

SUMMIT FINANCIAL GROUP INC  
Form 10-Q  
November 04, 2011

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10 – Q

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

For the quarterly period ended September 30, 2011.

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES  
EXCHANGE ACT OF 1934 For the transition period from \_\_\_\_\_ to \_\_\_\_\_.

Commission File Number 0-16587

Summit Financial Group, Inc.  
(Exact name of registrant as specified in its charter)

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

55-0672148  
(IRS Employer  
Identification No.)

300 North Main Street  
Moorefield, West Virginia 26836  
(Address of principal executive offices) (Zip Code)

(304) 530-1000  
(Registrant's telephone number, including area code)

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

Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

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Yes  No

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

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

Indicate the number of shares outstanding of each of the issuer’s classes of Common Stock as of the latest practicable date.

Common Stock, \$2.50 par value  
7,425,472 shares outstanding as of October 31, 2011

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Summit Financial Group, Inc. and Subsidiaries  
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Summit Financial Group, Inc. and Subsidiaries  
Consolidated Balance Sheets (unaudited)

Dollars in thousands	September 30, 2011 (unaudited)	December 31, 2010 (*)	September 30, 2010 (unaudited)
<b>ASSETS</b>			
Cash and due from banks	\$ 3,596	\$ 4,652	\$ 4,598
Interest bearing deposits with other banks	39,103	45,696	40,691
Securities available for sale	292,442	271,730	267,856
Other investments	20,028	22,941	23,988
Loans held for sale, net	294	343	1,298
Loans, net	964,349	995,319	1,018,169
Property held for sale	63,335	70,235	68,353
Premises and equipment, net	22,334	23,092	23,402
Accrued interest receivable	5,395	5,879	5,962
Intangible assets	8,739	9,002	9,090
Cash surrender value of life insurance policies	29,034	13,458	13,301
Other assets	15,935	16,123	19,704
Total assets	\$ 1,464,584	\$ 1,478,470	\$ 1,496,412
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>			
<b>Liabilities</b>			
<b>Deposits</b>			
Non interest bearing	\$ 85,406	\$ 74,604	\$ 76,362
Interest bearing	961,903	962,335	953,670
Total deposits	1,047,309	1,036,939	1,030,032
Short-term borrowings	955	1,582	1,610
Long-term borrowings	272,031	304,109	329,648
Subordinated debentures	16,800	16,800	16,800
Subordinated debentures owed to unconsolidated subsidiary trusts	19,589	19,589	19,589
Other liabilities	8,976	9,630	8,499
Total liabilities	1,365,660	1,388,649	1,406,178
<b>Commitments and Contingencies</b>			
<b>Shareholders' Equity</b>			
Preferred stock and related surplus - authorized 250,000 shares:			
Series 2009, 8% Non-cumulative convertible preferred stock,			
par value \$1.00; issued 3,710 shares	3,519	3,519	3,519
Series 2011, 8% Non-cumulative convertible preferred stock,			
par value \$1.00; 7,399 shares subscribed	3,562	-	-
Common stock and related surplus - authorized 20,000,000 shares;			
\$2.50 par value; issued and outstanding 2011 and			

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2010 - 7,425,472 shares	24,517	24,508	24,508
Retained earnings	63,572	61,201	60,365
Accumulated other comprehensive income	3,754	593	1,842
Total shareholders' equity	98,924	89,821	90,234
Total liabilities and shareholders' equity	\$ 1,464,584	\$ 1,478,470	\$ 1,496,412

(\*) - December 31, 2010 financial information has been extracted from audited consolidated financial statements

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Summit Financial Group, Inc. and Subsidiaries  
Consolidated Statements of Income (unaudited)

	Three Months Ended		Nine Months Ended	
	September 30,	September 30,	September 30,	September 30,
Dollars in thousands, except per share amounts	2011	2010	2011	2010
Interest income				
Interest and fees on loans				
Taxable	\$ 14,656	\$ 16,161	\$ 44,623	\$ 49,651
Tax-exempt	61	78	191	242
Interest and dividends on securities				
Taxable	2,105	2,874	7,288	9,153
Tax-exempt	815	434	1,800	1,340
Interest on interest bearing deposits with other banks	15	7	59	21
Total interest income	17,652	19,554	53,961	60,407
Interest expense				
Interest on deposits	4,561	5,160	13,971	16,037
Interest on short-term borrowings	1	2	2	79
Interest on long-term borrowings and subordinated debentures	3,169	4,844	9,805	14,576
Total interest expense	7,731	10,006	23,778	30,692
Net interest income	9,921	9,548	30,183	29,715
Provision for loan losses	2,001	4,500	8,001	18,350
Net interest income after provision for loan losses	7,920	5,048	22,182	11,365
Other income				
Insurance commissions	1,073	1,227	3,458	3,659
Service fees	776	763	2,155	2,298
Realized securities gains	1,517	67	3,463	1,587
Gain on sale of assets	130	(84 )	277	111
Write-down of foreclosed properties	(1,637 )	-	(5,770 )	(2,194 )
Other	812	556	2,223	1,545
Total other-than-temporary impairment loss on securities	(1,684 )	(184 )	(4,815 )	(638 )
Portion of loss recognized in other comprehensive income	1,200	75	2,570	500
Net impairment loss recognized in earnings	(484 )	(109 )	(2,245 )	(138 )
Total other income	2,187	2,420	3,561	6,868
Other expense				
Salaries, commissions, and employee benefits	3,959	3,999	11,987	11,812
Net occupancy expense	473	498	1,463	1,529
Equipment expense	589	620	1,750	1,883
Professional fees	265	223	654	759
Amortization of intangibles	88	88	263	263
FDIC premiums	580	715	1,859	2,165

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Foreclosed properties expense	389	671	1,235	1,147
Other	1,230	1,379	3,240	4,151
Total other expense	7,573	8,193	22,451	23,709
Income (loss) before income taxes	2,534	(725 )	3,292	(5,476 )
Income tax expense (benefit)	598	(598 )	698	(2,591 )
Net Income (loss)	1,936	(127 )	2,594	(2,885 )
Dividends on preferred shares	74	74	223	223
Net Income (loss) applicable to common shares	\$ 1,862	\$ (201 )	\$ 2,371	\$ (3,108 )
Basic earnings per common share	\$ 0.25	\$ (0.03 )	\$ 0.32	\$ (0.42 )
Diluted earnings per common share	\$ 0.24	\$ (0.03 )	\$ 0.32	\$ (0.42 )

See Notes to Consolidated Financial  
Statements

Summit Financial Group, Inc. and Subsidiaries  
Consolidated Statements of Shareholders' Equity (unaudited)

Dollars in thousands, except per share amounts	Series 2009 Preferred Stock and Related Surplus	Subscribed Series 2011 Preferred Stock and Related Surplus	Common Stock and Related Surplus	Retained Earnings	Accumulated Other Compre- hensive Income (Loss)	Total Share- holders' Equity
Balance, December 31, 2010	\$3,519	\$-	\$24,508	\$61,201	\$ 593	\$89,821
Nine Months Ended September 30, 2011						
Comprehensive income:						
Net income	-	-	-	2,594	-	2,594
Other comprehensive income:						
Non-credit related other-than-temporary impairment on available for sale debt securities of \$2,570, net of deferred taxes of \$976	-	-	-	-	(1,594 )	(1,594 )
Net unrealized gain on available for sale debt securities of \$7,669 net of deferred taxes of \$2,914 and reclassification adjustment for net realized gains included in net income of \$3,463	-	-	-	-	4,755	4,755
Total comprehensive income						5,755
Exercise of stock options	-	-	-	-	-	-
Stock compensation expense	-	-	9	-	-	9
Subscription of 7,399 shares Series 2011 Preferred Stock	-	3,562	-	-	-	3,562
Preferred stock cash dividends declared (\$60.00 per share)	-	-	-	(223 )	-	(223 )
Balance, September 30, 2011	\$3,519	\$3,562	\$24,517	\$63,572	\$ 3,754	\$98,924
Balance, December 31, 2009	\$3,519	\$-	\$24,508	\$63,474	\$ (841 )	\$90,660
Nine Months Ended September 30, 2010						
Comprehensive income:						

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Net income (loss)	-	-	-	(2,885 )	-	(2,885 )
Other comprehensive income:						
Non-credit related other-than-temporary impairment on available for sale debt securities of \$500, net of deferred taxes of \$190	-	-	-	-	(310 )	(310 )
Net unrealized gain on available for sale debt securities of \$4,827 net of deferred taxes of \$1,834 and reclassification adjustment for net realized gains included in net income of \$1,587	-	-	-	-	2,993	2,993
Total comprehensive income						(202 )
Exercise of stock options	-	-	-	-	-	-
Stock compensation expense	-	-	-	-	-	-
Preferred stock cash dividends declared (\$60.00 per share)	-	-	-	(223 )	-	(223 )
Balance, September 30, 2010	\$3,519	\$-	\$24,508	\$60,365	\$ 1,842	\$90,234

See Notes to Consolidated Financial Statements

Summit Financial Group, Inc. and Subsidiaries  
Consolidated Statements of Cash Flows (unaudited)

Dollars in thousands	Nine Months Ended	
	September 30, 2011	September 30, 2010
<b>Cash Flows from Operating Activities</b>		
Net income (loss)	\$ 2,594	\$ (2,885 )
Adjustments to reconcile net earnings to net cash provided by operating activities:		
Depreciation	1,056	1,194
Provision for loan losses	8,001	18,350
Stock compensation expense	9	-
Deferred income tax (benefit)	(2,362 )	(1,575 )
Loans originated for sale	(6,978 )	(7,453 )
Proceeds from loans sold	7,027	6,156
Securities (gains)	(3,463 )	(1,587 )
Other-than-temporary impairment of debt securities	2,245	138
(Gain) on disposal of other repossessed assets & property held for sale	(324 )	(121 )
Write-down of foreclosed properties	5,770	2,194
Amortization of securities premiums (accretion of discounts), net	1,455	(762 )
Amortization of goodwill and purchase accounting adjustments, net	272	272
Increase in accrued interest receivable	483	360
(Increase) in other assets	(1,214 )	(4,306 )
(Decrease) in other liabilities	(343 )	(507 )
Net cash provided by operating activities	14,228	9,468
<b>Cash Flows from Investing Activities</b>		
Proceeds from (purchase of) interest bearing deposits with other banks	6,592	(6,444 )
Proceeds from maturities and calls of securities available for sale	6,985	46,860
Proceeds from sales of securities available for sale	97,826	32,849
Principal payments received on securities available for sale	43,385	40,134
Purchases of securities available for sale	(170,045 )	(109,508 )
Purchases of other investments	-	(2,998 )
Proceeds from maturities and calls of other investments	5,999	3,000
Redemption of Federal Home Loan Bank Stock	2,914	19

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Net principal payments received on loans	13,680	54,854
Purchases of premises and equipment	(298 )	(364 )
Proceeds from sales of other repossessed assets & property held for sale	11,674	17,417
Purchase of life insurance contracts	(15,000 )	-
Net cash provided by investing activities	3,712	75,819
Cash Flows from Financing Activities		
Net increase (decrease) in demand deposit, NOW and		
savings accounts	55,328	(86 )
Net increase (decrease) in time deposits	(44,958 )	12,780
Net (decrease) in short-term borrowings	(627 )	(48,129 )
Proceeds from long-term borrowings	842	-
Repayment of long-term borrowings	(32,920 )	(51,844 )
Dividends paid on preferred stock	(223 )	(223 )
Proceeds from subscription of preferred stock	3,562	-
Net cash (used in) financing activities	(18,996 )	(87,502 )
(Decrease) in cash and due from banks	(1,056 )	(2,215 )
Cash and due from banks:		
Beginning	4,652	6,813
Ending	\$ 3,596	\$ 4,598

(Continued)

See Notes to Consolidated Financial Statements

Summit Financial Group, Inc. and Subsidiaries  
 Consolidated Statements of Cash Flows (unaudited)

Dollars in thousands	Nine Months Ended	
	2011	September 30, 2010
Supplemental Disclosures of Cash Flow Information		
Cash payments for:		
Interest	\$ 24,120	\$ 31,274
Income taxes	\$ 1,925	\$ -
Supplemental Schedule of Noncash Investing and Financing Activities		
Other assets acquired in settlement of loans	\$ 9,289	\$ 45,962

See Notes to Consolidated Financial  
Statements

Summit Financial Group, Inc. and Subsidiaries  
Notes to Consolidated Financial Statements (unaudited)

NOTE 1. BASIS OF PRESENTATION

We, Summit Financial Group, Inc. and subsidiaries, prepare our consolidated financial statements in accordance with accounting principles generally accepted in the United States of America for interim financial information and with instructions to Form 10-Q and Regulation S-X. Accordingly, they do not include all the information and footnotes required by accounting principles generally accepted in the United States of America for annual year-end financial statements. In our opinion, all adjustments considered necessary for a fair presentation have been included and are of a normal recurring nature.

The presentation of financial statements in conformity with accounting principles generally accepted in the United States of America requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ materially from these estimates.

The results of operations for the quarter ended September 30, 2011 are not necessarily indicative of the results to be expected for the full year. The consolidated financial statements and notes included herein should be read in conjunction with our 2010 audited financial statements and Annual Report on Form 10-K. Certain accounts in the consolidated financial statements for December 31, 2010 and September 30, 2010, as previously presented, have been reclassified to conform to current year classifications.

NOTE 2. SIGNIFICANT NEW AUTHORITATIVE ACCOUNTING GUIDANCE

ASU No. 2010-06, Fair Value Measurements and Disclosures (Topic 820) - Improving Disclosures About Fair Value Measurements, requires expanded disclosures related to fair value measurements including (i) the amounts of significant transfers of assets or liabilities between Levels 1 and 2 of the fair value hierarchy and the reasons for the transfers, (ii) the reasons for transfers of assets or liabilities in or out of Level 3 of the fair value hierarchy, with significant transfers disclosed separately, (iii) the policy for determining when transfers between levels of the fair value hierarchy are recognized and (iv) for recurring fair value measurements of assets and liabilities in Level 3 of the fair value hierarchy, a gross presentation of information about purchases, sales, issuances and settlements.

ASU 2010-06 further clarifies that (i) fair value measurement disclosures should be provided for each class of assets and liabilities (rather than major category), which would generally be a subset of assets or liabilities within a line item in the statement of financial position and (ii) company's should provide disclosures about the valuation techniques and inputs used to measure fair value for both recurring and nonrecurring fair value measurements for each class of assets and liabilities included in Levels 2 and 3 of the fair value hierarchy. The disclosures related to the gross presentation of purchases, sales, issuances and settlements of assets and liabilities included in Level 3 of the fair value hierarchy is required for us beginning January 1, 2011. The remaining disclosure requirements and clarifications made by ASU 2010-06 became effective for us on January 1, 2010. See Note 3 – Fair Value Measurements.

ASU No. 2010-20, Receivables (Topic 310) - Disclosures about the Credit Quality of Financing Receivables and the Allowance for Credit Losses requires entities to provide disclosures designed to facilitate financial statement users' evaluation of (i) the nature of credit risk inherent in the entity's portfolio of financing receivables, (ii) how that risk is analyzed and assessed in arriving at the allowance for credit losses and (iii) the changes and reasons for those changes in the allowance for credit losses. Disclosures must be disaggregated by portfolio segment, the level at which an entity develops and documents a systematic method for determining its allowance for credit losses, and class of financing receivable. The required disclosures include, among other things, a roll-forward of the allowance for credit losses as well as information about modified, impaired, non-accrual and past due loans and credit quality indicators.

ASU 2010-20 will be effective for our financial statements as of December 31, 2010, as it relates to disclosures required as of the end of a reporting period. Disclosures that relate to activity during a reporting period were effective January 1, 2011 and had no impact on our financial statements.

ASU No. 2010-28, Intangibles – Goodwill and Other (Topic 350) – When to Perform Step 2 of the goodwill Impairment Test for Reporting Units with Zero or Negative Carrying Amounts modifies Step 1 of the goodwill impairment test for reporting units with zero or negative carrying amounts. For those reporting units, an entity is required to perform Step 2 of the goodwill impairment test if it is more likely than not that a goodwill impairment exists. In determining whether it is more likely than not that a goodwill impairment exists, an entity should consider whether there are any adverse qualitative factors indicating that an impairment may exist. The qualitative factors are consistent with the existing guidance and examples in paragraph 350-20-35-30, which requires that goodwill of a reporting unit be tested for impairment between annual tests if an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying amount. This amendment was effective for us January 1, 2011 and had no impact on our financial statements.

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Notes to Consolidated Financial Statements (unaudited)

ASU No. 2011-01, Receivables (Topic 310) – Deferral of the Effective Date of Disclosures about Troubled Debt Restructurings in Update No. 2010-20 temporarily delayed the effective date of the disclosures regarding troubled debt restructurings in ASU No. 2010-20 for public entities. The effective date is for interim and annual reporting periods beginning after June 15, 2011.

ASU 2011-02, Receivables (Topic 310): A Creditor’s Determination of Whether a Restructuring is a Troubled Debt Restructuring provides additional guidance to clarify when a loan modification or restructuring is considered a troubled debt restructuring (TDR) in order to address current diversity in practice and lead to more consistent application of U.S. GAAP for debt restructurings. In evaluating whether a restructuring constitutes a troubled debt restructuring, a creditor must separately conclude that both of the following exist: (1) the restructuring constitutes a concession, and (2) the debtor is experiencing financial difficulties. The amendments to Topic 310 clarify the guidance regarding the evaluation of both considerations above. Additionally, the amendments clarify that a creditor is precluded from using the effective interest rate test in the debtor’s guidance on restructuring of payables (paragraph 470-60-55-10) when evaluating whether a restructuring constitutes a TDR. This amendment is effective for us July 1, 2011. Early adoption is permitted. Retrospective application to the beginning of the annual period of adoption for modifications occurring on or after the beginning of the annual adoption period is required. As a result of applying these amendments, we may identify receivables that are newly considered to be impaired. For purposes of measuring impairment of those receivables, an entity should apply the amendments prospectively for the first interim or annual period beginning on or after June 15, 2011.

