOLEY J. E. Dooley	03/11/2015	Director
/s/ C. E. GREEN, III C. E. Green, III	03/11/2015	Director
/s/ J. M. LEWIS J. M. Lewis	03/11/2015	Director
/s/ M. G. MILLER M. G. Miller	03/11/2015	Director
/s/ W. A. PEERY W. A. Peery	03/11/2015	Director

/s/ J. G. RAKES	03/11/2015	Chairman of the Board President and Chief Executive Officer –
J. G. Rakes		National Bankshares, Inc.
		Director
/s/ G. P. REYNOLDS G. P. Reynolds	03/11/2015	Director
/s/ J. M. SHULER J. M. Shuler	03/11/2015	Director

Index of Exhibits

The following exhibits are filed with this Annual Report on Form 10-K.