

# SOUTHERN NATIONAL BANCORP OF VIRGINIA INC

## FORM 10-K (Annual Report)

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

**FORM 10-K**

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2016

**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: 001-33037

**SOUTHERN NATIONAL BANCORP OF VIRGINIA, INC.**

(Exact name of registrant as specified in its charter)

**VIRGINIA**  
(State or other jurisdiction of  
incorporation or organization)

**20-1417448**  
(I.R.S. Employer  
Identification No.)

**6830 Old Dominion Drive  
McLean, Virginia 22101**  
(Address or principal executive offices) (Zip code)

**(703) 893-7400**  
(Registrant's telephone number including area code)

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

Title of each class	Name of each exchange on which registered
<b>Common Stock, \$0.01 par value</b>	<b>Nasdaq Global Market</b>

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

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

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

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§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). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

Large accelerated filer   
Accelerated filer

Smaller reporting company   
Non-accelerated filer   
(Do not check if a smaller reporting company)

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

The aggregate market value of voting stock held by non-affiliates of the registrant as of June 30, 2016 was approximately \$135,038,733 based on the closing price of the common stock on such date.

The number of shares of common stock outstanding as of March 6, 2017 was 12,318,743.

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the registrant's definitive proxy statement pursuant to Regulation 14A of the Securities Exchange Act of 1934 in conjunction with the registrant's 2017 Annual Meeting of Shareholders are incorporated into Part III, Items 10-14 of this Annual Report on Form 10-K.

**SOUTHERN NATIONAL BANCORP OF VIRGINIA, INC.**  
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### CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K contains statements about future expectations, activities and events that constitute forward-looking statements within the meaning of, and subject to the protection of, Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Exchange Act and are intended to be covered by the safe harbor provided by the same. Forward-looking statements are based on our beliefs, assumptions and expectations of our future financial and operating performance and growth plans, taking into account the information currently available to us. These statements are not statements of historical fact. The words “believe,” “may,” “forecast,” “should,” “anticipate,” “estimate,” “expect,” “intend,” “continue,” “would,” “could,” “hope,” “might,” “assume,” “objective,” “seek,” “plan,” “strive” or similar words, or the negatives of these words, identify forward-looking statements.

Forward-looking statements involve risks and uncertainties that may cause our actual results to differ materially from the expectations of future results we express or imply in any forward-looking statements. In addition to the other factors discussed in the “Risk Factors” section of this Annual Report on Form 10-K, factors that could contribute to those differences include, but are not limited to:

- the effects of future economic, business and market conditions and disruptions in the credit and financial markets, domestic and foreign;
- changes in the local economies in our market areas adversely affect our customers and their ability to transact profitable business with us, including the ability of our borrowers to repay their loans according to their terms or a change in the value of the related collateral;
- the possibility that the proposed merger (the “Merger”) with Eastern Virginia Bankshares, Inc. (“Eastern Virginia”) does not close when expected or at all because required regulatory or other approvals and conditions to closing are not received or satisfied on a timely basis or at all;
- the effect of the announcement or pendency of the Merger on our business relationships, operating results, and business generally;
- risks that the proposed Merger disrupts our current plans and operations and potential difficulties in our employee retention as a result of the Merger;
- changes in the availability of funds resulting in increased costs or reduced liquidity, as well as the adequacy of our cash flow from operations and borrowings to meet our short-term liquidity needs;
- a deterioration or downgrade in the credit quality and credit agency ratings of the securities in our securities portfolio;
- impairment concerns and risks related to our investment portfolio of collateralized mortgage obligations, agency mortgage-backed securities, obligations of states and political subdivisions and pooled trust preferred securities;
- the incurrence and possible impairment of goodwill associated with current or future acquisitions and possible adverse short-term effects on our results of operations;
- increased credit risk in our assets and increased operating risk caused by a material change in commercial, consumer and/or real estate loans as a percentage of our total loan portfolio;
- the concentration of our loan portfolio in loans collateralized by real estate;
- our level of construction and land development and commercial real estate loans;
- changes in the levels of loan prepayments and the resulting effects on the value of our loan portfolio;
- the failure of assumptions and estimates underlying the establishment of and provisions made to the allowance for loan losses;
- our ability to expand and grow our business and operations, including the establishment of additional branches and acquisition of additional branches and banks, and our ability to realize the cost savings and revenue enhancements we expect from such activities;

- changes in governmental monetary and fiscal policies, including interest rate policies of the Board of Governors of the Federal Reserve System, or changes in interest rates and market prices, which could reduce our net interest margins, asset valuations and expense expectations;
- increased competition for deposits and loans adversely affecting rates and terms;
- the continued service of key management personnel;
- the potential payment of interest on demand deposit accounts to effectively compete for customers;
- potential environmental liability risk associated with properties that we assume upon foreclosure;
- increased asset levels and changes in the composition of assets and the resulting impact on our capital levels and regulatory capital ratios;
- risks of current or future mergers and acquisitions, including the related time and cost of implementing transactions and the potential failure to achieve expected gains, revenue growth or expense savings;
- legislative and regulatory changes, including changes in banking, securities and tax laws and regulations and their application by our regulators, including those associated with the Dodd Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act”), changes in the scope and cost of Federal Deposit Insurance Corporation (“FDIC”) insurance and other coverage; and the capital requirements promulgated by the Basel Committee on Banking Supervision (the “Basel Committee”);
- increases in regulatory capital requirements for banking organizations generally, which may adversely affect our ability to expand our business or could cause us to shrink our business;
- the effects of war or other conflicts, acts of terrorism or other catastrophic events that may affect general economic conditions;
- failure to prevent a breach to our Internet-based system and online commerce security;
- changes in accounting policies, rules and practices and applications or determinations made thereunder;
- fraudulent and negligent acts by loan applicants, mortgage brokers and our employees;
- failure to maintain effective internal controls and procedures;
- the risk that our deferred tax assets could be reduced if future taxable income is less than currently estimated, if corporate tax rates in the future are less than current rates, or if sales of our capital stock trigger limitations on the amount of net operating loss carryforwards that we may utilize for income tax purposes; and
- other factors and risks described under “Risk Factors” herein and in any of our subsequent reports that we file with the Securities and Exchange Commission (the “Commission” or “SEC”) under the Exchange Act.

Forward-looking statements are not guarantees of performance or results and should not be relied upon as representing management’s views as of any subsequent date. A forward-looking statement may include a statement of the assumptions or bases underlying the forward-looking statement. We believe we have chosen these assumptions or bases in good faith and that they are reasonable. We caution you, however, that assumptions or bases almost always vary from actual results, and the differences between assumptions or bases and actual results can be material. When considering forward-looking statements, you should keep in mind the risk factors and other cautionary statements in this Annual Report on Form 10-K. These statements speak only as of the date of this Annual Report on Form 10-K (or an earlier date to the extent applicable). Except as required by applicable law, we undertake no obligation to update publicly these statements in light of new information or future events.

**PART I****Item 1. Business****Overview**

Southern National Bancorp of Virginia, Inc. (“Southern National”, “SNBV”, “we” or “our”) is the bank holding company for Sonabank (“Sonabank” or the “Bank”) a Virginia state chartered bank which commenced operations on April 14, 2005. Sonabank provides a range of financial services to individuals and small and medium sized businesses. Sonabank has fifteen branches in Virginia, located in Fairfax County (Reston, McLean and Fairfax), in Charlottesville, Warrenton (2), Middleburg, Leesburg (2), South Riding, Front Royal, New Market, Haymarket, Richmond and Clifton Forge, and eight branches in Maryland, in Rockville, Shady Grove, Frederick, Bethesda, Upper Marlboro, Brandywine, Owings and Huntingtown. As of December 31, 2016, we reported, on a consolidated basis, total assets of \$1.1 billion, total loans, net of deferred fees, of \$930.4 million, total deposits of \$913.0 million and shareholders’ equity of \$126.3 million.

While we offer a wide range of commercial banking services, we focus on making loans secured primarily by commercial real estate and other types of secured and unsecured commercial loans to small and medium-sized businesses in a number of industries, as well as loans to individuals for a variety of purposes. We are a leading Small Business Administration (SBA) lender among Virginia community banks. We also invest in real estate-related securities, including collateralized mortgage obligations and agency mortgage backed securities. Our principal sources of funds for loans and investing in securities are deposits and, to a lesser extent, borrowings. We offer a broad range of deposit products, including checking (NOW), savings, money market accounts and certificates of deposit. We actively pursue business relationships by utilizing the business contacts of our senior management, other bank officers and our directors, thereby capitalizing on our knowledge of our local market areas.

Effective December 4, 2009, Sonabank assumed certain deposits and liabilities and acquired certain assets of Greater Atlantic Bank from the FDIC, as receiver for Greater Atlantic Bank, pursuant to the terms of a purchase and assumption agreement entered into by the Bank and the FDIC on December 4, 2009 (the “Agreement”). On December 5, 2009, the former Greater Atlantic Bank offices, located in Reston, New Market, Front Royal and South Riding, Virginia and Rockville, Maryland opened as Sonabank branches.

Covered loan losses are reimbursed in accordance with the FDIC loss sharing agreements. There are two agreements with the FDIC, one for single family assets which is a 10 year agreement expiring in December 2019, and one for non-single family (commercial) assets which was a 5 year agreement that expired in December 2014. Our FDIC indemnification asset, the estimate of the expected loss amounts to be reimbursed by the FDIC has a current carrying value of \$2.1 million and an estimated fair value of \$528 thousand reflecting an overstated FDIC indemnification asset. This current overstatement, which is due to improvements in the loss estimates in the single family covered loans, is being amortized down in accordance with accounting rules over the life of the contract (10 years for single family covered assets) or the life of the loans, whichever is shorter.

On October 1, 2011, we completed the acquisition of the Midlothian branch of the Bank of Hampton Roads in Richmond, Virginia. We assumed deposits in the amount of \$42.2 million.

Effective April 27, 2012, Sonabank assumed substantially all of the deposits and liabilities and acquired substantially all of the assets of the HarVest Bank of Maryland from the FDIC as receiver. The acquisition included HarVest Bank’s branches in Bethesda, North Rockville, Germantown and Frederick, Maryland. Adding these new branches to our existing branch in Rockville brought Sonabank’s total number of branches in Maryland to five, four of which are in Montgomery County. This was a strategic acquisition for Sonabank in order to expand into an affluent market.

The merger with Prince George’s Federal Savings Bank (PGFSB) was completed on August 1, 2014. Southern National acquired PGFSB in a cash and stock transaction. PGFSB was founded in 1931 and was headquartered in Upper Marlboro, which is the County Seat of Prince George’s County, Maryland.

PGFSB has four offices, all of which are in Maryland, including a main office in Upper Marlboro and three branch offices in Dunkirk, Brandywine and Huntingtown. PGFSB has an excellent core deposit base reflecting its tenure in the communities it serves, and its lending activities have historically been focused on residential mortgages.

Full details on each of these acquisitions are contained in Form 8-Ks or 8-K/As filed with the SEC on December 10, 2009, October 4, 2011, July 13, 2012, and August 5, 2014, respectively.

On May 15, 2014, Southern National Bancorp of Virginia Inc., Jerry Flowers of Southern Trust Mortgage (STM), and Eastern Virginia Bankshares (EVB), the holding company for EVB, completed the purchase of 62 percent of STM previously owned by Middleburg Bank. Jerry Flowers and other STM executives now own 51.1 percent of STM, Sonabank owns 44 percent and EVB owns 4.9 percent.

Sonabank's equity method investment in STM totaled \$3.2 million. Sonabank also acquired 1.8 million shares of preferred stock in the amount of \$1.8 million in STM with an annual dividend yield of 7.5%. In June 2015, Sonabank acquired additional shares of preferred stock in the amount of \$750 thousand.

On December 13, 2016, Southern National and Eastern Virginia Bankshares, Inc. ("Eastern Virginia"), the holding company of EVB, jointly announced the signing of a definitive agreement to merge. The combination brings together two banking companies with complementary business lines creating one of the premier banking institutions headquartered in the Commonwealth of Virginia.

Upon completion of the transaction, the combined company will have approximately \$2.4 billion in total assets, \$2.0 billion in total deposits, and \$1.8 billion in total loans. The company, which will assume the Southern National Bancorp of Virginia, Inc. name for the holding company and the Sonabank name for all banking operations, will maintain its corporate headquarters in McLean, Virginia and the headquarters of the bank in Richmond, Virginia. The company will have 47 branch locations covering markets in both Maryland and Virginia, including the Washington, D.C. and Richmond, Virginia MSAs. These attractive markets are often cited as having some of the best demographic and income profiles in the country characterized by low unemployment, strong population growth, new business starts and consistent capital expenditure.

The transaction is expected to close during the second quarter of 2017 and is subject to the approval of both companies' shareholders along with regulatory approvals and other customary closing conditions. Pursuant to the terms of the merger agreement, EVB will merge with and into Sonabank immediately after the merger of Eastern Virginia with and into Southern National.

On January 20, 2017, Southern National announced that it had completed the sale of \$27 million of its fixed-to-floating rate Subordinated Notes due 2027 (the "Notes"). The Notes will initially bear interest at 5.875% per annum until January 31, 2022; thereafter, the Notes will be payable at an annual floating rate equal to three-month LIBOR plus a spread of 3.95% until maturity or early redemption.

Southern National plans to use the net proceeds of the offering for general corporate purposes, including, but not limited to, contributing capital to its bank subsidiary to support continued growth.

We primarily market our products and services to small and medium-sized businesses and to retail consumers. Our strategy is to provide superior service through our employees, who are relationship-oriented and committed to their respective customers. Through this strategy, we intend to grow our business, expand our customer base and improve our profitability. The key elements of our strategy are to:

- *Utilize the Strength of our Management Team* . The experience and market knowledge of our management team is one of our greatest strengths and competitive advantages. Our chairman, Georgia S. Derrico, was the founder, chairman of the board and chief executive officer, and our president, R. Roderick Porter, was the president and chief operating officer, of Southern Financial Bancorp, Inc., a publicly traded bank holding company. At the time of its sale to Provident Bankshares, Inc. in April of 2004, Southern Financial had \$1.5 billion in assets and operated 34 full-service banking offices of Southern Financial Bank, which was founded in Fairfax County and subsequently expanded into Central and Southern Virginia. Including the members of our current senior management team, 35 of our employees previously worked with our chairman and president at Southern Financial Bank.

- *Leverage Our Existing Foundation for Additional Growth* . Based on our management’s depth of experience and certain infrastructure investments, we believe that we will be able to take advantage of certain economies of scale typically enjoyed by larger organizations to expand our operations both organically and through strategic cost-effective branch or bank acquisitions. We believe that the investments we have made in our data processing, risk management infrastructure, staff and branch network will be able to support a much larger asset base. We are committed, however, to control any additional growth in a manner designed to minimize the risk and to maintain strong capital ratios.
- *Continue to Pursue Selective Acquisition Opportunities* . Historically, acquisitions have been a key part of our growth. Since our formation, we have completed the acquisition of PGFSB, the acquisition of HarVest Bank of Maryland on April 27, 2012, the acquisition of the Midlothian branch in Richmond, Virginia on October 1, 2011, the acquisition and assumption of certain assets and liabilities of Greater Atlantic Bank from the FDIC on December 4, 2009, the acquisition of a branch of Millennium Bank in Warrenton, Virginia on September 28, 2009, the acquisition of the Leesburg branch location from Founders Corporation which opened on February 11, 2008, the acquisition of 1<sup>st</sup> Service Bank in December of 2006 and the acquisition of the Clifton Forge branch of First Community Bancorp, Inc. in December of 2005. We intend to continue to review branch and whole bank acquisition opportunities, including possible acquisitions of failed financial institutions in FDIC-assisted transactions, and will pursue these opportunities if they represent the most efficient use of our capital under the circumstances. We believe that we have demonstrated the skill sets and experience necessary to acquire and integrate successfully both bank and branch acquisitions, and that with our strong capital position, we are well-positioned to take advantage of acquisition opportunities as they may arise. We intend to focus on targets in our market areas or other attractive areas with significant core deposits and/or a potential customer base compatible with our growth strategy.
- *De novo Branch Expansion* . In addition to our acquisition strategy, we plan to open de novo branches from time to time to fill in our existing footprint.
- *Focus on the Business Owner* . It is our goal to be the bank that business owners in our markets turn to first for commercial banking needs as a result of our superior personal service and the tailored products and services that we provide. To help achieve this goal, we:
  - have a standing credit committee that meets as often as necessary on a “when needed” basis to review completed loan applications, making extensive use of technology to facilitate our internal communications and thereby enabling us to respond to our customers promptly;
  - are an SBA approved “Preferred” lender, which permits us to make SBA loan decisions at Sonabank rather than waiting for SBA processing. We offer a number of different types of SBA loans designed for the small and medium-sized business owner and many of our SBA loan customers also have other relationships with Sonabank. This product group is complex and “paper intensive” and not well utilized by some of our competitors;
  - provide Internet business banking at [www.sonabank.com](http://www.sonabank.com) which allows our business customers 24-hour web-based access to their accounts so they can confirm or transfer balances, pay bills, download statements and use our “Web Lockbox” or “Sona Cash Manager;”
  - provide our business customers with “Sona In-House,” a service that utilizes Check 21 technology to allow customers to make remote deposits from their business locations and gives them access to those funds within 24 to 48 hours; and
  - provide our business customers with access to SABL, our state-of-the-art asset-based lending system. Unlike most asset-based lending systems, which are based on manual processes or software that certifies a company’s borrowing base periodically, SABL provides a real time capability to analyze and adjust borrowing availability based on actual collateral levels. SABL is predicated on a link between any kind of accounting software used by the customer and Sonabank’s server.



- *Maintain Local Decision-Making and Accountability* . We believe that we have a competitive advantage over larger national and regional financial institutions by providing superior customer service with experienced, knowledgeable management, localized decision-making capabilities and prompt credit decisions. We believe that our customers want to deal directly with the persons who make the credit decisions.
- *Focus on Asset Quality and Strong Underwriting* . We consider asset quality to be of primary importance and have taken measures in an effort to ensure that, despite the growth in our loan portfolio, we maintain strong asset quality through strong underwriting standards.
- *Build a Stable Core Deposit Base* . We intend to continue to grow a stable core deposit base of business and retail customers. To the extent that our asset growth outpaces this local deposit funding source, we plan to continue to borrow and raise deposits in the national market using deposit intermediaries. We intend to continue our practice of developing a deposit relationship with each of our loan customers.

### **General**

Our principal business is the acquisition of deposits from the general public through our branch offices and deposit intermediaries and the use of these deposits to fund our loan and investment portfolios. We seek to be a full service community bank that provides a wide variety of financial services to our middle market corporate clients as well as to our retail clients. We are an active commercial lender, have been designated as a “Preferred SBA Lender” and participate in the Virginia Small Business Financing Authority lending program. In addition, we are an active commercial real estate lender. We also invest funds in mortgage-backed securities, collateralized mortgage obligations, securities issued by agencies of the federal government, obligations of states and political subdivisions and pooled trust preferred securities.

The principal sources of funds for our lending and investment activities are deposits, repayment of loans, prepayments from mortgage-backed securities, repayments of maturing investment securities, Federal Home Loan Bank advances and other borrowed money.

Principal sources of revenue are interest and fees on loans and investment securities, as well as fee income derived from the maintenance of deposit accounts and income from bank-owned life insurance policies. Our principal expenses include interest paid on deposits and advances from the Federal Home Loan Bank of Atlanta (“FHLB”) and other borrowings, and operating expenses.

### **Available Information**

Southern National files annual, quarterly and other reports under the Securities Exchange Act of 1934, as amended, with the SEC. These reports are posted and are available at no cost on our website, [www.sonabank.com](http://www.sonabank.com), through the Investor Relations link, as soon as reasonably practicable after we file such documents with the SEC. Our filings are also available through the SEC’s website at [www.sec.gov](http://www.sec.gov).

### **Lending Activities**

Our primary strategic objective is to serve small to medium-sized businesses in our market with a variety of unique and useful services, including a full array of commercial mortgage and non-mortgage loans. These loans include commercial real estate loans, construction to permanent loans, development and builder loans, accounts receivable financing, lines of credit, equipment and vehicle loans, leasing, and commercial overdraft protection. We strive to do business in the areas served by our branches, which is also where our marketing is focused, and the vast majority of our loan customers are located in existing market areas. Virtually all of our loans are with borrowers in Virginia, Maryland, West Virginia, or Washington D.C. The Small Business Administration may from time to time come to us because of our reputation and expertise as an SBA lender and ask us to review a loan outside of our core counties but within our market area. Prior to making a loan, we obtain loan applications to determine a borrower’s ability to repay, and the more significant items on these applications are verified through the use of credit reports, financial statements and confirmations.

The following is a discussion of each of the major types of lending. For more information on our lending activities, see “Item 7. Management’s Discussion and Analysis of Financial Condition.”

### **Commercial Real Estate Lending**

**Permanent.** Commercial real estate lending includes loans for permanent financing. Commercial real estate lending typically involves higher loan principal amounts and the repayment of loans is dependent, in large part, on sufficient income from the properties securing the loans to cover operating expenses and debt service. As a general practice, we require our commercial real estate loans to be secured by well-managed income producing properties with adequate margins and to be guaranteed by responsible parties. We look for opportunities where cash flow from the collateral properties provides adequate debt service coverage and the guarantor’s net worth is strong. At December 31, 2016, our commercial real estate loans for permanent financing including multi-family residential loans and loans secured by farmland totaled \$465.0 million, of which \$10.4 million was acquired in the HarVest transaction, \$4.7 million was acquired in the Greater Atlantic transaction, and \$2.9 million was acquired in the PGFSB transaction. Owner occupied commercial real estate loans totaled \$154.8 million.

Our underwriting guidelines for commercial real estate loans reflect all relevant credit factors, including, among other things, the income generated from the underlying property to adequately service the debt, the availability of secondary sources of repayment and the overall creditworthiness of the borrower. In addition, we look to the value of the collateral, while maintaining the level of equity invested by the borrower.

All valuations on property which will secure loans over \$250 thousand are performed by independent outside appraisers who are reviewed by our executive vice president of risk management and/or our appraisal reviewer. We retain a valid lien on real estate and obtain a title insurance policy (on first trust loans only) that insures the property is free of encumbrances. In addition, we do title searches on all loans secured by real estate.

**Construction.** We recognize that construction loans for commercial, multifamily and other non-residential properties can involve risk due to the length of time it may take to bring a finished real estate product to market. As a result, we will only make these types of loans when pre-leasing or pre-sales or other credit factors suggest that the borrower can carry the debt if the anticipated market and property cash flow projections change during the construction phase.

Income producing property loans are supported by evidence of the borrower’s capacity to service the debt. All of our commercial construction loans are guaranteed by the principals or general partners. At December 31, 2016, we had \$91.1 million of construction, land and development loans, of which \$3.5 million was acquired in the HarVest transaction and \$1.2 million was acquired in the PGFSB transaction.

Construction loan borrowers are generally pre-qualified for the permanent loan by us or a third party. We obtain a copy of the contract with the general contractor who must be acceptable to us. All plans, specifications and surveys must include proposed improvements. We review feasibility studies and risk analyses showing sensitivity of the project to variables such as interest rates, vacancy rates, lease rates and operating expenses.