ASU No. 2011-03, Transfers and Servicing (Topic 860) - Reconsideration of Effective Control for Repurchase Agreement is intended to improve financial reporting of repurchase agreements and other agreements that both entitle and obligate a transferor to repurchase or redeem financial assets before their maturity. ASU 2011-03 removes from the assessment of effective control (i) the criterion requiring the transferor to have the ability to repurchase or redeem the financial assets on substantially the agreed terms, even in the event of default by the transferee, and (ii) the collateral maintenance guidance related to that criterion. ASU 2011-03 will be effective for us on January 1, 2012 and is not expected to have a significant impact on our financial statements.

ASU 2011-04, Fair Value Measurement (Topic 820) - Amendments to Achieve Common Fair Value Measurements and Disclosure Requirements in U.S. GAAP and IFRSs amends Topic 820, Fair Value Measurements and Disclosures, to converge the fair value measurement guidance in U.S. generally accepted accounting principles and International Financial Reporting Standards. ASU 2011-04 clarifies the application of existing fair value measurement requirements, changes certain principles in Topic 820 and requires additional fair value disclosures. ASU 2011-04 is effective for annual periods beginning after December 15, 2011, and is not expected to have a significant impact on our financial statements.

ASU 2011-05, Comprehensive Income (Topic 220) - Presentation of Comprehensive Income amends Topic 220, Comprehensive Income, to require that all nonowner changes in stockholders’ equity be presented in either a single continuous statement of comprehensive income or in two separate but consecutive statements. Additionally, ASU 2011-05 requires entities to present, on the face of the financial statements, reclassification adjustments for items that are reclassified from other comprehensive income to net income in the statement or statements where the components of net income and the components of other comprehensive income are presented. The option to present components of other comprehensive income as part of the statement of changes in stockholders’ equity was eliminated. ASU 2011-05 is effective for annual periods beginning after December 15, 2011, and is not expected to have a significant impact on our financial statements.

ASU 2011-08, Intangibles - Goodwill and Other (Topic 350) - Testing Goodwill for Impairment, amends Topic 350, Intangibles – Goodwill and Other, to permit entities to first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the two-step goodwill impairment test described in Topic 350. The more-than-likely-than-not threshold is defined as having a likelihood of more than 50 percent. If, after assessing the totality of events or circumstances, an entity determines it is not more likely than not that the fair value of a reporting unit is less than its carrying amount, then performing the two-step impairment test is unnecessary. However, if an entity concludes otherwise, then it is required to perform the first step of the two-step impairment test by calculating the fair value of the reporting unit and comparing the fair value with the carrying amount of the reporting unit. If the carrying amount of the reporting unit exceeds its fair value, then the entity

Summit Financial Group, Inc. and Subsidiaries  
Notes to Consolidated Financial Statements (unaudited)

is required to perform the second step of the goodwill impairment test to measure the amount of impairment loss, if any. ASU 2011-08 is effective for annual and interim impairment tests beginning after December 15, 2011, and is not expected to have a significant impact on our financial statements.

### NOTE 3. FAIR VALUE MEASUREMENTS

ASC Topic 820 defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. ASC Topic 820 also establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value.

Level 1: Quoted prices (unadjusted) or identical assets or liabilities in active markets that the entity has the ability to access as of the measurement date.

Level 2: Significant other observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, and other inputs that are observable or can be corroborated by observable market data.

Level 3: Significant unobservable inputs that reflect a company's own assumptions about the assumptions that market participants would use in pricing an asset or liability.

Accordingly, securities available-for-sale are recorded at fair value on a recurring basis. Additionally, from time to time, we may be required to record other assets at fair value on a nonrecurring basis, such as loans held for sale, and impaired loans held for investment. These nonrecurring fair value adjustments typically involve application of lower of cost or market accounting or write-downs of individual assets.

Following is a description of valuation methodologies used for assets and liabilities recorded at fair value.

**Available-for-Sale Securities:** Investment securities available-for-sale are recorded at fair value on a recurring basis. Fair value measurement is based upon quoted prices, if available. If quoted prices are not available, fair values are measured using independent pricing models or other model-based valuation techniques such as the present value of future cash flows, adjusted for the security's credit rating, prepayment assumptions and other factors such as credit loss assumptions. Level 1 securities include those traded on an active exchange, such as the New York Stock Exchange, U.S. Treasury securities that are traded by dealers or brokers in active over-the-counter markets and money market funds. Level 2 securities include mortgage-backed securities issued by government sponsored entities, municipal bonds and corporate debt securities.

**Loans Held for Sale:** Loans held for sale are carried at the lower of cost or market value. The fair value of loans held for sale is based on what secondary markets are currently offering for portfolios with similar characteristics. As such, we classify loans subject to nonrecurring fair value adjustments as Level 2.

**Loans:** We do not record loans at fair value on a recurring basis. However, from time to time, a loan is considered impaired and an allowance for loan losses is established. Loans for which it is probable that payment of interest and principal will not be made in accordance with the contractual terms of the loan agreement are considered impaired. Once a loan is identified as individually impaired, management measures impairment in accordance with

ASC Topic 310, Accounting by Creditors for Impairment of a Loan. The fair value of impaired loans is estimated using one of several methods, including collateral value, liquidation value and discounted cash flows. Those impaired loans not requiring an allowance represent loans for which the fair value of the expected repayments or collateral exceed the recorded investments in such loans. At September 30, 2011, substantially all of the total impaired loans were evaluated based on the fair value of the collateral. In accordance with ASC Topic 310, impaired loans where an allowance is established based on the fair value of collateral requires classification in the fair value hierarchy. When the fair value of the collateral is based on an observable market price or a current appraised value, we record the impaired loan as nonrecurring Level 2. When a current appraised value is not available and there is no observable market price, we record the impaired loan as nonrecurring Level 3.

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Notes to Consolidated Financial Statements (unaudited)

When a collateral-dependent loan is identified as impaired, management immediately begins the process of evaluating the estimated fair value of the underlying collateral to determine if a related specific allowance for loan losses or charge-off is necessary. Current appraisals are ordered once a loan is deemed impaired if the existing appraisal is more than twelve months old, or more frequently if there is known deterioration in value. For recently identified impaired loans, a current appraisal may not be available at the financial statement date. Until the current appraisal is obtained, the original appraised value is discounted, as appropriate, to compensate for the estimated depreciation in the value of the loan's underlying collateral since the date of the original appraisal. Such discounts are generally estimated based upon management's knowledge of sales of similar collateral within the applicable market area and its knowledge of other real estate market-related data as well as general economic trends. When a new appraisal is received (which generally are received within 3 months of a loan being identified as impaired), management then re-evaluates the fair value of the collateral and adjusts any specific allocated allowance for loan losses, as appropriate. In addition, management also assigns a discount of 7–10% for the estimated costs to sell the collateral. As of September 30, 2011, the appraised values of the underlying collateral for our collateral-dependent impaired loans which had a related specific allowance or prior charge-off was in excess of the total fair value by \$3,806,000.

Other Real Estate Owned ("OREO"): OREO consists of real estate acquired in foreclosure or other settlement of loans. Such assets are carried on the balance sheet at the lower of the investment in the real estate or its fair value less estimated selling costs. The fair value of OREO is determined on a nonrecurring basis generally utilizing current appraisals performed by an independent, licensed appraiser applying an income or market value approach using observable market data (Level 2). Updated appraisals of OREO are generally obtained if the existing appraisal is more than 18 months old or more frequently if there is a known deterioration in value. However, if a current appraisal is not available, the original appraised value is discounted, as appropriate, to compensate for the estimated depreciation in the value of the real estate since the date of its original appraisal. Such discounts are generally estimated based upon management's knowledge of sales of similar property within the applicable market area and its knowledge of other real estate market-related data as well as general economic trends (Level 3). Upon foreclosure, any fair value adjustment is charged against the allowance for loan losses. Subsequent fair value adjustments are recorded in the period incurred and included in other noninterest income in the consolidated statements of income.

Assets and Liabilities Recorded at Fair Value on a Recurring Basis

The table below presents the recorded amount of assets measured at fair value on a recurring basis.

Dollars in thousands	Balance at September 30, 2011	Fair Value Measurements Using:		
		Level 1	Level 2	Level 3
Available for sale securities				
U.S. Government sponsored agencies	\$ 8,845	\$ -	\$ 8,845	\$ -
Mortgage backed securities:				
Government sponsored agencies	156,724	-	156,724	-
Nongovernment sponsored agencies	40,280	-	40,280	-
State and political subdivisions	4,579	-	4,579	-
Corporate debt securities	847	-	847	-
Other equity securities	77	-	77	-
Tax-exempt state and political subdivisions	81,090	-	81,090	-

Total available for sale securities	\$ 292,442	\$ -	\$ 292,442	\$ -
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Dollars in thousands	Balance at December 31, 2010	Fair Value Measurements Using:		
		Level 1	Level 2	Level 3
Available for sale securities				
U.S. Government sponsored agencies	\$ 30,665	\$ -	\$ 30,665	\$ -
Mortgage backed securities:				
Government sponsored agencies	123,037	-	123,037	-
Nongovernment sponsored agencies	59,267	-	59,267	-
State and political subdivisions	22,388	-	22,388	-
Corporate debt securities	949	-	949	-
Other equity securities	77	-	77	-
Tax-exempt state and political subdivisions	35,347	-	35,347	-
Total available for sale securities	\$ 271,730	\$ -	\$ 271,730	\$ -

There were no assets measured at fair value on a recurring basis using significant unobservable inputs (Level 3) for the period ended September 30, 2011.

Assets and Liabilities Recorded at Fair Value on a Nonrecurring Basis

We may be required, from time to time, to measure certain assets at fair value on a nonrecurring basis in accordance with U.S. generally accepted accounting principles. These include assets that are measured at the lower of cost or market that were recognized at fair value below cost at the end of the period. Assets measured at fair value on a nonrecurring basis are included in the table below.

Dollars in thousands	Total at September 30, 2011	Fair Value Measurements Using:		
		Level 1	Level 2	Level 3
Residential mortgage loans held for sale	\$ 294	\$ -	\$ 294	\$ -
Impaired loans				
Commercial	\$ 2,940	\$ -	\$ -	\$ 2,940
Commercial real estate	25,435	-	21,344	4,091
Construction and development	25,951	-	22,390	3,561
Residential real estate	20,137	-	15,986	4,151
Consumer	-	-	-	-
Total impaired loans	\$ 74,463	\$ -	\$ 59,720	\$ 14,743
OREO	\$ 63,335	\$ -	\$ 63,335	\$ -



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Dollars in thousands	Total at December 31, 2010	Fair Value Measurements Using:		
		Level 1	Level 2	Level 3
Residential mortgage loans held for sale	\$ 343	\$ -	\$ 343	\$ -
<b>Impaired loans</b>				
Commercial	\$ 630	\$ -	\$ -	\$ 630
Commercial real estate	16,408	-	13,569	2,839
Construction and development	13,940	-	11,251	2,689
Residential real estate	21,028	-	14,836	6,192
Total impaired loans	\$ 52,006	\$ -	\$ 39,656	\$ 12,350
OREO	\$ 70,235	\$ -	\$ 69,855	\$ 380

Impaired loans, which are measured for impairment primarily using the fair value of the collateral for collateral-dependent loans, had a carrying amount at September 30, 2011 of \$78,959,000, with a valuation allowance of \$4,496,000, resulting in no additional provision for loan losses for the nine months ended September 30, 2011.

ASC Topic 825, Financial Instruments, requires disclosure of the fair value of financial assets and financial liabilities, including those financial assets and financial liabilities that are not measured and reported at fair value on a recurring basis or non-recurring basis. The following summarizes the methods and significant assumptions we used in estimating our fair value disclosures for financial instruments.

Cash and due from banks: The carrying values of cash and due from banks approximate their estimated fair value.

Interest bearing deposits with other banks: The carrying values of interest bearing deposits with other banks approximate their estimated fair values.

Federal funds sold: The carrying values of Federal funds sold approximate their estimated fair values.

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

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

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

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

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

Short-term borrowings: The carrying values of short-term borrowings approximate their estimated fair values.

Long-term borrowings: The fair values of long-term borrowings are estimated by discounting scheduled future payments of principal and interest at current rates available on borrowings with similar terms.

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Subordinated debentures: The carrying values of subordinated debentures approximate their estimated fair values.

Subordinated debentures owed to unconsolidated subsidiary trusts: The carrying values of subordinated debentures owed to unconsolidated subsidiary trusts approximate their estimated fair values.

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

The carrying values and estimated fair values of our financial instruments are summarized below:

Dollars in thousands	September 30, 2011		December 31, 2010	
	Carrying Value	Estimated Fair Value	Carrying Value	Estimated Fair Value
<b>Financial assets</b>				
Cash and due from banks	\$ 3,596	\$ 3,596	\$ 4,652	\$ 4,652
Interest bearing deposits with				
other banks	39,103	39,103	45,696	45,696
Securities available for sale	292,442	292,442	271,730	271,730
Other investments	20,028	20,028	22,941	22,941
Loans held for sale, net	294	294	343	343
Loans, net	964,349	979,325	995,319	1,002,889
Accrued interest receivable	5,395	5,395	5,879	5,879
	\$ 1,325,207	\$ 1,340,183	\$ 1,346,560	\$ 1,354,130
<b>Financial liabilities</b>				
Deposits	\$ 1,047,309	\$ 1,105,686	\$ 1,036,939	\$ 1,102,131
Short-term borrowings	955	955	1,582	1,582
Long-term borrowings	272,031	293,998	304,109	323,803
Subordinated debentures	16,800	16,800	16,800	16,800
Subordinated debentures owed to				
unconsolidated subsidiary trusts	19,589	19,589	19,589	19,589
Accrued interest payable	2,788	2,788	3,130	3,130
	\$ 1,359,472	\$ 1,439,816	\$ 1,382,149	\$ 1,467,035

#### NOTE 4. EARNINGS PER SHARE

The computations of basic and diluted earnings per share follow:



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Dollars in thousands, except per share amounts	For the Three Months Ended September 30,						
	2011	Common			2010	Common	
	Income (Numerator)	Shares (Denominator)	Per Share	Income (Numerator)	Shares (Denominator)	Per Share	
Net income	\$ 1,936			\$ (127 )			
Less preferred stock dividends	(74 )			(74 )			
Basic EPS	\$ 1,862	7,425,472	\$ 0.25	\$ (201 )	7,425,472	\$ (0.03 )	
Effect of dilutive securities:							
Stock options	-	-		-	2,483		
Series 2011 convertible preferred stock	-	10,053		-	-		
Series 2009 convertible preferred stock	74	674,545		-	-		
Diluted EPS	\$ 1,936	8,110,070	\$ 0.24	\$ (201 )	7,427,955	\$ (0.03 )	

Dollars in thousands, except per share amounts	For the Nine Months Ended September 30,						
	2011	Common			2010	Common	
	Income (Numerator)	Shares (Denominator)	Per Share	Income (Numerator)	Shares (Denominator)	Per Share	
Net income	\$ 2,594			\$ (2,885 )			
Less preferred stock dividends	(223 )			(223 )			
Basic EPS	\$ 2,371	7,425,472	\$ 0.32	\$ (3,108 )	7,425,472	\$ (0.42 )	
Effect of dilutive securities:							

Stock options	-	-	-	950		
Series 2011 convertible preferred stock	-	3,388	-	-		
Series 2009 convertible preferred stock	-	-	-	-		
Diluted EPS	\$ 2,371	7,428,860	\$ 0.32	\$ (3,108 )	7,426,422	\$ (0.42 )

Stock option grants and the conversion of preferred stock are disregarded in this computation if they are determined to be anti-dilutive. Our anti-dilutive stock options at September 30, 2011 and 2010 totaled 312,180 shares. Our anti-dilutive convertible preferred shares totaled 674,545 shares for the nine months ended September 30, 2011 and for the quarter and nine months ended September 30, 2010.

