

MVB FINANCIAL CORP  
Form 10QSB  
May 14, 2008  
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**United States**  
**Securities and Exchange Commission**  
Washington, D.C. 20549

**FORM 10-QSB**

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

For the quarterly period ended March 31, 2008

OR

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_.

Commission File number 333-120931

**MVB Financial Corp.**

(Exact name of small business issuer as specified in its charter)

**West Virginia**  
(State or other jurisdiction of  
incorporation or organization)

**20-0034461**  
(I.R.S. Employer  
Identification No.)

**301 Virginia Avenue**  
**Fairmont, West Virginia 26554-2777**

(Address of principal executive offices)

**304-363-4800**

(Issuer's telephone number)

**Not Applicable**

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

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

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

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

As of May 13, 2008, the number of shares outstanding of the issuer's only class of common stock was 1,595,622.

Transitional Small Business format (check one): Yes  No

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## Part I. Financial Information

**Item 1. Financial Statements**

MVB Financial Corp. and Subsidiaries

Consolidated Balance Sheets

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

	March 31 2008 (Unaudited)	December 31 2007 (Note 1)
<b>Assets</b>		
Cash and due from banks	\$ 5,448	\$ 4,926
Interest bearing balances FHLB	1,648	490
Investment securities:		
Securities held-to-maturity, at cost	5,812	1,814
Securities available-for-sale, at approximate market value	22,442	26,029
Loans:	182,250	181,537
Less: Allowance for loan losses	(1,740)	(1,733)
<b>Net loans</b>	<b>180,510</b>	<b>179,804</b>
Loans held for sale	1,618	217
Bank premises, furniture and equipment, net	8,157	8,244
Accrued interest receivable and other assets	8,430	8,574
<b>Total assets</b>	<b>\$ 234,065</b>	<b>\$ 230,098</b>
<b>Liabilities</b>		
Deposits		
Non-interest bearing	\$ 19,775	\$ 19,129
Interest bearing	149,095	138,319
<b>Total deposits</b>	<b>168,870</b>	<b>157,448</b>
Accrued interest, taxes and other liabilities	1,632	1,601
Repurchase agreements	16,825	19,817
Federal Home Loan Bank borrowings	17,240	23,583
Long-term debt	4,124	4,124
<b>Total liabilities</b>	<b>208,691</b>	<b>206,573</b>
<b>Stockholders equity</b>		
Preferred stock, \$1,000 par value, 5,000 shares authorized; none issued		
Common stock, \$1 par value, 4,000,000 authorized, 1,587,297 and 1,508,081 issued	1,587	1,508
Additional paid-in capital	19,950	18,450
Treasury Stock, 9,969 and 8,919 shares, respectively	(189)	(168)
Retained earnings	4,265	4,140
Accumulated other comprehensive income (loss)	(239)	(405)
<b>Total stockholders equity</b>	<b>25,374</b>	<b>23,525</b>
<b>Total liabilities and stockholders equity</b>	<b>\$ 234,065</b>	<b>\$ 230,098</b>

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See accompanying notes to unaudited financial statements.

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MVB Financial Corp. and Subsidiaries

Consolidated Statements of Income

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

	Three Months Ended March 31	
	2008	2007
<b>Interest income</b>		
Interest and fees on loans	\$ 3,143	\$ 2,482
Interest on deposits with other banks	11	18
Interest on investment securities – taxable	346	316
Interest on tax exempt loans and securities	93	83
<b>Total interest income</b>	3,593	2,899
<b>Interest expense</b>		
Deposits	1,366	1,077
Repurchase agreements	113	170
Federal Home Loan Bank borrowings	194	106
Long-term debt	65	2
<b>Total interest expense</b>	1,738	1,355
<b>Net interest income</b>	1,855	1,544
Provision for loan losses	148	120
<b>Net interest income after provision for loan losses</b>	1,707	1,424
<b>Other income</b>		
Service charges on deposit accounts	161	145
Income on bank owned life insurance	45	38
Visa debit card income	57	49
Income on loans held for sale	68	84
Other operating income	74	27
Gain on sale of securities	16	
<b>Total other income</b>	421	343
<b>Other expense</b>		
Salary and employee benefits	999	790
Occupancy expense	129	101
Equipment expense	97	76
Data processing	145	140
Visa debit card expense	48	35
Advertising	72	40
Legal and accounting fees	27	21
Printing, stationery and supplies	24	21
Other taxes	35	27
Other operating expenses	187	138
<b>Total other expense</b>	1,763	1,389
Income before income taxes	365	378
Income tax expense	102	120

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<b>Net income</b>	\$	263	\$	258
Basic net income per share	\$	0.17	\$	0.18
Diluted net income per share	\$	0.17	\$	0.17
Basic weighted average shares outstanding		1,539,167		1,467,849
Diluted weighted average shares outstanding		1,578,189		1,482,774

See accompanying notes to unaudited financial statements.