### **Commercial Business Lending**

These loans consist of lines of credit, revolving credit facilities, demand loans, term loans, equipment loans, SBA loans, stand-by letters of credit and unsecured loans. Commercial business loans are generally secured by accounts receivable, equipment, inventory and other collateral, such as readily marketable stocks and bonds with adequate margins, cash value in life insurance policies and savings and time deposits at Sonabank. At December 31, 2016, our commercial business loans totaled \$115.4 million, of which \$2.1 million was acquired in the HarVest transaction, \$540 thousand was acquired in the Greater Atlantic transaction and \$116 thousand was acquired in the PGFSB transaction.

In general, commercial business loans involve more credit risk than residential mortgage loans and real estate-backed commercial loans and, therefore, usually yield a higher return to us. The increased risk for commercial business loans is due to the type of collateral securing these loans. The increased risk also

derives from the expectation that commercial loans will be serviced principally from the operations of the business, and that those operations may not be successful. Historical trends have shown that these types of loans do have higher delinquencies than mortgage loans. Because of this, we often utilize the SBA 7(a) program (which guarantees the repayment of up to 90% of the principal and accrued interest to us) to reduce the inherent risk associated with commercial business lending.

Another way that we reduce risk in the commercial loan portfolio is by taking accounts receivable as collateral using our SABL system. Our accounts receivable financing facilities, which provide a relatively high yield with considerable collateral control, are lines of credit under which a company can borrow up to the amount of a borrowing base which covers a certain percentage of the company's receivables. From our customer's point of view, accounts receivable financing is an efficient way to finance expanding operations because borrowing capacity expands as sales increase. Customers can borrow from 75% to 90% of qualified receivables. In most cases, the borrower's customers pay us directly. For borrowers with a good track record for earnings and quality receivables, we will consider pricing based on an increment above the prime rate for transactions in which we lend up to a percentage of qualified outstanding receivables based on reported aging of the receivables portfolio.

We also actively pursue for our customers equipment lease financing opportunities. We provide financing and use a third party to service the leases. Payment is derived from the cash flow of the borrower, so credit quality may not be any lower than it would be in the case of an unsecured loan for a similar amount and term.

### **SBA Lending**

We have developed an expertise in the federally guaranteed SBA program. The SBA program is an economic development program which finances the expansion of small businesses. We are a Preferred Lender in the Washington D.C. and Richmond Districts of the SBA. As an SBA Preferred Lender, our pre-approved status allows us to quickly respond to customers' needs. Under the SBA program, we originate and fund SBA 7(a) loans which qualify for guarantees up to 90% of principal and accrued interest. We also originate 504 chapter loans in which we generally provide 50% of the financing, taking a first lien on the real property as collateral.

We provide SBA loans to potential borrowers who are proposing a business venture, often with existing cash flow and a reasonable chance of success. We do not treat the SBA guarantee as a substitute for a borrower meeting our credit standards, and, except for minimum capital levels or maximum loan terms, the borrower must meet our other credit standards as applicable to loans outside the SBA process.

### **Residential Mortgage Lending**

**Permanent.** Our business model generally does not include originating permanent residential mortgage loans. We do it only on a case-by-case basis. In the case of conventional loans, we typically lend up to 80% of the appraised value of single-family residences and require mortgage insurance for loans exceeding that amount. We have no sub-prime loans.

On May 15, 2014, we purchased a 44% equity investment and preferred stock of STM, a regional mortgage banking company headquartered in Virginia Beach. STM has mortgage banking originators in Virginia, Maryland, North Carolina, South Carolina, Delaware and Pennsylvania. Southern Trust Mortgage only originates retail mortgage production.

Sonabank has established with STM underwriting guidelines under which it will purchase residential construction only, construction loans that convert to permanent, and permanent loans primarily in its Virginia and Maryland footprint from STM. These will be largely loans that do not conform to FNMA or FHLMC standards because of size or acreage. We purchased loans in an aggregate amount of \$77.4 million during 2016, \$2.9 million of which were construction or construction permanent loans.

We retain a valid lien on real estate and obtain a title insurance policy that ensures that the property is free of encumbrances. We also require hazard insurance and flood insurance for all loans secured by real property if the real property is in a flood plain as designated by the Department of Housing and Urban Development. We also require most borrowers to advance funds on a monthly basis from which we make disbursements for items such as real estate taxes, private mortgage insurance and hazard insurance.

**Home Equity Lines of Credit.** Sonabank rarely originates home equity lines of credit. At December 31, 2016, we had outstanding balances totaling \$29.2 million, of which \$17.7 million were acquired in the Greater Atlantic transaction and \$2.3 million were acquired in the PGFSB transaction.

### **Consumer Lending**

To a limited extent, we offer various types of secured and unsecured consumer loans. We make consumer loans primarily for personal, family or household purposes as a convenience to our customer base since these loans are not the focus of our lending activities. As a general guideline, a consumer's debt service should not exceed 40% of his gross income or 45% of net income. For purposes of this calculation, debt includes house payment or rent, fixed installment payments, the estimated payment for the loan being requested and the minimum required payment on any revolving debt. At December 31, 2016, we had \$856 thousand of consumer loans outstanding.

### **Credit Approval and Collection Policies**

Because future loan losses are so closely intertwined with our underwriting policy, we have instituted what management believes is a stringent loan underwriting policy. Our underwriting guidelines are tailored for particular credit types, including lines of credit, revolving credit facilities, demand loans, term loans, equipment loans, real estate loans, SBA loans, stand-by letters of credit and unsecured loans. We will make extensions of credit based, among other factors, on the potential borrower's creditworthiness, likelihood of repayment and proximity to market areas served.

We have a standing Credit Committee comprised of certain officers, each of whom has a defined lending authority in combination with other officers. These individual lending authorities are determined by our Chief Executive Officer and certain directors and are based on the individual's technical ability and experience. These authorities must be approved by our board of directors and our Credit Committee. Our Credit Committee is comprised of four levels of members: junior, regular, senior, and executive, based on experience. Our executive members are Ms. Derrico and Messrs. Porter and Baker. Mr. Stevens, Chief Risk Officer, must approve risk ratings for loans over \$1.5 million, as well as exceptions to the Credit Policy. Loans over a certain size must be approved by the full Board of Directors or the Credit Committee plus two outside directors. Under our loan approval process, the sponsoring loan officer's approval is required on all credit submissions. This approval must be included in or added to the individual and joining authorities outlined below. The sponsoring loan officer is primarily responsible for the customer's relationship with us, including, among other things, obtaining and maintaining adequate credit file information. We require each loan officer to maintain loan files in an order and detail that would enable a disinterested third party to review the file and determine the current status and quality of the credit.

In addition to the approval of the sponsoring loan officer, we require approvals from one or more members of the Credit Committee on all loans. The approvals required differ based on the size of the borrowing relationship. At least one senior or one executive member must approve all loans in the amount of \$350 thousand or more. All three of the executive members of the committee must approve all loans of \$1 million or more. Regardless of the number of approvals needed, we encourage each member not to rely on another member's approval as a basis for approval and to treat his approval as if it were the only approval necessary to approve the loan. Our legal lending limit to one borrower is 15% of our unimpaired capital and surplus. As of December 31, 2016, our legal lending limit was approximately \$18.5 million. Our largest group credit as of December 31, 2016, was approximately \$16.9 million.

The following collection actions are the minimal procedures which management believes are necessary to properly monitor past due loans and leases. When a borrower fails to make a payment, we contact the borrower in person, in writing or on the telephone. At a minimum, all borrowers are notified by mail when payments of principal and/or interest are 10 days past due. Real estate and commercial loan borrowers are assessed a late charge when payments are 10-15 days past due. Customers are contacted by a loan officer before the loan becomes 60 days delinquent. After 90 days, if the loan has not been brought current or an acceptable arrangement is not worked out with the borrower, we will institute measures to remedy the default, including commencing foreclosure action with respect to mortgage loans and repossessions of collateral in the case of consumer loans.

If foreclosure is effected, the property is sold at a public auction in which we may participate as a bidder. If we are the successful bidder, we include the acquired real estate property in our real estate owned account until it is sold. These assets are initially recorded at fair value net of estimated selling costs. To the extent there is a subsequent decline in fair value, that amount is charged to operating expense. At December 31, 2016, we had other real estate owned totaling \$8.6 million, none of which resulted from foreclosures on loans that were acquired in the Greater Atlantic transaction.

### Special Products and Services

To complement our array of loans, we also provide the following special products and services to our commercial customers:

#### Cash Management Services

Cash Management services are offered that enable the Bank's business customers to maximize the efficiency of their cash management. Specific products offered in our cash management services program include the following:

- Investment/sweep accounts
- Wire Transfer services
- Employer Services/Payroll processing services
- Zero balance accounts
- Night depository services
- Lockbox services
- Depository transfers
- Merchant services (third party)
- ACH originations
- Business debit cards
- Controlled disbursement accounts
- SONA 24/7 (Check 21 processing)
- Sonabank asset based lending (SABL)
- Mobiliti, a mobile banking application for personal and business accounts

Some of the products listed above are described in-depth below.

- **SONA 24/7/Check 21:** SONA 24/7 is ideal for landlords, property managers, medical professionals, and any other businesses that accept checks. Now the customers of Sonabank can have total control over how, when, and where their checks will be deposited. SONA 24/7 uses the Check Truncation technology outlined by the "Check Clearing for the 21st Century Act", passed in October 2004 (Check 21). With Check Truncation, paper checks can now be converted to electronic images and processed between participating banks, vastly speeding up the check clearing process. SONA In-House passes on the benefits of Check Truncation directly to Sonabank's business customers.
- **Lockbox Services:** Sonabank will open a lockbox, retrieve and scan incoming checks, and deposit them directly into the customer's account. The images of the checks will then be available to view online. This makes bookkeeping for the customer fast and easy, and because Sonabank is checking the lockbox daily, funds will often be available sooner. Big businesses have been using lockboxes for decades as a cash management tool. Sonabank makes this service cost effective for all small and medium sized businesses as well.

- **Employer Services:** Sonabank will provide its business clients with software that allows them to generate ACH payroll transactions to their employees' accounts.
- **SABL:** Asset Based Lending is a form of "collateral-based" lending. It is a combination of secured lending and short-term business lending. It is a specialized form of financing that allows a bank's commercial customers to pledge their working assets, typically accounts receivable and, to a lesser extent, inventory, as collateral to secure financing. Asset Based Lending borrowers are typically in the service, manufacturing or distribution fields.

SABL is an Asset Based Lending software system built by Sonabank that allows the bank to monitor the collateral of its commercial borrowers who have pledged their working assets (accounts receivables and other qualifying assets such as inventory) as collateral. SABL has the ability to track other offsets (liabilities, e.g. other loans the customer has with the bank) to the line of credit. SABL serves to provide the more stringent controls and supervision that this type of lending requires.

One control that is typical of Asset Based Lending is that the commercial borrower is required to have its customers remit invoice payments to a bank controlled lockbox. The bank retrieves these payments and the bank applies them directly to any outstanding balance on the line. SABL allows for this and can combine that service with remote capture (Check 21) if warranted.

Most Asset Based Lending systems are manual processes or software that certifies the borrowing base periodically. These certifications are usually provided in the form of manually created borrowing bases backed up with field exams. SABL provides a real time capability to analyze and adjust borrowing availability based on the levels of collateral at the moment.

SABL also offers an automated collateral upload, taking receivable information directly from the clients accounting system. SABL also offers discretionary borrowings and pay offs, allowing clients to borrow on or pay down their line at their discretion, as long as they are compliant with the SABL system. Lastly, SABL offers superior reporting, offering reports to bank officers that provide all the information they need to monitor risk. Customized reports can also be built for clients.

- **Mobiliti:** Sona Mobile is perfect for customers on the go, as it is available on a large variety of devices and networks. Sona Mobile offers easy access to account balances, transactions and internal transfers. Mobile Deposit will allow customers to save time by eliminating the need to visit a branch. The customer can deposit a check through Sona Mobile by using their certified device (up to \$2,000).

Sona Business Mobile can help business customers manage their finances faster than ever. Customers have access to their information via a wide range of devices and networks. The shared user credentials and security settings between online and mobile banking make access more efficient for the business customer. Sona Business Mobile offers standard online banking features, along with enhanced features such as ACH & Wire transfer processing, including granting approvals to users to complete those processes. Mobile deposit is a time saving tool that will allow business customers to deposit checks through Sona Business Mobile from their certified device (up to \$5,000).

- **Other Consumer/Retail Products and Services.** Other products and services that are offered by the Bank are primarily directed toward the individual customer and include the following:
  - Debit cards
  - ATM services
  - Travelers Checks
  - Notary service in some branches
  - Wire transfers
  - Online banking with bill payment services
  - Credit Cards

## Competition

The banking business is highly competitive, and our profitability depends principally on our ability to compete in the market areas in which our banking operations are located. We experience substantial competition in attracting and retaining savings deposits and in lending funds. The primary factors we encounter in competing for savings deposits are convenient office locations and rates offered. Direct competition for savings deposits comes from other commercial bank and thrift institutions, money market mutual funds and corporate and government securities which may offer more attractive rates than insured depository institutions are willing to pay. The primary factors we encounter in competing for loans include, among others, interest rate and loan origination fees and the range of services offered. Competition for origination of loans normally comes from other commercial banks, thrift institutions, mortgage bankers, mortgage brokers and insurance companies. We have been able to compete effectively with other financial institutions by:

- emphasizing customer service and technology;
- establishing long-term customer relationships and building customer loyalty; and
- providing products and services designed to address the specific needs of our customers.

## Employees

At December 31, 2016, we had 162 full-time equivalent employees, five of whom were executive officers. Management considers its relations with its employees to be good. Neither we nor Sonabank are a party to any collective bargaining agreement.

## SUPERVISION AND REGULATION

The business of Southern National and the Bank are subject to extensive regulation and supervision under federal and state banking laws and other federal and state laws and regulations, including primary oversight by the Board of Governors of the Federal Reserve System and secondary oversight by the Bureau of Financial Institutions, a regulatory division of the Virginia State Corporation Commission (“VBFI”), and possibly other authorities. In general, these laws and regulations are intended for the protection of the customers and depositors of the Bank and not for the protection of Southern National or its shareholders. Set forth below are brief descriptions of selected laws and regulations applicable to Southern National and the Bank. These descriptions are not intended to be a comprehensive description of all laws and regulations to which Southern National and the Bank are subject or to be complete descriptions of the laws and regulations discussed. The descriptions of statutory and regulatory provisions are qualified in their entirety by reference to the particular statutes and regulations.

The earnings of the Bank and therefore of Southern National are affected by general economic conditions, changes in federal and state laws and regulations and actions of various regulatory authorities, including those referenced above. Additional changes to the laws and regulations applicable to us are frequently proposed at both the federal and state levels. The regulatory framework under which we operate has and may continue to change substantially as the result of the enactment of the Dodd-Frank Act. The Dodd-Frank Act represents a significant overhaul of many aspects of the regulation of the financial services industry, addressing, among other things, systemic risk, capital adequacy, deposit insurance assessments, consumer financial protection, interchange fees, derivatives, lending limits, mortgage lending practices, registration of investment advisors and changes among the bank regulatory agencies. Changes in applicable statutes, regulations or regulatory policy may have a material effect on Southern National, the Bank and their business.

**Federal Reserve Board Oversight, including the Bank Holding Company Act of 1956.** Under the Bank Holding Company Act of 1956, as amended (“BHCA”), we are subject to periodic examination by the Federal Reserve Board (“FRB”) and required to file periodic reports regarding our operations and any additional information that the FRB may require. Our activities at the bank holding company level are limited to:

- banking, managing or controlling banks;

- furnishing services to or performing services for our bank subsidiary; and
- engaging in other activities that the FRB has determined by regulation or order to be so closely related to banking as to be a proper incident to these activities.

Some of the activities that the FRB has determined by regulation to be proper incidents to the business of a bank holding company include making or servicing loans and specific types of leases, performing specific data processing services and acting in some circumstances as a fiduciary or investment or financial adviser. Southern National does not currently plan to perform any of these activities, but may do so in the future.

With some limited exceptions, the BHCA requires every bank holding company to obtain the prior approval of the FRB before: (i) acquiring substantially all the assets of any bank; (ii) acquiring direct or indirect ownership or control of any voting shares of any bank if after such acquisition it would own or control more than 5% of the voting shares of such bank (unless it already owns or controls the majority of such shares); or (iii) merging or consolidating with another bank holding company. In approving bank acquisitions by bank holding companies, the FRB is required to consider, among other things, the financial and managerial resources and future prospects of the bank holding company and the banks concerned, the convenience and needs of the communities to be served, and various competitive factors.

In addition, and subject to some exceptions, the BHCA and the Change in Bank Control Act, together with their regulations, require FRB approval prior to any person or company acquiring “control” of a bank holding company. Control is conclusively presumed to exist if an individual or company acquires 25% (5% in the case of an acquirer that is a bank holding company) or more of any class of voting securities of the bank holding company. Control is rebuttably presumed to exist if a person acquires 10% or more, of any class of voting securities and either has registered securities under Section 12 of the Exchange Act or no other person owns a greater percentage of that class of voting securities immediately after the transaction. The regulations provide a procedure for challenging this rebuttable control presumption. On September 22, 2008, the FRB issued a policy statement on equity investments in bank holding companies and banks, which allows the FRB to generally be able to conclude that an entity’s investment is not “controlling” if the entity does not own in excess of 15% of the voting power and 33% of the total equity of the bank holding company or bank.

In November 1999, Congress enacted the Gramm-Leach-Bliley Act (“GLBA”), which made substantial revisions to the statutory restrictions separating banking activities from other financial activities. Under the GLBA, as amended, bank holding companies, together with their bank subsidiaries, that are well-capitalized under the prompt-corrective-action provisions of the Federal Deposit Insurance Corporation Improvement Act of 1991 (“FDICIA”) and well-managed under applicable FRB regulations and meet other conditions can elect to become “financial holding companies” and engage in certain activities that are not permissible for a bank holding company. As financial holding companies, they and their subsidiaries are permitted to acquire or engage in previously impermissible activities such as insurance underwriting, securities underwriting and distribution, insurance agency activities, merchant banking and other activities that the FRB determines to be financial in nature or complementary to these activities. Although Southern National has not elected to become a financial holding company in order to exercise the broader activity powers provided by the GLBA, we may elect to do so in the future.

In addition, as a member of the Federal Reserve System, the Bank is also subject to primary federal oversight by the FRB, as well as secondary oversight by the VBF and the Bureau. Notably, the discussions below are relevant to both Southern National and the Bank.

**Bank Permitted Activities and Investments.** The activities and investments of state member banks are generally limited to those permissible under applicable state law. In addition, under the Federal Deposit Insurance Act (“FDIA”), a state member bank may not engage in any activity that is not permissible for a national bank unless the appropriate bank regulator determines that the activity does not pose a significant risk to the Deposit Insurance Fund (“DIF”) and that the bank meets its minimum capital requirements.



**Dodd-Frank Wall Street Reform and Consumer Protection Act.** In July 2010, Congress enacted the Dodd-Frank Act regulatory reform legislation, which the President signed into law on July 21, 2010. The Dodd-Frank Act broadly affects the financial services industry by implementing changes to the financial regulatory landscape aimed at strengthening the sound operation of the financial services sector, including provisions that, among other things:

- Created a new regulatory authority, the Consumer Financial Protection Bureau (the “Bureau”), responsible for implementing, examining and enforcing compliance with federal consumer financial laws;
- Established new regulatory capital requirements, including changes to leverage and risk-based capital standards and changes to the components of permissible tiered capital;
- Broadened the base for FDIC insurance assessments from the amount of insured deposits to average total consolidated assets less average tangible equity during the assessment period;
- Permanently increased FDIC deposit insurance to \$250,000;
- Permitted banks to engage in de novo interstate branching if the laws of the state where the new branch is to be established would permit the establishment of the branch if it were chartered by such state;
- Repealed the federal prohibitions on the payment of interest on demand deposits, thereby permitting depository institutions to pay interest on business transaction and other accounts;
- Required financial holding companies to be well capitalized and well managed as of July 21, 2011. Bank holding companies and banks must also be both well capitalized and well managed in order to acquire banks located outside their home state;
- Eliminated the ceiling on the size of the DIF and increased the floor of the size of the DIF;
- Added new limitations on federal preemption;
- Imposed new prohibitions and restrictions on the ability of a banking entity to engage in proprietary trading for its own account and have certain interests in, or relationships with, certain unregistered hedge funds, private equity funds and commodity pools (together, “covered funds”);
- Required that sponsors of asset-backed securities retain a percentage of the credit risk underlying the securities;
- Required banking regulators to remove references to and requirements of reliance upon credit ratings from their regulations and replace them with appropriate alternatives for evaluating creditworthiness;
- Implemented corporate governance revisions, including with regard to executive compensation and proxy access by shareholders, that apply to all public companies, not just financial institutions;
- Amended the Electronic Fund Transfer Act which, among other things, gave the FRB the authority to establish rules regarding interchange fees charged for electronic debit transactions by payment card issuers having assets over \$10 billion and to enforce a new statutory requirement that such fees be reasonable and proportional to the actual cost of a transaction to the issuer; and
- Increased the authority of the FRB to examine us and our non-bank subsidiaries.

As stated above, the Dodd-Frank Act created the Bureau, a new federal regulatory body with broad authority to regulate the offering and provision of consumer financial products. The authority of the Bureau to supervise and examine depository institutions with \$10 billion or less in assets for compliance with federal consumer laws remains largely with those institutions’ primary regulators. However, the Bureau may participate in examinations of institutions with \$10 billion or less in assets on a “sampling basis” and may refer potential enforcement actions against such institutions to their primary regulators. Accordingly, the Bureau may participate in examinations of the Bank, and could supervise and examine other direct or indirect subsidiaries of Southern National that offer consumer financial products.

Some of these and other major changes could materially impact the profitability of our business, the value of assets we hold or the collateral available for our loans, require changes to business practices, or force us to discontinue businesses and expose us to additional costs, taxes, liabilities, enforcement actions and reputational risk. While many of the requirements called for in the Dodd-Frank Act have been implemented, others will continue to be implemented over time. In light of these significant changes and the discretion afforded to federal regulators, we cannot fully predict the effect that compliance with the Dodd-Frank Act or any implementing regulations will have on our businesses or ability to pursue future business opportunities. Additional regulations resulting from the Dodd-Frank Act may materially adversely affect our business, financial condition or results of operations.

**Deposit Insurance.** Substantially all of the deposits of the Bank are insured up to applicable limits by the DIF of the FDIC and the Bank must pay deposit insurance assessments to the FDIC for such deposit insurance protection. The FDIC maintains the DIF by designating a required reserve ratio. If the reserve ratio falls below the designated level, the FDIC must adopt a restoration plan that provides that the DIF will return to an acceptable level generally within 5 years. The DIF reserve ratio is maintained by assessing depository institutions an insurance premium based upon statutory factors, including the degree of risk the institution poses to the DIF.

The Dodd-Frank Act amended the statutory regime governing the DIF. Among other things, the Dodd-Frank Act established a minimum designated reserve ratio (“DRR”) of 1.35 percent of estimated insured deposits, required that the fund reserve ratio reach 1.35 percent by September 30, 2020 and directed the FDIC to amend its regulations to redefine the assessment base used for calculating deposit insurance assessments. Specifically, the Dodd-Frank Act requires the assessment base to be an amount equal to the average consolidated total assets of the insured depository institution during the assessment period, minus the sum of the average tangible equity of the insured depository institution during the assessment period and an amount the FDIC determines is necessary to establish assessments consistent with the risk-based assessment system found in the FDIA.