#### NOTE 5. SECURITIES

The amortized cost, unrealized gains, unrealized losses and estimated fair values of securities at September 30, 2011, December 31, 2010, and June 30, 2010 are summarized as follows:

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Dollars in thousands	Amortized Cost	September 30, 2011 Unrealized		Estimated Fair Value
Available for Sale		Gains	Losses	
Taxable debt securities:				
U. S. Government agencies and corporations	\$ 8,351	\$ 494	\$ -	\$ 8,845
Residential mortgage-backed securities:				
Government-sponsored agencies	153,271	3,974	521	156,724
Nongovernment-sponsored agencies				
State and political subdivisions	40,946	1,072	1,738	40,280
Corporate debt securities	4,561	23	5	4,579
Total taxable debt securities	999	-	152	847
	208,128	5,563	2,416	211,275
Tax-exempt debt securities:				
State and political subdivisions	78,179	3,102	191	81,090
Total tax-exempt debt securities	78,179	3,102	191	81,090
Equity securities	77	-	-	77
Total available for sale securities	\$ 286,384	\$ 8,665	\$ 2,607	\$ 292,442

Dollars in thousands	Amortized Cost	December 31, 2010 Unrealized		Estimated Fair Value
Available for Sale		Gains	Losses	
Taxable debt securities				
U. S. Government agencies and corporations	\$ 30,645	\$ 319	\$ 299	\$ 30,665
Residential mortgage-backed securities:				
Government-sponsored agencies	119,608	3,642	213	123,037
Nongovernment-sponsored entities				
State and political subdivisions	60,257	2,528	3,518	59,267
Corporate debt securities	23,342	6	960	22,388
Total taxable debt securities	999	-	50	949
	234,851	6,495	5,040	236,306
Tax-exempt debt securities				
State and political subdivisions	35,843	211	707	35,347
Total tax-exempt debt securities	35,843	211	707	35,347
Equity securities	77	-	-	77
Total available for sale securities	\$ 270,771	\$ 6,706	\$ 5,747	\$ 271,730



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In thousands	Amortized Cost	September 30, 2010 Unrealized Gains      Losses		Estimated Fair Value
Available for Sale				
Taxable debt securities:				
U. S. Government agencies and corporations	\$ 46,008	\$ 944	\$ 15	\$ 46,937
Residential mortgage-backed securities:				
Government-sponsored agencies	104,419	4,553	85	108,887
Nongovernment-sponsored agencies	66,272	1,212	5,024	62,460
State and political subdivisions	8,561	72	5	8,628
Corporate debt securities	999	-	16	983
Total taxable debt securities	226,259	6,781	5,145	227,895
Tax-exempt debt securities:				
State and political subdivisions	38,547	1,423	86	39,884
Total tax-exempt debt securities	38,547	1,423	86	39,884
Equity securities	77	-	-	77
Total available for sale securities	\$ 264,883	\$ 8,204	\$ 5,231	\$ 267,856

The maturities, amortized cost and estimated fair values of securities at September 30, 2011, are summarized as follows:

Dollars in thousands	Available for Sale	
	Amortized Cost	Estimated Fair Value
Due in one year or less	\$ 73,784	\$ 74,352
Due from one to five years	93,258	96,403
Due from five to ten years	22,653	22,766
Due after ten years	96,612	98,844
Equity securities	77	77
Total	\$ 286,384	\$ 292,442

The proceeds from sales, calls and maturities of available for sale securities, including principal payments received on mortgage-backed obligations, and the related gross gains and losses realized, for the nine months ended September 30, 2011 are as follows:

Proceeds from

Gross realized

Dollars in thousands	Sales	Calls and Maturities	Principal Payments	Gains	Losses
Securities available for sale	\$ 97,826	\$ 6,985	\$ 43,385	\$ 3,805	\$ 342

During the three and nine months ended September 30, 2011, we recorded other-than-temporary impairment losses on securities as follows:

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In thousands	Three Months Ended			Nine Months Ended		
	Residential MBS Nongovernment - Sponsored Entities	Equity Securities	Total	Residential MBS Nongovernment - Sponsored Entities	Equity Securities	Total
September 30, 2011						
Total other-than-temporary impairment losses	\$(1,684 )	\$-	\$(1,684 )	\$(4,815 )	\$-	\$(4,815 )
Portion of loss recognized in other comprehensive income	1,200	-	1,200	2,570	-	2,570
Net impairment losses recognized in earnings	\$(484 )	\$-	\$(484 )	\$(2,245 )	\$-	\$(2,245 )
September 30, 2010						
Total other-than-temporary impairment losses	\$(184 )	\$-	\$(184 )	\$(638 )	\$-	\$(638 )
Portion of loss recognized in other comprehensive income	75	-	75	500	-	500
Net impairment losses recognized in earnings	\$(109 )	\$-	\$(109 )	\$(138 )	\$-	\$(138 )

Activity related to the credit component recognized on debt securities available for sale for which a portion of other-than-temporary impairment was recognized in other comprehensive income for the three and nine months ended September 30, 2011 is as follows:

In thousands	Three Months Ended September 30, 2011	Nine Months Ended September 30, 2011
Beginning Balance	\$ (5,470 )	\$ (3,910 )
Additions for the credit component on debt securities in which other-than-temporary impairment was not previously recognized	(484 )	(2,245 )
Securities sold during the period	-	201
Ending Balance	\$ (5,954 )	\$ (5,954 )

At September 30, 2011, our debt securities with other-than-temporary impairment in which only the amount of loss related to credit was recognized in earnings consisted solely of residential mortgage-backed securities issued by nongovernment-sponsored entities. We utilize third party vendors to estimate the portion of loss attributable to credit using a discounted cash flow model. The vendors estimate cash flows of the underlying collateral of each mortgage-backed security using models that incorporate their best estimates of current key assumptions, such as default rates, loss severity and prepayment rates. Assumptions utilized vary widely from security to security, and are influenced by such factors as underlying loan interest rates, geographical location of underlying borrowers, collateral type and other borrower characteristics. Specific such assumptions utilized by our vendors in their valuation of our other-than-temporarily impaired residential mortgage-backed securities issued by nongovernment-sponsored entities were as follows at September 30, 2011:

	Weighted Average		Range Minimum		Maximum
Constant voluntary prepayment rates	8.2	%	0.8	%	22.4 %
Constant default rates	5.5	%	3.7	%	10.0 %
Loss severities	47.9	%	40.0	%	57.0 %

Our vendors performing these valuations also analyze the structure of each mortgage-backed instrument in order to determine how the estimated cash flows of the underlying collateral will be distributed to each security issued from the structure. Expected principal and interest cash flows on the impaired debt securities are discounted predominantly using

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unobservable discount rates which the vendors assume that market participants would utilize in pricing the specific security. Based on the discounted expected cash flows derived from our vendor's models, we expect to recover the remaining unrealized losses on residential mortgage-backed securities issued by nongovernment sponsored entities.

Provided below is a summary of securities available for sale which were in an unrealized loss position at September 30, 2011 and December 31, 2010, including debt securities for which a portion of other-than-temporary impairment has been recognized in other comprehensive income.

Dollars in thousands	Less than 12 months		September 30, 2011 12 months or more		Total	
	Estimated Fair Value	Unrealized Loss	Estimated Fair Value	Unrealized Loss	Estimated Fair Value	Unrealized Loss
Temporarily impaired securities						
Taxable debt securities						
U. S. Government agencies						
and corporations	\$ -	\$ -	\$ 122	\$ -	\$ 122	\$ -
Residential mortgage-backed securities:						
Government-sponsored agencies	34,336	(521 )	-	-	34,336	(521 )
Nongovernment-sponsored entities	6,217	(181 )	4,805	(305 )	11,022	(486 )
State and political subdivisions	-	-	386	(5 )	386	(5 )
Corporate debt securities	-	-	847	(152 )	847	(152 )
Tax-exempt debt securities						
State and political subdivisions	12,342	(100 )	1,230	(91 )	13,572	(191 )
Total temporarily impaired securities	52,895	(802 )	7,390	(553 )	60,285	(1,355 )
Other-than-temporarily impaired securities						
Taxable debt securities						
Residential mortgage-backed securities:						
Nongovernment-sponsored entities	563	(427 )	5,861	(825 )	6,424	(1,252 )
Total other-than-temporarily impaired securities	563	(427 )	5,861	(825 )	6,424	(1,252 )
Total	\$ 53,458	\$ (1,229 )	\$ 13,251	\$ (1,378 )	\$ 66,709	\$ (2,607 )

	Less than 12 months		December 31, 2010 12 months or more		Total	
	Estimated	Unrealized	Estimated	Unrealized	Estimated	Unrealized

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Dollars in thousands	Fair Value	Loss	Fair Value	Loss	Fair Value	Loss
Temporarily impaired securities						
Taxable debt securities						
U. S. Government agencies						
and corporations	\$ 9,658	\$ (284 )	\$ 1,272	\$ (15 )	\$ 10,930	\$ (299 )
Residential mortgage-backed securities:						
Government-sponsored agencies	24,869	(213 )	-	-	24,869	(213 )
Nongovernment-sponsored entities	7,506	(459 )	12,695	(2,716 )	20,201	(3,175 )
State and political subdivisions	18,215	(955 )	385	(5 )	18,600	(960 )
Corporate debt securities	949	(50 )	-	-	949	(50 )
Tax-exempt debt securities						
State and political subdivisions	17,523	(555 )	1,169	(152 )	18,692	(707 )
Total temporarily impaired securities	78,720	(2,516 )	15,521	(2,888 )	94,241	(5,404 )
Other-than-temporarily impaired securities						
Taxable debt securities						
Residential mortgage-backed securities:						
Nongovernment-sponsored entities	71	(43 )	4,624	(300 )	4,695	(343 )
Total other-than-temporarily impaired securities	71	(43 )	4,624	(300 )	4,695	(343 )
Total	\$ 78,791	\$ (2,559 )	\$ 20,145	\$ (3,188 )	\$ 98,936	\$ (5,747 )

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We held 55 available for sale securities, including debt securities with other-than-temporary impairment in which a portion of the impairment remains in other comprehensive income, having an unrealized loss at September 30, 2011. We do not intend to sell these securities, and it is more likely than not that we will not be required to sell these securities before recovery of their amortized cost bases. We believe that this decline in value is primarily attributable to the lack of market liquidity and to changes in market interest rates and not due to credit quality. Accordingly, no additional other-than-temporary impairment charge to earnings is warranted at this time.

At September 30, 2011, we had \$1.7 million in total unrealized losses related to residential mortgage-backed securities issued by nongovernment sponsored entities. We monitor the performance of the mortgages underlying these bonds. Although there has been some deterioration in their collateral performance, we primarily hold the senior tranches of each issue which provides protection against defaults. We attribute the unrealized loss on these mortgage-backed securities held largely to the current absence of liquidity in the markets for such securities. The mortgages in these asset pools have been made to borrowers with strong credit history and significant equity invested in their homes. Nonetheless, further weakening of economic fundamentals coupled with significant increases in unemployment and substantial deterioration in the value of high end residential properties could extend distress to this borrower population. This could increase default rates and put additional pressure on property values. Should these conditions occur, the value of these securities could decline further and result in the recognition of additional other-than-temporary impairment charges recognized in earnings.

#### NOTE 6. LOANS

Loans are generally stated at the amount of unpaid principal, reduced by unearned discount and allowance for loan losses. Interest on loans is accrued daily on the outstanding balances. Loan origination fees and certain direct loan origination costs are deferred and amortized as adjustments of the related loan yield over its contractual life.

Generally, loans are placed on nonaccrual status when principal or interest is greater than 90 days past due based upon the loan's contractual terms. Interest is accrued daily on impaired loans unless the loan is placed on nonaccrual status. Impaired loans are placed on nonaccrual status when the payments of principal and interest are in default for a period of 90 days, unless the loan is both well-secured and in the process of collection. Interest on nonaccrual loans is recognized primarily using the cost-recovery method. Loans may be returned to accrual status when repayment is reasonably assured and there has been demonstrated performance under the terms of the loan or, if applicable, the terms of the restructured loans.

Commercial-related loans or portions thereof (which are risk-rated) are charged off to the allowance for loan losses when the loss has been confirmed. This determination is made on a case by case basis considering many factors, including the prioritization of our claim in bankruptcy, expectations of the workout/restructuring of the loan and valuation of the borrower's equity. We deem a loss confirmed when a loan or a portion of a loan is classified "loss" in accordance with bank regulatory classification guidelines, which state, "Assets classified loss are considered uncollectible and of such little value that their continuance as bankable assts is not warranted".

Consumer-related loans are generally charged off to the allowance for loan losses upon reaching specified stages of delinquency, in accordance with the Federal Financial Institutions Examination Council policy. For example, credit card loans are charged off by the end of the month in which the account becomes 180 days past due or within 60 days from receiving notification about a specified event (e.g., bankruptcy of the borrower), whichever is earlier. Residential mortgage loans are generally charged off to net realizable value no later than when the account becomes 180 days past due. Other consumer loans, if collateralized, are generally charged off to net realizable value at 120 days past due.

Loans, net of unearned fees, are summarized as follows:

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	September 30, 2011	December 31, 2010	September 30, 2010
Dollars in thousands			
Commercial	\$ 90,422	\$ 97,059	\$ 95,713
Commercial real estate			
Owner-occupied	171,192	187,098	193,109
Non-owner occupied	253,538	235,337	236,260
Construction and development			
Land and land development	94,023	99,085	112,185
Construction	9,445	13,691	10,201
Residential real estate			
Non-jumbo	224,499	239,290	243,987
Jumbo	62,255	61,340	64,264
Home equity	51,025	50,987	51,152
Consumer	22,988	24,145	24,945
Other	2,911	4,511	5,222
Total loans, net of unearned fees	982,298	1,012,543	1,037,038
Less allowance for loan losses	17,949	17,224	18,869
Loans, net	\$ 964,349	\$ 995,319	\$ 1,018,169

The following table presents the contractual aging of the recorded investment in past due loans by class as of September 30, 2011 and 2010 and December 31, 2010.

At September 30, 2011						Recorded Investment > 90 days and Accruing
Dollars in thousands	30-59 days	60-89 days	Past Due > 90 days	Total	Current	
Commercial	\$ 194	\$ 178	\$ 2,606	\$ 2,978	\$ 87,444	\$ -
Commercial real estate						
Owner-occupied	510	-	1,403	1,913	169,279	-
Non-owner occupied	1,926	667	1,308	3,901	249,637	-

Construction and development						
Land and land development	814	438	4,635	5,887	88,136	-
Construction	-	-	152	152	9,293	-
Residential mortgage						
Non-jumbo	3,973	835	3,493	8,301	216,198	-
Jumbo	-	-	1,345	1,345	60,910	-
Home equity	28	132	120	280	50,745	-
Consumer	178	141	77	396	22,592	-
Other	-	-	-	-	2,911	-
Total	\$ 7,623	\$ 2,391	\$ 15,139	\$ 25,153	\$ 957,145	\$ -

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At December 31, 2010						
Dollars in thousands	Past Due			Total	Current	Recorded Investment > 90 days and Accruing
	30-59 days	60-89 days	> 90 days			
Commercial	\$ 388	\$ 307	\$ 1,286	\$ 1,981	\$ 95,078	\$ -
Commercial real estate						
Owner-occupied	364	-	1,348	1,712	185,386	-
Non-owner occupied	3,697	590	310	4,597	230,740	-
Construction and development						
Land and land development	3,023	131	9,732	12,886	86,199	-
Construction	-	2	317	319	13,372	-
Residential mortgage						
Non-jumbo	3,557	2,412	3,953	9,922	229,368	-
Jumbo	2,997	10,383	2,549	15,929	45,411	1,442
Home equity	501	270	51	822	50,165	-
Consumer	420	147	107	674	23,471	-
Other	9	10	-	19	4,492	-
<b>Total</b>	<b>\$ 14,956</b>	<b>\$ 14,252</b>	<b>\$ 19,653</b>	<b>\$ 48,861</b>	<b>\$ 963,682</b>	<b>\$ 1,442</b>

At September 30, 2010						
Dollars in thousands	Past Due			Total	Current	Recorded Investment > 90 days and Accruing
	30-59 days	60-89 days	> 90 days			
Commercial	\$ 589	\$ 264	\$ 587	\$ 1,440	\$ 94,273	\$ 11
Commercial real estate						
Owner-occupied	423	209	2,455	3,087	190,022	-
	1,131	177	2,025	3,333	232,926	-

Non-owner occupied Construction and development							
Land and land development	197	1,423	8,541	10,161	102,024	-	
Construction	93	-	572	665	9,535	-	
Residential mortgage							
Non-jumbo	2,860	1,859	4,741	9,460	234,528	771	
Jumbo	-	2,996	2,863	5,859	58,405	1,572	
Home equity	-	20	91	111	51,042	45	
Consumer	563	134	69	766	24,179	15	
Other	-	-	-	-	5,222	-	
Total	\$5,856	\$7,082	\$21,944	\$34,882	\$1,002,156	\$2,414	

Summit Financial Group, Inc. and Subsidiaries  
Notes to Consolidated Financial Statements (unaudited)

Nonaccrual loans: The following table presents the nonaccrual loans included in the net balance of loans at September 30, 2011, December 31, 2010 and September 30, 2010.

	September 30, 2011	December 31, 2010	September 30, 2010
Dollars in thousands			
Commercial	\$ 3,473	\$ 1,318	\$ 880
Commercial real estate			
Owner-occupied	3,451	2,372	4,652
Non-owner occupied	4,948	314	2,025
Construction and development			
Land & land development	17,354	9,732	13,985
Construction	152	317	462
Residential mortgage			
Non-jumbo	3,949	4,918	4,820
Jumbo	2,273	1,106	-
Home equity	595	51	45
Consumer	87	141	29
Other	-	-	-
Total	\$ 36,282	\$ 20,269	\$ 26,898

The increase in nonaccrual loans in 2011 includes a single residential construction and development loan totaling \$8.3 million.

Impaired loans: Impaired loans include the following:

§ Loans which we risk-rate (consisting of loan relationships having aggregate balances in excess of \$2,000,000, or loans exceeding \$500,000 and exhibiting credit weakness) through our normal loan review procedures and which, based on current information and events, it is probable that we will be unable to collect all amounts due in accordance with the original contractual terms of the loan agreement. Risk-rated loans with insignificant delays or insignificant short falls in the amount of payments expected to be collected are not considered to be impaired.

§ Loans that have been modified in a troubled debt restructuring.

Both commercial and consumer loans are deemed impaired upon being contractually modified in a troubled debt restructuring. Troubled debt restructurings typically result from our loss mitigation activities and occur when we grant a concession to a borrower who is experiencing financial difficulty in order to minimize our economic loss and to avoid foreclosure or repossession of collateral. Once restructured in a troubled debt restructuring, a loan is generally

considered impaired until its maturity, regardless of whether the borrower performs under the modified terms. Although such a loan may be returned to accrual status if the criteria set forth in our accounting policy are met, the loan would continue to be evaluated for an asset-specific allowance for loan losses and we would continue to report the loan in the impaired loan table below.

The tables below set forth information about our impaired loans.

Summit Financial Group, Inc. and Subsidiaries  
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Method Used to Measure Impairment of  
Impaired Loans  
Dollars in  
thousands

Loan Category	September 30, 2011	December 31, 2010	September 30, 2010	Method used to measure impairment
Commercial	\$ 3,043	\$ 630	\$ 1,306	Fair value of collateral
Commercial real estate				
Owner-occupied	10,613	8,866	11,296	Fair value of collateral
	2,591	2,623	-	Discounted cash flow
Non-owner occupied	11,397	4,922	4,858	Fair value of collateral
	1,791	530	-	Discounted cash flow
Construction and development				
Land & land development	26,360	16,515	15,014	Fair value of collateral
	1,525	-	-	Discounted cash flow
Construction	-	-	-	Fair value of collateral
Residential mortgage				
Non-jumbo	5,157	4,533	4,043	Fair value of collateral
	1,179	753	272	Discounted cash flow
Jumbo	14,894	17,296	18,717	Fair value of collateral
Home equity	409	213	48	Fair value of collateral
Consumer	-	-	-	Fair value of collateral
Total	\$ 78,959	\$ 56,881	\$ 55,554	

The following tables present loans individually evaluated for impairment at September 30, 2011, December 31, 2010 and September 30, 2010.