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MVB Financial Corp. and Subsidiaries

Consolidated Statements of Cash Flows

(Unaudited) (Dollars in thousands)

	<b>Three Months Ended March 31</b>	
	<b>2008</b>	<b>2007</b>
<b>Operating activities</b>		
Net income	\$ 263	\$ 258
Adjustments to reconcile net income to net cash provided by operating activities:		
Provision for loan losses	148	120
Deferred income tax (benefit)	(4)	(29)
Depreciation	113	75
Stock option expense	3	
Loans originated for sale	(7,658)	(4,552)
Proceeds of loans sold	6,257	5,445
Amortization, net of accretion	(17)	9
(Decrease)/increase in interest receivable and other assets	(100)	307
Increase/(decrease) in accrued interest, taxes, and other liabilities	30	(30)
<b>Net cash (used in)/provided by operating activities</b>	<b>(965)</b>	<b>1,603</b>
<b>Investing activities</b>		
(Increase)/decrease in loans made to customers	(854)	3,477
Purchases of premises and equipment	(26)	(558)
(Increase) in deposits with Federal Home Loan Bank, net	(1,158)	(8,700)
Purchases of investment securities available-for-sale	(5,441)	(624)
Proceeds from sales, maturities and calls of securities available-for-sale	9,324	1,965
Purchases of investment securities held-to-maturity	(4,000)	
<b>Net cash (used in) investing activities</b>	<b>(2,155)</b>	<b>(4,440)</b>
<b>Financing activities</b>		
Net increase in deposits	11,422	9,040
Net (decrease) in repurchase agreements	(2,993)	(4,845)
Net (decrease) in Federal Home Loan Bank Borrowings	(6,342)	(7,279)
Proceeds from long-term borrowings		4,124
Purchase of treasury stock	(21)	
Proceeds of stock offering	1,568	
Common stock options exercised	8	
<b>Net cash provided by financing activities</b>	<b>3,642</b>	<b>1,040</b>
<b>(Decrease)/increase in cash and cash equivalents</b>	<b>522</b>	<b>(1,797)</b>
Cash and cash equivalents - beginning of period	4,926	6,417
<b>Cash and cash equivalents - end of period</b>	<b>\$ 5,448</b>	<b>\$ 4,620</b>
Cash payments for:		
Interest on deposits, repurchase agreements and borrowings	\$ 1,747	\$ 1,267
Income taxes	\$ 235	\$ 13

See accompanying notes to unaudited financial statements.





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MVB Financial Corp. and Subsidiaries

Notes to Consolidated Financial Statements

**Note 1 Basis of Presentation**

These consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with instructions to Form 10-QSB and Section 310(b) of Regulation SB. Accordingly, they do not include all the information and footnotes required by generally accepted accounting principles for annual year-end financial statements. In the opinion of management, all adjustments considered necessary for a fair presentation, have been included and are of a normal, recurring nature. The balance sheet as of December 31, 2007 has been derived from the audited financial statements at that date, but does not include all of the information and footnotes required by generally accepted accounting principles. Operating results for the three months ended March 31, 2008 are not necessarily indicative of the results that may be expected for the year ending December 31, 2008.

The accounting and reporting policies of MVB conform to accounting principles generally accepted in the United States and practices in the banking industry. The preparation of the financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Estimates, such as the allowance for loan losses, are based upon known facts and circumstances. Estimates are revised by management in the period such facts and circumstances change. Actual results could differ from those estimates. All significant inter-company accounts and transactions have been eliminated in consolidation.

The consolidated balance sheet as of December 31, 2007 has been extracted from audited financial statements included in MVB's 2007 filing on Form 10-KSB. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States have been omitted. These financial statements should be read in conjunction with the financial statements and notes thereto included in MVB's December 31, 2007, Form 10-KSB filed with the Securities and Exchange Commission.

**Note 2. Allowance for Loan Losses**

The provision for loan losses for the three months ended March 31, 2008 and 2007 was \$148 and \$120, respectively. Management bases the provision for loan losses upon its continuing evaluation of the adequacy of the allowance for loan losses and the overall management of inherent credit risk.

Management continually monitors the risk in the loan portfolio through review of the monthly delinquency reports and the Loan Review Committee, which is responsible for the determination of the adequacy of the allowance for loan losses. This analysis involves both experience of the portfolio to date and the makeup of the overall portfolio. The allocation among the various components of the loan portfolio and its adequacy is somewhat difficult considering the limited operating history in newer markets. Specific loss estimates are derived for individual loans based on specific criteria such as current delinquency status, related deposit account activity, estimates of cash flow and underlying collateral value.

The results of this analysis at March 31, 2008, indicate that the allowance for loan losses is considered adequate to absorb losses inherent in the portfolio.

See accompanying notes to unaudited financial statements.

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(Dollars in thousands)	March 31	
	2008	2007
<b>Allowance for loan losses</b>		
Balance, beginning of period	\$ 1,733	\$ 1,206
Loan charge-offs	(142)	(14)
Loan recoveries	1	6
<b>Net charge-offs</b>	(141)	(8)
Loan loss provision	148	120
<b>Balance, end of period</b>	<b>\$ 1,740</b>	<b>\$ 1,318</b>

Total non-performing assets and accruing loans past due 90 days are summarized as follows:

(Dollars in thousands)	March 31	
	2008	2007
<b>Non-accrual loans:</b>		
Commercial	\$ 12	\$
Real Estate	176	417
Consumer	1	34
<b>Total non-accrual loans</b>	<b>189</b>	<b>451</b>
Renegotiated loans		
<b>Total non-performing loans</b>	<b>189</b>	<b>451</b>
Other real estate, net		
<b>Total non-performing assets</b>	<b>\$ 189</b>	<b>\$ 451</b>
Accruing loans past due 90 days or more	\$ 441	\$ 1,462
Non-performing loans as a % of total loans	.11%	.32%
Allowance for loan losses as a % of non-performing loans	829.63%	292.24%

**Note 3. Borrowed Funds**

The Company is a party to repurchase agreements with certain customers. As of March 31, 2008 and December 31, 2007, the Company had repurchase agreements of \$16.8 million and \$19.8 million.