On February 7, 2011, the FDIC approved a final rule that amended its existing DIF restoration plan and implemented certain provisions of the Dodd-Frank Act. This rule, which took effect April 1, 2011, changed the FDIC’s assessment system from one based on domestic deposits to one based on the average consolidated total assets of a bank minus its average tangible equity during each quarter. Under the FDIC’s risk-based assessment system, insured institutions are assigned to risk categories based on supervisory evaluations, regulatory capital levels and certain other factors. The FDIC’s current system represents a change, required by the Dodd-Frank Act, from its prior practice of basing the assessment on an institution’s aggregate deposits. In August 2016, the FDIC announced that the DIF reserve ratio had surpassed 1.15% as of June 30, 2016. As a result, beginning in the third quarter of 2016, the range of initial assessment rates for all institutions were adjustment downward such that the initial annual base deposit insurance assessment rate ranges from 3 to 30 basis points. After the effect of potential base-rate adjustments, the total annual base assessment rate could range from 1.5 to 40 basis points. In March 2016, the FDIC adopted a final rule to increase the reserve ratio for the DIF to 1.35% of total insured deposits.

**Safety and Soundness.** There are a number of obligations and restrictions imposed on bank holding companies and their depository institution subsidiaries by federal law and regulatory policy that are designed to reduce potential loss exposure to the depositors of such depository institutions and to the DIF in the event that the depository institution is insolvent or is in danger of becoming insolvent. These obligations and restrictions are not for the benefit of investors. The FRB’s Regulation Y, for example, requires a holding company that is not well-capitalized to give the FRB prior notice of any redemption or repurchase of its own equity securities, if the consideration to be paid, together with the consideration paid for any repurchases or redemptions in the preceding year, is equal to 10% or more of the holding company’s consolidated net worth. The FRB may oppose the transaction if it believes that the transaction would constitute an unsafe or unsound practice or would violate any law or regulation.

Regulators may pursue an administrative action against any bank holding company or state member bank which violates the law, engages in an unsafe or unsound banking practice or which is about to engage in an unsafe and unsound banking practice. The administrative action could take the form of a cease and desist proceeding, a removal action against the responsible individuals or, in the case of a violation of law

or unsafe and unsound banking practice, a civil penalty action. A cease and desist order, in addition to prohibiting certain action, could also require that certain action be undertaken. Under the policies of the FRB, Southern National is required to serve as a source of financial strength to the Bank and to commit resources to support the Bank in circumstances where Southern National might not do so otherwise. Notably, the Dodd-Frank Act codified the FRB's "source of strength" doctrine. In addition to the foregoing requirements, the Dodd-Frank Act's new provisions authorize the FRB to require a company that directly or indirectly controls a bank to submit reports that are designed both to assess the ability of such company to comply with its "source of strength" obligations and to enforce the company's compliance with these obligations. The FRB and other federal banking regulators have not yet issued rules implementing this requirement.

**Capital Adequacy Requirements.** The regulatory capital framework has recently changed as a result of the Dodd-Frank Act and a separate, international capital initiative known as "Basel III." Regulators recently issued rules implementing these requirements ("Revised Capital Rules"). Among other things, the Revised Capital Rules raise the minimum thresholds for required capital and revise certain aspects of the definitions and elements of the capital that can be used to satisfy these required minimum thresholds. While the rules became effective on January 1, 2014 for certain large banking organizations, most banking organizations, including Southern National and the Bank, were required to begin complying with these new requirements on January 1, 2015.

The Revised Capital Rules, among other things, (i) introduce as a new capital measure called "Common Equity Tier 1" ("CET1"), (ii) specify that Tier 1 capital consists of CET1 and "Additional Tier 1 capital" instruments meeting specified requirements, (iii) define CET1 narrowly by requiring that most adjustments to regulatory capital measures be made to CET1 and not to the other components of capital and (iv) expand the scope of the adjustments as compared to existing regulations. Further, the Revised Capital Rules set forth the following minimum capital ratios, which began to phase in for certain banking organizations, including Southern National, on January 1, 2015:

- 4.5 percent CET1 to risk-weighted assets.
- 6.0 percent Tier 1 Capital to risk-weighted assets.
- 8.0 percent Total Capital to risk-weighted assets.
- 4.0 percent Tier 1 capital to average consolidated assets as reported on consolidated financial statements (known as the "leverage ratio").

The Revised Capital Rules also introduce a minimum "capital conservation buffer" equal to 2.5% of an organization's total risk-weighted assets, which exists in addition to the required minimum asset ratios identified above. The "capital conservation buffer" must consist entirely of CET1 and is designed to absorb losses during periods of economic stress. Thus, when fully phased in on January 1, 2019, the Revised Capital Rules will require us to maintain (i) a minimum ratio of CET1 to risk-weighted assets of at least 4.5%, plus a 2.5% "capital conservation buffer" (resulting in an effective minimum ratio of CET1 to risk-weighted assets of at least 7%), (ii) a minimum ratio of Tier 1 capital to risk-weighted assets of at least 6.0%, plus the capital conservation buffer (resulting in an effective minimum Tier 1 capital ratio of 8.5%), (iii) a minimum ratio of total (that is, Tier 1 plus Tier 2) capital to risk-weighted assets of at least 8.0%, plus the capital conservation buffer (resulting in an effective minimum total capital ratio of 10.5%) and (iv) a minimum leverage ratio of 4%, calculated as the ratio of Tier 1 capital to average assets.

Under the Revised Capital Rules, for most banking organizations, the most common form of Additional Tier 1 capital will be non-cumulative perpetual preferred stock, and the most common form of Tier 2 capital will be subordinated notes and a portion of the allocation for loan losses, in each case, subject to certain specific requirements set forth in the regulation. Under the capital standards that applied prior to January 1, 2015, the effects of accumulated other comprehensive income items included in shareholders' equity under U.S. GAAP are excluded for the purposes of determining capital ratios. Under the Revised Capital Rules, the effects of certain accumulated other comprehensive items are not excluded. However, the Revised Capital Rules permit most banking organizations to make a one-time election to continue to exclude these items. This election was made when we filed the first of certain periodic regulatory reports after January 1, 2015.

In addition, under the Revised Capital Rules, certain hybrid securities, such as trust preferred securities, generally do not qualify as Tier 1 capital. However for bank holding companies that had assets of less than \$15 billion as of December 31, 2009, trust preferred securities issued prior to May 19, 2010 can be treated as Tier 1 capital to the extent that they do not exceed 25% of Tier 1 capital after the application of capital deductions and adjustments.

**Prompt Corrective Action.** Under Section 38 of the FDIA, each federal banking agency is required to implement a system of prompt corrective action for institutions that it regulates. The federal banking agencies (including the FRB) have adopted substantially similar regulations to implement Section 38 of the FDIA. Section 38 of the FDIA and the regulations promulgated thereunder also specify circumstances under which the FDIC may reclassify a well-capitalized bank as adequately capitalized and may require an adequately capitalized bank or an undercapitalized bank to comply with supervisory actions as if it were in the next lower category (except that the FDIC may not reclassify a significantly undercapitalized bank as critically undercapitalized). The thresholds for each of these categories were recently revised pursuant to the Revised Capital Rules, which are discussed above. These revised categories began to apply to the Bank on January 1, 2015.

Under these regulations, insured state banks are assigned to one of the following capital categories:

- “well capitalized” — Under the Revised Capital Rules, a well capitalized institution is one that (i) has a total risk-based capital ratio of 10 percent or greater, (ii) has a Tier 1 risk-based capital ratio of 8 percent or greater, (iii) has a CET1 capital ratio of 6.5 percent or greater, (iv) has a leverage capital ratio of 5 percent or greater and (v) is not subject to any order or written directive to meet and maintain a specific capital level for any capital measure.
- “adequately capitalized” — Under the Revised Capital Rules, an adequately capitalized depository institution is one that has (i) a total risk based capital ratio of 8 percent or more, (ii) a Tier 1 capital ratio of 6 percent or more, (iii) a CET1 capital ratio of 4.5 percent or more, and (iv) a leverage ratio of 4 percent or more.
- “undercapitalized” — Under the Revised Capital Rules, an undercapitalized depository institution is one that has (i) a total capital ratio of less than 8 percent, (ii) a Tier 1 capital ratio of less than 6 percent, (iii) a CET1 capital ratio of less than 4.5 percent, or (iv) a leverage ratio of less than 4 percent.
- “significantly undercapitalized” — Under the Revised Capital Rules, a significantly undercapitalized institution is one that has (i) a total risk-based capital ratio of less than 6 percent (ii) a Tier 1 capital ratio of less than 4 percent, (iii) a CET1 ratio of less than 3 percent or (iv) a leverage capital ratio of less than 3 percent.
- “critically undercapitalized” — An insured depository institution is critically undercapitalized if its tangible equity is equal to or less than 2% of tangible assets. The Revised Capital Rules made certain changes to the framework for calculating an institution’s ratio of tangible equity to total assets.

The FRB may take various corrective actions against any undercapitalized bank and any bank that fails to submit an acceptable capital restoration plan or fails to implement a plan accepted by the FRB. These powers include, but are not limited to, requiring the institution to be recapitalized, prohibiting asset growth, restricting interest rates paid, requiring prior approval of capital distributions by any bank holding company that controls the institution, requiring divestiture by the institution of its subsidiaries or by the holding company of the institution itself, requiring a new election of directors, and requiring the dismissal of directors and officers.

If certain criteria are met, the aggregate liability of the holding company of an undercapitalized bank is limited to the lesser of 5% of the institution’s total assets at the time it became undercapitalized or the amount necessary to cause the institution to be “adequately capitalized.” The bank regulators have greater power in situations where an institution becomes “significantly” or “critically” undercapitalized or fails to submit a capital restoration plan. For example, a bank holding company controlling such an institution can be required to obtain prior FRB approval of proposed dividends, or might be required to consent to a consolidation or to divest the troubled institution or other affiliates.

**Brokered Deposit Restrictions.** Adequately capitalized institutions (as defined for purposes of the prompt corrective action rules described above) cannot accept, renew or roll over brokered deposits except with a waiver from the FDIC, and are subject to restrictions on the interest rates that can be paid on such deposits. Undercapitalized institutions may not accept, renew, or roll over brokered deposits.

**Volcker Rule.** In December 2013, federal regulators, including the FRB, issued final rules to implement Section 619 of the Dodd-Frank Act, known as the “Volcker Rule.” The Volcker Rule generally prohibits insured depository institutions, such as the Bank, and their holding companies and affiliates, such as Southern National, from engaging in proprietary trading for their own accounts and acquiring or retaining an ownership interest in or having certain relationships with “covered funds,” subject to certain exceptions. Southern National and the Bank were required to conform most of their activities and investments to the requirements of the Volcker Rule by July 21, 2015. The FRB extended the conformance deadline to July 21, 2016 for certain legacy “covered funds” activities and investments in place before December 31, 2013, and the FRB expressed its intention to grant the last available statutory extension for such legacy covered funds activities until July 21, 2017. Further, the Federal Reserve Board permits limited exemptions, upon application, for divestiture of certain “illiquid” covered funds, for an additional period of up to 5 years beyond that date.

**Payment of Dividends.** Southern National is a legal entity separate and distinct from Sonabank. The principal sources of our cash flow, including cash flow to pay dividends to Southern National’s stockholders, are dividends that Sonabank pays to its sole shareholder, Southern National. Statutory and regulatory limitations apply to Sonabank’s payment of dividends to us as well as to Southern National’s payment of dividends to its stockholders.

It is the policy of the FRB that bank holding companies should pay cash dividends on common stock only out of income available over the past year and only if prospective earnings retention is consistent with the organization’s expected future needs and financial condition. The policy provides that bank holding companies should not maintain a level of cash dividends that undermines the bank holding company’s ability to serve as a source of strength to its banking subsidiaries.

Under FRB policy, a bank holding company has historically been required to act as a source of financial strength to each of its banking subsidiaries. As described above in the discussion of “Safety and Soundness” requirements, the Dodd-Frank Act codifies this policy as a statutory requirement. Under this requirement, Southern National is expected to commit resources to support Sonabank, including at times when we may not be in a financial position to provide such resources. Any capital loans by a bank holding company to any of its subsidiary banks are subordinate in right of payment to deposits and to certain other indebtedness of such subsidiary banks. As discussed below, a bank holding company, in certain circumstances, could be required to guarantee the capital plan of an undercapitalized banking subsidiary.

Capital adequacy requirements serve to limit the amount of dividends that may be paid by Sonabank. Under federal law, the Bank cannot pay a dividend if, after paying the dividend, the bank will be “undercapitalized.” The bank regulatory agencies may declare a dividend payment to be unsafe and unsound even though the Bank would continue to meet its capital requirements after the dividend.

The ability of Southern National to pay dividends is also subject to the provisions of Virginia law. The payment of dividends by Southern National and Sonabank may also be affected by other factors, such as the requirement to maintain adequate capital above regulatory guidelines. The federal banking agencies have indicated that paying dividends that deplete a depository institution’s capital base to an inadequate level would be an unsafe and unsound banking practice. Under the FDICIA, a depository institution may not pay any dividend if payment would cause it to become undercapitalized or if it already is undercapitalized. Moreover, the federal agencies have issued policy statements that provide that bank holding companies and insured banks should generally only pay dividends out of current operating earnings.

In the event of a bank holding company’s bankruptcy under Chapter 11 of the U.S. Bankruptcy Code, the trustee will be deemed to have assumed and to cure immediately any deficit under any commitment by the debtor holding company to any of the federal banking agencies to maintain the capital of an insured depository institution. Any claim for breach of such obligation will generally have priority over most other unsecured claims.

Because we are a legal entity separate and distinct from our subsidiary Sonabank, our right to participate in the distribution of assets of any subsidiary upon the subsidiary's liquidation or reorganization will be subject to the prior claims of the subsidiary's creditors. In the event of a liquidation or other resolution of an insured depository institution, the claims of depositors and other general or subordinated creditors are entitled to a priority of payment over the claims of holders of any obligation of the institution to its shareholders, arising as a result of their status as shareholders, including any depository institution holding company (such as us) or any shareholder or creditor thereof.

**Privacy.** Under the GLBA, financial institutions are required to disclose their policies for collecting and protecting confidential information. Customers generally may prevent financial institutions from sharing nonpublic personal financial information with nonaffiliated third parties except under narrow circumstances, such as the processing of transactions requested by the consumer or when the financial institution is jointly sponsoring a product or service with a nonaffiliated third party. Additionally, financial institutions generally may not disclose consumer account numbers to any nonaffiliated third party for use in telemarketing, direct mail marketing or other marketing to consumers. Financial institutions are further required to disclose their privacy policies to customers annually. Financial institutions, however, will be required to comply with state law if it is more protective of customer privacy than the GLBA. Sonabank has established policies and procedures to assure our compliance with all privacy provisions of the GLBA.

**Audit Reports.** Insured institutions with total assets of \$500 million or more must submit annual audit reports prepared by independent auditors to federal and state regulators. In some instances, the audit report of the institution's holding company can be used to satisfy this requirement. Auditors must receive examination reports, supervisory agreements and reports of enforcement actions. For institutions with total assets of \$1 billion or more, financial statements prepared in accordance with generally accepted accounting principles, management's certifications concerning responsibility for the financial statements, internal controls and compliance with legal requirements designated by the FDIC, and an attestation by the auditor regarding the statements of management relating to the internal controls must be submitted. For institutions with total assets of more than \$3 billion, independent auditors may be required to review quarterly financial statements. The FDICIA requires that independent audit committees be formed, consisting of outside directors only. The committees of such institutions must include members with experience in banking or financial management, must have access to outside counsel, and must not include representatives of large customers.

**Anti-Terrorism and Anti-Money Laundering Legislation.** A major focus of governmental policy on financial institutions in recent years has been aimed at combating money laundering and terrorist financing. The USA PATRIOT Act of 2001 (the "USA Patriot Act") substantially broadened the scope of United States anti-money laundering laws and regulations by imposing significant new compliance and due diligence obligations, creating new crimes and penalties and expanding the extra-territorial jurisdiction of the United States. The Financial Crimes Enforcement Network ("FinCEN"), a bureau of the U.S. Department of the Treasury, has issued and, in some cases, proposed a number of regulations that apply various requirements of the USA Patriot Act to financial institutions. These regulations impose obligations on financial institutions to maintain appropriate policies, procedures and controls to detect, prevent and report money laundering and terrorist financing and to verify the identity of their customers. Certain of those regulations impose specific due diligence requirements on financial institutions that maintain correspondent or private banking relationships with non-U.S. financial institutions or persons. Failure of a financial institution to maintain and implement adequate programs to combat money laundering and terrorist financing, or to comply with all of the relevant laws or regulations, could have serious legal and reputational consequences for the institution. Bank regulators routinely examine institutions for compliance with these anti-money laundering obligations and recently have been active in imposing "cease and desist" and other regulatory orders and money penalty sanctions against institutions found to be in violation of these requirements.

**Office of Foreign Assets Control Regulation.** The United States has imposed economic sanctions that affect transactions with designated foreign countries, nationals and others. These are typically known as the "OFAC" rules based on their administration by the U.S. Department of the Treasury's Office of Foreign Assets Control ("OFAC"). The OFAC-administered sanctions targeting countries take many different forms. Generally, however, they contain one or more of the following elements: (i) restrictions on trade with

or investment in a sanctioned country, including prohibitions against direct or indirect imports from and exports to a sanctioned country and prohibitions on “U.S. persons” engaging in financial transactions relating to making investments in, or providing investment-related advice or assistance to, a sanctioned country; and (ii) a blocking of assets in which the government or specially designated nationals of the sanctioned country have an interest, by prohibiting transfers of property subject to U.S. jurisdiction (including property in the possession or control of U.S. persons). Blocked assets (e.g., property and bank deposits) cannot be paid out, withdrawn, set off or transferred in any manner without a license from OFAC. Failure to comply with these sanctions could have serious legal and reputational consequences.

**Virginia Law.** Certain state corporation laws may have an anti-takeover affect. Virginia law restricts transactions between a Virginia corporation and its affiliates and potential acquirers. The following discussion summarizes the two Virginia statutes that may discourage an attempt to acquire control of Southern National.

Virginia Code Sections 13.1-725 – 727.1 govern “Affiliated Transactions.” These provisions, with several exceptions discussed below, require approval by the holders of at least two-thirds of the remaining voting shares of material acquisition transactions between a Virginia corporation and any holder of more than 10% of any class of its outstanding voting shares. Affiliated Transactions include mergers, share exchanges, material dispositions of corporate assets not in the ordinary course of business, any dissolution of the corporation proposed by or on behalf of an interested shareholder, or any reclassification, including a reverse stock split, recapitalization, or merger of the corporation with its subsidiaries which increases the percentage of voting shares owned beneficially by any 10% shareholder by more than 5%.

For three years following the time that a shareholder becomes an owner of 10% of the outstanding voting shares, a Virginia corporation cannot engage in an Affiliated Transaction with that shareholder without approval of two-thirds of the voting shares other than those shares beneficially owned by that shareholder, and majority approval of the disinterested directors. A disinterested director is a member of the company’s board of directors who was (i) a member on the date the shareholder acquired more than 10%, and (ii) recommended for election by, or was elected to fill a vacancy and received the affirmative vote of, a majority of the disinterested directors then on the board. At the expiration of the three-year period, the statute requires approval of Affiliated Transactions by two-thirds of the voting shares other than those beneficially owned by the 10% shareholder.

The principal exceptions to the special voting requirement apply to transactions proposed after the three-year period has expired and require either that the transaction be approved by a majority of the corporation’s disinterested directors or that the transaction satisfies the fair-price requirement of the statute. In general, the fair-price requirement provides that in a two-step acquisition transaction, the 10% shareholder must pay the shareholders in the second step either the same amount of cash or the same amount and type of consideration paid to acquire the Virginia corporation’s shares in the first step.

None of the foregoing limitations and special voting requirements applies to a transaction with any 10% shareholder whose acquisition of shares taking him or her over 10% was approved by a majority of the corporation’s disinterested directors.

These provisions were designed to deter certain takeovers of Virginia corporations. In addition, the statute provides that, by affirmative vote of a majority of the voting shares other than shares owned by any 10% shareholder, a corporation can adopt an amendment to its articles of incorporation or bylaws providing that the Affiliated Transactions provisions shall not apply to the corporation. Southern National “opted out” of the Affiliated Transactions provisions when it incorporated.

Virginia law also provides that shares acquired in a transaction that would cause the acquiring person’s voting strength to meet or exceed any of the three thresholds (20%, 33 1/3% or 50%) have no voting rights for those shares exceeding that threshold, unless granted by a majority vote of shares not owned by the acquiring person. This provision empowers an acquiring person to require the Virginia corporation to hold a special meeting of shareholders to consider the matter within 50 days of the request. Southern National also “opted out” of this provision at the time of its incorporation.

**Federal Reserve Monetary Policy.** The Bank will be directly affected by government monetary and fiscal policy and by regulatory measures affecting the banking industry and the economy in general. The actions of the FRB as the nation's central bank can directly affect the money supply and, in general, affect the lending activities of banks by increasing or decreasing the cost and availability of funds. An important function of the FRB is to regulate the national supply of bank credit. Among the instruments of monetary policy used by the FRB to implement this objective are open market operations in United States government securities, changes in the discount rate on member bank borrowings and changes in reserve requirements against bank deposits. These means are used in varying combinations to influence overall growth of bank loans, investments and deposits, and interest rates charged on loans or paid on deposits. The monetary policies of the FRB have had a significant effect on the operating results of commercial banks in the past and are expected to continue to do so in the future; however, the effects of the various FRB policies on our future business and earnings cannot be predicted.

**Reserve Requirements.** In 1980, Congress enacted legislation that imposed reserve requirements on all depository institutions that maintain transaction accounts or nonpersonal time deposits. NOW accounts, money market deposit accounts and other types of accounts that permit payments or transfers to third parties fall within the definition of transaction accounts and are subject to these reserve requirements, as are any nonpersonal time deposits at an institution. For net transaction accounts in 2017, the first \$15.5 million will be exempt from reserve requirements. A 3.0% reserve ratio will be assessed on net transaction accounts over \$15.5 million to and including \$115.1 million. A 10.0% reserve ratio will be applied to net transaction accounts in excess of \$115.1 million. These percentages are subject to adjustment by the FRB.

**Restrictions on Transactions with Affiliates and Insiders.** Transactions between banks and their affiliates are governed by Sections 23A and 23B of the Federal Reserve Act ("FRA") and the corresponding provisions of the FRB's Regulation W thereunder. An affiliate of a bank for purposes of Sections 23A and 23B of the FRA and Regulation W is generally any entity that controls, is controlled by or is under common control with such bank, with certain exceptions. In general, Section 23A and the corresponding provisions of Regulation W limit the amount of a "covered transaction" between Sonabank and an affiliate (including a financial subsidiary of Sonabank) to 10% of Sonabank's capital stock and surplus and limits the aggregate amount of Sonabank's "covered transactions" with all affiliates to 20% of Sonabank's capital stock and surplus. Section 23A also requires that such covered transactions be secured by designated amounts of specified collateral. It also limits the amount of advances to third parties which are collateralized by the securities or obligations of Southern National or its subsidiaries. "Covered transactions" are defined by statute to include a loan or extension of credit, as well as a purchase of securities issued by an affiliate, a purchase of assets (unless otherwise exempted by the FRB) from the affiliate, the acceptance of securities issued by the affiliate as collateral for a loan, and the issuance of a guarantee, acceptance or letter of credit on behalf of an affiliate.