Summit Financial Group, Inc. and Subsidiaries  
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	September 30, 2011				
Dollars in thousands	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Impaired Balance	Interest Income Recognized while impaired
Without a related allowance					
Commercial	\$ 2,739	\$ 2,741	\$ -	\$ 1,060	\$ 12
Commercial real estate					
Owner-occupied	9,932	9,948	-	7,298	160
Non-owner occupied	8,958	8,961	-	3,489	104
Construction and development					
Land & land development	18,266	18,266	-	15,915	257
Construction	-	-	-	-	-
Residential real estate					
Non-jumbo	3,976	3,983	-	4,502	123
Jumbo	12,621	12,621	-	12,618	687
Home equity	195	194	-	173	8
Total without a related allowance	\$ 56,687	\$ 56,714	\$ -	\$ 45,055	\$ 1,351
With a related allowance					
Commercial	\$ 302	\$ 302	\$ 103	\$ 73	\$ -
Commercial real estate					
Owner-occupied	3,255	3,256	465	3,703	107
Non-owner occupied	4,227	4,227	493	3,073	65
Construction and development					
Land & land development	9,619	9,619	1,933	3,774	77
Construction	-	-	-	-	-
Residential real estate					
Non-jumbo	2,351	2,353	823	1,621	39
Jumbo	2,270	2,273	513	1,666	-
Home equity	215	215	166	95	2

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Consumer	-	-	-	-	-
Total with a related allowance	\$ 22,239	\$ 22,245	\$ 4,496	\$ 14,005	\$ 290
<b>Total</b>					
Commercial	\$ 57,298	\$ 57,320	\$ 2,994	\$ 38,385	\$ 782
Consumer	-	-	-	-	-
Residential real estate	21,628	21,639	1,502	20,675	859
Total	\$ 78,926	\$ 78,959	\$ 4,496	\$ 59,060	\$ 1,641

Summit Financial Group, Inc. and Subsidiaries  
Notes to Consolidated Financial Statements (unaudited)

	December 31, 2010				
Dollars in thousands	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Impaired Balance	Interest Income Recognized while impaired
Without a related allowance					
Commercial	\$ 629	\$ 630	\$ -	\$ 232	\$ 9
Commercial real estate					
Owner-occupied	7,538	7,556	-	9,052	440
Non-owner occupied	3,314	3,321	-	12,852	734
Construction and development					
Land & land development	9,213	9,214	-	12,852	468
Construction	-	-	-	-	-
Residential real estate					
Non-jumbo	2,161	2,696	-	2,074	76
Jumbo	14,822	14,822	-	7,887	547
Home equity	165	165	-	-	-
Total without a related allowance	\$ 37,842	\$ 38,404	\$ -	\$ 44,949	\$ 2,274
With a related allowance					
Commercial	\$ -	\$ -	\$ -	\$ -	\$ -
Commercial real estate					
Owner-occupied	3,933	3,933	265	670	-
Non-owner occupied	2,130	2,130	267	1,953	88
Construction and development					
Land & land development	7,301	7,301	2,575	3,183	7
Construction	-	-	-	-	-
Residential real estate					
Non-jumbo	2,589	2,591	843	1,242	22
Jumbo	2,474	2,474	877	1,343	31

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Home equity	48	48	48	12	1
Total with a related allowance	\$ 18,475	\$ 18,477	\$ 4,875	\$ 8,403	\$ 149
Total					
Commercial	\$ 34,058	\$ 34,085	\$ 3,107	\$ 40,794	\$ 1,746
Residential real estate	22,259	22,796	1,768	12,558	677
Total	\$ 56,317	\$ 56,881	\$ 4,875	\$ 53,352	\$ 2,423

Summit Financial Group, Inc. and Subsidiaries  
Notes to Consolidated Financial Statements (unaudited)

September 30, 2010					
Dollars in thousands	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Impaired Balance	Interest Income Recognized while impaired
Without a related allowance					
Commercial	\$ 157	\$ 157	\$ -	\$ 192	\$ 3
Commercial real estate					
Owner-occupied	11,269	11,296	-	8,690	286
Non-owner occupied	693	694	-	411	20
Construction and development					
Land & land development	5,426	5,426	-	4,258	15
Construction	-	-	-	-	-
Residential real estate					
Non-jumbo	1,024	1,024	-	227	11
Jumbo	15,459	15,450	-	5,551	284
Home equity Consumer	-	-	-	-	-
Total without a related allowance	\$ 34,028	\$ 34,047	\$ -	\$ 19,329	\$ 619
With a related allowance					
Commercial	\$ 1,148	\$ 1,149	\$ 363	\$ 753	\$ -
Commercial real estate					
Owner-occupied	-	-	-	-	-
Non-owner occupied	4,164	4,164	415	2,703	80
Construction and development					
Land & land development	9,589	9,589	5,338	8,238	14
Construction	-	-	-	-	-
Residential real estate					

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Non-jumbo	2,771	2,776	1,080	1,811	24
Jumbo	3,780	3,781	974	1,373	38
Home equity	48	48	48	-	-
Total with a related allowance	\$ 21,500	\$ 21,507	\$ 8,218	\$ 14,878	\$ 156
<b>Total</b>					
Commercial	\$ 32,446	\$ 32,475	\$ 6,116	\$ 25,245	\$ 418
Consumer	-	-	-	-	-
Residential	23,082	23,079	2,102	8,962	357
Total	\$ 55,528	\$ 55,554	\$ 8,218	\$ 34,207	\$ 775

A modification of a loan is considered a troubled debt restructuring (“TDR”) when a borrower is experiencing financial difficulty and the modification constitutes a concession that we would not otherwise consider. This may include a transfer of real estate or other assets from the borrower, a modification of loan terms, or a combination of both. A loan continues to qualify as a TDR until a consistent payment history or change in the borrower’s financial condition has been evidenced, generally no less than twelve months. Included in impaired loans are TDRs of \$44,785,000 and \$31,712,000 at September 30, 2011 and December 31, 2010, respectively, with no commitments to lend additional funds under these restructurings at either balance sheet date.

The following table presents by class the TDRs that were restructured during the three months and nine months ended September 30, 2011. Generally, the modifications were extensions of term, modifying the payment terms from principal and interest to interest only for an extended period, or reduction in interest rate. All TDRs are evaluated individually for allowance for loan loss purposes.

Summit Financial Group, Inc. and Subsidiaries  
Notes to Consolidated Financial Statements (unaudited)

dollars in thousands	For the Three Months Ended September 30, 2011			For the Nine Months Ended September 30, 2011		
	Number of Modifications	Pre-modification	Post-modification	Number of Modifications	Pre-modification	Post-modification
		Recorded Investment	Recorded Investment		Recorded Investment	Recorded Investment
Commercial	-	\$ -	\$ -	1	\$ 63	\$ 63
Commercial real estate						
Owner-occupied	1	522	522	4	2,463	2,463
Non-owner occupied	-	-	-	5	7,248	7,248
Construction and development						
Land & land development	-	-	-	5	3,715	3,683
Construction	-	-	-	-	-	-
Residential real estate						
Non-jumbo	2	579	579	6	1,743	1,648
Jumbo	-	-	-	-	-	-
Home equity	-	-	-	-	-	-
Consumer	-	-	-	-	-	-
Total	3	\$ 1,101	\$ 1,101	21	\$ 15,232	\$ 15,105

The following table presents defaults during the stated period of TDRs that were restructured during 2011. For purposes of these tables, a default is considered as either the loan was past due 30 days or more at any time during the period, or the loan was fully or partially charged off during the period.

dollars in thousands	For the Three Months Ended September 30, 2011		For the Nine Months Ended September 30, 2011	
	Number of Defaults	Recorded Investment at Default Date	Number of Defaults	Recorded Investment at Default Date
	Commercial	-	\$ -	-
Commercial real estate				
Owner-occupied	2	955	3	2,418
	2	3,064	3	3,594

Non-owner occupied				
Construction and development				
Land & land development	1	836	4	2,682
Construction	-	-	-	-
Residential real estate				
Non-jumbo	-	-	-	-
Jumbo	-	-	-	-
Home equity	-	-	-	-
Consumer	-	-	-	-
Total	5	\$ 4,855	10	\$ 8,694

We categorize loans into risk categories based on relevant information about the ability of borrowers to service their debt such as current financial information, historical payment experience, credit documentation, public information, and current economic trends, among other factors. We analyze loans individually by classifying the loans as to credit risk. We internally grade all commercial loans at the time of loan origination. In addition, we perform an annual loan review on all non-homogenous commercial loan relationships with an aggregate exposure exceeding \$2 million, at which time these loans are re-graded. We use the following definitions for our risk grades:

Summit Financial Group, Inc. and Subsidiaries  
Notes to Consolidated Financial Statements (unaudited)

Pass: Loans graded as Pass are loans to borrowers of acceptable credit quality and risk. They are higher quality loans that do not fit any of the other categories described below.

OLEM (Special Mention): Commercial loans categorized as OLEM are potentially weak. The credit risk may be relatively minor yet represent a risk given certain specific circumstances. If the potential weaknesses are not monitored or mitigated, the asset may weaken or inadequately protect our position in the future.

Substandard: Commercial loans categorized as Substandard are inadequately protected by the borrower's ability to repay, equity, and/or the collateral pledged to secure the loan. These loans have identified weaknesses that could hinder normal repayment or collection of the debt. These loans are characterized by the distinct possibility that we will sustain some loss if the identified weaknesses are not mitigated.

Doubtful: Commercial loans categorized as Doubtful have all the weaknesses inherent in those loans classified as Substandard, with the added elements that the full collection of the loan is improbable and the possibility of loss is high.

Loss: Loans classified as loss are considered to be non-collectible and of such little value that their continuance as a bankable asset is not warranted. This does not mean that the loan has absolutely no recovery value, but rather it is neither practical nor desirable to defer writing off the loan, even though partial recovery may be obtained in the future.

The following table presents the recorded investment in construction and development, commercial, and commercial real estate loans which are generally evaluated based upon the internal risk ratings defined above.

Loan Risk Profile by Internal Risk Rating

	Construction and Development		Commercial		Commercial Real Estate					
	Land and land development	Construction			Owner Occupied		Non-Owner Occupied			
Dollars in thousands	9/30/2011	12/31/2010	9/30/2011	12/31/2010	9/30/2011	12/31/2010	9/30/2011	12/31/2010	9/30/2011	12/31/2010
Pass	\$48,747	\$63,061	\$9,445	\$13,321	\$81,658	\$89,129	\$150,823	\$167,048	\$231,231	\$218,555
OLEM (Special Mention)	18,812	19,509	-	249	5,045	6,481	5,453	4,417	11,792	14,154
Substandard	26,464	15,796	-	121	3,719	1,449	14,916	15,633	10,515	2,628
Doubtful	-	719	-	-	-	-	-	-	-	-
Loss	-	-	-	-	-	-	-	-	-	-
Total	\$94,023	\$99,085	\$9,445	\$13,691	\$90,422	\$97,059	\$171,192	\$187,098	\$253,538	\$235,337

The following table presents the recorded investment in consumer, residential real estate, and home equity loans, which are generally evaluated based on the aging status of the loans, which was previously presented, and payment activity.

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	Performing		Nonperforming	
	September 30, 2011	December 31, 2010	September 30, 2011	December 31, 2010
Dollars in thousands				
Residential real estate				
Non-jumbo	\$ 220,550	\$ 233,857	\$ 3,949	\$ 5,433
Jumbo	59,982	59,307	2,273	2,033
Home Equity	50,430	50,936	595	51
Consumer	22,901	24,003	87	142
Other	2,911	4,511	-	-
Total	\$ 356,774	\$ 372,614	\$ 6,904	\$ 7,659

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Loan commitments: ASC Topic 815, Derivatives and Hedging, requires that commitments to make mortgage loans should be accounted for as derivatives if the loans are to be held for sale, because the commitment represents a written option and accordingly is recorded at the fair value of the option liability.

NOTE 7. ALLOWANCE FOR LOAN LOSSES

An analysis of the allowance for loan losses for the nine month periods ended September 30, 2011 and 2010, and for the year ended December 31, 2010 is as follows:

Dollars in thousands	Nine Months Ended		Year Ended
	September 30,		December
	2011	2010	31,
			2010
Balance, beginning of period	\$ 17,224	\$ 17,000	\$ 17,000
Losses:			
Commercial	500	406	601
Commercial real estate	577	8,289	9,239
Construction and development	2,446	5,436	7,937
Residential real estate	3,856	2,490	3,836
Consumer	113	246	279
Other	83	123	233
Total	7,575	16,990	22,125
Recoveries:			
Commercial	34	30	38
Commercial real estate	69	6	273
Construction and development	8	184	331
Residential real estate	53	125	164
Consumer	72	76	87
Other	63	88	106
Total	299	509	999
Net losses	7,276	16,481	21,126
Provision for loan losses	8,001	18,350	21,350
Balance, end of period	\$ 17,949	\$ 18,869	\$ 17,224

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Activity in the allowance for loan losses by loan class during the first nine months of 2011 is as follows:

Dollars in thousands	Construction & Land Development		Commercial Real Estate		Residential Real Estate			Home Equity	Consumer	Other	Total
	Land & Land Development	Construction	Commercial	Owner Occupied	Non-Owner Occupied	Non-jumbo	Jumbo				
Allowance for loan losses											
Beginning balance	\$7,901	\$322	\$323	\$1,108	\$2,940	\$2,419	\$1,316	\$600	\$263	\$32	\$17,224
Charge-offs	2,447	-	500	501	76	2,524	1,098	234	130	65	7,575
Recoveries	8	-	34	37	32	46	6	1	98	37	299
Provision	1,418	45	812	829	224	2,971	1,289	461	(75 )	27	8,001
Ending balance	\$6,880	\$367	\$669	\$1,473	\$3,120	\$2,912	\$1,513	\$828	\$156	\$31	\$17,949
Allowance related to:											
Loans individually evaluated for impairment	\$1,933	\$-	\$103	\$465	\$493	\$823	\$513	\$166	\$-	\$-	\$4,496
Loans collectively evaluated for impairment	4,947	367	566	1,008	2,627	2,089	1,000	662	156	31	13,453
Loans acquired with deteriorated credit quality	-	-	-	-	-	-	-	-	-	-	-
Total	\$6,880	\$367	\$669	\$1,473	\$3,120	\$2,912	\$1,513	\$828	\$156	\$31	\$17,949
Loans individually evaluated for impairment	\$27,885	\$-	\$3,043	\$13,204	\$13,188	\$6,336	\$14,894	\$409	\$-	\$-	\$78,959

Loans collectively evaluated for impairment	66,138	9,445	87,379	157,988	240,350	218,163	47,361	50,616	22,988	2,911	\$903,33
Loans acquired with deteriorated credit quality	-	-	-	-	-	-	-	-	-	-	-
Total	\$94,023	\$9,445	\$90,422	\$171,192	\$253,538	\$224,499	\$62,255	\$51,025	\$22,988	\$2,911	\$982,29

Summit Financial Group, Inc. and Subsidiaries  
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NOTE 8. GOODWILL AND OTHER INTANGIBLE ASSETS

The following tables present our goodwill by reporting unit at September 30, 2011 and other intangible assets by reporting unit at September 30, 2011 and December 31, 2010.

Goodwill Activity			
Community Insurance			
Dollars in thousands	Banking	Services	Total
Balance, January 1, 2011	\$ 1,488	\$ 4,710	\$ 6,198
Acquired goodwill, net	-	-	-
Balance, September 30, 2011	\$ 1,488	\$ 4,710	\$ 6,198

Dollars in thousands	Other Intangible Assets					
	September 30, 2011			December 31, 2010		
	Community Insurance Banking	Services	Total	Community Insurance Banking	Services	Total
Unidentifiable intangible assets						
Gross carrying amount	\$ 2,267	\$ -	\$ 2,267	\$ 2,267	\$ -	\$ 2,267
Less: accumulated amortization	1,876	-	1,876	1,763	-	1,763
Net carrying amount	\$ 391	\$ -	\$ 391	\$ 504	\$ -	\$ 504
Identifiable intangible assets						
Gross carrying amount	\$ -	\$ 3,000	\$ 3,000	\$ -	\$ 3,000	\$ 3,000
Less: accumulated amortization	-	850	850	-	700	700
Net carrying amount	\$ -	\$ 2,150	\$ 2,150	\$ -	\$ 2,300	\$ 2,300

We recorded amortization expense of approximately \$272,000 for the nine months ended September 30, 2011 relative to our other intangible assets. Annual amortization is expected to be approximately \$351,000 for each of the years ending 2011 through 2013.