The bank is a member of the Federal Home Loan Bank ( FHLB ) of Pittsburgh, Pennsylvania. Borrowings from the FHLB are secured by stock in the FHLB of Pittsburgh, qualifying first mortgage loans, mortgage-backed securities and certain investment securities. The remaining maximum borrowing capacity with the FHLB at March 31, 2008 was approximately \$41.2 million.

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Borrowings from the FHLB were as follows:

	March 31 2008	December 31 2007
Fixed interest rate note, originating April 1999, due April 2014, interest of 5.41% is payable monthly.	\$ 1,000	\$ 1,000
Fixed interest rate note, originating January 2005, due January 2020, interest of 5.14% is payable in monthly installments of \$11.	1,140	1,158
Fixed interest rate note, originating April 2002, due May 2017, interest of 5.90% is payable monthly.	686	689
Fixed interest rate note, originating July 2006, due July 2016, payable in monthly installments of \$8, including interest of 4.50%.	1,444	1,452
Fixed interest rate note, originating October 2006, due October 2021, payable in monthly installments of \$6, including interest of 5.20%.	1,140	1,145
Fixed interest rate note, originating February 2007, due February 2022, payable in monthly installments of \$5, including interest of 5.22%.	955	958
Fixed interest rate note, originating April 2007, due April 2022, payable in monthly installments of \$6, including interest of 5.18%.	1,080	1,085
Fixed interest rate note originating September 2007, due September 2008, payable September 2008, interest of 4.53% payable quarterly.	700	700
Floating interest rate note, originating March 2003, due December 2011, interest of 5.34% payable monthly.		10,296
Fixed interest rate note originating November 2007, due April 2008, interest of 4.80% payable quarterly.	2,700	2,700
Fixed interest rate note originating November 2007, due April 2008, interest of 4.60% payable quarterly.	1,300	1,300
Fixed interest rate note, originating December 2007, due December 2017, payable in monthly installments of \$7, including interest of 5.25%.	1,095	1,100
Fixed interest rate note originating March 2008, due March 2009, interest of 2.26% payable quarterly.	2,000	
Fixed interest rate note originating March 2008, due March 2013, interest of 2.37% payable quarterly.	2,000	
	\$ 17,240	\$ 23,583

In March 2007 the Company completed the private placement of \$4 million Floating Rate, Trust Preferred Securities through its MVB Financial Statutory Trust I subsidiary (the Trust). The Company established the trust for the sole purpose of issuing the Trust Preferred Securities pursuant to an

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Amended and Restated Declaration of Trust. The proceeds from the sale of the Trust Preferred Securities will be loaned to the Company under subordinated Debentures (the Debentures ) issued to the Trust pursuant to an Indenture. The Debentures are the only asset of the Trust. The Trust Preferred Securities have been issued to a pooling vehicle that will use the distributions on the Trust Preferred Securities to securitize note obligations. The securities issued by the Trust are includable for regulatory purposes as a component of the Company s Tier I capital.

The Trust Preferred Securities and the Debentures mature in 30 years and are redeemable by the Company after five years. Interest payments are due in March, June, September and December and are adjusted at the interest due dates at a rate of 1.62% over the three month LIBOR Rate. The Company reflects borrowed funds in the amount of \$4.1 million as of March 31, 2008 and interest expense of \$65 for the period ended March 31, 2008.

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

<b>Year</b>	<b>Amount</b>
2008	4,843
2009	2,199
2010	210
2011	221
2012	232
Thereafter	13,659
	21,364

**Note 4. Comprehensive Income**

The Company is required to present comprehensive income in a full set of general-purpose financial statements for all periods presented. The following represents comprehensive income for the three month periods ended March 31, 2008 and March 31, 2007.

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The following table represents other comprehensive income before tax and net of tax:

(in thousands)	For the three months ended March 31,	
	2008	2007
Unrealized gain (losses) on securities available for sale	\$ 277	\$ 9
Pension liability adjustment		
Tax effect	(111)	(4)
Net of tax effect	166	5
Net income as reported	263	258
Total comprehensive income	\$ 429	\$ 263

**Note 5 Net Income Per Common Share**

MVB determines basic earnings per share by dividing net income by the weighted average number of common shares outstanding during the period. Diluted earnings per share is determined by dividing net income by the weighted average number of shares outstanding increased by the number of shares that would be issued assuming the exercise of stock options. At March 31, 2008 and 2007, stock options to purchase 149,507 and 174,312 shares at an average price of \$14.78 and \$14.63, respectively, were outstanding. For the three months ended March 31, 2008 and 2007, the dilutive effect of stock options was 39,022 and 14,925 shares, respectively.