Affiliate transactions are also subject to Section 23B of the FRA and the corresponding provisions of Regulation W, which generally require that certain covered transactions and other transactions between Sonabank and its affiliates be on terms substantially the same, or at least as favorable to Sonabank, as those prevailing at the time for comparable transactions with or involving other nonaffiliated persons.

The restrictions on loans to directors, executive officers, principal shareholders and their related interests (collectively referred to herein as "insiders") contained in the FRA and Regulation O apply to all insured institutions and their subsidiaries and holding companies. These restrictions include limits on loans to one borrower and conditions that must be met before such a loan can be made. There is also an aggregate limitation on all loans to insiders and their related interests. These loans cannot exceed the institution's total unimpaired capital and surplus, and the FRB may determine that a lesser amount is appropriate. Insiders are subject to enforcement actions for knowingly accepting loans in violation of applicable restrictions.

**Concentrated Commercial Real Estate Lending Regulations.** In 2006, the federal banking agencies, including the FRB, promulgated guidance governing financial institutions with concentrations in commercial real estate lending. The guidance sets forth parameters for risk management practices that are consistent with the level and nature of a financial institution's commercial real estate lending portfolio. The guidance provides that a bank has a concentration in commercial real estate lending if (i) total reported loans for construction, land development, and other land represent 100% or more of total capital or



(ii) total reported loans secured by multifamily and non-farm non-residential properties and loans for construction, land development, and other land represent 300% or more of total capital and the bank's commercial real estate loan portfolio has increased 50% or more during the prior 36 months. Owner occupied loans are excluded from this second category. If a concentration is present, management must employ heightened risk management practices that address the following key elements: including board and management oversight and strategic planning, portfolio management, development of underwriting standards, risk assessment, review and monitoring through market analysis and stress testing, and maintenance of increased capital levels as needed to support the level of commercial real estate lending.

In October 2009, the federal banking agencies issued additional guidance on commercial real estate lending that emphasizes these considerations and also supports prudent loan workouts for financial institutions working with commercial real estate borrowers who are experiencing diminished operating cash flows, depreciated collateral values, or prolonged delays in selling or renting commercial properties.

In addition, the Dodd-Frank Act contains provisions that may impact the Bank's business by reducing the amount of our commercial real estate lending and increasing the cost of borrowing, including rules relating to risk retention of securitized assets. Section 941 of the Dodd-Frank Act requires, among other things, that a loan originator or a securitizer of asset-backed securities retain a percentage of the credit risk of securitized assets. The banking agencies have jointly issued a final rule to implement these requirements, which became effective on December 24, 2016 for classes of asset-backed securities other than residential mortgage-backed securitizations.

**Cross-Guarantee Provisions.** The Financial Institutions Reform, Recovery and Enforcement Act of 1989 contains a "cross-guarantee" provision which generally makes commonly controlled insured depository institutions liable to the FDIC for any losses incurred in connection with the failure of a commonly controlled depository institution.

**Community Reinvestment Act.** Under the Community Reinvestment Act ("CRA") and related regulations, depository institutions have a continuing and affirmative obligation to assist in meeting the credit needs of their market areas, including low and moderate-income areas, consistent with safe and sound banking practice. The CRA requires the adoption by each institution of a CRA statement for each of its market areas describing the depository institution's efforts to assist in its community's credit needs. Depository institutions are periodically examined for compliance with the CRA and are periodically assigned ratings in this regard. Banking regulators consider a depository institution's CRA rating when reviewing applications to establish new branches, undertake new lines of business, and/or acquire part or all of another depository institution. An unsatisfactory rating can significantly delay or even prohibit regulatory approval of a proposed transaction by a bank holding company or its depository institution subsidiaries.

CRA agreements with private parties must be disclosed and annual reports must be made to a bank's primary federal regulatory. A bank holding company will not be permitted to become a financial holding company and no new activities authorized under the GLBA may be commenced by a holding company or by a financial subsidiary if any of its bank subsidiaries received less than a "satisfactory" rating in its latest CRA examination. The Bank received a "satisfactory" rating in the most recent examination for CRA compliance in July 2015.

**Fair Lending; Consumer Laws.** In addition to the CRA, other federal and state laws regulate various lending and consumer aspects of the banking business. Governmental agencies, including the Department of Housing and Urban Development, the Federal Trade Commission and the Department of Justice, have become concerned that prospective borrowers experience discrimination in their efforts to obtain loans from depository and other lending institutions. These agencies have brought litigation against depository institutions alleging discrimination against borrowers. Many of these suits have been settled, in some cases for material sums, short of a full trial.

These governmental agencies have clarified what they consider to be lending discrimination and have specified various factors that they will use to determine the existence of lending discrimination under the Equal Credit Opportunity Act and the Fair Housing Act, including evidence that a lender discriminated on a prohibited basis, evidence that a lender treated applicants differently based on prohibited factors in the

absence of evidence that the treatment was the result of prejudice or a conscious intention to discriminate, and evidence that a lender applied an otherwise neutral non-discriminatory policy uniformly to all applicants, but the practice had a discriminatory effect, unless the practice could be justified as a business necessity.

Banks and other depository institutions also are subject to numerous consumer-oriented laws and regulations. These laws, which include the Truth in Lending Act, the Truth in Savings Act, the Real Estate Settlement Procedures Act, the Electronic Fund Transfer Act, the Equal Credit Opportunity Act, the Fair Housing Act, the Home Mortgage Disclosure Act, the Fair Credit Reporting Act and the Expedited Funds Availability Act require compliance by depository institutions with various disclosure requirements and requirements regulating the availability of funds after deposit or the making of some loans to customers.

In addition, oversight responsibility for these and other consumer protection laws and regulations has, in large measure, transferred to the Bureau.

For example, the Bureau issued rules that have impacted our residential mortgage lending practices, and the residential mortgage market generally, including rules that implement the “ability-to-repay” requirement and provide protection from liability for “qualified mortgages,” as required by the Dodd-Frank Act. The ability-to-repay rule, which took effect on January 10, 2014, requires lenders to consider, among other things, income, employment status, assets, employment, payment amounts, and credit history before approving a mortgage, and provides a compliance “safe harbor” for lenders that issue certain “qualified mortgages.” The ability-to-repay rule defines a “qualified mortgage” to have certain specified characteristics, and generally prohibit loans with negative amortization, interest-only payments, balloon payments, or terms exceeding 30 years from being qualified mortgages. The rule also establishes general underwriting criteria for qualified mortgages, including that monthly payments be calculated based on the highest payment that will apply in the first five years of the loan and that the borrower have a total debt-to-income ratio that is less than or equal to 43 percent. While “qualified mortgages” will generally be afforded safe harbor status, a rebuttable presumption of compliance with the ability-to-repay requirements will attach to “qualified mortgages” that are “higher priced mortgages” (which are generally subprime loans). In addition, under rules that became effective December 24, 2015, and December 24, 2016, the securitizer of certain asset-backed securities must retain not less than 5 percent of the credit risk of the assets collateralizing the asset-backed securities, unless subject to an exemption for asset-backed securities that are collateralized exclusively by residential mortgages that qualify as “qualified residential mortgages.” These definitions are expected to significantly shape the parameters for the majority of consumer mortgage lending in the U.S.

Reflecting the Bureau’s focus on the residential mortgage lending market, the Bureau has also issued rules to implement requirements of the Dodd-Frank Act pertaining to mortgage loan origination (including with respect to loan originator compensation and loan originator qualifications) and has finalized integrated mortgage disclosure rules that replace and combine certain requirements under the Truth in Lending Act and the Real Estate Settlement Procedures Act. In addition, the Bureau has issued rules that require servicers to comply with new standards and practices with regard to: error correction; information disclosure; force-placement of insurance; information management policies and procedures; requiring information about mortgage loss mitigation options be provided to delinquent borrowers; providing delinquent borrowers access to servicer personnel with continuity of contact about the borrower’s mortgage loan account; and evaluating borrowers’ applications for available loss mitigation options. These rules also address initial rate adjustment notices for adjustable-rate mortgages (ARMs), periodic statements for residential mortgage loans, and prompt crediting of mortgage payments and response to requests for payoff amounts. The Bureau has indicated that it expects to issue additional mortgage-related rules in the future.

In addition, it is anticipated that the Bureau will engage in other rulemakings in the near term that may impact our business, as the Bureau has indicated that, in addition to specific statutory mandates, it is working on a wide range of initiatives to address issues in markets for consumer financial products and services. The Bureau also has broad authority to prohibit unfair, deceptive and abusive acts and practices (“UDAAP”) and to investigate and penalize financial institutions that violate this prohibition. While the statutory language of the Dodd-Frank Act sets forth the standards for acts and practices that violate this prohibition, certain aspects of these standards are untested, which has created some uncertainty regarding

how the Bureau will exercise this authority. The Bureau has, however, begun to bring enforcement actions against certain financial institutions for UDAAP violations and issued some guidance on the topic, which provides insight into the agency's expectations regarding these standards. Among other things, Bureau guidance and its UDAAP-related enforcement actions have emphasized that management of third-party service providers is essential to effective UDAAP compliance and that the Bureau is particularly focused on marketing and sales practices.

We cannot fully predict the effect that being regulated by a regulatory authority focused on consumer financial protection, or any new implementing regulations or revisions to existing regulations that may result from the establishment of this new authority, will have on our businesses.

**Legislative Initiatives.** From time to time, various legislative and regulatory initiatives are introduced in Congress and State Legislatures. Such initiatives may change banking statutes and the operating environment for us and Sonabank in substantial and unpredictable ways. We cannot determine the ultimate effect that any potential legislation, if enacted, or implementing regulations with respect thereto, would have, upon the financial condition or results of our operations or the operations of Sonabank. A change in statutes, regulations or regulatory policies applicable to us or Sonabank could have a material effect on the financial condition, results of operations or business of our company and Sonabank.

**Incentive Compensation.** In June 2010, the FRB, the Office of the Comptroller of the Currency, and the FDIC issued comprehensive final guidance on incentive compensation policies intended to ensure that the incentive compensation policies of banking organizations do not undermine the safety and soundness of such organizations by encouraging excessive risk-taking. The guidance, which covers all employees that have the ability to materially affect the risk profile of an organization, either individually or as part of a group, is based upon the key principles that a banking organization's incentive compensation arrangements should (i) provide incentives that do not encourage risk-taking beyond the organization's ability to effectively identify and manage risks, (ii) be compatible with effective internal controls and risk management, and (iii) be supported by strong corporate governance, including active and effective oversight by the organization's board of directors. In 2016, the Federal Reserve and the OCC have also proposed rules that would, depending upon the assets of the institution, directly regulate incentive compensation arrangements and would require enhanced oversight and recordkeeping. As of December 31, 2016, these rules have not been implemented.

The FRB will review, as part of the regular, risk-focused examination process, the incentive compensation arrangements of banking organizations, such as us, that are not "large, complex banking organizations." These reviews will be tailored to each organization based on the scope and complexity of the organization's activities and the prevalence of incentive compensation arrangements. The findings of the supervisory initiatives will be included in reports of examination. Deficiencies will be incorporated into the organization's supervisory ratings, which can affect the organization's ability to make acquisitions and take other actions. Enforcement actions may be taken against a banking organization if its incentive compensation arrangements, or related risk-management control or governance processes, pose a risk to the organization's safety and soundness and the organization is not taking prompt and effective measures to correct the deficiencies.

**Enforcement Powers of Federal and State Banking Agencies.** The federal banking agencies have broad enforcement powers, including the power to terminate deposit insurance, impose substantial fines and other civil and criminal penalties, and appoint a conservator or receiver. Failure to comply with applicable laws, regulations, and supervisory agreements could subject Southern National or the Bank and their subsidiaries, as well as officers, directors, and other institution-affiliated parties of these organizations, to administrative sanctions and potentially substantial civil money penalties. In addition to the grounds discussed above, the appropriate federal banking agency may appoint the FDIC as conservator or receiver for a banking institution (or the FDIC may appoint itself, under certain circumstances) if any one or more of a number of circumstances exist, including, without limitation, the fact that the banking institution is undercapitalized and has no reasonable prospect of becoming adequately capitalized; fails to become adequately capitalized when required to do so; fails to submit a timely and acceptable capital restoration plan; or materially fails to implement an accepted capital restoration plan. The VBFI also has broad enforcement powers over the Bank, including the power to impose orders, remove officers and directors and impose fines.

**Future Regulatory Uncertainty.** Because federal regulation of financial institutions changes regularly and is the subject of constant legislative debate, we cannot forecast how federal regulation of financial institutions may change in the future and impact our operations. Southern National fully expects that the financial institution industry will remain heavily regulated in the near future and that additional laws or regulations may be adopted further regulating specific banking practices.

The foregoing is only a brief summary of certain statutes, rules, and regulations that may affect Southern National and the Bank. Numerous other statutes and regulations also will have an impact on the operations of Southern National and the Bank. Supervision, regulation and examination of banks by the regulatory agencies are intended primarily for the protection of depositors, not shareholders.

**Item 1A. Risk Factors**

*An investment in our common stock involves risks. The following is a description of the material risks and uncertainties that Southern National believes affect its business and should be considered before making an investment in our common stock. Additional risks and uncertainties that we are unaware of, or that we currently deem immaterial, also may become important factors that affect us and our business. If any of the risks described in this Annual Report on Form 10-K were to actually occur, our financial condition, results of operations and cash flows could be materially and adversely affected. If this were to happen, the value of the common stock could decline significantly and you could lose all or part of your investment.*

**General market conditions and economic trends could have a material adverse effect on our business, financial condition and results of operations.**

The state of the economy and various economic factors, including inflation, recession, unemployment, interest rates, declining oil prices and the level of U.S. debt, as well as governmental action and uncertainty resulting from U.S. and global political trends, may directly and indirectly, have a destabilizing effect on our financial condition and results of operations. An unfavorable or uncertain national or regional political or economic environment could drive losses beyond those which are provided for in our allowance for loan losses and result in the following consequences:

- increases in loan delinquencies;
- increases in nonperforming assets and foreclosures;
- decreases in demand for our products and services, which could adversely affect our liquidity position; and
- decreases in the value of the collateral securing our loans, especially real estate, which could reduce customers' borrowing power.

Any of the foregoing could adversely affect our financial condition and results of operation. While economic conditions in the Commonwealth of Virginia and the U.S. are strong, there can be no assurance that the economy will continue to grow.

**We will be subject to business uncertainties and contractual restrictions while the proposed merger with Eastern Virginia is pending, which could adversely affect our business.**

Uncertainty about the effect of the proposed merger on employees and customers may have an adverse effect on us. These uncertainties may impair our ability to attract, retain and motivate key personnel until the proposed merger is completed and could cause customers and others that deal with us to seek to change their existing business relationships with us. Retention of certain of our employees may be challenging during the pendency of the Merger, as certain employees may experience uncertainty about their future roles with the continuing corporation. If key employees depart because of issues relating to the uncertainty and difficulty of integration or a desire not to remain with us, our business, or the business of the continuing corporation following the merger, could be harmed. In addition, subject to certain exceptions, we and Eastern Virginia have agreed to operate our business in the ordinary course prior to closing and refrain from taking certain specified actions until the proposed merger occurs. These restrictions may prevent us from pursuing attractive business opportunities that may arise prior to the completion of the proposed merger.

**Termination of the merger agreement could negatively impact us.**

If the merger agreement is terminated, our business may be impacted adversely by the failure to pursue other beneficial opportunities due to the focus of management on the Merger, without realizing any of the anticipated benefits of completing the Merger. Additionally, if the merger agreement is terminated, the market price of our common stock could decline to the extent that the current market prices reflect a market assumption that the Merger will be completed. Furthermore, costs relating to the Merger, such as legal, accounting and financial advisory fees, must be paid even if the Merger is not completed. In addition,

failure to complete the merger could result in reputational harm to us. If the merger agreement is terminated under certain circumstances, including circumstances involving a change in recommendation by our board of directors, we may be required to pay Eastern Virginia a termination fee of \$7.5 million.

**Liquidity risk could impair our ability to fund operations and jeopardize our financial condition, results of operations and cash flows.**

Liquidity is essential to our business. Our ability to implement our business strategy will depend on our ability to obtain funding for loan originations, working capital, possible acquisitions and other general corporate purposes. An inability to raise funds through deposits, borrowings, securities sold under repurchase agreements, the sale of loans and other sources could have a substantial negative effect on our liquidity. We do not anticipate that our retail and commercial deposits will be sufficient to meet our funding needs in the foreseeable future. We therefore rely on deposits obtained through intermediaries, FHLB advances, and other wholesale funding sources to obtain the funds necessary to implement our growth strategy.

Our access to funding sources in amounts adequate to finance our activities or on terms which are acceptable to us could be impaired by factors that affect us specifically or the financial services industry or economy in general, including a decrease in the level of our business activity as a result of a downturn in the markets in which our loans are concentrated or adverse regulatory action against us. Our ability to borrow could also be impaired by factors that are not specific to us, such as a disruption in the financial markets or negative views and expectations about the prospects for the financial services industry. To the extent we are not successful in obtaining such funding, we will be unable to implement our strategy as planned which could have a material adverse effect on our financial condition, results of operations and cash flows.

**Declines in asset values may result in impairment charges and adversely affect the value of our investments, financial performance and capital.**

We maintain an investment portfolio that includes, but is not limited to, collateralized mortgage obligations, agency mortgage-backed securities and pooled trust preferred securities. The market value of investments may be affected by factors other than the underlying performance of the issuer or composition of the bonds themselves, such as ratings downgrades, adverse changes in the business climate and a lack of liquidity for resales of certain investment securities. At each reporting period, we evaluate investments and other assets for impairment indicators. We may be required to record additional impairment charges if our investments suffer a decline in value that is considered other-than-temporary. During the years ended December 31, 2016 and 2015, we incurred no other-than-temporary impairment charges. During the year ended December 31, 2014, we incurred other-than-temporary impairment charges of \$41 thousand pre-tax on one of our trust preferred securities holdings. If in future periods we determine that a significant impairment has occurred, we would be required to charge against earnings the credit-related portion of the other-than-temporary impairment, which could have a material adverse effect on our results of operations in the periods in which the write-offs occur.

Our pooled trust preferred securities are particularly vulnerable to the performance of the issuer of the subordinated debentures that are collateral for the trust preferred securities. Deterioration of these trust preferred securities can occur because of defaults by the issuer of the collateral or because of deferrals of dividend payments on the securities. Numerous financial institutions have failed subsequent to their issuance of trust preferred securities, and their parent bank holding companies have filed for bankruptcy, which has led to defaults in the subordinated debentures that collateralize the trust preferred securities. Further, increased regulatory pressure has been placed on financial institutions to maintain capital ratios above the required minimum to be well-capitalized, which often results in restrictions on dividends, and leads to deferrals of dividend payments on the trust preferred securities. More specifically, the Federal Reserve has stated that a bank holding company should eliminate, defer or significantly reduce dividends if (i) its net income available to shareholders for the past four quarters, net of dividends paid, is not sufficient to fully fund the dividends, (ii) its prospective rate of earnings retention is not consistent with its capital needs or (iii) it is in danger of not meeting its minimum regulatory capital adequacy ratios. In addition, although interest deferrals are permitted under the terms of the instruments governing the trust preferred

securities, such deferrals are typically limited to 20 consecutive quarterly periods. As a result, many financial institutions that commenced deferral periods in 2009 are no longer permitted to defer interest payments, which could result in increased defaults on trust preferred securities. Additional defaults in the underlying collateral or deferrals of dividend payments for these securities could lead to additional charges on these securities and/or other-than-temporary impairment charges on other trust preferred securities we own. Finally, proposed or future changes in the regulatory treatment of both issuers and holders of trust preferred securities could have a negative impact on the value of the pooled trust preferred securities held in our portfolio.

**The soundness of other financial institutions could adversely affect us.**

Financial institutions are interrelated as a result of trading, clearing, counterparty and other relationships. We have exposure to many different industries and counterparties, and we routinely execute transactions with a variety of counterparties in the financial services industry. Many of these transactions expose us to credit risk in the event of default of our counterparty or client. In addition, our credit risk may be exacerbated if the collateral we hold cannot be sold at prices that are sufficient for us to recover the full amount of our exposure. Any such losses could materially and adversely affect our financial condition and results of operations.

**If the goodwill that we record in connection with business acquisitions becomes impaired, it could have a negative impact on our profitability.**

Goodwill represents the amount of acquisition cost over the fair value of net assets we acquire in the purchase of another entity. We review goodwill for impairment at least annually, or more frequently if events or changes in circumstances indicate the carrying value of the asset might be impaired. Examples of those events or circumstances include the following:

- significant adverse changes in business climate;
- significant changes in credit quality;
- significant unanticipated loss of customers;
- significant loss of deposits or loans; or
- significant reductions in profitability.

As of December 31, 2016, our goodwill totaled \$10.5 million. While we have recorded no such impairment charges since we initially recorded the goodwill, there can be no assurance that our future evaluations of goodwill will not result in findings of impairment and related write-downs, which may have a material adverse effect on our financial condition and results of operations.

**If our nonperforming assets increase, our earnings will suffer.**

At December 31, 2016, our non-covered nonperforming assets (which consist of nonaccrual loans, loans past due 90 days and accruing and other real estate owned (“OREO”)) totaled \$12.4 million, or 1.36% of total non-covered loans and OREO, which is a decrease of \$1.9 million, or 13.0%, compared with non-covered nonperforming assets of \$14.3 million, or 1.77%, of total non-covered loans and OREO at December 31, 2015. At December 31, 2014, our non-covered non-performing assets were \$18.7 million, or 2.76% of non-covered loans and OREO.

Although economic and market conditions are stable, and our nonperforming assets have improved, we may incur losses if there is an increase in nonperforming assets in the future. Our nonperforming assets adversely affect our net income in various ways. We do not record interest income on nonaccrual loans or OREO, thereby adversely affecting our net interest income, and increasing loan administration costs. When we take collateral in foreclosures and similar proceedings, we are required to mark the related loan to the then fair value of the collateral, which may ultimately result in a loss. We must reserve for probable losses, which is established through a current period charge to the provision for loan losses as well as from time to time, as appropriate, write down the value of properties in our OREO portfolio to reflect changing market values. Additionally, there are legal fees associated the resolution of problem assets as well as carrying costs

such as taxes, insurance and maintenance related to our OREO. Further, the resolution of nonperforming assets requires the active involvement of management, which can distract them from more profitable activity. Finally, an increase in the level of nonperforming assets increases our regulatory risk profile. There can be no assurance that we will not experience future increases in nonperforming assets.