#### NOTE 9. DEPOSITS

The following is a summary of interest bearing deposits by type as of September 30, 2011 and 2010 and December 31, 2010:

Dollars in thousands	September 30, 2011	December 31, 2010	September 30, 2010
Demand deposits, interest bearing	\$ 163,840	\$ 150,291	\$ 152,393
Savings deposits	208,030	177,053	182,284
Retail time deposits	404,363	404,704	375,953
Wholesale deposits	185,670	230,287	243,040
Total	\$ 961,903	\$ 962,335	\$ 953,670

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Brokered deposits represent certificates of deposit acquired through a third party. The following is a summary of the maturity distribution of all certificates of deposit in denominations of \$100,000 or more as of September 30, 2011:

Dollars in thousands	Amount	Percent
Three months or less	\$ 66,640	17.3 %
Three through six months	29,756	7.7 %
Six through twelve months	42,337	11.0 %
Over twelve months	246,861	64.0 %
Total	\$ 385,594	100.0%

A summary of the scheduled maturities for all time deposits as of September 30, 2011 is as follows:

Dollars in thousands	
Three month period ending December 31, 2011	\$ 109,918
Year ending December 31, 2012	188,486
Year ending December 31, 2013	99,520
Year ending December 31, 2014	46,899
Year ending December 31, 2015	49,687
Thereafter	95,523
	\$ 590,033

NOTE 10. BORROWED FUNDS

Short-term borrowings: A summary of short-term borrowings is presented below:

Dollars in thousands	Nine Months Ended September 30, 2011		
	Short-term FHLB Advances	Repurchase Agreements	Federal Funds Purchased and Lines of Credit
Balance at September 30	\$ -	\$ -	\$ 955
	-	709	954

Average balance outstanding for the period

Maximum balance outstanding at any month end during period	-	1,233	955
Weighted average interest rate for the period	0.00 %	0.15 %	0.25 %
Weighted average interest rate for balances outstanding at September 30	0.00 %	0.00 %	0.25 %

Summit Financial Group, Inc. and Subsidiaries  
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Dollars in thousands	Year Ended December 31, 2010		
	Short-term FHLB Advances	Short-Term Repurchase Agreements	Federal Funds Purchased and Lines of Credit
Balance at December 31	\$ -	\$ 629	\$ 953
Average balance outstanding for the period	13,724	1,084	1,364
Maximum balance outstanding at any month end during period	45,000	1,787	3,617
Weighted average interest rate for the period	0.42 %	0.34 %	1.39 %
Weighted average interest rate for balances outstanding at December 31	0.00 %	0.15 %	0.25 %

In thousands	Nine Months Ended September 30, 2010		
	Short-term FHLB Advances	Repurchase Agreements	Federal Funds Purchased and Lines of Credit
Balance at September 30	\$ -	\$ 657	\$ 953
Average balance outstanding for the period	18,259	1,237	1,502
Maximum balance outstanding at any month end during period	45,000	1,787	3,617
Weighted average interest rate for the period	0.42 %	0.36 %	1.63 %
Weighted average interest rate for balances outstanding at September 30	0.00 %	0.25 %	0.25 %

Long-term borrowings: Our long-term borrowings of \$272,031,000, \$304,109,000 and \$329,648,000 at September 30, 2011, December 31, 2010, and September 30, 2010 respectively, consisted primarily of advances from the Federal Home Loan Bank (“FHLB”) and structured reverse repurchase agreements with two unaffiliated institutions. All FHLB advances are collateralized primarily by similar amounts of residential mortgage loans, certain commercial loans, mortgage backed securities and securities of U. S. Government agencies and corporations.

	Balance at December 31,
Balance at September 30,	

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Dollars in thousands	2011	2010	2010
Long-term FHLB advances	\$ 161,651	\$ 207,462	\$ 182,375
Long-term reverse repurchase agreements	100,000	110,000	110,000
Term loan	10,380	12,186	11,734
Total	\$ 272,031	\$ 329,648	\$ 304,109

The term loan represents a long-term borrowing with an unaffiliated banking institution which is secured by the common stock of our subsidiary bank, bears a variable interest rate of prime minus 50 basis points, and matures in 2017.

Our long term borrowings bear both fixed and variable rates and mature in varying amounts through the year 2019.

The average interest rate paid on long-term borrowings for the nine month period ended September 30, 2011 was 4.10% compared to 5.02% for the first nine months of 2010.

Subordinated debentures: We have subordinated debt totaling \$16.8 million at September 30, 2011, December 31, 2010, and September 30, 2010. The subordinated debt qualifies as Tier 2 capital under Federal Reserve Board guidelines until the debt is within 5 years of its maturity; thereafter the amount qualifying as Tier 2 capital is reduced by 20 percent each year until maturity. During 2009, we issued \$6.8 million in subordinated debt, of which \$5 million was issued to an affiliate of a director of Summit.

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We also issued \$1.0 million and \$0.8 million to two unrelated parties. These three issuances bear an interest rate of 10 percent per annum, a term of 10 years, and are not pre-payable by us within the first five years. During 2008, we issued \$10 million of subordinated debt to an unrelated institution, which bears a variable interest rate of 1 month LIBOR plus 275 basis points, a term of 7.5 years, and is not pre-payable by us within the first two and one half years.

Subordinated debentures owed to unconsolidated subsidiary trusts: We have three statutory business trusts that were formed for the purpose of issuing mandatorily redeemable securities (the “capital securities”) for which we are obligated to third party investors and investing the proceeds from the sale of the capital securities in our junior subordinated debentures (the “debentures”). The debentures held by the trusts are their sole assets. Our subordinated debentures totaled \$19,589,000 at September 30, 2011, December 31, 2010, and September 30, 2010.

In October 2002, we sponsored SFG Capital Trust I, in March 2004, we sponsored SFG Capital Trust II, and in December 2005, we sponsored SFG Capital Trust III, of which 100% of the common equity of each trust is owned by us. SFG Capital Trust I issued \$3,500,000 in capital securities and \$109,000 in common securities and invested the proceeds in \$3,609,000 of debentures. SFG Capital Trust II issued \$7,500,000 in capital securities and \$232,000 in common securities and invested the proceeds in \$7,732,000 of debentures. SFG Capital Trust III issued \$8,000,000 in capital securities and \$248,000 in common securities and invested the proceeds in \$8,248,000 of debentures. Distributions on the capital securities issued by the trusts are payable quarterly at a variable interest rate equal to 3 month LIBOR plus 345 basis points for SFG Capital Trust I, 3 month LIBOR plus 280 basis points for SFG Capital Trust II, and 3 month LIBOR plus 145 basis points for SFG Capital Trust III, and equals the interest rate earned on the debentures held by the trusts, and is recorded as interest expense by us. The capital securities are subject to mandatory redemption in whole or in part, upon repayment of the debentures. We have entered into agreements which, taken collectively, fully and unconditionally guarantee the capital securities subject to the terms of the guarantee. The debentures of each Capital Trust are redeemable by us quarterly.

The capital securities held by SFG Capital Trust I, SFG Capital Trust II, and SFG Capital Trust III qualify as Tier 1 capital under Federal Reserve Board guidelines. In accordance with these Guidelines, trust preferred securities generally are limited to 25% of Tier 1 capital elements, net of goodwill. The amount of trust preferred securities and certain other elements in excess of the limit can be included in Tier 2 capital.

A summary of the maturities of all long-term borrowings and subordinated debentures for the next five years and thereafter is as follows:

Dollars in thousands	Year Ending	Long-term borrowings	Subordinated debentures	Subordinated debentures owed to unconsolidated subsidiary trusts
	December 31, 2011	\$ 2,482	\$ -	\$ -
	2012	66,732	-	-
	2013	41,898	-	-
	2014	83,429	-	-

2015	1,909	10,000	-
Thereafter	75,581	6,800	19,589
	\$ 272,031	\$ 16,800	\$ 19,589

## NOTE 11. STOCK OPTION PLAN

The 2009 Officer Stock Option Plan was adopted by our shareholders in May 2009 and provides for the granting of stock options for up to 350,000 shares of common stock to our key officers. Each option granted under the Plan vests according to a schedule designated at the grant date and has a term of no more than 10 years following the vesting date. Also, the option price per share was not to be less than the fair market value of our common stock on the date of grant. The 2009 Officer Stock Option Plan, which expires in May 2019, replaces the 1998 Officer Stock Option Plan (collectively the “Plans”) that expired in May 2008.

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The fair value of our employee stock options granted is estimated at the date of grant using the Black-Scholes option-pricing model. This model requires the input of highly subjective assumptions, changes to which can materially affect the fair value estimate. Additionally, there may be other factors that would otherwise have a significant effect on the value of employee stock options granted but are not considered by the model. Because our employee stock options have characteristics significantly different from those of traded options and because changes in the subjective input assumptions can materially affect the fair value estimate, in management's opinion, the existing models do not necessarily provide a reliable single measure of the fair value of its employee stock options at the time of grant. There were no options granted during the first nine months of 2011 or 2010.

We recognize compensation expense based on the estimated number of stock awards expected to actually vest, exclusive of the awards expected to be forfeited. During the first nine months of 2011 and 2010, our stock compensation expense and related deferred taxes were insignificant.

A summary of activity in our Plans during the first nine months of 2011 and 2010 is as follows:

	For the Nine Months Ended September 30,			
	2011		2010	
	Options	Weighted-Average Exercise Price	Options	Weighted-Average Exercise Price
Outstanding, January 1	317,180	\$ 18.17	309,180	\$ 18.54
Granted	-	-	8,000	3.92
Exercised	-	-	-	-
Forfeited	-	-	-	-
Outstanding, September 30	317,180	\$ 18.17	317,180	\$ 18.17

Other information regarding options outstanding and exercisable at September 30, 2011 is as follows:

Range of exercise price	Options Outstanding				Options Exercisable		
	# of shares	Wtcd. Avg. Remaining Contractual Life (yrs)	Wtcd. Avg. Remaining Contractual Life (yrs)	Aggregate Intrinsic Value (in thousands)	# of shares	Wtcd. Avg. Remaining Contractual Life (yrs)	Aggregate Intrinsic Value (in thousands)
2.54 - \$6.00	64,150	5.15	2.43	\$ 1	60,150	5.32	\$ -
6.01 - 10.00	33,680	9.20	4.84	-	31,880	9.37	-
10.01 -	2,300	17.43	2.42	-	2,300	17.43	-

17.50							
17.51							
-							
20.00	51,300	17.79	5.25	-	51,100	17.79	-
20.01							
-							
25.93	165,750	25.15	4.03	-	165,750	25.15	-
	317,180	18.17		\$ 1	311,180	18.44	\$ -

NOTE 12. COMMITMENTS AND CONTINGENCIES

Off-Balance Sheet Arrangements

We are a party to certain financial instruments with off-balance-sheet risk in the normal course of business to meet the financing needs of our customers. These instruments involve, to varying degrees, elements of credit and interest rate risk in excess of the amount recognized in the statement of financial position. The contract amounts of these instruments reflect the extent of involvement that we have in this class of financial instruments.

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Many of our lending relationships contain both funded and unfunded elements. The funded portion is reflected on our balance sheet. The unfunded portion of these commitments is not recorded on our balance sheet until a draw is made under the loan facility. Since many of the commitments to extend credit may expire without being drawn upon, the total commitment amounts do not necessarily represent future cash flow requirements.

A summary of the total unfunded, or off-balance sheet, credit extension commitments follows:

	September 30,
Dollars in thousands	2011
Commitments to extend credit:	
Revolving home equity and credit card lines	\$ 45,682
Construction loans	13,093
Other loans	34,104
Standby letters of credit	919
Total	\$ 93,798

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. We evaluate each customer's credit worthiness on a case-by-case basis. The amount of collateral obtained, if we deem necessary upon extension of credit, is based on our credit evaluation. Collateral held varies but may include accounts receivable, inventory, equipment or real estate.

Standby letters of credit are conditional commitments issued to guarantee the performance of a customer to a third party. Standby letters of credit generally are contingent upon the failure of the customer to perform according to the terms of the underlying contract with the third party.

Our exposure to credit loss in the event of nonperformance by the other party to the financial instrument for commitments to extend credit is represented by the contractual amount of those instruments. We use the same credit policies in making commitments and conditional obligations as we do for on-balance sheet instruments.

#### NOTE 13. REGULATORY MATTERS

We and our subsidiaries are subject to various regulatory capital requirements administered by the banking regulatory agencies. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, we and each of our subsidiaries must meet specific capital guidelines that involve quantitative measures of our and our subsidiaries' assets, liabilities and certain off-balance sheet items as calculated under regulatory accounting practices. We and each of our subsidiaries' capital amounts and classifications are also subject to qualitative judgments by the regulators about

components, risk weightings and other factors.

Quantitative measures established by regulation to ensure capital adequacy require us and each of our subsidiaries to maintain minimum amounts and ratios of total and Tier I capital (as defined in the regulations) to risk-weighted assets (as defined), and of Tier I capital (as defined) to average assets (as defined). We believe, as of September 30, 2011, that we and each of our subsidiaries met all capital adequacy requirements to which they were subject.

The most recent notifications from the banking regulatory agencies categorized us and each of our subsidiaries as well capitalized under the regulatory framework for prompt corrective action. To be categorized as well capitalized, we and each of our subsidiaries must maintain minimum total risk-based, Tier I risk-based, and Tier I leverage ratios as set forth in the table below.

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Our actual capital amounts and ratios as well as our subsidiary, Summit Community Bank's ("Summit Community") are presented in the following table.

Dollars in thousands	Actual		Minimum Required Regulatory Capital		To be Well Capitalized under Prompt Corrective Action Provisions		
	Amount	Ratio	Amount	Ratio	Amount	Ratio	
As of September 30, 2011							
Total Capital (to risk weighted assets)							
Summit	\$ 130,516	12.4	% \$ 83,965	8.0	% \$ 104,956	10.0	%
Summit Community	140,150	13.4	% 83,951	8.0	% 104,939	10.0	%
Tier I Capital (to risk weighted assets)							
Summit	102,366	9.8	% 41,982	4.0	% 62,974	6.0	%
Summit Community	126,800	12.1	% 41,975	4.0	% 62,963	6.0	%
Tier I Capital (to average assets)							
Summit	102,366	7.0	% 43,858	3.0	% 73,096	5.0	%
Summit Community	126,800	8.7	% 43,813	3.0	% 73,022	5.0	%
As of December 31, 2010							
Total Capital (to risk weighted assets)							
Summit	129,610	11.8	% 87,543	8.0	% 109,428	10.0	%
Summit Community	138,164	12.6	% 87,558	8.0	% 109,447	10.0	%
Tier I Capital (to risk weighted assets)							
Summit	100,840	9.2	% 43,771	4.0	% 65,657	6.0	%
Summit Community	124,192	11.3	% 43,779	4.0	% 65,668	6.0	%
Tier I Capital (to average assets)							
Summit	100,840	6.9	% 43,869	3.0	% 73,116	5.0	%
Summit Community	124,192	8.5	% 43,851	3.0	% 73,085	5.0	%

We, Summit Financial Group, Inc. ("Summit") and our bank subsidiary, Summit Community (the "Bank"), have entered into informal Memoranda of Understanding ("MOU's") with our respective regulatory authorities. A memorandum of understanding is characterized by the regulatory authorities as an informal action that is not published or publicly available and that is used when circumstances warrant a milder form of action than a formal supervisory action, such as a formal written agreement or order. Among other things, under the MOU's, our management team has agreed to:

§ The Bank achieving and maintaining a minimum Tier 1 leverage capital ratio of at least 8% and a total risk-based capital ratio of at least 11%;

- § The Bank providing 30 days prior notice of any declaration of intent to pay cash dividends to provide the Bank's regulatory authorities an opportunity to object;
- § Summit (parent holding company only) suspending all cash dividends on its common stock until further notice. Dividends on all preferred stock, as well as interest payments on subordinated notes underlying Summit's trust preferred securities, continue to be permissible; and,
- § Summit (parent holding company only) not incurring any additional debt, other than trade payables, without the prior written consent of the principal banking regulators.

Additional information regarding the MOU's is included in Part I. Item 1A – Risk Factors on our Form 10-K for the year ended December 31, 2010.

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NOTE 14. PREFERRED STOCK OFFERINGS

On August 3, 2011, Summit commenced the issuance of up 12,000 shares of 8% Non-Cumulative Convertible Preferred Stock, Series 2011 (“Series 2011 Preferred Stock”), through two simultaneous offerings described below.

The Series 2011 Preferred Stock ranks senior to Summit’s common stock and pari passu with our Series 2009 Preferred Stock and any other preferred stock that the Company may issue. The Series 2011 Preferred Stock will pay non-cumulative dividends, if and when declared by our board of directors, at a rate of 8.0% per annum. Dividends declared will be payable quarterly in arrears on the 1st day of March, June, September and December of each year. The Series 2011 Preferred Stock may be converted at the option of the holder, on any dividend payment date, into shares of common stock based on a conversion rate (the “Conversion Rate”) determined by dividing \$500 by the greater of (i) \$4.00 or (ii) the consolidated closing bid price of our common stock as quoted on the NASDAQ Capital Market immediately preceding the close of the offerings, plus cash in lieu of fractional shares and subject to anti-dilution adjustments. On or after June 1, 2014, Summit may, at its option, on any dividend payment date, convert some or all of the Series 2011 Preferred Stock into shares of common stock at the Conversion Rate. We may exercise this conversion right only if, for 20 trading days during the 30 consecutive trading dates immediately preceding the date it gives notice of conversion, the closing price of our common stock exceeds 135% of the greater of (i) \$4.00 or (ii) the consolidated closing bid pricing of our common stock as quoted on the NASDAQ Capital Market immediately preceding the close of the offerings. On June 1, 2021, all of the then outstanding Series 2011 Preferred Stock will be converted into shares of common stock at the Conversion Rate.

Summit distributed non-transferable subscription rights to purchase the Series 2011 Preferred Stock to all holders of record of shares of our common stock (the “Rights Offering”). In the Rights Offering, each common shareholder received one right for every whole share of common stock held on July 1, 2011. Each right allowed the holders to subscribe for 0.002 shares of Series 2011 Preferred Stock at a cash price of \$500 per share. We will not issue any fractional shares of the Series 2011 Preferred Stock; however, holders were entitled to purchase at least one share of the Series 2011 Preferred Stock regardless of the number of common shares they own or the rights they received. In the event that a shareholder purchased all of the shares of Series 2011 Preferred Stock available pursuant to their basic subscription privilege, they were also eligible to exercise an over-subscription opportunity to purchase shares of Series 2011 Preferred Stock that were not purchased by other shareholders through their exercise of their basic subscription privilege, subject to availability and an allocation process.