**Note 6 Recent Accounting Pronouncements**

In September 2006, the FASB reached consensus on the guidance provided by Emerging Issues Task Force Issue 06-4 ( EITF 06-4 ), Accounting for Deferred Compensation and Postretirement Benefit Aspects of Endorsement Split-Dollar Life Insurance Arrangements. The guidance is applicable to endorsement split-dollar life insurance arrangements, whereby the employer owns and controls the insurance policy, that are associated with a postretirement benefit. EITF 06-4 requires that for a split-dollar life insurance arrangement within the scope of the Issue, and employer should recognize a liability for future benefits in accordance with FAS No. 106 (if, in substance, a postretirement benefit plan exists) or Accounting Principles Board Opinion No. 12 (if the arrangement is, in substance, an individual deferred compensation contract) based on the substantive agreement with the employee. EITF 06-4 is effective for fiscal years beginning after December 15, 2007. The Company adopted this standard in the first quarter of 2008, which resulted in an adjustment to retained earnings of \$138 and the recording of a \$150 liability.

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In September 2006, The FASB issued FAS No. 157, Fair Value Measurements, which provides enhanced guidance for using fair value to measure assets and liabilities. The standard applies whenever other standards require or permit assets or liabilities to be measured at fair value. The Standard does not expand the use of fair value in any new circumstances. FAS No. 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007 and interim periods within those fiscal years. Early adoption is permitted. The adoption of this standard on January 1, 2008 had no material impact on the Company's results of operations or financial position.

In September 2006, the FASB issued FAS No. 158, Employers' Accounting for Defined Benefit Pension and Other Post Retirement Plans, an amendment of FASB Statements No. 87, 88, 106 and 132(R). FAS No. 158 requires that a company recognize the overfunded or underfunded status of its defined benefit post retirement plans (other than multiemployer plans) as an asset or liability in its statement of financial position and that it recognize changes in the funded status in the year in which the changes occur through other comprehensive income. FAS No. 158 also requires the measurement of defined benefit plan assets and obligations as of the fiscal year end, in addition to footnote disclosures. FAS No. 158 is effective for fiscal years ending after December 15, 2006. The Company adopted this standard in 2006.

In February 2007, the FASB issued FAS No. 159, The Fair Value Option for Financial Assets and Financial Liabilities—Including an amendment of FASB Statement No. 115, which provides all entities with an option to report selected financial assets and liabilities at fair value. The objective of the FAS No. 159 is to improve financial reporting by providing entities with the opportunity to mitigate volatility in earnings caused by measuring related assets and liabilities differently without having to apply the complex provisions of hedge accounting. FAS No. 159 is effective as of the beginning of an entity's first fiscal year beginning after November 15, 2007. Early adoption is permitted as of the beginning of a fiscal year that begins on or before November 15, 2007 provided the entity also elects to apply the provisions of FAS No. 157, Fair Value Measurements. The adoption of this standard is not expected to have a material effect on the Company's results of operations or financial position.

Effective January 1, 2008, the Company adopted FAS 157, which, among other things, requires enhanced disclosures about assets and liabilities carried at fair value. FAS 157 establishes a hierarchical disclosure framework associated with the level of pricing observability utilized in measuring assets and liabilities at fair value. The three broad levels defined by FAS 157 hierarchy are as follows:

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

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

Level III: Assets and liabilities that have little to no pricing observability as of the reported

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date. These items do not have two-way markets and are measured using management's best estimate of fair value, where the inputs into the determination of fair value require significant management judgment or estimation.

The following table presents the assets and liabilities reported on the consolidated statements of financial condition at their fair value as of March 31, 2008 by level within the fair value hierarchy. As required by FAS 157, financial assets and liabilities are classified in their entirety based on the lowest level of input that is significant of the fair value measurement.

(In Thousands)	March 31, 2008			Total
	Level I	Level II	Level III	
Assets:				
Investment securities, available for sale		22,442		22,442

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

The Private Securities Litigation Reform Act of 1995 indicates that the disclosure of forward-looking information is desirable for investors and encourages such disclosure by providing a safe harbor for forward-looking statements that involve risk and uncertainty. All statements other than statements of historical fact included in this Form 10-QSB including statements in Management's Discussion and Analysis of Financial Condition and Results of Operations are, or may be deemed to be, forward looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Exchange Act of 1934. In order to comply with the terms of the safe harbor, the corporation notes that a variety of factors, (e.g., changes in the national and local economies, changes in the interest rate environment, competition, etc.) could cause MVB's actual results and experience to differ materially from the anticipated results or other expectations expressed in those forward-looking statements.



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At March 31, 2008 and for the Three Months Ended March 31, 2008 and 2007:

	<b>Three Months Ended March 31</b>	
	<b>2008</b>	<b>2007</b>
Net income to:		
Average assets	.45%	.55%
Average stockholders' equity	4.32	4.72
Net interest margin	3.51	3.60
Average stockholders' equity to average assets	10.50	11.58
Total loans to total deposits (end of period)	107.92	96.85
Allowance for loan losses to total loans (end of period)	.95	.95
Efficiency ratio	77.50	73.61
Capital ratios:		
Tier 1 capital ratio	14.10	17.46
Risk-based capital ratio	15.06	18.38
Leverage ratio	11.17	13.24
Cash dividends as a percentage of net income	N/A	N/A
Per share data:		
Book value per share (end of period)	\$ 15.99	\$ 14.93
Market value per share (end of period)*	20.00	16.00
Basic earnings per share	.17	.18
Diluted earnings per share	.17	.17

\* Market value per share is based on MVB's knowledge of certain arms-length transactions in the stock as MVB's common stock is not traded on any market. There may be other transactions involving either higher or lower prices of which MVB is unaware.