**A significant amount of our loans are secured by real estate and any declines in real estate values in our primary markets could be detrimental to our financial condition and results of operations.**

Real estate lending (including commercial, construction, land development, and residential loans) is a large portion of our loan portfolio, constituting \$816.1 million, or approximately 87.5% of our total loan portfolio, as of December 31, 2016. Total real estate loans covered under the FDIC loss sharing agreement amount to \$28.2 million. Although residential and commercial real estate values have improved in our market area, such improved values may not continue or may slow down. If loans that are collateralized by real estate become troubled during a time when market conditions are declining or have declined, then we may not be able to realize the full value of the collateral that we anticipated at the time of originating the loan, which could require us to increase our provision for loan losses and adversely affect our financial condition and results of operations.

As of December 31, 2016, \$260.0 million, or approximately 27.9% of our total loans, were secured by single-family residential real estate. This includes \$230.8 million in residential 1-4 family loans and \$29.2 million in home equity lines of credit. Total single-family residential real estate loans covered under the FDIC loss sharing agreement amount to \$28.2 million. If housing markets in our market areas do not continue to steadily improve or deteriorate, we may experience an increase in nonperforming loans, provisions for loan losses and charge-offs.

**If the value of real estate in our market areas were to decline materially, a significant portion of our loan portfolio could become under-collateralized, which could have a material adverse effect on our asset quality, capital structure and profitability.**

As of December 31, 2016, a significant portion of our loan portfolio was comprised of loans secured by commercial real estate. In the majority of these loans, real estate was the primary collateral component. In some cases we take real estate as security for a loan even when it is not the primary component of collateral. The real estate collateral that provides the primary or an alternate source of repayment in the event of default may deteriorate in value during the term of the loan as a result of changes in economic conditions, fluctuations in interest rates and the availability of loans to potential purchasers, changes in tax and other laws and acts of nature. If we are required to liquidate the collateral securing a loan to satisfy the debt during a period of reduced real estate values, our earnings and capital could be adversely affected. We are subject to increased lending risks in the form of loan defaults as a result of the high concentration of real estate lending in our loan portfolio. A weak real estate market in our primary market areas could have an adverse effect on the demand for new loans, the ability of borrowers to repay outstanding loans, the value of real estate and other collateral securing the loans and the value of real estate owned by us. If real estate values do not continue to improve or decline, it is also more likely that we would be required to increase our allowance for loan losses, which could adversely affect our financial condition and results of operations.

**We are subject to risks related to our concentration of construction and land development and commercial real estate loans.**

As of December 31, 2016, we had \$91.1 million of construction loans. Construction loans are subject to risks during the construction phase that are not present in standard residential real estate and commercial real estate loans. These risks include:

- the viability of the contractor;
- the contractor's ability to successfully complete the project, to meet deadlines and time schedules and to stay within cost estimates; and
- concentrations of such loans with a single contractor and its affiliates.



Real estate construction loans may involve the disbursement of substantial funds with repayment dependent, in part, on the success of the ultimate project rather than the ability of a borrower or guarantor to repay the loan and also present risks of default in the event of declines in property values or volatility in the real estate market during the construction phase. Our practice, in the majority of instances, is to secure the personal guaranty of individuals in support of our real estate construction loans which provides us with an additional source of repayment. As of December 31, 2016, we had no non-covered nonperforming construction and development loans and \$3.9 million of non-covered assets that have been foreclosed. If one or more of our larger borrowers were to default on their construction and development loans, and we did not have alternative sources of repayment through personal guarantees or other sources, or if any of the aforementioned risks were to occur, we could incur significant losses.

As of December 31, 2016, we had \$465.0 million of commercial real estate loans, including multi-family residential loans and loans secured by farmland, none of which is covered by the FDIC loss sharing agreement. Commercial real estate lending typically involves higher loan principal amounts and the repayment is dependent, in large part, on sufficient income from the properties securing the loan to cover operating expenses and debt service.

In addition, the Dodd-Frank Act contains provisions that may impact the Bank's business by reducing the amount of our commercial real estate lending and increasing the cost of borrowing, including rules relating to risk retention of securitized assets. Section 941 of the Dodd-Frank Act requires, among other things, that a loan originator or a securitizer of asset-backed securities retain a percentage of the credit risk of securitized assets. The banking agencies have jointly issued a final rule to implement these requirements, which became effective on December 24, 2015 for residential mortgage-backed securitizations and will become effective on December 24, 2016 for classes of asset-backed securities other than residential mortgage-backed securitizations. Banks with higher levels of commercial real estate loans are expected to implement improved underwriting, internal controls, risk management policies and portfolio stress testing, as well as higher levels of allowances for loan losses and capital levels as a result of commercial real estate lending growth and exposures. Sonabank's commercial real estate loans are below the thresholds identified as significant by the regulatory guidance. If there is deterioration in our commercial real estate portfolio or if regulatory authorities conclude that we have not implemented appropriate risk management policies and practices, it could adversely affect our business and result in a requirement of increased capital levels, and such capital may not be available at that time.

**The benefits of our FDIC loss-sharing agreements may be reduced or eliminated.**

In connection with Sonabank's assumption of the banking operations of Greater Atlantic Bank, the Bank entered into the Agreement, which contains loss-sharing provisions. Our decisions regarding the fair value of assets acquired, including the FDIC loss-sharing assets (referred to herein as the "covered assets"), could be inaccurate which could materially and adversely affect our business, financial condition, results of operations, and future prospects. Management makes various assumptions and judgments about the collectability of the acquired loans, including the creditworthiness of borrowers and the value of the real estate and other assets serving as collateral for the repayment of secured loans. In the Greater Atlantic Bank acquisition, we recorded a loss-sharing asset that reflects our estimate of the timing and amount of future losses we anticipate occurring in the acquired loan portfolio. In determining the size of the loss-sharing asset, we analyzed the loan portfolio based on historical loss experience, volume and classification of loans, volume and trends in delinquencies and nonaccruals, local economic conditions, and other pertinent information.

If our assumptions related to the timing or amount of expected losses are incorrect, there could be a negative impact on our operating results. Increases in the amount of future losses in response to different economic conditions or adverse developments in the acquired loan portfolio may result in increased credit loss provisions. Changes in our estimate of the timing of those losses, specifically if those losses are to occur beyond the applicable loss-sharing periods, may result in impairments of the FDIC indemnification asset.

**Our ability to obtain reimbursement under the loss-sharing agreements on covered assets depends on our compliance with the terms of the loss-sharing agreements.**

Management must certify to the FDIC on a quarterly basis our compliance with the terms of the FDIC loss-sharing agreements as a prerequisite to obtaining reimbursement from the FDIC for realized losses on covered assets. The agreements contain specific, detailed and cumbersome compliance, servicing, notification and reporting requirements, and failure to comply with any of the requirements and guidelines could result in a specific asset or group of assets permanently losing their loss-sharing coverage. Additionally, management may decide to forgo loss-share coverage on certain assets to allow greater flexibility over the management of such assets. As of December 31, 2016, \$28.2 million, or 2.5%, of our assets were covered by the FDIC loss-sharing agreements.

Under the terms of the FDIC loss-sharing agreements, the assignment or transfer of a loss-sharing agreement to another entity generally requires the written consent of the FDIC. Our failure to comply with the terms of the loss-sharing agreements or to manage the covered assets in such a way as to maintain loss-share coverage on all such assets may cause individual loans or large pools of loans to lose eligibility for loss share payments from the FDIC, which could result in material losses.

**Changes to government guaranteed loan programs could affect our SBA business.**

Sonabank relies on originating government guaranteed loans, in particular those guaranteed by the SBA. As of December 31, 2016, Sonabank had \$56.6 million of SBA loans, \$42.3 million of which were guaranteed and \$14.2 million were non-guaranteed. Sonabank originated \$11.1 million, \$20.4 million and \$17.1 million in SBA loans in the years ended December 31, 2016, 2015 and 2014, respectively. Sonabank initially sold the guaranteed portions of some of its SBA loans in the secondary market in 2012 and 2011 and intends to continue such sales, which are a source of non-interest income for Sonabank, when market conditions are favorable. We can provide no assurance that Sonabank will be able to continue originating these loans, that it will be able to sell the loans in the secondary market or that it will continue to realize premiums upon any sale of SBA loans.

SBA lending is a federal government created and administered program. As such, legislative and regulatory developments can affect the availability and funding of the program. This dependence on legislative funding and regulatory restrictions from time to time causes limitations and uncertainties with regard to the continued funding of such loans, with a resulting potential adverse financial impact on our business. Currently, the maximum limit on individual 7(a) loans which the SBA will permit is \$5.0 million. Any reduction in this level could adversely affect the volume of our business. As of December 31, 2016, our SBA business constitutes 6.1% of our total loans. The periodic uncertainty of the SBA program relative to availability, amounts of funding and the waiver of associated fees creates greater risk for our business than do more stable aspects of our business.

The federal government presently guarantees up to 75% of the principal amount of loans above \$150,000 and up to 90% of the principal amount for certain programs under the 7(a) program. SBAExpress loans can be guaranteed by the federal government up to 50%. We can provide no assurance that the federal government will maintain the SBA program, or if it does, that such guaranteed portion will remain at its current funding level. Furthermore, it is possible that Sonabank could lose its preferred lender status which, subject to certain limitations, allows it to approve and fund SBA loans without the necessity of having the loan approved in advance by the SBA. It is also possible the federal government could reduce the amount of loans which it guarantees. In addition, we are dependent on the expertise of our personnel who make SBA loans in order to continue to originate and service SBA loans. If we are unable to retain qualified employees in the future, our income from the origination of SBA loans could be substantially reduced.

**We are subject to credit quality risks and our credit policies may not be sufficient to avoid losses.**

We are subject to the risk of losses resulting from the failure of borrowers, guarantors and related parties to pay interest and principal amounts on their loans. Although we maintain credit policies and credit underwriting, monitoring and collection procedures, these policies and procedures may not prevent losses, particularly during periods in which the local, regional or national economy suffers a general decline. If borrowers fail to repay their loans, our financial condition and results of operations would be adversely affected.

**We depend on the accuracy and completeness of information from customers and counterparties.**

In deciding whether to extend credit or enter into other transactions, we rely on information furnished by or on behalf of customers and counterparties, including financial statements, credit reports and other financial information. We also rely on representations of those customers, counterparties or other third parties, such as independent auditors, as to the accuracy and completeness of that information. Reliance on inaccurate or misleading financial statements, credit reports or other financial information could have a material adverse impact on our business, financial condition and results of operations.

**Failure to maintain an effective system of disclosure controls and procedures could have a material adverse effect on our business, results of operations and financial condition and could impact the price of our common stock.**

Failure to maintain an effective internal control environment could result in us not being able to accurately report our financial results, prevent or detect fraud, or provide timely and reliable financial information pursuant to our reporting obligations, which could have a material adverse effect on our business, financial condition, and results of operations. Further, it could cause our investors to lose confidence in the financial information we report, which could affect the trading price of our common stock.

Management regularly reviews and updates our disclosure controls and procedures, including our internal control over financial reporting. Any system of controls, however well designed and operated, is based in part on certain assumptions and can provide only reasonable, not absolute, assurances that the objectives of the system are met. Any failure or circumvention of our controls and procedures or failure to comply with regulations related to controls and procedures could have a material adverse effect on our business, results of operations and financial condition.

**If our allowance for loan losses is not adequate to cover actual loan losses, our earnings will decrease.**

As a lender, we are exposed to the risk that our borrowers may not repay their loans according to the terms of these loans, and the collateral securing the payment of these loans may be insufficient to ensure repayment. We make various assumptions and judgments about the collectability of our loan portfolio, including the creditworthiness of the borrowers and the value of the real estate and other assets serving as collateral for the repayment of many of our loans. We maintain an allowance for loan losses to cover any probable inherent loan losses in the loan portfolio. In determining the size of the allowance, we rely on a periodic analysis of our loan portfolio, our historical loss experience and our evaluation of general economic conditions. If our assumptions prove to be incorrect or if we experience significant loan losses, our current allowance may not be sufficient to cover actual loan losses and adjustments may be necessary to allow for different economic conditions or adverse developments in our loan portfolio. A material addition to the allowance for loan losses could cause our earnings to decrease. Due to the relatively unseasoned nature of our loan portfolio, we may experience an increase in delinquencies and losses as these loans continue to mature.

In addition, federal regulators periodically review our allowance for loan losses and may require us to increase our provision for loan losses or recognize further charge-offs, based on judgments different than those of our management. Any significant increase in our allowance for loan losses or charge-offs required by these regulatory agencies could have a material adverse effect on our results of operations and financial condition.

**Our business strategy includes strategic growth, and our financial condition and results of operations could be negatively affected if we fail to grow or fail to manage our growth effectively.**

We completed the acquisition of Prince George's Federal Savings Bank on August 1, 2014, the acquisition of the HarVest Bank of Maryland on April 27, 2012, the Midlothian Branch in Richmond, Virginia on October 1, 2011, the acquisition and assumption of certain assets and liabilities of Greater Atlantic Bank from the FDIC on December 4, 2009, the acquisition of a branch of Millennium Bank in Warrenton, Virginia on September 28, 2009, the acquisition of the Leesburg branch location from Founders Corporation which opened on February 11, 2008, the acquisition of 1st Service Bank in December of 2006 and the acquisition of the Clifton Forge branch of First Community Bancorp, Inc. in December of 2005.

In addition to the pending merger with Eastern Virginia, we intend to continue pursuing a growth strategy for our business. Our prospects must be considered in light of the risks, expenses and difficulties frequently encountered by growing companies such as the continuing need for infrastructure and personnel, the time and costs inherent in integrating a series of different operations and the ongoing expense of acquiring and staffing new banks or branches. We may not be able to expand our presence in our existing markets or successfully enter new markets and any expansion could adversely affect our results of operations. Failure to manage our growth effectively could have a material adverse effect on our business, future prospects, financial condition or results of operations, and could adversely affect our ability to successfully implement our business strategy. Our ability to grow successfully will depend on a variety of factors, including the continued availability of desirable business opportunities, the competitive responses from other financial institutions in our market areas and our ability to manage our growth. There can be no assurance of success or the availability of branch or bank acquisitions in the future.

**Future growth or operating results may require us to raise additional capital, but that capital may not be available, be available on unfavorable terms or may be dilutive.**

We and Sonabank are each required by the Federal Reserve to maintain adequate levels of capital to support our operations. In the event that our future operating results erode capital, if Sonabank is required to maintain capital in excess of well-capitalized standards, or if we elect to expand through loan growth or acquisitions, we may be required to raise additional capital. Our ability to raise capital will depend on conditions in the capital markets, which are outside our control, and on our financial performance. Accordingly, we cannot be assured of our ability to raise capital on favorable terms when needed, or at all. If we cannot raise additional capital when needed, we will be subject to increased regulatory supervision and the imposition of restrictions on our growth and business. These outcomes could negatively impact our ability to operate or further expand our operations through acquisitions or the establishment of additional branches and may result in increases in operating expenses and reductions in revenues that could have a material adverse effect on our financial condition and results of operations. In addition, in order to raise additional capital, we may need to issue shares of our common stock that would dilute the book value of our common stock and reduce our current shareholders' percentage ownership interest to the extent they do not participate in future offerings.

**An investment in our common stock is not an insured deposit.**

Our common stock is not a bank deposit and, therefore, is not insured against loss by the FDIC, any other deposit insurance fund or by any other public or private entity. Investment in our common stock is inherently risky for the reasons described in this "Risk Factors" section and elsewhere in this report and is subject to the same market forces that affect the price of common stock in any company. As a result, if you acquire our common stock, you may lose some or all of your investment.

**Our stock price can be volatile.**

Stock price volatility may make it more difficult for you to resell your common stock when you want and at prices you find attractive. Our stock price can fluctuate significantly in response to a variety of factors including, among other things:

- actual or anticipated variations in quarterly results of operations;
- recommendations by securities analysts;
- operating and stock price performance of other companies that investors deem comparable to us;
- news reports relating to trends, concerns and other issues in the financial services industry;
- perceptions in the marketplace regarding us and/or our competitors;
- new technology used, or services offered, by competitors;
- significant acquisitions or business combinations, strategic partnerships, joint ventures or capital commitments by or involving us or our competitors;
- failure to integrate acquisitions or realize anticipated benefits from acquisitions;

- changes in government regulations; and
- geopolitical conditions such as acts or threats of terrorism or military conflicts.

General market fluctuations, industry factors and general economic and political conditions and events, such as economic slowdowns or recessions, interest rate changes or credit loss trends, could also cause our stock price to decrease regardless of operating results.

**Our business is subject to interest rate risk and variations in interest rates may negatively affect our financial performance.**

The majority of our assets and liabilities are monetary in nature and subject us to significant risk from changes in interest rates. Fluctuations in interest rates are not predictable or controllable. Like most financial institutions, changes in interest rates can impact our net interest income as well as the valuation of our assets and liabilities, which is the difference between interest earned from interest-earning assets, such as loans and investment securities, and interest paid on interest-bearing liabilities, such as deposits and borrowings. We expect that we will periodically experience “gaps” in the interest rate sensitivities of our assets and liabilities, meaning that either our interest-bearing liabilities will be more sensitive to changes in market interest rates than our interest-earning assets, or vice versa. In either event, if market interest rates should move contrary to our position, this “gap” will negatively impact our earnings. Many factors impact interest rates, including governmental monetary policies, inflation, recession, changes in unemployment, the money supply, and international disorder and instability in domestic and foreign financial markets.

Based on our analysis of the interest rate sensitivity of our assets, an increase in the general level of interest rates may negatively affect the market value of the portfolio equity, but will positively affect our net interest income since most of our assets have floating rates of interest that adjust fairly quickly to changes in market rates of interest. Additionally, an increase in interest rates may, among other things, reduce the demand for loans and our ability to originate loans. A decrease in the general level of interest rates may affect us through, among other things, increased prepayments on our loan and mortgage-backed securities portfolios and increased competition for deposits. Accordingly, changes in the level of market interest rates affect our net yield on interest-earning assets, loan origination volume, loan and mortgage-backed securities portfolios, and our overall results. Although our asset liability management strategy is designed to control our risk from changes in market interest rates, it may not be able to prevent changes in interest rates from having a material adverse effect on our results of operations and financial condition.

**We are dependent on key personnel and the loss of one or more of those key personnel could impair our relationship with our customers and adversely affect our business.**

Many community banks attract customers based on the personal relationships that the banks’ officers and customers establish with each other and the confidence that the customers have in the officers. We significantly depend on the continued service and performance of our key management personnel. We also believe our management team’s depth and breadth of experience in the banking industry is integral to executing our business plan. The loss of the services of members of our senior management team or other key employees or the inability to attract additional qualified personnel as needed could have a material adverse effect on our business.

**Our profitability depends significantly on local economic conditions in the areas where our operations and loans are concentrated.**

Our profitability depends on the general economic conditions in our market areas of Northern Virginia, Maryland, Washington D.C., Charlottesville and Clifton Forge (Alleghany County), Front Royal, New Market, Richmond and the surrounding areas. Unlike larger banks that are more geographically diversified, we provide banking and financial services to clients primarily in these market areas. As of December 31, 2016, substantially all of our commercial real estate, real estate construction and residential real estate loans were made to borrowers in our market area. The local economic conditions in this area have a significant impact on our commercial, real estate and construction and consumer loans, the ability of the borrowers to repay these loans and the value of the collateral securing these loans. In addition, if the population or income growth in this region slows, stops or declines, income levels, deposits and housing starts could be adversely affected and could result in the curtailment of our expansion, growth and profitability.

Additionally, political conditions could impact our earnings. For example, political debate over the budget, taxes and the potential for reduced government spending may adversely impact the economy, and more specifically local economic conditions given the concentration of Federal workers and government contractors in our market. Acts or threats of war, terrorism, an outbreak of hostilities or other international or domestic calamities, or other factors beyond our control could impact these local economic conditions and could negatively affect the financial results of our banking operations.

**The properties that we own and our foreclosed real estate assets could subject us to environmental risks and associated costs.**

There is a risk that hazardous substances or wastes, contaminants, pollutants or other environmentally restricted substances could be discovered on our properties or our foreclosed assets (particularly in the case of real estate loans). In this event, we might be required to remove the substances from the affected properties or to engage in abatement procedures at our sole cost and expense. Besides being liable under applicable federal and state statutes for our own conduct, we may also be held liable under certain circumstances for actions of borrowers or other third parties on property that collateralizes one or more of our loans or on property that we own. Potential environmental liability could include the cost of remediation and also damages for any injuries caused to third-parties. We cannot assure you that the cost of removal or abatement would not substantially exceed the value of the affected properties or the loans secured by those properties, that we would have adequate remedies against prior owners or other responsible parties or that we would be able to resell the affected properties either prior to or following completion of any such removal or abatement procedures. Any environmental damages on a property would substantially reduce the value of such property as collateral and, as a result, we may suffer a loss upon collection of the loan.

**The small to medium-sized businesses we lend to may have fewer resources to weather a downturn in the economy, which may impair a borrower's ability to repay a loan to us that could materially harm our operating results.**

We make loans to professional firms and privately owned businesses that are considered to be small to medium-sized businesses. Small to medium-sized businesses frequently have smaller market shares than their competition, may be more vulnerable to economic downturns, often need substantial additional capital to expand or compete and may experience substantial volatility in operating results, any of which may impair a borrower's ability to repay a loan. In addition, the success of a small and medium-sized business often depends on the management talents and efforts of one or two persons or a small group of persons, and the death, disability or resignation of one or more of these persons could have a material adverse impact on the business and its ability to repay our loan. Economic downturns in our target markets could cause us to incur substantial loan losses that could materially harm our operating results.

**We are heavily regulated by federal and state agencies; changes in laws and regulations or failures to comply with such laws and regulations may adversely affect our operations and our financial results.**

We and Sonabank are subject to extensive regulation, supervision and examination by federal and state banking authorities. Any change in applicable regulations or federal or state legislation could have a substantial impact on us and Sonabank, and our respective operations. Additional legislation and regulations may be enacted or adopted in the future that could significantly affect our powers, authority and operations or the powers, authority and operations of Sonabank, which could have a material adverse effect on our financial condition and results of operations.

Further, bank regulatory authorities have the authority to bring enforcement actions against banks and their holding companies for unsafe or unsound practices in the conduct of their businesses or for violations of any law, rule or regulation, any condition imposed in writing by the appropriate bank regulatory agency or any written agreement with the agency. Possible enforcement actions against us could include the issuance of a cease-and-desist order that could be judicially enforced, the imposition of civil monetary penalties, the issuance of directives to increase capital or enter into a strategic transaction, whether by merger or otherwise, with a third party, the appointment of a conservator or receiver, the termination of insurance of deposits, the issuance of removal and prohibition orders against institution-affiliated parties, and the enforcement of such actions through injunctions or restraining orders. The exercise of this regulatory discretion and power may have a negative impact on us.

**As a regulated entity, Sonabank must maintain certain required levels of regulatory capital that may limit our operations and potential growth.**

We and Sonabank are subject to various regulatory capital requirements administered by the Federal Reserve. The capital requirements applicable to us and Sonabank changed as a result of the Dodd-Frank Act and the international regulatory capital initiative known as Basel III, and could be subject to further change as a result of additional government actions or regulatory interpretations. Regulators recently issued the Revised Capital Rules, discussed above in **Capital Requirements**. We were required to begin complying with the Revised Capital Rules on January 1, 2015. Among other things, the Revised Capital Rules raised the minimum thresholds for required capital and revised certain aspects of the definitions and elements of the capital that can be used to satisfy these required minimum thresholds. The Revised Capital Rules also introduce a minimum “capital conservation buffer” equal to 2.5% of an organization’s total risk-weighted assets, which exists in addition to the required minimum CET1, Tier 1, and Total Capital ratios that are discussed above. Complying with these capital requirements may affect our operations, including our asset portfolios and financial performance.