We also offered shares of the Series 2011 Preferred Stock not subscribed for in the Rights Offering to the public at \$500 per share in a supplemental offering (the “Supplemental Offering”).

The Rights Offering concluded on October 31, 2011. We continue to offer the remaining unsubscribed shares of the Series 2011 Preferred Stock through the Supplemental Offering, which will expire on November 30, 2011. As of October 31, 2011, we have received paid subscriptions for 10,383 shares of Series 2011, representing total proceeds of \$5.0 million, net of related issuance costs.

NOTE 15. SEGMENT INFORMATION

We operate two business segments: community banking and insurance services. These segments are primarily identified by the products or services offered. The community banking segment consists of our full service banks which offer customers traditional banking products and services through various delivery channels. The insurance services segment consists of three insurance agency offices that sell insurance products. The accounting policies discussed throughout the notes to the consolidated financial statements apply to each of our business segments.

Intersegment revenue and expense consists of management fees allocated to the bank and Summit Insurance Services, LLC for all centralized functions that are performed by the parent, including overall direction in the areas of credit policy and administration, strategic planning, marketing, investment portfolio management and other financial and administrative services. Information for each of our segments is included below:

In thousands	Nine Months Ended September 30, 2011				
	Community Banking	Insurance Services	Parent	Eliminations	Total
Net interest income	\$ 31,541	\$ -	\$ (1,358 )	\$ -	\$ 30,183
Provision for loan losses	8,001	-	-	-	8,001
Net interest income after provision for loan losses	23,540	-	(1,358 )	-	22,182
Other income	(1,100 )	3,577	1,827	(743 )	3,561
Other expenses	18,784	3,173	1,237	(743 )	22,451
Income (loss) before income taxes	3,656	404	(768 )	-	3,292
Income tax expense (benefit)	741	161	(204 )	-	698
Net income (loss)	2,915	243	(564 )	-	2,594
Dividends on preferred shares	-	-	223	-	223
Net income (loss) applicable to common shares	\$ 2,915	\$ 243	\$ (787 )	\$ -	\$ 2,371
Intersegment revenue (expense)	\$ (657 )	\$ (86 )	\$ 743	\$ -	\$ -
Average assets	\$ 1,537,150	\$ 6,691	\$ 141,377	\$ (210,693 )	\$ 1,474,525

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Nine Months Ended September 30, 2010

In thousands	Community Banking	Insurance Services	Parent	Eliminations	Total
Net interest income	\$ 31,165	\$ -	\$ (1,450 )	\$ -	\$ 29,715
Provision for loan losses	18,350	-	-	-	18,350
Net interest income after provision for loan losses	12,815	-	(1,450 )	-	11,365
Other income	2,897	3,628	1,178	(835 )	6,868
Other expenses	19,977	3,215	1,352	(835 )	23,709
Income (loss) before income taxes	(4,265 )	413	(1,624 )	-	(5,476 )
Income tax expense (benefit)	(2,154 )	165	(602 )	-	(2,591 )
Net income (loss)	(2,111 )	248	(1,022 )	-	(2,885 )
Dividends on preferred shares	-	-	223	-	223
Net income (loss) applicable to common shares	\$ (2,111 )	\$ 248	\$ (1,245 )	\$ -	\$ (3,108 )
Intersegment revenue (expense)	\$ (750 )	\$ (85 )	\$ 835	\$ -	\$ -
Average assets	\$ 1,568,104	\$ 6,946	\$ 141,026	\$ (190,448 )	\$ 1,525,628

Three Months Ended September 30, 2011

In thousands	Community Banking	Insurance Services	Parent	Eliminations	Total
Net interest income	\$ 10,374	\$ -	\$ (453 )	\$ -	\$ 9,921
Provision for loan losses	2,001	-	-	-	2,001
Net interest income after provision for loan losses	8,373	-	(453 )	-	7,920
Other income	1,093	1,121	221	(248 )	2,187
Other expenses	6,443	1,032	346	(248 )	7,573
Income (loss) before income taxes	3,023	89	(578 )	-	2,534
Income tax expense (benefit)	774	35	(211 )	-	598
Net income (loss)	2,249	54	(367 )	-	1,936
Dividends on preferred shares	-	-	74	-	74
	\$ 2,249	\$ 54	\$ (441 )	\$ -	\$ 1,862

Net income (loss)  
applicable to common  
shares

Intersegment revenue (expense)	\$ (219 )	\$ (29 )	\$ 248	\$ -	\$ -
Average assets	\$ 1,532,356	\$ 6,573	\$ 143,099	\$ (211,854 )	\$ 1,470,174

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In thousands	Three Months Ended September 30, 2010				
	Community Banking	Insurance Services	Parent	Eliminations	Total
Net interest income	\$ 10,037	\$ -	\$ (489 )	\$ -	\$ 9,548
Provision for loan losses	4,500	-	-	-	4,500
Net interest income after provision for loan losses	5,537	-	(489 )	-	5,048
Other income	1,155	1,198	315	(248 )	2,420
Other expenses	6,981	1,092	368	(248 )	8,193
Income (loss) before income taxes	(289 )	106	(542 )	-	(725 )
Income tax expense (benefit)	(566 )	46	(78 )	-	(598 )
Net income (loss)	277	60	(464 )	-	(127 )
Dividends on preferred shares	-	-	74	-	74
Net income (loss) applicable to common shares	\$ 277	\$ 60	\$ (538 )	\$ -	\$ (201 )
Intersegment revenue (expense)	\$ (219 )	\$ (29 )	\$ 248	\$ -	\$ -
Average assets	\$ 1,561,074	\$ 6,732	\$ 139,673	\$ (213,157 )	\$ 1,494,322

Summit Financial Group, Inc. and Subsidiaries  
 Management's Discussion and Analysis of Financial Condition and  
 Results of Operations

## INTRODUCTION

The following discussion and analysis focuses on significant changes in our financial condition and results of operations of Summit Financial Group, Inc. ("Company" or "Summit") and our operating segments, Summit Community Bank ("Summit Community"), and Summit Insurance Services, LLC for the periods indicated. See Note 15 of the accompanying consolidated financial statements for our segment information. This discussion and analysis should be read in conjunction with our 2010 audited financial statements and Annual Report on Form 10-K.

The Private Securities Litigation 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 by us. Our following discussion and analysis of financial condition and results of operations contains certain forward-looking statements that involve risk and uncertainty. In order to comply with the terms of the safe harbor, we note that a variety of factors could cause our actual results and experience to differ materially from the anticipated results or other expectations expressed in those forward-looking statements.

## OVERVIEW

Our primary source of income is net interest income from loans and deposits. Business volumes tend to be influenced by the overall economic factors including market interest rates, business spending, and consumer confidence, as well as competitive conditions within the marketplace.

Interest earning assets declined by 4.84% for the first nine months in 2011 compared to the same period of 2010 while our net interest earnings on a tax equivalent basis increased 2.22%. Our tax equivalent net interest margin increased 20 basis points. Historically high levels of nonaccrual loans continue to negatively impact our net interest earnings while our reduced cost of interest bearing funds continues to positively impact our net interest earnings.

## BUSINESS SEGMENT RESULTS

We are organized and managed along two major business segments, as described in Note 15 of the accompanying consolidated financial statements. The results of each business segment are intended to reflect each segment as if it were a stand-alone business. Net income by segment follows:

In thousands	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2011	2010	2011	2010
Community banking	\$ 2,249	\$ 277	\$ 2,915	\$ (2,111)
Insurance	54	60	243	248
Parent and other	(441 )	(538 )	(787 )	(1,245)
Consolidated net income	\$ 1,862	\$ (201 )	\$ 2,371	\$ (3,108)

CRITICAL ACCOUNTING POLICIES

Our consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States of America and follow general practices within the financial services industry. Application of these principles requires us to make estimates, assumptions, and judgments that affect the amounts reported in our financial statements and accompanying notes. These estimates, assumptions, and judgments are based on information available as of the date of the financial statements; accordingly, as this information changes, the financial statements could reflect different estimates, assumptions, and judgments. Certain policies inherently have a greater reliance on the use of estimates, assumptions, and judgments and as such have a greater possibility of producing results that could be materially different than originally reported.

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Our most significant accounting policies are presented in the notes to the consolidated financial statements of our 2010 Annual Report on Form 10-K. These policies, along with the other disclosures presented in the financial statement notes and in this financial review, provide information on how significant assets and liabilities are valued in the financial statements and how those values are determined.

Based on the valuation techniques used and the sensitivity of financial statement amounts to the methods, assumptions, and estimates underlying those amounts, we have identified the determination of the allowance for loan losses, the valuation of goodwill, fair value measurements and deferred tax assets to be the accounting areas that require the most subjective or complex judgments, and as such could be most subject to revision as new information becomes available.

**Allowance for Loan Losses:** The allowance for loan losses represents our 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 expected future cash flows on impaired loans, estimated losses on pools of homogeneous loans based on historical loss experience, 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 type on our consolidated balance sheet. To the extent actual outcomes differ from our estimates, additional provisions for loan losses may be required that would negatively impact earnings in future periods. Note 8 to the consolidated financial statements of our 2010 Annual Report on Form 10-K describes the methodology used to determine the allowance for loan losses and a discussion of the factors driving changes in the amount of the allowance for loan losses is included in the Asset Quality section of the financial review of the 2010 Annual Report on Form 10-K.

**Goodwill:** Goodwill is subject to a two-step impairment test by reporting unit at least annually to determine whether write-downs of the recorded balances are necessary. During the third quarter, we completed the required annual impairment test for 2011 for each of our reporting units, community banking and insurance services. The first step (Step 1) of impairment testing requires a comparison of each reporting unit's fair value to its carrying value to identify potential impairment. If the fair value equals or exceeds the related unit's carrying value, no write-down of recorded goodwill is necessary. If the fair value is less than the carrying value, an expense may be required on our books to write down the goodwill to the proper carrying value. The second step (Step 2) of impairment testing is necessary only if the reporting unit does not pass Step 1. Step 2 compares the implied fair value of the reporting unit goodwill with the carrying amount of the goodwill for the reporting unit. The implied fair value of goodwill is determined in the same manner as goodwill that is recognized in a business combination.

The fair value, carrying amount and allocated goodwill with regard to each of our reporting units as of September 30, 2011 (date of our most recent goodwill impairment test) were as follows:

(in thousands)	Community Banking	Insurance Services
Fair value	\$ 164,235	\$ 6,929
Carrying amount	132,845	6,414
Allocated goodwill	1,488	4,710

Neither of our reporting units failed Step 1 of the goodwill impairment tests conducted as of September 30, 2011. For purposes of these goodwill impairment tests, the following methodologies were utilized and key assumptions were made in determining the fair value of each reporting unit:

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Community Banking – We performed an internal valuation utilizing the income approach to determine the fair value of our Community Banking reporting unit. The income approach was based on discounted cash flows derived from assumptions of balance sheet and income statement activity based upon an internally developed forecast considering several long-term key business drivers such as anticipated loan and deposit growth. The long term growth rate used in determining the terminal value was estimated at 3.5%, and a discount rate of 11% based upon the Capital Asset Pricing Model was applied to the Bank's estimated future cash flow streams.

Insurance Services – We performed an internal valuation, which was verified by a third party firm, utilizing the income approach to determine the fair value of our Insurance Services reporting unit. This methodology consisted of discounting the expected future cash flows of this unit based upon a forecast of its operations considering long-term key business drivers such as anticipated commission revenue growth. The long term growth rate used in determining the terminal value was estimated at 2.5%, and a discount rate of 11% was applied to the Insurance Services unit's estimated future cash flows.

We cannot assure you that future goodwill impairment tests will not result in a charge to earnings. See Note 11 of the consolidated financial statements of our Annual Report on Form 10-K for further discussion of our intangible assets, which include goodwill.

Fair Value Measurements: ASC Topic 820 Fair Value Measurements and Disclosures provides a definition of fair value, establishes a framework for measuring fair value, and requires expanded disclosures about fair value measurements. Fair value is the price that could be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. Based on the observability of the inputs used in the valuation techniques, we classify our financial assets and liabilities measured and disclosed at fair value in accordance with the three-level hierarchy (e.g., Level 1, Level 2 and Level 3) established under ASC Topic 820. Fair value determination in accordance with this guidance requires that we make a number of significant judgments. In determining the fair value of financial instruments, we use market prices of the same or similar instruments whenever such prices are available. We do not use prices involving distressed sellers in determining fair value. If observable market prices are unavailable or impracticable to obtain, then fair value is estimated using modeling techniques such as discounted cash flow analyses. These modeling techniques incorporate our assessments regarding assumptions that market participants would use in pricing the asset or the liability, including assumptions about the risks inherent in a particular valuation technique and the risk of nonperformance.

Fair value is used on a recurring basis for certain assets and liabilities in which fair value is the primary basis of accounting. Additionally, fair value is used on a non-recurring basis to evaluate assets or liabilities for impairment or for disclosure purposes in accordance with ASC Topic 825 Financial Instruments.

Deferred Income Tax Assets: At September 30, 2011, we had net deferred tax assets of \$11.0 million. Based on our ability to offset the net deferred tax asset against taxable income in carryback years and expected future taxable income in carryforward years, there was no impairment of the deferred tax asset at September 30, 2011. All available evidence, both positive and negative, was considered to determine whether, based on the weight of that evidence, impairment should be recognized. However, our forecast process includes judgmental and quantitative elements that may be subject to significant change. If our forecast of taxable income within the carryback/carryforward periods available under applicable law is not sufficient to cover the amount of net deferred tax assets, such assets may become impaired.

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Earnings Summary

Net income applicable to common shares for the nine months ended September 30, 2011 increased 176% to \$2,371,000, or \$0.32 per diluted share as compared to a loss of \$3,108,000 or \$0.42 per diluted share for the same period of 2010. Net income applicable to common shares for the quarter ended September 30, 2011 improved to income of \$1,862,000, or \$0.24 per diluted share as compared to a loss of \$201,000, or \$0.03 per diluted share for the quarter ended

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September 30, 2010. Earnings were negatively impacted for all periods by continued high provisions for loan losses due to our continued increased nonperforming loans, write-downs of foreclosed properties to their estimated fair values, and other-than-temporary impairment of securities. The provision for loan losses was \$8.0 million and \$18.35 million for the nine months ended September 30, 2011 and 2010, respectively and \$2.0 million and \$4.5 million for the quarters ended September 30, 2011 and 2010, respectively. Included in earnings for the nine months ended September 30, 2011 was \$3,463,000 of realized securities gains, \$5,770,000 of charges resulting from the write-down of a portion of our foreclosed properties to fair value and \$2,245,000 in other than temporary impairment charges on securities. Returns on average equity and assets for the first nine months of 2011 were 3.91% and 0.23%, respectively, compared with (4.41%) and (0.25%) for the same period of 2010.

#### Net Interest Income

Net interest income is the principal component of our earnings and represents the difference between interest and fee income generated from earning assets and the interest expense paid on deposits and borrowed funds. Fluctuations in interest rates as well as changes in the volume and mix of earning assets and interest bearing liabilities can materially impact net interest income.

Our net interest income on a fully tax-equivalent basis totaled \$31,209,000 for the nine months ended September 30, 2011 compared to \$30,531,000 for the same period of 2010, representing an increase of \$678,000 or 2.22%. Interest income on interest earning assets decreased for the nine month period ended September 30, 2011 primarily due to lower volumes of interest earning assets, but this decrease was more than offset by a reduction in our cost of interest bearing liabilities (see Table II). Average interest earning assets decreased 4.84% from \$1,416,098,000 during the first nine months of 2010 to \$1,347,588,000 for the first nine months of 2011. Average interest bearing liabilities declined 4.76% from \$1,353,922,000 at September 30, 2010 to \$1,289,493,000 at September 30, 2011, at an average yield for the first nine months of 2011 of 2.47% compared to 3.03% for the same period of 2010.

Our consolidated net interest margin increased to 3.10% for the nine months ended September 30, 2011, compared to 2.88% for the same period in 2010. The margin continues to be affected by elevated levels of non-accruing loans. The present continued low interest rate environment has served to positively impact our net interest margin due to our liability sensitive balance sheet. For the nine months ended September 30, 2011 compared to September 30, 2010, the yields on earning assets decreased 32 basis points, while the cost of our interest bearing funds decreased by 56 basis points. The decrease in the cost of interest bearing funds is primarily the result of our reducing or re-pricing over \$100 million of our higher-rate long-term borrowings in late 2010.

Assuming no significant change in market interest rates, we anticipate a stable net interest margin in the near term as a result of our anticipated lower cost of funds, we do not expect interest rates to rise in the near future, we do not expect significant growth in our interest earning assets, nor do we expect our nonperforming asset balances to decline significantly in the near future. We continue to monitor the net interest margin through net interest income simulation to minimize the potential for any significant negative impact. See the "Market Risk Management" section for further discussion of the impact changes in market interest rates could have on us. Further analysis of our yields on interest earning assets and interest bearing liabilities are presented in Tables I and II below.