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### **Introduction**

The following discussion and analysis of the consolidated financial statements of MVB Financial Corp. is presented to provide insight into management's assessment of the financial results. MVB has three wholly-owned second tier holding companies which own 100 percent of MVB Bank, Inc. (the bank). The bank is the primary financial entity in this discussion. Unless otherwise noted, this discussion will be in reference to the bank.

MVB Bank, Inc. was chartered by the State of West Virginia and is subject to regulation, supervision, and examination by the Federal Deposit Insurance Corporation and the West Virginia Department of Banking. The bank is not a member of the Federal Reserve System. The bank is a member of the Federal Home Loan Bank of Pittsburgh.

The bank began operations January 4, 1999, at 301 Virginia Avenue in Fairmont, West Virginia. MVB Bank, Inc. provides a full array of financial products and services to its customers, including traditional banking products such as deposit accounts, lending products, debit cards, automated teller machines, and safe deposit rental facilities. The bank opened a banking office in the Shop N Save supermarket in White Hall, WV during the second quarter of 2000. During August of 2005, the bank opened a full-service office at 1000 Johnson Avenue in Bridgeport, WV. In October of 2005 MVB Bank, Inc. purchased an office at 88 Somerset Boulevard in Charles Town, WV. Additionally, the bank opened a full service office at 651 Foxcroft Avenue in Martinsburg, WV during August 2007.

This discussion and analysis should be read in conjunction with the prior year-end audited financial statements and footnotes thereto included in the Company's filing on Form 10-KSB and the unaudited financial statements, ratios, statistics, and discussions contained elsewhere in this Form 10-QSB.

### **Application of Critical Accounting Policies**

MVB's consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States and follow general practices within the banking industry. Application of these principles requires management to make estimates, assumptions, and judgments that affect the amounts reported in the financial statements; accordingly, as this information changes, the financial statements could reflect different estimates, assumptions, and judgments. Application of certain accounting policies inherently requires a greater reliance on the use of estimates, assumptions and judgments and as such, the probability of actual results being materially different from reported estimates is increased. Estimates, assumptions, and judgments are necessary when assets and liabilities are required to be recorded at fair value, when a decline in the value of an asset not carried on the financial statements at fair value warrants an impairment write-down or valuation reserve to be established, or when an asset or liability needs to be recorded contingent upon a future event. Carrying assets and liabilities at fair value inherently results in more financial statement volatility. The fair values and the information used to record valuation adjustments for certain assets and liabilities are based either on quoted market prices or are provided by other third-party sources, when available. When third-party information is not available, valuation adjustments are estimated in good faith by management primarily through the use of internal forecasting techniques.

The most significant accounting policies followed by MVB are presented in Note 1 to the audited consolidated financial statements included in MVB's 2007 Annual Report on Form 10-KSB. These policies, along with the disclosures presented in the other financial statement notes and in management's discussion and analysis of operations, provide information on how significant assets and liabilities are valued in the financial statements and how those values are determined. Based on the valuation

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techniques used and the sensitivity of financial statement amounts to the methods, assumptions, and estimates underlying those amounts, management has identified the determination of the allowance for loan losses to be the accounting area that requires the most subjective or complex judgments, and as such could be most subject to revision as new information becomes available.

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

## **Results of Operations**

### *Overview of the Statement of Income*

For the quarter ended March 31, 2008, MVB earned \$263 compared to \$258 in the first quarter of 2007. Net interest income increased by \$311, other income increased by \$78 and other expenses increased by \$374.

Loan loss provisions of \$148 and \$120 were made for the quarters ended March 31, 2008 and 2007, respectively. The provision for loan losses, which is a product of management's formal quarterly analysis, is recorded in response to inherent risks in the loan portfolio.

Non-interest income for the quarters ended March 31, 2008 and 2007 totaled \$421 and \$343, respectively. The most significant portion of non-interest income is service charges on deposit accounts, which totaled \$161 at March 31, 2008, an increase of \$16 over the first quarter of 2007. Other items that were significant factors in the increase in non-interest income were as follows: other operating income increased by \$47, and gain on sale of securities increased by \$16. The other operating income increase included title insurance revenue of \$23 and rental income of \$15. The securities gain was the result of VISA buying back stock at their initial public offering.

Non-interest expense for the quarters ended March 31, 2008 and 2007 totaled \$1.8 million and \$1.4 million, respectively. The most significant increases were as follows: salaries and benefits increased by \$209, other operating expenses increased by \$49, advertising increased by \$32, occupancy expense increased by \$28 and equipment expense increased by \$21. These increases are mainly related to MVB's growth, especially in Berkeley County.

## **Interest Income and Expense**

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

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Net interest margin is calculated by dividing net interest income by average interest-earning assets. This ratio serves as a performance measurement of the net interest revenue stream generated by the bank's balance sheet. The net interest margin for the quarters ended March 31, 2008 and 2007 was 3.51% and 3.60% respectively. During late 2007 the Federal Reserve began a series of rate cuts resulting in a total rate decrease of 3.25%. This rate decrease had the greatest impact on MVB in the yield on commercial loans, which decreased from 8.01% at March 31, 2007 to 7.27% at March 31, 2008.

Management continuously monitors the effects of net interest margin on the performance of the bank. Growth and mix of the balance sheet will continue to impact net interest margin in future periods. With the recent rate cuts, management has begun to focus on adding more commercial loans that annually adjust the rate, as opposed to loans with rates that float daily. This setup more closely matches the maturities of the deposit base.