Failure to meet minimum capital requirements can initiate certain mandatory, and possibly additional, discretionary actions by regulators that, if undertaken, could have a direct material effect on Sonabank’s and our company’s consolidated financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, Sonabank must meet specific capital guidelines that involve quantitative measures of Sonabank’s assets, liabilities and certain off-balance sheet commitments as calculated under these regulations.

The Revised Capital Rules require Sonabank to maintain minimum amounts and defined ratios of total, Common Equity Tier I and Tier 1 capital to risk-weighted assets and of Tier 1 capital to adjusted average assets, also known as the leverage ratio.

As of December 31, 2016, Sonabank exceeded the amounts required to be well capitalized with respect to all four required capital ratios. As of December 31, 2016, Sonabank’s leverage, Common Equity Tier I risk-based capital, Tier 1 risk-based capital and total risk-based capital ratios were 10.45%, 12.55%, 12.55% and 13.49%, respectively

Many factors affect the calculation of Sonabank’s risk-based assets and its ability to maintain the level of capital required to achieve acceptable capital ratios. For example, changes in risk weightings of assets relative to capital and other factors may combine to increase the amount of risk-weighted assets in the Tier 1 risk-based capital ratio and the total risk-based capital ratio. Any increases in its risk-weighted assets will require a corresponding increase in its capital to maintain the applicable ratios. In addition, recognized loan losses in excess of amounts reserved for such losses, loan impairments, impairment losses on securities and other factors will decrease Sonabank’s capital, thereby reducing the level of the applicable ratios.

Sonabank’s failure to remain well capitalized for bank regulatory purposes could affect customer confidence, our ability to grow, our costs of funds and FDIC insurance costs, our ability to pay dividends on our capital stock, our ability to make acquisitions, and on our business, results of operations and financial condition. Under FDIC rules, if Sonabank ceases to be a well capitalized institution for bank regulatory purposes, the interest rates that it pays on deposits and its ability to accept, renew or rollover brokered deposits may be restricted. As of December 31, 2016, we had \$80.7 million of brokered deposits, which represented 8.84% of our total deposits.

**We may not be able to successfully compete with others for business.**

The metropolitan statistical area in which we operate is considered highly attractive from an economic and demographic viewpoint, and is a highly competitive banking market. We compete for loans, deposits and investment dollars with numerous regional and national banks, online divisions of out-of-market banks and other community banking institutions, as well as other kinds of financial institutions and enterprises, such as securities firms, insurance companies, savings associations, credit unions, mortgage brokers and private lenders. Many competitors have substantially greater resources than us, and operate under less stringent regulatory environments. The differences in resources and regulations may make it harder for us to compete profitably, reduce the rates that we can earn on loans and investments, increase the rates we must offer on deposits and other funds and adversely affect our overall financial condition and earnings.

**Provisions of our articles of incorporation and bylaws, as well as state and federal banking regulations, could delay or prevent a takeover of us by a third party.**

Our articles of incorporation and bylaws could delay, defer or prevent a third party from acquiring us, despite the possible benefit to our shareholders, or otherwise adversely affect the price of our common stock.

Any individual, acting alone or with other individuals, who are seeking to acquire, directly or indirectly, 10.0% or more of our outstanding common stock must comply with the Change in Bank Control Act, which requires prior notice to the Federal Reserve for any acquisition. Additionally, any entity that wants to acquire 5.0% or more of our outstanding common stock, or otherwise control us, may need to obtain the prior approval of the Federal Reserve under the BHCA of 1956, as amended. As a result, prospective investors in our common stock need to be aware of and comply with those requirements, to the extent applicable.

**We are subject to transaction risk, which could adversely affect our business, financial condition and results of operation.**

We, like all businesses, are subject to transaction risk, which is the risk of loss resulting from human error, fraud or unauthorized transactions due to inadequate or failed internal processes and systems, and external events that are wholly or partially beyond our control (including, for example, computer viruses or electrical or telecommunications outages). Transaction risk also encompasses compliance risk, which is the risk of loss from violations of, or noncompliance with, laws, rules, regulations, prescribed practices or ethical standards. Although we seek to mitigate transaction risk through a system of internal controls, there can be no assurance that we will not suffer losses from transaction risks in the future that may be material in amount. Any losses resulting from transaction risk could take the form of explicit charges, increased operational costs, litigation costs, harm to reputation or forgone opportunities, any and all of which could have a material adverse effect on business, financial condition and results of operations.

**We must respond to rapid technological changes and these changes may be more difficult or expensive than anticipated.**

If competitors introduce new products and services embodying new technologies, or if new industry standards and practices emerge, our existing product and service offerings, technology and systems may become obsolete. Further, if we fail to adopt or develop new technologies or to adapt our products and services to emerging industry standards, we may lose current and future customers, which could have a material adverse effect on our business, financial condition and results of operations. The financial services industry is changing rapidly and in order to remain competitive, we must continue to enhance and improve the functionality and features of our products, services and technologies. These changes may be more difficult or expensive than we anticipate.

**The impact of financial reform legislation is uncertain.**

The Dodd-Frank Act, enacted in 2010, instituted a wide range of regulatory, supervisory, and compliance reforms that will have had and will continue to have an impact on all financial institutions, including the creation of the Consumer Financial Protection Bureau with centralized authority, including examination and enforcement authority, for consumer protection in the banking industry. The Dodd-Frank Act also included, among other things, changes to the deposit insurance and financial regulatory systems, enhanced bank capital requirements and requirements designed to protect consumers in financial transactions. While many of the requirements called for in the Dodd-Frank Act have been implemented, others will continue to be implemented over time. In light of these significant changes and the discretion afforded to federal regulators, we cannot fully predict the effect that compliance with the Dodd-Frank Act or any implementing regulations will have on our businesses or ability to pursue future business opportunities. Regulations implementing the Dodd-Frank Act, or any other aspects of current proposed regulatory or legislative changes to laws applicable to the financial industry, if enacted or adopted, may impact the profitability of our business activities or change certain of our business practices, including our ability to offer new products, obtain financing, attract deposits, make loans, and achieve satisfactory interest spreads, and could expose us to additional costs, including increased compliance costs. Other



changes to statutes, regulations, or regulatory policies or supervisory guidance, including changes in their interpretation or implementation, may affect us in substantial ways that we cannot predict. These changes also may require Southern National to invest significant management attention and resources to make any necessary changes to our operations in order to comply, and could therefore also materially adversely affect our business, financial condition, and results of operations.

**The “ability-to-repay” and “qualified mortgage” rules that may have a negative impact on our loan origination process and foreclosure proceedings, which could adversely affect our business, operating results and financial condition.**

As described above in **Supervision and Regulation — Fair Lending; Consumer Laws**, the Bureau adopted a rule that implements the ability-to-repay and qualified mortgage provisions of the Dodd-Frank Act. The ability-to-repay rule, which took effect on January 10, 2014, has impacted our residential mortgage lending practices, and the residential mortgage market generally.

Reflecting the Bureau’s focus on the residential mortgage lending market, the Bureau has also issued rules to implement requirements of the Dodd-Frank Act pertaining to mortgage loan origination (including with respect to loan originator compensation and loan originator qualifications) and has issued integrated mortgage disclosure rules that replaced and combined certain existing requirements under the Truth in Lending Act and the Real Estate Settlement Procedures Act. The Bureau has indicated that it expects to issue additional mortgage-related rules in the future.

The “qualified mortgage” rules may increase our compliance burden and reduce our lending flexibility and discretion, which could negatively impact our ability to originate new loans and the cost of originating new loans. Any loans that we make outside of the “qualified mortgage” criteria could expose us to an increased risk of liability and reduce or delay our ability to foreclose on the underlying property. Additionally, qualified “higher priced mortgages” only provide a rebuttable presumption of compliance and thus may be more susceptible to challenges from borrowers. It is difficult to predict the impact of the Bureau’s “qualified mortgage” rules, but any decreases in loan origination volume or increases in compliance and foreclosure costs could negatively affect our business, operating results and financial condition.

**We currently intend to pay dividends on our common stock; however, our future ability to pay dividends is subject to restrictions.**

We declared the first cash dividend on our common stock in February 2012, and each quarter thereafter through 2016. We also declared a special dividend in the fourth quarters of 2014 and 2015. There are a number of restrictions on our ability to pay dividends. It is the policy of the Federal Reserve that bank holding companies should pay cash dividends on common stock only out of income available over the past year and only if prospective earnings retention is consistent with the organization’s expected future needs and financial condition. The policy provides that bank holding companies should not maintain a level of cash dividends that undermines the bank holding company’s ability to serve as a source of strength to its banking subsidiaries.

Our principal source of funds to pay dividends on our common stock is cash dividends that we receive from Sonabank. The payment of dividends by Sonabank to us is subject to certain restrictions imposed by federal banking laws, regulations and authorities. The federal banking statutes prohibit federally insured banks from making any capital distributions (including a dividend payment) if, after making the distribution, the institution would be “under capitalized” as defined by statute. In addition, the relevant federal regulatory agencies have authority to prohibit an insured bank from engaging in an unsafe or unsound practice, as determined by the agency, in conducting an activity. The payment of dividends could be deemed to constitute such an unsafe or unsound practice, depending on the financial condition of Sonabank. Regulatory authorities could impose administratively stricter limitations on the ability of Sonabank to pay dividends to us if such limits were deemed appropriate to preserve certain capital adequacy requirements.

**The trading volume in our common stock is less than that of other larger financial services companies.**

Although our common stock is listed for trading on the NASDAQ Global Market, the trading volume is low, and you are not assured liquidity with respect to transactions in our common stock. A public trading market having the desired characteristics of depth, liquidity and orderliness depends on the presence in the marketplace of willing buyers and sellers of our common stock at any given time. This presence depends on the individual decisions of investors and general economic and market conditions over which we have no control. Given the lower trading volume of our common stock, significant sales of our common stock, or the expectation of these sales, could cause our stock price to fall.

**Severe weather, natural disasters, climate change, acts of war or terrorism and other external events could significantly impact our business .**

Severe weather, natural disasters, climate change, acts of war or terrorism and other adverse external events could have a significant impact on our ability to conduct business. Such events could affect the stability of our deposit base, impair the ability of borrowers to repay outstanding loans, impair the value of collateral securing loans, cause significant property damage, result in loss of revenue and/or cause us to incur additional expenses. Although management has established disaster recovery policies and procedures, there can be no assurance of the effectiveness of such policies and procedures, and the occurrence of any such event could have a material adverse effect on our business, financial condition and results of operations.

**Consumers may decide not to use banks to complete their financial transactions.**

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

**Our information systems may experience an interruption or breach in security.**

We rely heavily on communications and information systems provided both internally and externally to conduct our business. Any failure, interruption or breach in security of these systems (such as a spike in transaction volume, a cyber-attack or other unforeseen events) could result in failures or disruptions in our customer relationship management, general ledger, deposit, loan and other systems. While we have policies and procedures and service level agreements designed to prevent or limit the effect of the failure, interruption or security breach of our information systems, there can be no assurance that any such failures, interruptions or security breaches will not occur or, if they do occur, that they will be adequately addressed. While we maintain an insurance policy which we believe provides sufficient coverage at a manageable expense for an institution of our size and scope with similar technological systems, we cannot assure shareholders that this policy would be sufficient to cover all related financial losses and damages should we experience any one or more of our or a third party's systems failing or experiencing a cyber-attack. The occurrence of any failures, interruptions or security breaches of our information systems could damage our reputation, result in a loss of customer business, subject us to additional regulatory scrutiny, or expose us to civil litigation and possible financial liability, including remediation costs and increased protection costs, any of which could have a material adverse effect on our financial condition and results of operations.

**We face significant cyber and data security risk that could result in the disclosure of confidential information, adversely affect our business or reputation and expose us to significant liabilities .**

As a financial institution, we are under threat of loss due to hacking and cyber-attacks. This risk has increased in recent years, and continues to increase, as we continue to expand customer capabilities to utilize internet and other remote channels to transact business. Two of the most significant cyber-attack risks that we face are e-fraud and loss of sensitive customer data. Loss from e-fraud occurs when

cybercriminals breach and extract funds directly from customer or our accounts. The attempts to breach sensitive customer data, such as account numbers and social security numbers, are less frequent but would present significant reputational, legal and/or regulatory costs to us if successful. Our risk and exposure to these matters remains heightened because of the evolving nature and complexity of these threats from cybercriminals and hackers, our plans to continue to provide internet banking and mobile banking channels, and our plans to develop additional remote connectivity solutions to serve our customers. While we have not experienced any material losses relating to cyber-attacks or other information security breaches to date, we have been the subject of attempted hacking and cyber-attacks and there can be no assurance that we will not suffer such losses in the future.

The occurrence of any cyber-attack or information security breach could result in material adverse consequences to us including damage to our reputation and the loss of customers. We also could face litigation or additional regulatory scrutiny. Litigation or regulatory actions in turn could lead to significant liability or other sanctions, including fines and penalties or reimbursement of customers adversely affected by a security breach. Even if we do not suffer any material adverse consequences as a result of events affecting us directly, successful attacks or systems failures at other large financial institutions could lead to a general loss of customer confidence in financial institutions including Sonabank.

Our ability to mitigate the adverse consequences of such occurrences is in part dependent on the quality of our information security procedures and contracts and our ability to anticipate the timing and nature of any such event that occurs. In recent years, we have incurred significant expense towards improving the reliability of our systems and their security from attack. Nonetheless, there remains the risk that we may be materially harmed by a cyber-attack or information security breach. Methods used to attack information systems change frequently (with generally increasing sophistication), often are not recognized until launched against a target, may be supported by foreign governments or other well-financed entities, and may originate from less regulated and remote areas around the world. As a result, we may be unable to address these methods in advance of attacks, including by implementing adequate preventive measures. If such an attack or breach does occur, we might not be able to fix it timely or adequately. To the extent that such an attack or breach relates to products or services provided by others, we seek to engage in due diligence and monitoring to limit the risk.

#### Item 1B. Unresolved Staff Comments

Southern National does not have any unresolved staff comments from the SEC to report for the year ended December 31, 2016.

#### Item 2. Properties

The following table sets forth the date opened or acquired, ownership status and the total deposits, not including brokered deposits, for each of our banking locations, as of December 31, 2016:

<u>Location</u>	<u>Date Opened or Acquired</u>	<u>Owned or Leased</u>	<u>Deposits (in thousands)</u>
<b>Home Office and Branch:</b>			
6830 Old Dominion Drive McLean, Virginia 22101	December 2006	Leased	\$60,087
<b>Branch Offices:</b>			
511 Main Street Clifton Forge, Virginia 24442	December 2005	Owned	\$51,524
1770 Timberwood Boulevard Charlottesville, Virginia 22911	April 2005	Leased	\$39,749
11527 Sunrise Valley Drive Reston, Virginia 20191	December 2006	Leased	\$50,684
10855 Fairfax Boulevard Fairfax, Virginia 22030	December 2006	Leased	\$45,483

Location	Date Opened or Acquired	Owned or Leased	Deposits (in thousands)
550 Broadview Avenue Warrenton, Virginia 20186	April 2007	Leased	\$29,513
1 East Market Street Leesburg, Virginia 20176	April 2008	Leased	\$24,042
11 Main Street Warrenton, Virginia 20186	September 2009	Leased	\$29,384
11200 Rockville Pike Rockville, Maryland 20852	December 2009	Leased	\$81,389
1 South Front Royal Avenue Front Royal, Virginia 22630	December 2009	Owned	\$43,786
9484 Congress Street New Market, Virginia 22844	December 2009	Owned	\$45,273
43086 Peacock Market Plaza South Riding, Virginia 20152	December 2009	Leased	\$22,861
10 West Washington Street Middleburg, Virginia 20117	May 2011	Leased	\$15,790
13804 Hull Street Road Midlothian, Virginia 23112	October 2011	Owned	\$37,976
9707 Medical Center Drive, Suite 150 Rockville, Maryland 20850	April 2012	Leased	\$50,092
37 North Market Street Frederick, Maryland 21701	April 2012	Leased	\$33,347
6719 Leaberry Way Haymarket, Virginia 20169	August 2012	Leased	\$14,468
7700 Wisconsin Avenue Bethesda, Maryland 22101	October 2012	Leased	\$35,509
4009 Old Town Road Huntingtown, Maryland 20639	August 2014	Leased	\$18,789
137 E. Chesapeake Beach Road Owings, Maryland 20736	August 2014	Owned	\$19,167
14804 Pratt Street Upper Marlboro, Maryland 20072	August 2014	Owned	\$69,762
14118 Brandywine Road Brandywine, Maryland 20613	August 2014	Owned	\$13,612
<b>Loan Production Offices:</b>			
230 Court Square Charlottesville, Virginia 22902	March 2005	Leased	NA
2217 Princess Anne Street Fredericksburg, Virginia 22401	April 2005	Leased	NA
550 Broadview Avenue Warrenton, Virginia 20186	September 2005	Leased	NA

Location	Date Opened or Acquired	Owned or Leased	Deposits (in thousands)
<b>Accounting Office:</b>			
70 Main Street, Suite 34 Warrenton, Virginia 20186	December 2014	Leased	NA
<b>Executive Offices:</b>			
1002 Wisconsin Avenue, N.W. Washington, D.C. 20007	April 2005	Leased	NA

**Item 3. Legal Proceedings**

Southern National and Sonabank may, from time to time, be a party to various legal proceedings arising in the ordinary course of business. There are no other proceedings pending, or to management's knowledge, threatened, against Southern National or Sonabank as of December 31, 2016.

**Item 4. Mine Safety Disclosures**

Not applicable.

## PART II

**Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities****Common Stock Market Prices**

On November 6, 2006, Southern National closed on the initial public offering of its common stock, \$0.01 par value. The shares of common stock sold in the offering were registered under the Securities Act of 1933, as amended, on a Registration Statement (Registration No. 333-136285) that was declared effective by the Securities and Exchange Commission on October 31, 2006. The shares of common stock were sold at a price to the public of \$14.00 per share (equivalent to \$12.73 after the stock dividend declared in May 2007).

Southern National completed a follow-on public offering of its common stock in an underwritten public offering on November 4, 2009, selling 4,791,665 shares of common stock, including 624,999 shares sold pursuant to an over-allotment option granted to the underwriter, at a price of \$6.00 per share. The gross proceeds from the shares sold were \$28.7 million. The net proceeds to Southern National from the offering were approximately \$26.9 million after deducting \$1.3 million in underwriting commission and an estimated \$486 thousand in other expenses incurred in connection with the offering.

Southern National’s common stock is traded on the Nasdaq Global Market under the symbol “SONA”. Our common stock began trading on the Nasdaq Capital Market in November 2006, and the exchange listing was upgraded to the Nasdaq Global Market at the open of trading on December 18, 2007.

There were 12,318,743 shares of our common stock outstanding at the close of business on March 6, 2017, which were held by 239 shareholders of record.

The following table presents the high and low intra-day sales prices and dividends declared for quarterly periods during 2016 and 2015:

	Market Values				Dividends Declared	
	2016		2015		2016	2015 <sup>(1)</sup>
	High	Low	High	Low		
<b>First Quarter</b>	\$13.40	\$11.92	\$12.50	\$10.80	\$0.08	\$0.08
<b>Second Quarter</b>	12.77	11.60	12.22	11.03	0.08	0.08
<b>Third Quarter</b>	13.59	11.95	12.00	10.98	0.08	0.08
<b>Fourth Quarter</b>	16.78	12.74	13.54	11.14	0.08	0.28

(1) The dividend declared in the fourth quarter of 2015 included a special dividend of \$0.20.

**Dividend Policy**

Dividends are paid at the discretion of our board of directors. While we paid a nonrecurring 10% stock dividend to our holders of common stock in 2007, we declared the first cash dividend on our common stock in February 2012 and each quarter thereafter through 2016. The amount and frequency of dividends, if any, will be determined by our board of directors after consideration of our earnings, capital requirements, our financial condition and our ability to service any equity or debt obligations senior to our common stock, and will depend on cash dividends paid to us by our subsidiary bank. As a result, our ability to pay future dividends will depend on the earnings of Sonabank, its financial condition and its need for funds.

There are a number of restrictions on our ability to pay cash dividends. It is the policy of the FRB that bank holding companies should pay cash dividends on common stock only out of net income available over the past year and only if prospective earnings retention is consistent with the organization’s expected future needs and financial condition. The policy provides that bank holding companies should not maintain a level of cash dividends that undermines the bank holding company’s ability to serve as a source of financial

strength to its banking subsidiary. For a foreseeable period of time, our principal source of cash will be dividends paid by our subsidiary bank with respect to its capital stock. There are certain restrictions on the payment of these dividends imposed by federal and state banking laws, regulations and authorities.

Regulatory authorities could administratively impose limitations on the ability of our subsidiary bank to pay dividends to us if such limits were deemed appropriate to preserve certain capital adequacy requirements or in the interests of “safety and soundness.”

#### Recent Sales of Unregistered Securities

None

#### Securities Authorized for Issuance under Equity Compensation Plans

As of December 31, 2016, Southern National had outstanding stock options granted under its Stock Option Plan, which is approved by its shareholders. The following table provides information as of December 31, 2016 regarding Southern National’s equity compensation plans under which our equity securities are authorized for issuance:

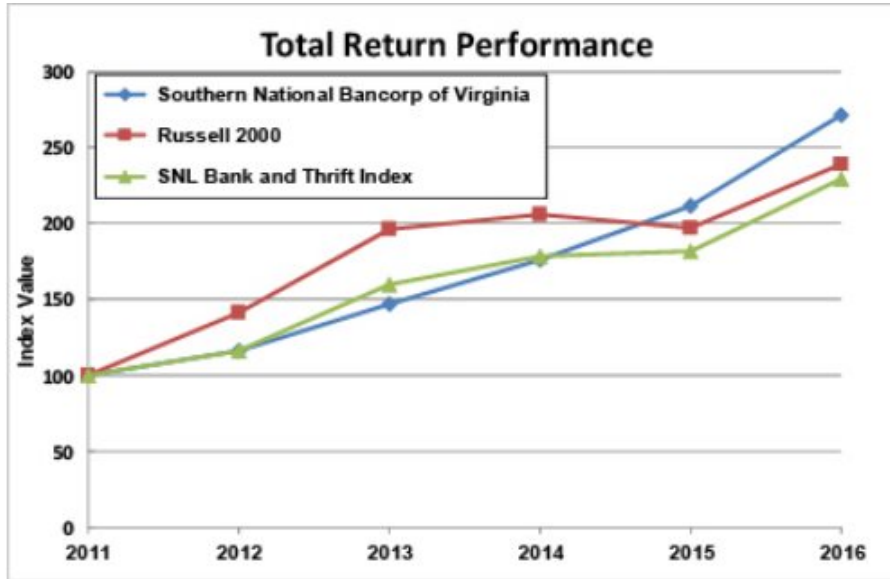
Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights A	Weighted average exercise price of outstanding options, warrants and rights B	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column A) C
Equity compensation plans approved by security holders	782,200	\$ 9.56	27,650
Equity compensation plans not approved by security holders	—	—	—
Total	782,200	\$ 9.56	27,650

#### Issuer Purchases of Equity Securities

None

**Performance Graph**

The following chart compares the cumulative total shareholder return on Southern National common stock during the five years ended December 31, 2016, with the cumulative total return of the Russell 2000 Index and the SNL Bank and Thrift Index for the same period. Dividend reinvestment has been assumed. This comparison assumes \$100 invested on December 31, 2011 in Southern National common stock, the Russell 2000 Index and the SNL Bank and Thrift Index. The historical stock price performance for Southern National common stock shown on the graph below is not necessarily indicative of future stock performance.