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Table I - Average Balance Sheet and Net Interest Income Analysis

Dollars in thousands

	For the Nine Months Ended					
	September 30, 2011			September 30, 2010		
	Average Balance	Earnings/ Expense	Yield/ Rate	Average Balance	Earnings/ Expense	Yield/ Rate
Interest earning assets						
Loans, net of unearned income (1)						
Taxable	\$987,928	\$44,622	6.04%	\$1,104,611	\$49,651	6.01%
Tax-exempt (2)	4,765	289	8.11%	6,177	367	7.94%
Securities						
Taxable	262,275	7,290	3.72%	250,511	9,151	4.88%
Tax-exempt (2)	56,313	2,727	6.47%	40,778	2,032	6.66%
Federal funds sold and interest bearing deposits with other banks	36,307	59	0.22%	14,021	21	0.20%
Total interest earning assets	1,347,588	54,987	5.46%	1,416,098	61,222	5.78%
Noninterest earning assets						
Cash & due from banks	3,951			4,280		
Premises and equipment	22,737			23,896		
Other assets	118,393			100,597		
Allowance for loan losses	(18,144)			(19,243)		
Total assets	\$1,474,525			\$1,525,628		
Interest bearing liabilities						
Interest bearing demand deposits	\$151,137	\$296	0.26%	\$146,152	\$463	0.42%
Savings deposits	206,705	1,473	0.95%	193,769	1,883	1.30%
Time deposits	611,404	12,202	2.67%	600,976	13,691	3.05%
Short-term borrowings	1,663	3	0.24%	20,998	79	0.50%
Long-term borrowings and capital trust securities	318,584	9,804	4.11%	392,027	14,575	4.97%
	1,289,493	23,778	2.47%	1,353,922	30,691	3.03%

Total interest bearing liabilities			
Noninterest bearing liabilities and shareholders' equity			
Demand deposits	83,768		72,329
Other liabilities	9,234		8,609
Total liabilities	1,382,495		1,434,860
Shareholders' equity - preferred	3,532		3,519
Shareholders' equity - common	88,498		87,249
Total liabilities and shareholders' equity	\$1,474,525		\$1,525,628
Net interest earnings		\$31,209	\$30,531
Net yield on interest earning assets		3.10%	2.88%

(1) For purposes of this table, nonaccrual loans are included in average loan balances.

(2) - Interest income on tax-exempt securities has been adjusted assuming an effective tax rate of 34% for all periods presented.

The tax equivalent adjustment resulted in an increase in interest income of \$1,026,000 and \$816,000 for the periods ended

September 30, 2011 and September 30, 2010, respectively.

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Table II - Changes in Interest Margin Attributable to Rate and  
Volume

In thousands	For the Nine Months Ended		
	September 30, 2011 versus September 30, 2010		
	Increase (Decrease) Due to Change in:		
	Volume	Rate	Net
Interest earned on:			
Loans			
Taxable	\$ (5,269 )	\$ 240	\$ (5,029 )
Tax-exempt	(86 )	8	(78 )
Securities			
Taxable	413	(2,274 )	(1,861 )
Tax-exempt	754	(59 )	695
Federal funds sold and interest bearing deposits with other banks			
	36	2	38
Total interest earned on interest earning assets			
	(4,152 )	(2,083 )	(6,235 )
Interest paid on:			
Interest bearing demand deposits			
	16	(183 )	(167 )
Savings deposits	119	(529 )	(410 )
Time deposits	234	(1,723 )	(1,489 )
Short-term borrowings	(49 )	(27 )	(76 )
Long-term borrowings and capital trust securities			
	(2,486 )	(2,285 )	(4,771 )
Total interest paid on interest bearing liabilities			
	(2,166 )	(4,747 )	(6,913 )
Net interest income	\$ (1,986 )	\$ 2,664	\$ 678

#### Noninterest Income

Total noninterest income decreased to \$3,561,000 for the first nine months of 2011, compared to \$6,868,000 for the same period of 2010, with other-than-temporary impairment charges on securities and write-downs of foreclosed properties to their estimated fair value being the primary negative components. Further detail regarding noninterest income is reflected in the following table.



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Noninterest Income	For the Quarter Ended		For the Nine Months	
	September 30,		Ended September 30,	
Dollars in thousands	2011	2010	2011	2010
Insurance commissions	\$ 1,073	\$ 1,227	\$ 3,458	\$ 3,659
Service fees	776	763	2,155	2,298
Realized securities gains	1,517	67	3,463	1,587
Other-than-temporary impairment of securities	(484 )	(109 )	(2,245 )	(138 )
Gain on sale of assets	130	(84 )	277	111
Write-down of foreclosed properties	(1,637 )	-	(5,770 )	(2,194 )
Other	812	556	2,223	1,545
Total	\$ 2,187	\$ 2,420	\$ 3,561	\$ 6,868

Other-than-temporary impairment of securities: During the first nine months of 2011, we recorded non-cash other-than temporary impairment charges of \$2,245,000 related to certain residential mortgage-backed securities which we continue to own.

Write-down of foreclosed properties: During the first nine months of 2011, we recorded \$5,770,000 in charges to write down certain foreclosed properties to estimated fair value as part of our normal, ongoing re-appraisal process.

Noninterest Expense

Total noninterest expense decreased approximately 5.3% for the nine months ended September 30, 2011, as compared to the same period in 2010. FDIC premiums are lower in 2011 due to the change that became effective during second quarter 2011 of the assessment base used in calculating FDIC premiums, and other expenses are down primarily as a result of a refund of Virginia business franchise taxes. This refund is a result of OREO property taxes paid in Virginia being an allowable offset to taxable capital for business franchise tax calculation purposes. Table III below shows the breakdown of the changes.

Table III -  
 Noninterest Expense

Dollars in thousands	For the Quarter Ended September 30,				For the Nine Months Ended September 30,			
	2011	Change		2010	2011	Change		2010
	\$	%			\$	%		
Salaries, commissions, and employee benefits	\$ 3,959	\$ (40 )	-1.0 %	\$ 3,999	\$ 11,987	\$ 175	1.5 %	\$ 11,812
Net occupancy expense	473	(25 )	-5.0 %	498	1,463	(66 )	-4.3 %	1,529
Equipment expense	589	(31 )	-5.0 %	620	1,750	(133 )	-7.1 %	1,883

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Professional fees	265	42	18.8 %	223	654	(105 )	-13.8 %	759
Amortization of intangibles	88	-	0.0 %	88	263	-	0.0 %	263
FDIC premiums	580	(135 )	-18.9 %	715	1,859	(306 )	-14.1 %	2,165
Foreclosed properties expense	389	(282 )	-42.0 %	671	1,235	88	7.7 %	1,147
Other	1,230	(149 )	-10.8 %	1,379	3,240	(911 )	-21.9 %	4,151
Total	\$ 7,573	\$ (620 )	-7.6 %	\$ 8,193	\$ 22,451	\$ (1,258 )	-5.3 %	\$ 23,709

Credit Experience

Due to continued recessionary economic conditions, borrowers have in many cases been unable to meet their current debt obligation due to a range of factors including declining property values and elevated unemployment levels. As a result, we have experienced higher delinquencies and nonperforming assets, particularly in our residential real estate loan portfolios and in commercial construction loans to residential real estate developers.

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It is not known when the housing market will stabilize. Management anticipates loan delinquencies will generally trend lower than those experienced over the past two years, and we anticipate that nonperforming assets will remain elevated in the near term.

The provision for loan losses represents charges to earnings necessary to maintain an adequate allowance for probable credit losses inherent in the loan portfolio. Our determination of the appropriate level of the allowance is based on an ongoing analysis of credit quality and loss potential in the loan portfolio, change in the composition and risk characteristics of the loan portfolio, and the anticipated influence of national and local economic conditions. The adequacy of the allowance for loan losses is reviewed quarterly and adjustments are made as considered necessary.

We recorded \$8,001,000 and \$18,350,000 provisions for loan losses for the first nine months of 2011 and 2010, respectively. This decline is a result of lower levels of specific reserves related to loans individually evaluated for impairment, and declining charge-offs relative to loans collectively evaluated for impairment at September 30, 2011 compared to September 30, 2010. At September 30, 2011, the allowance for loan losses totaled \$17,949,000 or 1.82% of loans, net of unearned income, compared to \$17,224,000 or 1.70% of loans, net of unearned income, at December 31, 2010.

As illustrated in Table IV below, our non-performing assets have increased during the past 12 months.

Table IV - Summary  
 of Non-Performing  
 Assets

Dollars in thousands	2011	September 30, 2010	December 31, 2010
Accruing loans past due 90 days or more	\$ -	\$ 2,415	\$ 1,442
Nonaccrual loans			
Commercial	3,473	880	1,318
Commercial real estate	8,398	5,386	2,686
Commercial construction and development	-	-	-
Residential construction and development	17,506	14,419	10,049
Residential real estate	6,818	6,153	6,075
Consumer	87	60	141
Total nonaccrual loans	36,282	26,898	20,269
Foreclosed properties			

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Commercial	597	-	597
Commercial real estate	14,256	13,091	14,745
Commercial construction and development	16,960	16,691	17,021
Residential construction and development	27,804	35,197	34,377
Residential real estate	3,718	3,374	3,495
Consumer	-	-	-
Total foreclosed properties	63,335	68,353	70,235
Repossessed assets	262	314	289
Total nonperforming assets	\$ 99,879	\$ 97,980	\$ 92,235
Total nonperforming loans as a percentage of total loans	3.69 %	2.82 %	2.14 %
Total nonperforming assets as a percentage of total assets	6.82 %	6.55 %	6.24 %

The following table presents a summary of our 30 to 89 days past due performing loans.

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Loans Past Due 30-89 Days		For the Quarter Ended				
Dollars in thousands	9/30/2011	6/30/2011	3/31/2011	12/31/2010	9/30/2010	
Commercial	\$ 255	\$ 1,572	\$ 910	\$ 695	\$ 817	
Commercial real estate	2,797	2,756	2,514	4,651	1,933	
Construction and development	1,251	163	1,948	3,156	1,711	
Residential real estate	4,779	6,603	6,561	20,120	7,050	
Consumer	308	415	494	586	691	
Total	\$ 9,390	\$ 11,509	\$ 12,427	\$ 29,208	\$ 12,202	

The following table details our most significant nonperforming loan relationships at September 30, 2011.

Significant Nonperforming Loan  
 Relationships  
 September 30, 2011  
 In thousands

Location by Region	Underlying Collateral	Loan Origination Date	Loan Nonaccrual Date	Current Loan Balance	Method Used to Measure Impairment	Most Recent Appraised Value	Amount Allocated to Allowance for Loan Losses	Amount Previously Charged-off
Rockingham Co., VA	Residential subdivision	Nov. 2007 & Dec. 2009	Mar. 2009 & Apr. 2011	\$ 1,994	Collateral value	\$ 2,223 (1 )	\$ -	\$ 904
Rockingham Co., VA	Convenience store	Apr. 2004	Mar. 2011	\$ 1,034	Collateral value	\$ 2,200 (1 )	\$ -	\$ -
Shenandoah Co., Spotsylvania Co., and Fauquier Co., VA	Single family rentals & residential lots	May 2008	Mar. 2011	\$ 1,424	Collateral value	\$ 1,474 (1 )	\$ 98	\$ -
Shenandoah Co. &	Residential building lots	Aug 2004, Jul. 2005, &	Jun. 2011	\$ 2,168	Collateral value	\$ 2,020 (1 )	\$ 395	\$ -

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Frederick Co, VA		Jul. 2007							
Jefferson Co., WV	Single family residence and equipment	Aug. 2007 & Mar. 2008	Jun. 2011	\$ 1,137	Collateral value	\$ 803	(1 )	\$ 434	\$ -
Frederick Co., VA	Single family residence	Sept. 2010	Jun. 2011	\$ 1,345	Collateral value	\$ 1,350	(1 )	\$ 130	\$ 100
Frederick Co., VA	Mini Storage facility	Mar. 2010	Jun. 2011	\$ 1,770	Collateral value	\$ 1,791	(1 )	\$ 158	\$ -
Jefferson Co., WV	Residential development & undeveloped acreage	Mar. 2008 & Jun. 2008	Jun. 2011	\$ 8,342	Collateral value	\$ 9,424	(1 )	\$ -	\$ -
Rockingham Co., VA	Residential subdivision & 2 single family residential building lots	Jun. 2008	Sept. 2011	\$ 2,209	Collateral value	\$ 2,588	(2 )	\$ 462	\$ -
Kanawha Co., WV	Residential subdivision & UCC business assets	Feb. 2003, Mar. 2008, & Apr. 2008	May 2011 & Jul. 2011	\$ 1,246	Collateral value	\$ 3,130	(2 )	\$ 31	\$ -

(1) - Values based upon recent external appraisal.

(2) - Values based upon appraisal obtained at loan origination.

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At September 30, 2011, we had approximately \$18.5 million of performing loans which we have identified as potential problem loans. These loans are performing at September 30, 2011, but known information about possible credit problems of the related borrowers causes management to have concerns as to the ability of such borrowers to comply with the current loan repayment terms and which may result in disclosure of such loans as nonperforming within the next quarter. Management cannot predict the extent to which economic conditions may worsen or other factors which may impact borrowers and the potential problem loans. Accordingly, there can be no assurance that other loans will not become 90 days or more past due, be placed on nonaccrual, or require increased allowance coverage and provision for loan losses.

We maintain the allowance for loan losses at a level considered adequate to provide for estimated probable credit losses inherent in the loan portfolio. The allowance is comprised of three distinct reserve components: (1) specific reserves related to loans individually evaluated, (2) quantitative reserves related to loans collectively evaluated, and (3) qualitative reserves related to loans collectively evaluated. A summary of the methodology we employ on a quarterly basis with respect to each of these components in order to evaluate the overall adequacy of our allowance for loan losses is as follows:

#### Specific Reserve for Loans Individually Evaluated

First, we identify loan relationships having aggregate balances in excess of \$500,000 and that may also have credit weaknesses. Such loan relationships are identified primarily through our analysis of internal loan evaluations, past due loan reports, and loans adversely classified by regulatory authorities. Each loan so identified is then individually evaluated to determine whether it is impaired – that is, based on current information and events, it is probable that we will be unable to collect all amounts due in accordance with the contractual terms of the underlying loan agreement. Substantially all of our impaired loans are and historically have been collateral dependent, meaning repayment of the loan is expected to be provided solely from the sale of the loan's underlying collateral. For such loans, we measure impairment based on the fair value of the loan's collateral, which is generally determined utilizing current appraisals. A specific reserve is established in an amount equal to the excess, if any, of the recorded investment in each impaired loan over the fair value of its underlying collateral, less estimated costs to sell. Our policy is to re-evaluate the fair value of collateral dependent loans at least every twelve months unless there is a known deterioration in the collateral's value, in which case a new appraisal is obtained.

#### Quantitative Reserve for Loans Collectively Evaluated

Second, we stratify the loan portfolio into the following ten loan pools: land and land development, construction, commercial, commercial real estate -- owner-occupied, commercial real estate -- non-owner occupied, conventional residential mortgage, jumbo residential mortgage, home equity, consumer, and other. Loans within each pool are then further segmented between larger-balance loan relationships exceeding \$2 million loans which were individually evaluated for impairment and not deemed to be impaired and smaller-balance homogenous loans.

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Quantitative reserves relative to each loan pool are established by applying an allocation equaling 100% of the respective pool's average 12 month historical net loan charge-off rate (determined based upon the most recent twelve quarters) to the aggregate recorded investment in the smaller-balance homogenous pool of loans.

Qualitative Reserve for Loans Collectively Evaluated

Third, we consider the necessity to adjust our average historical net loan charge-off rates relative to each of the above ten loan pools for potential risks factors that could result in actual losses deviating from prior loss experience. For example, if we observe a significant increase in delinquencies within the conventional mortgage loan pool above historical trends, an additional allocation to the average historical loan charge-off rate is applied. Such qualitative risk factors considered are: (1) levels of and trends in delinquencies and impaired loans, (2) levels of and trends in charge-offs and recoveries, (3) trends in volume and term of loans, (4) effects of any changes in risk selection and underwriting standards, and other changes in lending policies, procedures, and practice, (5) experience, ability, and depth of lending management and other relevant staff, (6) national and local economic trends and conditions, (7) industry conditions, and (8) effects of changes in credit concentrations.

Relationship between Allowance for Loan Losses, Net Charge-offs and Nonperforming Loans

In analyzing the relationship between the allowance for loan losses, net loan charge-offs and nonperforming loans, it is helpful to understand the process of how loans are treated as they deteriorate over time. Reserves for loans are established at origination through the quantitative and qualitative reserve process discussed above. If the quality of a loan which is reviewed as part of our normal internal loan review procedures deteriorates to a point causing us to deem the loan impaired, the loan is then evaluated for specific reserves under FAS 114, and a reserve, if necessary, is assigned.

Charge-offs, if necessary, are typically recognized in a period after the reserves were established. If the previously established reserves exceed that needed to satisfactorily resolve the problem credit, a reduction in the overall level of the reserve could be recognized. In summary, if loan quality deteriorates, the typical credit sequence is periods of reserve building, followed by periods of higher net charge-offs.

Consumer loans are generally charged off to the allowance for loan losses upon reaching specified stages of delinquency, in accordance with the Federal Financial Institutions Examination Council policy. For example, credit card loans are charged off by the end of the month in which the account becomes 180 days past due or within 60 days from receiving notification about a specified event (e.g., bankruptcy of the borrower), whichever is earlier. Residential mortgage loans are generally charged off to net realizable value no later than when the account becomes 180 days past due. Other consumer loans, if collateralized, are generally charged off to net realizable value at 120 days past due.

Commercial-related loans (which are risk-rated) are charged off to the allowance for loan losses when the loss has been confirmed. This determination includes many factors, including the prioritization of our claim in bankruptcy, expectations of the workout/restructuring of the loan and valuation of the borrower's equity.

Substantially all of our nonperforming loans are secured by real estate. The substantial majority of these loans were underwritten in accordance with our loan-to-value policy guidelines which range from 70-85% at the time of



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origination. Although property values have deteriorated across our market areas, the fair values of the underlying collateral value remain in excess of the recorded investment in many of our nonperforming loans, and therefore, no specific reserve allocation is required; as of September 30, 2011, approximately 72% of our impaired loans required no reserves or have been charged down to their fair value. Accordingly, during this economic downturn, our allowance for loan losses has generally not increased proportionately as our nonperforming loans have increased.

At September 30, 2011, December 31, 2010, and September 30, 2010, our allowance for loan losses totaled \$17,949,000, or 1.82% of total loans, \$17,224,000, or 1.70% of total loans and \$18,869,000, or 1.82% of total loans, respectively, and is considered adequate to cover inherent losses in our loan portfolio.