**Table of Contents****Average Balances and Interest Rates**

(Unaudited)(Dollars in thousands)

	Three Months Ended March 31, 2008			Three Months Ended March 31, 2007		
	Average Balance	Interest Income/ Expense	Yield/ Cost	Average Balance	Interest Income/ Expense	Yield/ Cost
<b>Assets</b>						
Interest-bearing deposits in banks	\$ 1,645	\$ 11	2.67%	\$ 1,447	\$ 18	4.98%
Investment securities	27,697	352	5.08	28,424	323	4.55
Loans:						
Commercial	113,923	2,071	7.27	71,808	1,438	8.01
Tax exempt	6,974	86	4.93	6,563	76	4.63
Consumer	14,043	259	7.38	14,937	273	7.31
Real estate	47,270	814	6.89	48,581	771	6.35
<b>Total loans</b>	<b>182,210</b>	<b>3,230</b>	<b>7.09</b>	<b>141,889</b>	<b>2,558</b>	<b>7.21</b>
Total earning assets	211,552	3,593	6.79	171,760	2,899	6.75
Cash and due from banks	5,718			4,518		
Other assets	14,843			12,232		
<b>Total assets</b>	<b>\$ 232,113</b>			<b>\$ 188,510</b>		
<b>Liabilities</b>						
Deposits:						
Non-interest bearing demand	\$ 21,307	\$	%	\$ 19,069	\$	%
NOW	14,467	28	0.77	13,256	24	0.72
Money market checking	29,611	192	2.59	27,027	187	2.77
Savings	6,208	8	0.52	5,737	8	0.56
IRAs	7,073	83	4.69	6,347	64	4.03
CDs	87,800	1,055	4.81	68,006	794	4.67
Repurchase agreements & FFS	19,351	113	2.34	17,533	170	3.88
FHLB borrowings	16,144	194	4.81	8,424	106	5.03
Long-term debt	4,124	65	6.30	133	2	6.02
<b>Total interest-bearing liabilities</b>	<b>184,778</b>	<b>1,738</b>	<b>3.76</b>	<b>146,463</b>	<b>1,355</b>	<b>3.70</b>
Other liabilities	1,655			1,139		
<b>Total liabilities</b>	<b>207,740</b>			<b>166,671</b>		
<b>Stockholders equity</b>						
Common stock	1,539			1,426		
Paid-in capital	19,037			17,308		
Retained earnings	4,202			3,491		
Accumulated other comprehensive income	(405)			(386)		
<b>Total stockholders equity</b>	<b>24,373</b>			<b>21,839</b>		
<b>Total liabilities and stockholders equity</b>	<b>\$ 232,113</b>			<b>\$ 188,510</b>		
Net interest spread			3.03			3.05

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Impact of non-interest bearing funds on margin		.48		.55
Net interest income-margin	\$ 1,855	3.51%	\$ 1,544	3.60%

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### **Non-Interest Income**

Service charges on deposit accounts generate the core of the bank's non-interest income. Non-interest income totaled \$421 in the first quarter of 2008 compared to \$343 in the first quarter of 2007.

Service charges on deposit accounts include mainly non-sufficient funds and returned check fees, allowable overdraft fees and service charges on commercial accounts.

The bank is continually searching for ways to increase non-interest income. Income from loans sold in the secondary market continues to be a major area of focus for MVB. Other income was the greatest area of increase from the first quarter of 2007 to the first quarter of 2008, driven mostly by title insurance revenue of \$23 and rental income of \$15.

### **Non-Interest Expense**

For the first quarter of 2008, non-interest expense totaled \$1.8 million compared to \$1.4 million in the first quarter of 2007. MVB's efficiency ratio was 77.50% for the first quarter of 2008 compared to 73.61% for the first quarter of 2007. This ratio measures the efficiency of non-interest expenses incurred in relationship to net interest income plus non-interest income.

Salaries and benefits totaled \$999 for the quarter ended March 31, 2008 compared to \$790 for the quarter ended March 31, 2007. This increase in salaries and benefits reflects MVB's additional staffing for the Berkeley County office, which opened in early August, and adjustments to existing personnel. MVB had 73 full-time equivalent personnel at March 31, 2008 compared to 66 full-time equivalent personnel as of March 31, 2007. This increase is mainly due to the addition of staff for the new office. Management will continue to strive to find new ways of increasing efficiencies and leveraging its resources, while effectively optimizing customer service.

For the quarters ended March 31, 2008 and 2007, occupancy expense totaled \$129 and \$101, respectively. This increase of \$28 relates to the Berkeley County office opened in August 2007.

Equipment expense totaled \$97 in the first quarter of 2008 compared to \$76 for the first quarter of 2007. Included in equipment expense is depreciation of furniture, fixtures and equipment of \$66 for the quarter ended March 31, 2008 and \$47 for the quarter ended March 31, 2007. Equipment depreciation expense reflects MVB's commitment to technology and the addition of equipment related to the Berkeley County banking office.

Data processing costs totaled \$145 in the first quarter of 2008 compared to \$140 in the first quarter of 2007. These increases are due mainly to the overall account and transaction growth of the bank.

Other operating expense totaled \$187 in the first quarter of 2008 compared to \$140 in the first quarter of 2007. The largest item relating to this increase was a \$24 increase in FDIC insurance. The increase in FDIC insurance was the result of well capitalized banks not paying FDIC insurance until the second quarter billing cycle of 2007.