	2011	2012	2013	2014	2015	2016
Southern National Bancorp of Virginia	100.0	116.6	147.1	175.8	211.8	271.7
Russell 2000	100.0	141.4	196.3	206.0	196.9	238.8
SNL Bank and Thrift Index	100.0	116.6	159.6	178.2	181.8	229.5



**Item 6. Selected Financial Data**

The following table sets forth selected financial data for Southern National as of December 31, 2016, 2015, 2014, 2013, and 2012, and for the years ended December 31, 2016, 2015, 2014, 2013, and 2012:

	2016	2015	2014	2013	2012
	(in thousands, except per share amounts)				
<b>Results of Operations:</b>					
Interest income	\$ 48,947	\$ 43,701	\$ 38,091	\$ 35,116	\$ 37,561
Interest expense	8,633	7,077	4,673	4,668	5,828
Net interest income	40,314	36,624	33,418	30,448	31,733
Provision for loan losses	4,912	3,171	3,444	3,615	6,195
Net interest income after provision for loan losses	35,402	33,453	29,974	26,833	25,538
Noninterest income	2,820	3,781	2,364	1,753	5,595
Noninterest expenses	22,815	23,278	21,101	19,292	21,449
Income before income taxes	15,407	13,956	11,237	9,294	9,684
Income tax expense	5,095	4,667	3,754	3,036	3,115
Net income	\$ 10,312	\$ 9,289	\$ 7,483	\$ 6,258	\$ 6,569
<b>Per Share Data:</b>					
Earnings per share – Basic	\$ 0.84	\$ 0.76	\$ 0.63	\$ 0.54	\$ 0.57
Earnings per share – Diluted	\$ 0.83	\$ 0.75	\$ 0.63	\$ 0.54	\$ 0.57
Cash dividends paid per share	\$ 0.32	\$ 0.52	\$ 0.60	\$ 0.25	\$ 0.25
Book value per share	\$ 10.30	\$ 9.78	\$ 9.33	\$ 9.20	\$ 8.90
Tangible book value per share <sup>(1)</sup>	\$ 9.37	\$ 8.83	\$ 8.36	\$ 8.34	\$ 8.00
Dividend payout ratio	38.10%	68.42%	95.24%	46.30%	43.86%
Weighted average shares outstanding – Basic	12,251,804	12,224,494	11,846,126	11,590,333	11,590,212
Weighted average shares outstanding – Diluted	12,426,783	12,330,431	11,927,083	11,627,445	11,596,176
Shares outstanding at end of period	12,263,643	12,234,443	12,216,669	11,590,612	11,590,212
<b>Selected Performance Ratios and Other Data:</b>					
Return on average assets	0.95%	0.95%	0.94%	0.89%	0.97%
Return on average equity	8.37%	7.87%	6.76%	5.95%	6.40%
Yield on earning assets	4.86%	4.85%	5.24%	5.48%	6.15%
Cost of funds	1.00%	0.91%	0.75%	0.85%	1.11%
Net interest margin	4.00%	4.07%	4.60%	4.75%	5.19%
Efficiency ratio <sup>(2)</sup>	52.53%	57.64%	60.45%	60.78%	56.25%
Net charge-offs to average loans	0.53%	0.28%	0.51%	0.69%	1.04%
Allowance for loan losses to total non-covered loans	0.95%	1.06%	1.11%	1.42%	1.54%
Stockholders' equity to total assets	11.06%	11.55%	12.43%	14.89%	14.25%
<b>Financial Condition:</b>					
Total assets	\$ 1,142,443	\$ 1,036,107	\$ 916,645	\$ 716,185	\$ 723,812
Total loans, net of deferred fees	930,415	829,425	703,472	546,058	530,151
Total deposits	912,982	825,294	742,425	540,359	550,977
Stockholders' equity	126,344	119,636	113,979	106,614	103,176

(1) Tangible book value per share is calculated by dividing stockholders' equity less intangible assets by the number of outstanding shares of common stock.

(2) Efficiency ratio is calculated by dividing noninterest expense by the sum of net interest income plus noninterest income, excluding any gains/losses on sales of securities, gains/write-downs on OREO, gains on acquisitions and gains on sale of loans.

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

Management's discussion and analysis is presented to aid the reader in understanding and evaluating the financial condition and results of operations of Southern National. This discussion and analysis should be read with the consolidated financial statements, the footnotes thereto, and the other financial data included in this report.

**CRITICAL ACCOUNTING POLICIES**

Our accounting policies are in accordance with U. S. generally accepted accounting principles and with general practices within the banking industry. Management makes a number of estimates and assumptions relating to reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during periods presented. Different assumptions in the application of these methods or policies could result in material changes in our financial statements. As such, the following policies are considered "critical accounting policies" for us.

**Allowance for Loan Losses**

The allowance for loan losses is a valuation allowance for probable incurred credit losses. Loan losses are charged against the allowance when management believes the collection of the principal is unlikely. Recoveries of amounts previously charged-off are credited to the allowance. Management's determination of the adequacy of the allowance is based on a three year historical average net loss experience for each portfolio segment adjusted for current industry and economic conditions (referred to as "current factors") and estimates of their effect on loan collectability. While management uses available information to estimate losses on loans, future additions to the allowance may be necessary based on changes in economic conditions, particularly those affecting real estate values.

The allowance consists of specific and general components. The specific component relates to loans that are individually classified as impaired. The general component provides for estimated losses in unimpaired loans and is based on historical loss experience adjusted for current factors.

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

The general component covers non-impaired loans and is based on historical loss experience adjusted for current factors. The historical loss experience is determined by portfolio segment and is based on the actual net loss history experienced by Southern National over the most recent three years. This actual loss experience is adjusted for current factors based on the risks present for each portfolio segment. These current factors include consideration of the following: levels of and trends in delinquencies and impaired loans; levels of and trends in charge-offs and recoveries; trends in volume and terms of loans; effects of any changes in risk selection and underwriting standards; other changes in lending policies, procedures, and practices; experience, ability, and depth of lending management and other relevant staff; national and local economic trends and conditions; industry conditions; and effects of changes in credit concentrations. The following portfolio segments have been identified: owner occupied commercial real estate, non-owner occupied commercial real estate, construction and land development, commercial loans, residential 1 – 4

family, multi-family residential, loans secured by farmland, home equity lines of credit (HELOC) and consumer. While underwriting practices in this environment are more stringent, the bank estimates the effect of internal factors on future net loss experience to be negligible. Management's estimate of the effect of current external economic environmental conditions on future net loss experience is significant in all loan segments and particularly on loans secured by real estate including single family 1 – 4, non-owner occupied commercial real estate and construction and land development loans. These factors include excess inventory, generally less demand driven in part by fewer qualified borrowers and buyers. These considerations have played a significant role in management's estimate of the adequacy of the allowance for loan and lease losses.

#### **Accounting for the FDIC Indemnification Asset and Acquired Loans**

Southern National acquired loan portfolios through its acquisitions of Greater Atlantic Bank in 2009, its acquisition of HarVest Bank of Maryland in 2012, and its acquisition of Prince George's Federal Savings Bank in 2014. The single family residential loans acquired in the Greater Atlantic Bank transaction are referred to as covered loans because of loss protection provided by the FDIC pursuant to a loss sharing agreement which expires in December 2019. The loss sharing agreement related to non-single family residential loans expired in December 2014. The loans acquired in the HarVest and Prince George's transactions are not covered by an FDIC loss sharing agreement.

The accounting for the covered loans requires Southern Financial to estimate the timing and amount of cash flows to be collected from these loans at acquisition, and to periodically update our estimates of the cash flows expected to be collected over the life of the covered loans. Similarly, the accounting for the FDIC indemnification asset requires us to estimate the timing and amount of cash flows to be received from the FDIC in reimbursement for losses and expenses related to the covered loans; these estimates are directly related to estimates of cash flows to be received from the covered loans. The estimated cash flows from the FDIC indemnification asset are sensitive to changes in the same assumptions that impact expected cash flows on covered loans. If the amount of expected cash flows to be recovered from the FDIC changes, the difference between the carrying amount of the FDIC indemnification asset and the revised recoverable amount is accreted or amortized over the remaining term of the FDIC agreement or the life of the loans, whichever is shorter. These estimates are considered to be critical accounting estimates because they involve significant judgment and assumptions as to the amount and timing of cash flows to be collected.

Acquired loans are placed into homogenous pools at acquisition. At acquisition, the fair value of the pools of credit impaired loans was measured based on the expected cash flows to be derived from each pool. The difference between total contractual payments due and the cash flows expected to be received at acquisition was recognized as non-accretable difference. The excess of expected cash flows over the recorded fair value of each pool at the acquisition is referred to as the accretable yield and is being recognized as interest income over the life of each pool. Acquired loans with no discount attributable, at least in part, to credit quality, performing loans, are accounted for on a contractual basis.

We monitor loan pool activity and performance and as conditions or expectations change we update our expected cash flows from the pools to determine whether any material changes have occurred in expected cash flows that would be indicative of impairment or necessitate reclassification between non-accretable difference and accretable yield. Initial and ongoing cash flow expectations incorporate significant assumptions regarding prepayment rates, the timing of resolution of loans, frequency of default, delinquency and loss severity, which is dependent on estimates of underlying collateral values.

Prepayment, delinquency and default curves used to forecast pool cash flows are derived from the historical performance of the loan pools. Changes in the assumptions that impact forecasted cash flows could result in a potentially material change to the amount of the allowance for loan losses or the rate of accretion on these loans.

#### **Other than Temporary Impairment (“OTTI”) of Investment Securities**

Management evaluates securities for other-than-temporary impairment (“OTTI”) on at least a quarterly basis, and more frequently when economic or market conditions warrant such an evaluation. For securities in an unrealized loss position, management considers the extent and duration of the unrealized

loss, and the financial condition and near-term prospects of the issuer. Management also assesses whether it intends to sell, or it is more likely than not that it will be required to sell, a security in an unrealized loss position before recovery of its amortized cost basis. If either of the criteria regarding intent or requirement to sell is met, the entire difference between amortized cost and fair value is recognized as impairment through earnings. For debt securities that do not meet the aforementioned criteria, the amount of impairment is split into two components as follows: 1) OTTI related to credit loss, which must be recognized in the income statement and 2) OTTI related to other factors, which is recognized in other comprehensive income. The credit loss is defined as the difference between the present value of the cash flows expected to be collected and the amortized cost basis. For equity securities, the entire amount of impairment is recognized through earnings.

In order to determine OTTI for purchased beneficial interests that, on the purchase date, were not highly rated, Southern National compares the present value of the remaining cash flows as estimated at the preceding evaluation date to the current expected remaining cash flows. OTTI is deemed to have occurred if there has been an adverse change in the remaining expected future cash flows.

#### **Goodwill Impairment Assessment**

Goodwill is evaluated for impairment on an annual basis or more frequently if events or circumstances warrant. Goodwill is primarily related to the 2006 acquisition of 1<sup>st</sup> Service Bank. The acquisition of PGFSB in 2014 increased goodwill by \$1.4 million. Our annual assessment timing is during the third calendar quarter. For the 2016 assessment, we performed a qualitative assessment to determine if it was more likely than not that the fair value of our single reporting unit is less than its carrying amount. We concluded that the fair value of our single reporting unit exceeded its carrying amount. Our qualitative assessment considered many factors including, but not limited to, our actual and projected operating performance and profitability, as well as consideration of recent bank merger and acquisition transaction metrics. No impairment was indicated in 2016 or 2015.

#### **Other Real Estate Owned (OREO)**

Assets acquired through, or in lieu of, loan foreclosure are held for sale and are initially recorded at the fair value of the collateral at the date of foreclosure based on estimates, including some obtained from third parties, less estimated costs to sell, establishing a new cost basis. Subsequent to foreclosure, valuations are periodically performed by management, and the assets are carried at the lower of cost or fair value, less estimated costs to sell. Significant property improvements that enhance the salability of the property are capitalized to the extent that the carrying value does not exceed estimated realizable value. Legal fees, maintenance and other direct costs of foreclosed properties are expensed as incurred.

Due to the judgment involved in estimating fair value of the properties, accounting for OREO is regarded as a critical accounting policy. Estimates of value of OREO properties at the date of foreclosure are typically based on real estate appraisals performed by independent appraisers. These values are generally updated as appraisals become available.

#### **Valuation of Deferred Tax Asset**

The provision for income taxes reflects the tax effects of the transactions reported in the financial statements, including taxes currently due as well as changes in deferred taxes. Deferred tax assets and liabilities represent estimates of the future tax return consequences of temporary differences between carrying amounts and tax bases of assets and liabilities. Deferred tax assets and liabilities are computed by using currently enacted income tax rates and applying those rates to the periods in which the deferred tax assets or liabilities are expected to be realized or settled. As changes in tax laws or rates are enacted, deferred tax assets and liabilities are adjusted through the provision for income taxes. As of December 31, 2015 and 2014, management concluded that it is more likely than not that Southern National will generate sufficient taxable income to fully utilize our deferred tax assets.

#### **OVERVIEW**

Southern National Bancorp of Virginia, Inc. (“Southern National” or “SNBV”) is a corporation formed on July 28, 2004 under the laws of the Commonwealth of Virginia and is the holding company for

Sonabank (“Sonabank”) a Virginia state chartered bank which commenced operations on April 14, 2005. Sonabank provides a range of financial services to individuals and small and medium sized businesses. Sonabank has fifteen branches in Virginia, located in Fairfax County (Reston, McLean and Fairfax), in Charlottesville, Warrenton (2), Middleburg, Leesburg (2), South Riding, Front Royal, New Market, Haymarket, Richmond and Clifton Forge, and eight branches in Maryland, in Rockville, Shady Grove, Frederick, Bethesda, Upper Marlboro, Brandywine, Owings and Huntingtown.

While we offer a wide range of commercial banking services, we focus on making loans secured primarily by commercial real estate and other types of secured and unsecured commercial loans to small and medium-sized businesses in a number of industries, as well as loans to individuals for a variety of purposes. We are a leading Small Business Administration (SBA) lender among Virginia community banks. We also invest in real estate-related securities, including collateralized mortgage obligations and agency mortgage backed securities. Our principal sources of funds for loans and investing in securities are deposits and, to a lesser extent, borrowings. We offer a broad range of deposit products, including checking (NOW), savings, money market accounts and certificates of deposit. We actively pursue business relationships by utilizing the business contacts of our senior management, other bank officers and our directors, thereby capitalizing on our knowledge of our local market areas.

We completed the acquisition of the HarVest Bank of Maryland on April 27, 2012, the Midlothian Branch in Richmond, Virginia on October 1, 2011 and the acquisition and assumption of certain assets and liabilities of Greater Atlantic Bank from the FDIC on December 4, 2009. As part of the Greater Atlantic acquisition, the Bank and the FDIC entered into a loss sharing agreement (the “loss sharing agreement”) on approximately \$143.4 million (cost basis) of Greater Atlantic Bank’s assets. The Bank will share in the losses on the loans and foreclosed loan collateral with the FDIC as specified in the loss sharing agreement; we refer to these assets collectively as “covered assets

The merger with Prince George’s Federal Savings Bank (PGFSB) was completed on August 1, 2014. Southern National acquired PGFSB in a cash and stock transaction. PGFSB was founded in 1931 and was headquartered in Upper Marlboro, which is the County Seat of Prince George’s County, Maryland. PGFSB has four offices, all of which are in Maryland, including a main office in Upper Marlboro and three branch offices in Dunkirk, Brandywine and Huntingtown. PGFSB has an excellent core deposit base reflecting its tenure in the communities it serves, and its lending activities have historically been focused on residential mortgages.

On December 13, 2016, Southern National and Eastern Virginia Bankshares, Inc. (“Eastern Virginia”), the holding company of EVB, jointly announced today the signing of a definitive agreement to merge. The combination brings together two banking companies with complementary business lines creating one of the premier banking institutions headquartered in the Commonwealth of Virginia.

## **RESULTS OF OPERATIONS**

### **Net Income**

Net income for the year ended December 31, 2016 was \$10.3 million, compared to \$9.3 million for the year ended December 31, 2015, and \$7.5 million for the year ended December 31, 2014.

### **Net Interest Income**

Our operating results depend primarily on our net interest income, which is the difference between interest and dividend income on interest-earning assets such as loans and investments, and interest expense on interest-bearing liabilities such as deposits and borrowings.

Net interest income was \$40.3 million during the year ended December 31, 2016, compared to \$36.6 million during the prior year. Average loans during the year ended December 31, 2016 were \$889.6 million compared to \$761.6 million during 2015. Sonabank’s net interest margin was 4.00% during the year ended December 31, 2016 compared to 4.07% during the year ended December 31, 2015. The loan discount accretion on our three acquisitions were \$2.1 million in the year ended December 31, 2016 compared to \$2.6 million in 2015.

Average loans during 2015 were \$761.6 million compared to \$608.6 million in 2014. The net interest margin for the year was 4.07% in 2015, down from 4.60% in 2014. The decline in the net interest margin was partially attributable to an increase in the residential loan portfolio resulting from the PGFSB acquisition and the residential portfolio purchases from STM during the year. Net interest income was \$36.6 million during the year ended December 31, 2015, compared to \$33.4 million during the prior year. The accretion of the discount on loans acquired in the acquisitions of Greater Atlantic Bank, HarVest and Prince Georges Federal Savings Bank (PGFSB) contributed \$2.6 million to net interest income during the year ended December 31, 2015, compared to \$3.1 million during 2014.

The following tables detail average balances of interest-earning assets and interest-bearing liabilities, the amount of interest earned/paid on such assets and liabilities, and the yield/rate for the periods indicated:

**Average Balance Sheets and Net Interest  
Analysis For the Years  
Ended December 31, 2016, 2015 and 2014**

	2016			2015			2014		
	Average Balance	Interest Income/ Expense	Yield/ Rate	Average Balance	Interest Income/ Expense	Yield/ Rate	Average Balance	Interest Income/ Expense	Yield/ Rate
(Dollar amounts in thousands)									
<b>Assets</b>									
Interest-earning assets:									
Loans, net of deferred fees <sup>(1)(2)</sup>	\$ 889,600	\$ 45,348	5.10%	\$ 761,550	\$ 40,104	5.27%	\$ 608,604	\$ 34,611	5.69%
Investment securities	96,836	2,955	3.05%	97,580	2,806	2.88%	90,133	2,628	2.92%
Other earning assets	20,726	644	3.11%	41,245	791	1.92%	28,484	852	2.99%
<b>Total earning assets</b>	<b>1,007,162</b>	<b>48,947</b>	<b>4.86%</b>	<b>900,375</b>	<b>43,701</b>	<b>4.85%</b>	<b>727,221</b>	<b>38,091</b>	<b>5.24%</b>
Allowance for loan losses	(8,634)			(8,139)			(7,422)		
Intangible assets	11,499			11,991			11,452		
Other non-earning assets	70,332			70,800			66,157		
<b>Total assets</b>	<b>\$1,080,359</b>			<b>\$975,027</b>			<b>\$797,408</b>		
<b>Liabilities and stockholders' equity</b>									
Interest-bearing liabilities:									
NOW and other demand accounts	\$ 36,470	60	0.16%	\$ 24,306	25	0.10%	\$ 23,574	26	0.11%
Money market accounts	127,121	453	0.36%	138,559	483	0.35%	130,473	369	0.28%
Savings accounts	51,670	333	0.64%	44,661	282	0.63%	29,034	179	0.62%
Time deposits	579,157	7,255	1.25%	509,900	5,643	1.11%	376,395	3,402	0.90%
<b>Total interest-bearing deposits</b>	<b>794,418</b>	<b>8,101</b>	<b>1.02%</b>	<b>717,426</b>	<b>6,433</b>	<b>0.90%</b>	<b>559,476</b>	<b>3,976</b>	<b>0.71%</b>
Borrowings	66,230	532	0.80%	58,358	644	1.10%	62,810	697	1.11%
<b>Total interest-bearing liabilities</b>	<b>860,648</b>	<b>8,633</b>	<b>1.00%</b>	<b>775,784</b>	<b>7,077</b>	<b>0.91%</b>	<b>622,286</b>	<b>4,673</b>	<b>0.75%</b>
Noninterest-bearing liabilities:									
Demand deposits	88,413			75,129			59,205		
Other liabilities	8,140			6,120			5,158		
<b>Total liabilities</b>	<b>957,201</b>			<b>857,033</b>			<b>686,649</b>		
Stockholders' equity	123,158			117,994			110,759		
<b>Total liabilities and stockholders' equity</b>	<b>\$1,080,359</b>			<b>\$975,027</b>			<b>\$797,408</b>		
Net interest income		\$ 40,314			\$ 36,624			\$ 33,418	
Interest rate spread			3.86%			3.94%			4.49%
Net interest margin			4.00%			4.07%			4.60%

(1) Includes loan fees in both interest income and the calculation of the yield on loans.

(2) Calculations include non-accruing loans in average loan amounts outstanding.

The following table summarizes changes in net interest income attributable to changes in the volume of interest-bearing assets and liabilities compared to changes in interest rates. The change in interest, due to both rate and volume, has been proportionately allocated between rate and volume.

	<u>Year Ended December 31, 2016 vs. 2015</u>			<u>Year Ended December 31, 2015 vs. 2014</u>		
	<u>Increase (Decrease)</u>			<u>Increase (Decrease)</u>		
	<u>Due to Change in:</u>			<u>Due to Change in:</u>		
	<u>Volume</u>	<u>Rate</u>	<u>Net Change</u>	<u>Volume</u>	<u>Rate</u>	<u>Net Change</u>
(in thousands)						
<b>Interest-earning assets:</b>						
Loans, net of deferred fees	\$ 6,477	\$ (1,233)	\$ 5,244	\$ 7,786	\$ (2,293)	\$ 5,493
Investment securities	(21)	170	149	214	(36)	178
Other earning assets	596	(743)	(147)	(306)	245	(61)
<b>Total interest-earning assets</b>	<u>7,052</u>	<u>(1,806)</u>	<u>5,246</u>	<u>7,694</u>	<u>(2,084)</u>	<u>5,610</u>
<b>Interest-bearing liabilities:</b>						
NOW accounts	16	19	35	1	(1)	—
Money market accounts	(41)	11	(30)	24	90	114
Savings accounts	45	6	51	99	4	103
Time deposits	818	794	1,612	1,373	868	2,241
<b>Total interest-bearing deposits</b>	<u>838</u>	<u>830</u>	<u>1,668</u>	<u>1,497</u>	<u>961</u>	<u>2,458</u>
Borrowings	110	(222)	(112)	(49)	(4)	(53)
<b>Total interest-bearing liabilities</b>	<u>948</u>	<u>608</u>	<u>1,556</u>	<u>1,448</u>	<u>957</u>	<u>2,405</u>
<b>Change in net interest income</b>	<u>\$ 6,104</u>	<u>\$ (2,414)</u>	<u>\$ 3,690</u>	<u>\$ 6,246</u>	<u>\$ (3,041)</u>	<u>\$ 3,205</u>

#### Provision for Loan Losses

The provision for loan losses is a current charge to earnings made in order to increase or decrease the allowance for loan losses to a level for inherent probable losses in the loan portfolio based on an evaluation of the loan portfolio, current economic conditions, changes in the nature and volume of lending, historical loan experience and other known internal and external factors affecting loan collectability. Our loan loss allowance is calculated by segmenting the loan portfolio by loan type and applying risk factors to each segment. The risk factors are determined by considering historical loss data, peer data, as well as applying management's judgment.