At September 30, 2011, December 31, 2010, and September 30, 2010, we had approximately \$63,335,000, \$70,235,000 and \$68,353,000, respectively, in other real estate owned which was obtained as the result of foreclosure proceedings. Although foreclosed property is recorded at fair value less estimated costs to sell, the prices ultimately realized upon sale may or may not result in a recognized loss.

#### FINANCIAL CONDITION

Our total assets were \$1,464,584,000 at September 30, 2011, compared to \$1,478,470,000 at December 31, 2010, representing a 0.94% decrease. Table V below serves to illustrate significant changes in our financial position between December 31, 2010 and September 30, 2011.

Table V - Summary of Significant Changes in Financial Position

Dollars in thousands	Balance	Increase (Decrease)		Balance
	December 31, 2010	Amount	Percentage	September 30, 2011
<b>Assets</b>				
Securities available for sale	\$ 271,730	20,712	7.6 %	\$ 292,442
Loans, net of unearned interest	1,012,543	(48,194)	-4.8 %	964,349
<b>Liabilities</b>				
Deposits	\$ 1,036,939	\$ 10,370	1.0 %	\$ 1,047,309
Short-term borrowings	1,582	(627)	-39.6 %	955
Long-term borrowings	304,109	(32,078)	-10.5 %	272,031
Subordinated debentures	16,800	-	0.0 %	16,800
<b>Subordinated debentures owed to</b>				
unconsolidated subsidiary trusts	19,589	-	0.0 %	19,589

Deposits increased approximately \$10.4 million during the first nine months of 2011; wholesale deposits decreased \$44.6 million while retail deposits increased \$55.0 million.

The decrease in long term borrowings is primarily attributable to maturities and repayments of long-term FHLB advances during the first nine months of 2011 funded by increased deposits.

Refer to Notes 5, 6, 7, 9, and 10 of the notes to the accompanying consolidated financial statements for additional information with regard to changes in the composition of our securities, loans, deposits and borrowings between September 30, 2011 and December 31, 2010.

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## LIQUIDITY AND CAPITAL RESOURCES

Liquidity reflects our ability to ensure the availability of adequate funds to meet loan commitments and deposit withdrawals, as well as provide for other transactional requirements. Liquidity is provided primarily by funds invested in cash and due from banks (net of float and reserves), Federal funds sold, non-pledged securities (less estimated haircuts), and available lines of credit with the Federal Home Loan Bank of Pittsburgh ("FHLB") and Federal Reserve Bank of Richmond, which totaled approximately \$356 million or 24.3% of total consolidated assets at September 30, 2011.

Our liquidity strategy is to fund loan growth with deposits and other borrowed funds while maintaining an adequate level of short- and medium-term investments to meet normal daily loan and deposit activity. As a member of the FHLB, we have access to approximately \$306 million. As of September 30, 2011 and December 31, 2010, these advances totaled approximately \$162 million and \$182 million, respectively. At September 30, 2011, we had additional borrowing capacity of \$144 million through FHLB programs. We have established a line with the Federal Reserve Bank to be used as a contingency liquidity vehicle. The amount available on this line at September 30, 2011 was approximately \$71 million, which is secured by a pledge of our consumer and commercial and industrial loan portfolios. Also, we classify all of our securities as available for sale to enable us to liquidate them if the need arises.

Liquidity risk represents the risk of loss due to the possibility that funds may not be available to satisfy current or future commitments based on external market issues, customer or creditor perception of financial strength, and events unrelated to Summit such as war, terrorism, or financial institution market specific issues. The Asset/Liability Management Committee ("ALCO"), comprised of members of senior management and certain members of the Board of Directors, oversees our liquidity risk management process. The ALCO develops and recommends policies and limits governing our liquidity to the Board of Directors for approval with the objective of ensuring that we can obtain cost-effective funding to meet current and future obligations, as well as maintain sufficient levels of on-hand liquidity, under both normal and "stressed" circumstances.

One aspect of our liquidity management process is establishing contingency liquidity funding plans under various scenarios in order to prepare for unexpected liquidity shortages or events. The following represents three "stressed" liquidity circumstances and our related contingency plans with respect to each.

Scenario 1 – Summit Community's capital status becomes less than "well capitalized". Banks which are less than "well capitalized" in accordance with regulatory capital guidelines are prohibited from issuing new brokered deposits without first obtaining a waiver from the FDIC to do so. In the event Summit Community's capital status were to fall below well capitalized and was not successful in obtaining the FDIC's waiver to issue new brokered deposits, Summit Community:

- Would have limited amounts of maturing brokered deposits to replace in the short-term, as we have limited our brokered deposits maturing in any one quarter to no more than \$50 million.
- Presently has \$356 million in available sources of liquidity which could be drawn upon to fund maturing brokered deposits until Summit Community had restored its capital to well capitalized status.
- Would first seek to restore its capital to well capitalized status through capital contributions from Summit, its parent holding company. Summit has present cash reserves in excess of \$8 million available for capital infusion into Summit Community.

- Would generally have no more than \$100 million in brokered deposits maturing in any one year time frame, which is well within its presently available sources of liquid funds, if in the event Summit does not have the capital resources to restore Summit Community's capital to well capitalized status. One year would give Summit Community ample time to raise alternative funds either through retail deposits or the sale of assets, and obtain capital resources to restore it to well capitalized status.

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Scenario 2 – Summit Community's credit quality deteriorates such that the FHLB restricts further advances. If in the event that the Bank's credit quality deteriorated to the point that further advances under its line with the FHLB were restricted, Summit Community:

- Would severely curtail lending and other growth activities until such time as access to this line could be restored, thus eliminating the need for net new advances, and
- Would still have available current liquid funding sources secured by unencumbered loans and securities (less estimated haircuts) totaling \$224 million aside from its FHLB line, resulting in total funding sources of approximately \$188 million including liquid funds.

Scenario 3 – A competitive financial institution offers a retail deposit program at interest rates significantly above current market rates in the Summit Community's market areas. If a competitive financial institution offered a retail deposit program at rates well in excess of current market rates in the Summit Community's market area, the Bank:

- Presently has \$356 million in available sources of liquid funds which could be drawn upon immediately to fund any "net run off" of deposits from this activity.
- Would severely curtail lending and other growth activities so as to preserve the availability of as much contingency funds as possible.
- Would begin offering its own competitive deposit program when deemed prudent so as to restore the retail deposits lost to the competition.

We continuously monitor our liquidity position to ensure that day-to-day as well as anticipated funding needs are met. We are not aware of any trends, commitments, events or uncertainties that have resulted in or are reasonably likely to result in a material change to our liquidity.

One of our continuous goals is maintenance of a strong capital position. Through management of our capital resources, we seek to provide an attractive financial return to our shareholders while retaining sufficient capital to support future growth. Shareholders' equity at September 30, 2011 totaled \$98,924,000, including \$3.5 million in net proceeds from Series 2011 Preferred Stock subscriptions, compared to \$89,821,000 at December 31, 2010. See Note 14 of the accompanying consolidated financial statements for further information relative to the Series 2011 Preferred Stock.

Summit and Summit Community have each entered into informal Memoranda of Understanding ("MOU's") with their respective regulatory authorities. A memorandum of understanding is characterized by the regulatory authorities as an informal action that is not published or publicly available and that is used when circumstances warrant a milder form of action than a formal supervisory action, such as a formal written agreement or order. Among other things, under the MOU's, Summit's management team has agreed to:

- Summit Community achieving and maintaining a minimum Tier 1 leverage capital ratio of at least 8% and a total risk-based capital ratio of at least 11%;
- Summit Community providing 30 days prior notice of any declaration of intent to pay cash dividends to provide the Bank's regulatory authorities an opportunity to object;

- Summit suspending all cash dividends on its common stock until further notice; and,
- Summit not incurring any additional debt, other than trade payables, without the prior written consent of the banking regulators.

Management presently believes Summit and Summit Community are in compliance with all provisions of the MOUs.

Dividends on Summit's preferred stock, as well as interest payments on our subordinated debt and junior subordinated debentures underlying our trust preferred securities, continue to be permissible. However, such dividends and interest payments on our preferred stock and trust preferred debt are subject to future review by the regulatory authorities should we continue to experience deterioration in our financial condition.

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Although dividends from Summit Community are the principal source of funds to pay dividends, interest, and principal payments on Summit's preferred stock, subordinated debentures (including those owed to unconsolidated subsidiary trusts), and term bank borrowing, we currently have sufficient cash on hand to continue to service our subordinated debenture and term bank borrowing obligations as well as the dividend payments on our preferred stock through at least 2013. Nevertheless, we can make no assurances that we will continue to have sufficient funds available for Summit's debt service and for distributions to the holders of our preferred stock.

We initiated on August 3, 2011 a \$6.0 million offering of our 8% Non-cumulative Convertible Preferred Stock, Series 2011, pursuant to a rights offering to our common shareholders and a simultaneous supplemental offering to the public. The rights offering concluded on October 31, 2011. We continue to offer the remaining unsubscribed shares of the Series 2011 Preferred Stock in the supplemental offering, which will expire November 30, 2011. As of October 31, 2011, we have received paid subscriptions for 10,383 shares of Series 2011 Preferred Stock, representing total net proceeds of \$5.0 million. See Note 14 of accompanying consolidated financial statements for further information relative to the offerings of Series 2011 Preferred Stock.

Refer to Note 13 of the notes to the accompanying consolidated financial statements for additional information regarding regulatory restrictions on our capital as well as our subsidiaries' capital.

#### CONTRACTUAL CASH OBLIGATIONS

During our normal course of business, we incur contractual cash obligations. The following table summarizes our contractual cash obligations at September 30, 2011.

Dollars in thousands	Long Term Debt	Capital Trust Securities	Operating Leases
2011	\$ 2,482	\$ -	\$ 59
2012	66,732	-	241
2013	41,898	-	228
2014	83,429	-	170
2015	11,909	-	21
Thereafter	82,381	19,589	-
Total	\$ 288,831	\$ 19,589	\$ 719

#### OFF-BALANCE SHEET ARRANGEMENTS

We are involved with some off-balance sheet arrangements that have or are reasonably likely to have an effect on our financial condition, liquidity, or capital. These arrangements at September 30, 2011 are presented in the following table.

	September 30,
Dollars in thousands	2011
Commitments to extend credit:	
Revolving home equity and credit card lines	\$ 45,682
Construction loans	13,093
Other loans	34,104
Standby letters of credit	919
Total	\$ 93,798

## Item 3. Quantitative and Qualitative Disclosures About Market Risk

Market risk is the risk of loss arising from adverse changes in the fair value of financial instruments due to changes in interest rates, exchange rates and equity prices. Interest rate risk is our primary market risk and results from timing differences in the repricing of assets, liabilities and off-balance sheet instruments, changes in relationships between rate indices and the potential exercise of imbedded options. The principal objective of asset/liability management is to minimize interest rate risk and our actions in this regard are taken under the guidance of our Asset/Liability Management Committee (“ALCO”), which is comprised of members of senior management and members of the Board of Directors. The ALCO actively formulates the economic assumptions that we use in our financial planning and budgeting process and establishes policies which control and monitor our sources, uses and prices of funds.

Some amount of interest rate risk is inherent and appropriate to the banking business. Our net income is affected by changes in the absolute level of interest rates. Our interest rate risk position is liability sensitive. The nature of our lending and funding activities tends to drive our interest rate risk position to being liability sensitive. That is, absent any changes in the volumes of our interest earning assets or interest bearing liabilities, liabilities are likely to reprice faster than assets, resulting in a decrease in net income in a rising rate environment. Net income would increase in a falling interest rate environment. Net income is also subject to changes in the shape of the yield curve. In general, a flattening yield curve would result in a decline in our earnings due to the compression of earning asset yields and funding rates, while a steepening would result in increased earnings as margins widen.

Several techniques are available to monitor and control the level of interest rate risk. We primarily use earnings simulations modeling to monitor interest rate risk. The earnings simulation model forecasts the effects on net interest income under a variety of interest rate scenarios that incorporate changes in the absolute level of interest rates and changes in the shape of the yield curve. Each increase or decrease in interest rates is assumed to gradually take place over the next 12 months, and then remain stable, except for the up 400 scenario, which assumes a gradual increase in rates over 24 months. Assumptions used to project yields and rates for new loans and deposits are derived from historical analysis. Securities portfolio maturities and prepayments are reinvested in like instruments. Mortgage loan prepayment assumptions are developed from industry estimates of prepayment speeds. Non-contractual deposit re-pricings are modeled on historical patterns.

The following table presents the estimated sensitivity of our net interest income to changes in interest rates, as measured by our earnings simulation model as of September 30, 2011. The sensitivity is measured as a percentage change in net interest income given the stated changes in interest rates (gradual change over 12 months, stable thereafter for the up and down 100 and the up 200 scenarios, and gradual change over 24 months for the up 400 scenario) compared to net interest income with rates unchanged in the same period. The estimated changes set forth below are dependent on the assumptions discussed above and are well within our ALCO policy limit, which is a 10% reduction in net interest income over the ensuing twelve month period.

Change in Interest Rates  (basis points)	Estimated % Change in Net Interest Income Over:	
	0-12 Months	13-24 Months
Down 100 (1)	1.36 %	10.77 %
Up 100 (1)	-1.81 %	3.78 %

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Up 200 (1)	-3.63	%	0.90	%
Up 400 (2)	-3.61	%	0.18	%

(1) assumes a parallel shift in the yield curve

(2) assumes 400 bp increase over 24 months

Item 4. Controls and Procedures

Our management, including the Chief Executive Officer and Chief Financial Officer, has conducted as of September 30, 2011, an evaluation of the effectiveness of disclosure controls and procedures as defined in Exchange Act Rule 13a-15(e). Based on that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the disclosure controls and procedures as of September 30, 2011 were effective. There were no changes in our internal control over financial reporting that occurred during the quarter ended September 30, 2011 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Summit Financial Group, Inc. and Subsidiaries

Part II. Other Information

Item 1. Legal Proceedings

We are involved in various legal actions arising in the ordinary course of business. In the opinion of management, the outcome of these matters will not have a significant adverse effect on the consolidated financial statements.

Item 1A. Risk Factors

In addition to the other information set forth in this report, you should carefully consider the factors discussed in Part I, "Item 1A. Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2010.

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

Purchases of Summit Equity Securities:

We have an Employee Stock Ownership Plan ("ESOP"), which enables eligible employees to acquire shares of our common stock. The cost of the ESOP is borne by us through annual contributions to an Employee Stock Ownership Trust in amounts determined by the Board of Directors.

The following table sets forth certain information regarding Summit's purchase of its common stock under Summit's ESOP for the quarter ended September 30, 2011.

Period	Total Number of Shares Purchased (a)	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares that May Yet be Purchased Under the Plans or Programs
July 1, 2011 - July 31, 2011	11,899	\$ 2.86	-	-
August 1, 2011 - August 31, 2011	1,500	3.03	-	-
September 1, 2011 - September 30, 2011	-	-	-	-

(a) Shares repurchased under the Employee Stock Ownership Plan.

Item 6. Exhibits

Exhibit 3.i	Amended and Restated Articles of Incorporation of Summit Financial Group, Inc.
Exhibit 3.ii	Articles of Amendment 2009
Exhibit 3.iii	Articles of Amendment 2011

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- Exhibit 3.iv Amended and Restated By-Laws of Summit Financial Group, Inc.
- Exhibit 11 Statement re: Computation of Earnings per Share – Information contained in Note 4 to the Consolidated Financial Statements on page 15 of this Quarterly Report is incorporated herein by reference.
- Exhibit 31.1 Sarbanes-Oxley Act Section 302 Certification of Chief Executive Officer
- Exhibit 31.2 Sarbanes-Oxley Act Section 302 Certification of Chief Financial Officer
- Exhibit 32.1 Sarbanes-Oxley Act Section 906 Certification of Chief Executive Officer
- Exhibit 32.2 Sarbanes-Oxley Act Section 906 Certification of Chief Financial Officer
- Exhibit 101 Interactive Data File (XBRL)

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.

SUMMIT FINANCIAL GROUP, INC.  
(registrant)

By:                   /s/ H. Charles Maddy, III  
H. Charles Maddy, III,  
President and Chief Executive Officer

By:                   /s/ Robert S. Tissue  
Robert S. Tissue,  
Senior Vice President and Chief Financial Officer

By:                   /s/ Julie R. Cook  
Julie R. Cook,  
Vice President and Chief Accounting Officer

Date: November 3, 2011

## EXHIBIT INDEX

Exhibit No.	Description	Page Number
3	Articles of Incorporation and By-laws:	
	(i) Amended and Restated Articles of Incorporation of (a) Summit Financial Group, Inc.	
	(ii) Articles of Amendment 2009	(b)
	(iii) Articles of Amendment 2011	(c)
	(iv) Amended and Restated By-laws of Summit Financial Group, Inc.	(d)
11	Statement re: Computation of Earnings per Share	15
31.1	Sarbanes-Oxley Act Section 302 Certification of Chief Executive Officer	
31.2	Sarbanes-Oxley Act Section 302 Certification of Chief Financial Officer	
32.1*	Sarbanes-Oxley Act Section 906 Certification of Chief Executive Officer	
32.2*	Sarbanes-Oxley Act Section 906 Certification of Chief Financial Officer	
101**	Interactive data file (XBRL)	

\* Furnished, not filed.

\*\* As provided in Rule 406T of Regulation S-T, this information is furnished and not filed for purposes of Sections 11 and 12 of the Securities Act of 1933 and Section 18 of the Securities Exchange Act of 1934.

- (a) Incorporated by reference to Exhibit 3.i of Summit Financial Group, Inc.'s filing on Form 10-Q dated March 31, 2006.
- (b) Incorporated by reference to Exhibit 3.1 of Summit Financial Group, Inc.'s filing on Form 8-K dated September 30, 2009.
- (c) Incorporated by reference to Exhibit 3.1 of Summit Financial Group, Inc.'s filing on Form 8-K dated November 3, 2011.
- (d) Incorporated by reference to Exhibit 3.2 of Summit Financial Group, Inc.'s filing on Form 10-Q dated June 30, 2006.