### **Return on Average Assets and Average Equity**

Returns on average assets (ROA) and average equity (ROE) were .45% and 4.32% for the first quarter of 2008 compared to .55% and 4.72% in the first quarter of 2007.

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### **Overview of the Statement of Condition**

MVB's interest-earning assets, interest-bearing liabilities, and stockholders' equity changed significantly during the first quarter of 2008 compared to 2007. The most significant areas of change between the quarters ended March 31, 2008 and March 31, 2007 were as follows: net loans increased to an average balance of \$182.2 million from \$141.9 million, interest-bearing liabilities grew to an average balance of \$184.8 million from \$146.5 million, non interest-bearing demand deposits increased to an average balance of \$21.3 million from \$19.1 million and stockholders' equity increased to an average balance of \$24.4 million from \$21.8 million. These trends reflect the continued growth of MVB.

Total assets at March 31, 2008 were \$234.1 million or an increase of \$4.0 million since December 31, 2007. The greatest areas of increase were \$1.4 million in loans held for sale and \$1.2 million in balances at the Federal Home Loan Bank.

Deposits totaled \$168.9 million at March 31, 2008 or an increase of \$11.5 million since December 31, 2007. Repurchase agreements totaled \$16.8 million and have decreased \$3.0 million since December 31, 2007.

Stockholders' equity has increased approximately \$1.8 million from December 31, 2007, due to proceeds from a stock offering of \$1.5 million, earnings for the three months ended March 31, 2008 of \$263 and accumulated other comprehensive gain of \$28.

### **Cash and Cash Equivalents**

Cash and cash equivalents totaled \$5.4 million as of March 31, 2008 compared to \$4.9 million as of December 31, 2007, or a decrease of \$522.

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

### **Investment Securities**

Investment securities totaled \$28.2 million as of March 31, 2008 and \$27.8 million as of December 31, 2007. Government sponsored agency securities comprise the majority of the portfolio.

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



**Table of Contents****Loans**

The bank's lending is primarily focused in the Marion, Harrison, Jefferson and Berkeley County areas of West Virginia, and consists primarily of commercial lending, retail lending, which includes single-family residential mortgages, and consumer lending.

The following table details total loans outstanding as of:

(Dollars in thousands)	March 31 2008	December 31 2007
Commercial and nonresidential real estate	\$ 125,339	\$ 128,535
Residential real estate	47,887	42,030
Consumer and other	9,024	10,972
<b>Total loans</b>	<b>\$ 182,250</b>	<b>\$ 181,537</b>

**Loan Concentration**

At March 31, 2008, commercial loans comprised the largest component of the loan portfolio. The majority of commercial loans that are not secured by real estate are lines of credit secured by accounts receivable. While the loan concentration is in commercial loans, the commercial portfolio is comprised of loans to many different borrowers, in numerous different industries but primarily located in our market areas.

**Allowance for Loan Losses**

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

**Funding Sources**

MVB considers a number of alternatives, including but not limited to deposits, short-term borrowings, and long-term borrowings when evaluating funding sources. Traditional deposits continue to be the most significant source of funds for the bank, reaching \$168.9 million at March 31, 2008.

Non interest bearing deposits remain a core funding source for MVB. At March 31, 2008, non-interest bearing deposits totaled \$19.8 million compared to \$19.1 million at December 31, 2007. Management intends to continue to focus on finding ways to increase the bank's base of non-interest bearing funding sources.

Interest-bearing deposits totaled \$149.1 million at March 31, 2008 compared to \$138.3 million at December 31, 2007. Average interest-bearing liabilities totaled \$184.8 million during the first quarter of 2008 compared to \$146.5 million for the first quarter of 2007. Average non-interest bearing demand deposits totaled \$21.3 million for the first quarter of 2008 compared to \$19.1 million for the

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first quarter of 2007. Management will continue to emphasize deposit gathering in 2008 by offering outstanding customer service and competitively priced products. Management will also concentrate on balancing deposit growth with adequate net interest margin to meet MVB's strategic goals.

Along with traditional deposits, MVB has access to both repurchase agreements, which are corporate deposits secured by pledging securities from the investment portfolio, and Federal Home Loan Bank borrowings to fund its operations and investments. At March 31, 2008, repurchase agreements totaled \$16.8 million compared to \$19.8 million at December 31, 2007. In addition to the aforementioned funds alternatives, MVB has access to more than \$41.2 million through additional advances from the Federal Home Loan Bank of Pittsburgh, a \$4.5 million line of credit with Silverton Bank, N.A. and the ability to readily sell jumbo certificates of deposits to other banks.

## **Capital/Stockholders Equity**

The bank was initially capitalized when it sold 452,000 shares of stock at \$10 per share or a total of \$4.5 million in an offering during 1998.

In October of 1999 the bank completed a secondary offering of 66,000 shares of stock at \$11 per share or a total of \$726,000. This offering was used to purchase MVB's main office at 301 Virginia Avenue.

During November of 2002 the bank completed another secondary offering of 164,000 shares of stock at \$12.50 per share or a total of \$2.0 million. This offering was needed to continue funding the bank's growth.

In 2004, the bank formed a one-bank holding company. In that transaction, MVB Financial Corp. issued shares of common stock in exchange for shares of the bank's common stock.

In 2006, MVB completed a public offering of 725,000 shares totaling \$11.6 million.

In March 2007, MVB formed a statutory business trust for the purpose of issuing \$4 million in trust preferred capital securities with the proceeds invested in MVB Bank, Inc. This was done primarily to increase the lending limit of the bank. The securities mature in 30 years and are redeemable by the Company after five years. The securities are at an interest cost of 1.62% over the three month LIBOR rate which is reset quarterly.

In April 2008, MVB expects to complete a public offering of 200,000 shares which will total slightly less than \$4.0 million. The proceeds of the offering will be used to support the growth of the bank and to increase the legal lending limit to one borrower.

At March 31, 2008, accumulated other comprehensive (loss) totaled \$(377) compared to \$(405) at December 31, 2007.

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

Bank regulators have established risk-based capital requirements designed to measure capital adequacy. Risk-based capital ratios reflect the relative risks of various assets banks hold in their portfolios. A weight category of 0% (lowest risk assets), 20%, 50%, or 100% (highest risk assets) is assigned to each asset on the balance sheet. Detailed information concerning MVB's risk-based capital ratios can be found in Note 14 of the Notes to the Consolidated Financial Statements of MVB's 2007 Form 10-KSB. At March 31, 2008, MVB and its banking subsidiary's risk-based capital ratios exceeded the minimum standards for a well capitalized financial institution.

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### **Commitments**

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

Loan commitments are made to accommodate the financial needs of MVB's customers. MVB uses the same underwriting standards in making commitments and conditional obligations as it does for on-balance sheet instruments. The amount of collateral obtained is based on management's credit evaluation of the customer. Collateral held varies, but may include accounts receivable, inventory, property, plant, and equipment, and income-producing commercial properties. The total amount of loan commitments outstanding at March 31, 2008 and December 31, 2007 was \$42.1 million and \$43.1 million, respectively.

### **Market Risk**

There have been no material changes in market risks faced by MVB since December 31, 2007. For information regarding MVB's market risk, refer to MVB's Annual Report to Shareholders for the year ended December 31, 2006.

### **Effects of Inflation on Financial Statements**

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

### **Future Outlook**

The bank's results of operations in the first quarter of 2008 are similar to the first quarter of 2007, but below the most current quarters, mainly the result of interest rate cuts that have decreased the yield on the commercial loan portfolio. During the next few quarters, MVB's net interest margin should begin to improve as liability repricing catches up to the asset repricing of the last few quarters. MVB's emphasis in future periods will be to do those things that have made the bank successful thus far. The critical challenge for the bank in the future is to attract core deposits to fund growth in the new markets through continued delivery of the most outstanding customer service with the highest quality products and technology.

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### **Item 3A (T). Controls and Procedures**

Disclosure controls are procedures that a company designs with the objective of ensuring that information required to be disclosed in their reports filed under the Securities Exchange Act of 1934 (such as this Form 10-QSB), is recorded, processed, summarized and reported within the time period specified under the SEC's rules and forms. Disclosure controls are also designed with the objective of ensuring that such information is accumulated and communicated to management, including the CEO and CFO, as appropriate, to allow timely decisions regarding required disclosure. Internal controls are procedures that a company designs with the objective of providing reasonable assurance that transactions are properly authorized, assets are safeguarded against unauthorized or improper use and transactions are properly recorded and reported all to permit the preparation of a company's financial statements in conformity with generally accepted accounting principles.

The Company's management, including the CEO and CFO, does not expect that our disclosure controls or internal controls will prevent all error and fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments and decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the control. The design of any system of control also is based in part upon certain assumptions about the likelihood of future events and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Over time, controls may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate.

### **Evaluation of disclosure controls and procedures**

As of the end of the period covered by this report and pursuant to Rule 13a-15 of the Securities Exchange Act of 1934 (the Exchange Act), the Company's management, including the Chief Executive Officer and Chief Financial Officer, conducted an evaluation of the effectiveness and design of the Company's disclosure controls and procedures (as that term is defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act). Based upon that evaluation, the Company's Chief Executive Officer and Chief Financial Officer concluded, as of the end of the period covered by this report, that the Company's disclosure controls and procedures were effective in recording, processing, summarizing and reporting information required to be disclosed by the Company, within the time periods specified in the Securities and Exchange Commission's rules and forms.

### **Changes in internal controls**

In addition, there have been no changes in internal control over financial reporting (as defined in Rule 13a-15(f) and 15d-15(f) of the Exchange Act) during the quarter to which this report relates that have materially affected or are reasonably likely to materially affect, the internal control over financial reporting.

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Part II. Other Information

**Item 5. Other Information**  
None.

**Item 6. Exhibits**

(a) The following exhibits were filed with Form SB-2 Registration Statement, Registration No. 333-120931, filed December 1, 2004, and are incorporated by reference herein.

- Exhibit 3.1 Articles of Incorporation
- Exhibit 3.1-1 Articles of Incorporation Amendment
- Exhibit 3.2 Bylaws

(b) The following exhibits are filed herewith.

- Exhibit 31.1 Certificate of principal executive officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- Exhibit 31.2 Certificate of principal financial officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- Exhibit 32.1 Certificate of principal executive officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- Exhibit 32.2 Certificate of principal financial officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

**SIGNATURES**

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

May 13, 2008

MVB Financial Corp.

By: /s/ James R. Martin  
James R. Martin  
President and Chief Executive Officer

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