The provision for loan losses charged to operations for the years ended December 31, 2016, 2015 and 2014 was \$4.9 million, \$3.2 million, and \$3.4 million, respectively. We had charge-offs totaling \$5.0 million during 2016, \$2.7 million during 2015, and \$3.3 million during 2014. There were recoveries totaling \$239 thousand during 2016, \$526 thousand during 2015 and \$174 thousand during 2014. The increased level of charge-offs in 2016 was mainly due to a single borrower.

The Financial Condition Section of Management's Discussion and Analysis provides information on our loan portfolio, past due loans, nonperforming assets and the allowance for loan losses.

**Noninterest Income**

The following table presents the major categories of noninterest income for the years ended December 31, 2016, 2015 and 2014 (in thousands):

	<u>2016</u>	<u>2015</u>	<u>Change</u>
Account maintenance and deposit service fees	\$ 896	\$ 953	\$ (57)
Income from bank-owned life insurance	700	636	64
Equity income from mortgage affiliate	1,109	1,459	(350)
Gain on sale of securities available for sale	—	520	(520)
Gain on other assets	—	7	(7)
Other	115	206	(91)
<b>Total noninterest income</b>	<b><u>\$2,820</u></b>	<b><u>\$3,781</u></b>	<b><u>\$ (961)</u></b>

	<u>2015</u>	<u>2014</u>	<u>Change</u>
Account maintenance and deposit service fees	\$ 953	\$ 826	\$ 127
Income from bank-owned life insurance	636	617	19
Equity income from mortgage affiliate	1,459	558	901
Net impairment losses recognized in earnings	—	(41)	41
Gain on sale of securities available for sale	520	—	520
Gain on other assets	7	202	(195)
Other	206	202	4
<b>Total noninterest income</b>	<b><u>\$3,781</u></b>	<b><u>\$2,364</u></b>	<b><u>\$1,417</u></b>

Noninterest income decreased to \$2.8 million in the year ended December 31, 2016 from \$3.8 million in 2015. Much of the non-interest income in 2015 resulted from the fact that we transferred from our held-to-maturity (HTM) portfolio all of the trust preferred securities and a non-government sponsored residential collateralized mortgage obligation (CMO) that had previously been classified as other than temporarily impaired to the available-for-sale (AFS) classification. We sold five of these trust preferred securities and the CMO recognizing a net gain of \$520 thousand in the year ended December 31, 2015. We recognized income from our investment in STM, our mortgage affiliate, in the amount of \$1.1 million during the year ended December 31, 2016, compared to \$1.5 million during 2015. STM showed volume growth in the fourth quarter of 2016 with originations of \$212 million, up from \$179 million in the same quarter of 2015. However, they experienced a fourth quarter loss of \$556 thousand attributable to the operating costs related to the opening of new offices in Innsbrook, Virginia; Raleigh, North Carolina; New Castle, Delaware and to the cost of installing a new delivery channel. In addition, STM experienced some margin compression. Our share of the fourth quarter 2016 loss was \$272 thousand.

Noninterest income increased to \$3.8 million in 2015 from \$2.4 million in 2014. We recognized income from our equity investment in STM in the amount of \$1.5 million during 2015 compared to \$558 thousand in 2014. We closed on STM in May 2014, therefore, we recognized approximately seven and one half months of income in the year ended December 31, 2014. In the second quarter of 2015 we transferred from our held-to-maturity (HTM) portfolio all of the trust preferred securities and a non-government sponsored residential collateralized mortgage obligation (CMO) that had previously been classified as other than temporarily impaired to the available-for-sale (AFS) classification. We sold five of these trust preferred securities and the CMO recognizing a net gain of \$520 thousand. Due to the significant deterioration in these issuers' creditworthiness which could not have been reasonably anticipated, we feel that our change in classification did not taint our intention to hold to maturity in regards to the remainder of our HTM portfolio.



**Noninterest Expense**

The following table presents the major categories of noninterest expense for the years ended December 31, 2016, 2015 and 2014 (in thousands):

	<u>2016</u>	<u>2015</u>	<u>Change</u>
Salaries and benefits	\$11,675	\$11,860	\$ (185)
Occupancy expenses	3,155	3,269	(114)
Furniture and equipment expenses	975	815	160
Amortization of core deposit intangible	219	261	(42)
Virginia franchise tax expense	387	352	35
FDIC assessment	543	664	(121)
Data processing expense	744	668	76
Telephone and communication expense	745	786	(41)
Amortization of FDIC indemnification asset	793	630	163
Net loss on other real estate owned	174	291	(117)
Merger expense	429	—	429
Other operating expenses	2,976	3,682	(706)
<b>Total noninterest expense</b>	<u>\$22,815</u>	<u>\$23,278</u>	<u>\$ (463)</u>

	<u>2015</u>	<u>2014</u>	<u>Change</u>
Salaries and benefits	\$11,860	\$10,225	\$1,635
Occupancy expenses	3,269	3,165	104
Furniture and equipment expenses	815	787	28
Amortization of core deposit intangible	261	220	41
Virginia franchise tax expense	352	455	(103)
FDIC assessment	664	569	95
Data processing expense	668	569	99
Telephone and communication expense	786	751	35
Change in FDIC indemnification asset	630	1,230	(600)
Net loss (gain) on other real estate owned	291	(433)	724
Merger expense	—	487	(487)
Other operating expenses	3,682	3,076	606
<b>Total noninterest expense</b>	<u>\$23,278</u>	<u>\$21,101</u>	<u>\$2,177</u>

Noninterest expenses were \$22.8 million during the year ended December 31, 2016, compared to \$23.3 million during the year ended December 31, 2015. During the year ended December 31, 2016 we had losses of \$375 thousand because of impairment recognized on four other real estate owned (OREO) properties. This was partially offset by gains on the sale of four properties in the amount of \$201 thousand, resulting in a net loss of \$174 thousand. During 2015, we had losses on OREO of \$740 thousand as we charged down five OREO properties which proved challenging to sell. This was partially offset by gains on the sale of six properties in the amount of \$449 thousand, resulting in a net loss of \$291 thousand. We had merger related expenses of \$429 thousand in 2016 related to the previously announced agreement and plan of merger with EVB, and there were no merger expenses in 2015. Employee compensation decreased by \$185 thousand compared to the year ended December 31, 2015.

Noninterest expenses were \$23.3 million during 2015, compared to \$21.1 million during 2014. During 2015, we had losses on other real estate owned (OREO) of \$740 thousand as we charged down five OREO properties which proved challenging to sell. This was partially offset by gains on the sale of six properties in the amount of \$449 thousand, resulting in a net loss of \$291 thousand. The net gain on OREO for 2014 was \$433 thousand. The gain in 2014 resulted from the sale of eight OREO properties at a gain of \$1.1 million, the sale of three properties at a loss of \$226 thousand, and impairment of \$400 thousand on two properties. Merger expenses were \$487 thousand during 2014. There were no such expenses in 2015. Employee compensation increased by \$1.6 million during 2015 compared to 2014, mainly as a result of the PGFSB merger. Total full time equivalent employees increased from 153 as of June 30, 2014 to 181 as of December 31, 2015 primarily as a result of the PGFSB merger. During the fourth quarter of 2015, we refinanced \$20 million of Federal Home Loan Bank of Atlanta advances and incurred a prepayment penalty in the amount of \$184 thousand. The amortization expense of the FDIC indemnification asset decreased from \$1.2 million in 2014, to \$630 thousand in 2015 primarily because of the expiration of the loss sharing agreement related to non-single family residential loans in December 2014.

### **FINANCIAL CONDITION**

Total assets were \$1.1 billion as of December 31, 2016, compared to \$1.0 billion as of December 31, 2015. Total loans increased from \$829.4 million at the end of December 2015 to \$930.4 million at December 31, 2016.

#### **Non-covered Loans**

Loans that are not covered by the FDIC loss sharing agreement are referred to as “non-covered loans.” Total non-covered loans, net of deferred fees, grew from \$795.1 million at the end of 2015 to \$902.2 million at the end of 2016. Non-covered commercial real estate loans, owner-occupied and non-owner-occupied increased from \$398.0 million at the end of 2015 to \$434.4 million as of December 31, 2016.

Non-covered residential 1 – 4 family loans increases from \$165.1 million at December 31, 2015 to 220.3 million at the end of 2016 as a result of the loans purchased from STM in the amount of \$75.0 million during 2016.

Our commercial real estate lending program includes both loans closed under the Small Business Administration (“SBA”) 7(a) and 504 loan programs and loans closed outside of the SBA programs that serve both the investor and owner-occupied facility market. The 504 loan program is used to finance long-term fixed assets, primarily real estate and heavy equipment and gives borrowers access to up to 90% financing for a project. SBA 7(a) loans may be used for the purchase of real estate, construction, renovation or leasehold improvements, as well as machinery, equipment, furniture, fixtures, inventory and in some instances, working capital and debt refinancing. The SBA guarantees up to 85% of the loan balance in the 7(a) program, and start-up businesses are eligible to participate in the program. During 2016 we closed loans totaling \$6.8 million through the SBA’s 7(a) program and \$4.3 million under the SBA’s 504 program. During 2015 we closed loans totaling 10.2 million through the SBA’s 7(a) program and \$10.1 million under the SBA’s 504 program.

#### **Covered Loans**

We refer to the loans acquired in the Greater Atlantic acquisition as “covered loans” as we will be reimbursed by the FDIC for a substantial portion of any future losses on them under the terms of the loss sharing agreement. The indemnification against losses in the commercial portfolio on the GAB portfolio ended in December 2014. The FDIC indemnification on the GAB residential mortgages and the GAB HELOCS continues until December 2019.

The following table summarizes the composition of our loans, net of unearned income at the dates indicated:

	2016		Total 2016		2015		Total 2015		2014		Total 2014	
	Covered	Non-covered	Amount	Percent	Covered	Non-covered	Amount	Percent	Covered	Non-covered	Amount	Percent
<b>Mortgage loans on real estate:</b>												
Commercial real estate – owner-occupied	\$ —	\$ 154,807	\$154,807	16.6%	\$ —	\$ 141,521	\$141,521	17.0%	\$ —	\$ 136,597	\$136,597	19.4%
Commercial real estate – non-owner-occupied	—	279,634	279,634	30.0%	—	256,513	256,513	30.8%	—	200,517	200,517	28.4%
Secured by farmland	—	541	541	0.1%	—	578	578	0.1%	—	612	612	0.1%
Construction and land development	—	91,067	91,067	9.8%	—	67,832	67,832	8.2%	—	57,938	57,938	8.2%
Residential 1 – 4 family	10,519	220,291	230,810	24.8%	12,994	165,077	178,071	21.4%	14,837	123,233	138,070	19.6%
Multi-family residential	—	30,021	30,021	3.2%	—	25,501	25,501	3.1%	—	21,832	21,832	3.1%
Home equity lines of credit	17,661	11,542	29,203	3.1%	21,379	13,798	35,177	4.2%	23,658	9,751	33,409	4.7%
Total real estate loans	28,180	787,903	816,083	87.5%	34,373	670,820	705,193	84.8%	38,495	550,480	588,975	83.5%
Commercial loans	—	115,365	115,365	12.4%	—	124,985	124,985	15.0%	—	114,714	114,714	16.3%
Consumer loans	—	856	856	0.1%	—	1,366	1,366	0.2%	—	1,564	1,564	0.2%
Gross loans	28,180	904,124	932,304	100.0%	34,373	797,171	831,544	100.0%	38,495	666,758	705,253	100.0%
Less deferred fees	—	(1,889)	(1,889)		—	(2,119)	(2,119)		1	(1,782)	(1,781)	
<b>Loans, net of deferred fees</b>	<b>\$28,180</b>	<b>\$ 902,235</b>	<b>\$930,415</b>		<b>\$34,373</b>	<b>\$ 795,052</b>	<b>\$829,425</b>		<b>\$38,496</b>	<b>\$ 664,976</b>	<b>\$703,472</b>	

	2013		Total 2013		2012		Total 2012	
	Covered	Non-covered	Amount	Percent	Covered	Non-covered	Amount	Percent
<b>Mortgage loans on real estate:</b>								
Commercial real estate – owner-occupied	\$ 1,603	\$ 106,225	\$107,828	19.7%	\$ 4,143	\$ 93,288	\$ 97,431	18.3%
Commercial real estate – non-owner-occupied	5,829	150,008	155,837	28.5%	10,246	130,152	140,398	26.4%
Secured by farmland	100	508	608	0.1%	—	1,479	1,479	0.3%
Construction and land development	1	39,068	39,069	7.1%	1,261	44,946	46,207	8.7%
Residential 1 – 4 family	16,631	66,482	83,113	15.2%	21,005	61,319	82,324	15.5%
Multi-family residential	585	21,496	22,081	4.0%	614	18,774	19,388	3.7%
Home equity lines of credit	25,769	6,431	32,200	5.9%	31,292	9,178	40,470	7.6%
Total real estate loans	50,518	390,218	440,736	80.5%	68,561	359,136	427,697	80.5%
Commercial loans	1,097	104,284	105,381	19.2%	2,672	99,081	101,753	19.2%
Consumer loans	81	1,308	1,389	0.3%	88	1,623	1,711	0.3%
Gross loans	51,696	495,810	547,506	100.0%	71,321	459,840	531,161	100.0%
Less deferred fees	5	(1,453)	(1,448)		7.00	(1,017)	(1,010)	
<b>Loans, net of deferred fees</b>	<b>\$51,701</b>	<b>\$ 494,357</b>	<b>\$546,058</b>		<b>\$71,328</b>	<b>\$ 458,823</b>	<b>\$530,151</b>	

Covered loan losses are reimbursed in accordance with the FDIC loss sharing agreements. There are two agreements with the FDIC, one for single family assets which is a 10 year agreement expiring in December 2019, and one for non-single family (commercial) assets which was a 5 year agreement that expired in December 2014. Our FDIC indemnification asset, the estimate of the expected loss amounts to be reimbursed by the FDIC has a current carrying value of \$2.1 million and an estimated fair value of \$528 thousand reflecting an overstated FDIC indemnification asset. This current overstatement, which is due to improvements in the loss estimates in the single family covered loans, is being amortized down in accordance with accounting rules over the life of the contract (10 years for single family covered assets) or the life of the loans, whichever is shorter.

As of December 31, 2016, substantially all non-covered and covered loans were to customers located in Virginia and Maryland. We are not dependent on any single customer or group of customers whose insolvency would have a material adverse effect on our operations.

At December 31, 2016 we had \$154.8 million in non-covered owner-occupied commercial real estate loans, and we had \$310.2 million in non-covered non-owner occupied commercial real estate loans including multi-family residential loans and loans secured by farmland.

The following table sets forth the contractual maturity ranges of the non-covered commercial and construction and land development loan portfolio and the amount of those loans with fixed and floating interest rates in each maturity range as of December 31, 2016 (in thousands):

	One Year or Less	After 1 Year Through 5 Years		After 5 Years		Total
		Fixed Rate	Floating Rate	Fixed Rate	Floating Rate	
Construction and land development	\$ 46,002	\$ 29,948	\$ 7,351	\$ 2,303	\$ 5,463	\$ 91,067
Commercial	63,933	16,448	8,154	3,026	23,804	115,365
<b>Total</b>	<b>\$ 109,935</b>	<b>\$ 46,396</b>	<b>\$ 15,505</b>	<b>\$ 5,329</b>	<b>\$ 29,267</b>	<b>\$206,432</b>

### Past Due Loans and Nonperforming Assets

We will generally place a loan on nonaccrual status when it becomes 90 days past due. Loans will also be placed on nonaccrual status in cases where we are uncertain whether the borrower can satisfy the contractual terms of the loan agreement. Cash payments received while a loan is categorized as nonaccrual will be recorded as a reduction of principal as long as doubt exists as to future collections.

We maintain updated appraisals, or internal evaluations, on loans secured by real estate, particularly those categorized as nonperforming loans and potential problem loans. In instances where appraisals reflect reduced collateral values, we make an evaluation of the borrower's overall financial condition to determine the need, if any, for possible specific impairment or write-down to their net realizable values. If foreclosure occurs, we record other real estate owned at the lower of our recorded investment in the loan or fair value less our estimated costs to sell.

Our loss and delinquency experience on our loan portfolio has been limited by a number of factors, including our underwriting standards and the relatively short period of time since the loans were originated. Whether our loss and delinquency experience in the area of our portfolio will increase significantly depends upon the value of the real estate securing loans and economic factors such as the overall economy of the region.

The following table presents a comparison of non-covered nonperforming assets as of December 31, (in thousands):

	2016	2015	2014	2013	2012
Nonaccrual loans	\$ 3,795	\$ 4,173	\$ 5,652	\$ 7,814	\$ 7,628
Loans past due 90 days and accruing interest	—	—	—	—	—
Total nonperforming loans	3,795	4,173	5,652	7,814	7,628
Other real estate owned	8,617	10,096	13,051	9,579	13,200
<b>Total nonperforming assets</b>	<b>\$12,412</b>	<b>\$14,269</b>	<b>\$18,703</b>	<b>\$17,393</b>	<b>\$20,828</b>
Troubled debt restructurings	\$ 688	\$ 699	\$ —	\$ 5,933	\$ 4,327
SBA guaranteed amounts included in nonaccrual loans	\$ 2,173	\$ 3,541	\$ 4,664	\$ 1,852	\$ 2,607
Allowance for non-covered loan losses to nonperforming loans	226.88%	201.80%	130.80%	90.08%	91.33%
Allowance for non-covered loan losses to total non-covered loans	0.95%	1.06%	1.11%	1.42%	1.52%
Nonperforming assets to total non-covered assets	1.11%	1.42%	2.13%	2.63%	3.20%
Nonperforming assets excluding SBA guaranteed loans to total non-covered assets	0.92%	1.07%	1.60%	2.35%	2.80%
Nonperforming assets to total non-covered loans and OREO	1.36%	1.77%	2.76%	3.45%	4.41%
Nonperforming assets excluding SBA guaranteed loans to total non-covered loans and OREO	1.12%	1.33%	2.07%	3.08%	3.86%

Covered nonperforming assets are not included in the table above because the carrying value includes a component for credit losses (the nonaccretable yield).

We identify potential problem loans based on loan portfolio credit quality. We define our potential problem loans as our non-covered classified/criticized loans less total non-covered nonperforming loans noted above. At December 31, 2016 our potential problem loans totaled \$8.9 million.

During the years ending December 31, 2016 and 2015, there were no loans modified in troubled debt restructurings. One TDR which had been modified in 2013 defaulted during the second quarter of 2015. This loan, in the amount of \$688 thousand, was 30 – 59 days delinquent as of June 30, 2015, but is current as of December 31, 2016.

It is Sonabank's practice to concurrently charge off collateral dependent loans at the time loan impairment is recognized. Charge offs on loans individually evaluated for impairment as of December 31, 2016 totaled approximately \$3.0 million.

The following table presents covered nonperforming assets as of December 31, (in thousands):

	<u>2016</u>	<u>2015</u>	<u>2014</u>	<u>2013</u>	<u>2012</u>
Nonaccrual loans	\$850	\$ 698	\$859	\$1,622	\$3,569
Loans past due 90 days and accruing interest	—	—	—	—	—
<b>Total nonperforming loans</b>	<b>850</b>	<b>698</b>	<b>859</b>	<b>1,622</b>	<b>3,569</b>
Other real estate owned	—	343	—	2,213	636
<b>Total nonperforming assets</b>	<b><u>\$850</u></b>	<b><u>\$1,041</u></b>	<b><u>\$859</u></b>	<b><u>\$3,835</u></b>	<b><u>\$4,205</u></b>

#### Allowance for Loan Losses

We are very focused on the asset quality of our loan portfolio, both before and after the loan is made. We have established underwriting standards that we believe are effective in maintaining high credit quality in our loan portfolio. We have experienced loan officers who take personal responsibility for the loans they underwrite, a standing credit committee that reviews each loan application carefully, and a requirement that loans that are 60% or more of our legal lending limit must be approved by three executive members of our standing credit committee and the full Board of Directors or two outside directors.

Our allowance for loan losses is established through charges to earnings in the form of a provision for loan losses. Management evaluates the allowance at least quarterly. In addition, on a quarterly basis our board of directors reviews our loan portfolio, evaluates credit quality, reviews the loan loss provision and the allowance for loan and lease losses and makes changes as may be required. In evaluating the allowance, management and the Board of Directors consider the growth, composition and industry diversification of the portfolio, historical loan loss experience, current delinquency levels and all other known factors affecting loan collectability.

The allowance for loan losses represents management's estimate of an amount appropriate to provide for probable incurred losses in the loan portfolio in the normal course of business. This estimate is based on average historical losses within the various loan types that compose our portfolio as well as an estimate of the effect that other known factors such as the economic environment within our market area will have on net losses. Due to the uncertainty of risks in the loan portfolio, we have established an unallocated portion of the allowance which management believes is prudent and consistent with regulatory requirements. The allowance is also subject to regulatory examinations and determination by the regulatory agencies as to the appropriate level of the allowance.

Our loan review program is conducted by the Chief Risk Officer and a third party consultant who report directly to the Audit Committee of the Board of Directors. In accordance with the Bank's Credit Policy, in 2016, loans and commitments totaling more than 50% of the non-consumer and non-residential loan portfolio outstanding as of December 31, 2015 were reviewed by the third party consultant, and another 30% was done by internal loan review. In 2017 we plan to have the third party consultant review loans and commitments totaling at least 50% of the non-consumer and non-residential loan portfolio outstanding as of December 31, 2016, and another 30% will be done by internal loan review. The purpose

of loan review is to validate management's assessment of risk of the individual loans in the portfolio and to determine whether the loan was approved, underwritten and is being monitored in accordance with the bank's credit policy and regulatory guidance. Management's risk assessment of individual loans takes into consideration among other factors, the estimated value of the underlying collateral, the borrower's ability to repay, the borrower's payment history and current payment status.

The following tables set forth the allowance for loan losses allocated by loan category and the percent of loans in each category to total loans at the dates indicated (in thousands):

	As of December 31,									
	2016		2015		2014		2013		2012	
	Allowance for Loan Losses	Percent of Loans by Category to Total Loans	Allowance for Loan Losses	Percent of Loans by Category to Total Loans	Allowance for Loan Losses	Percent of Loans by Category to Total Loans	Allowance for Loan Losses	Percent of Loans by Category to Total Loans	Allowance for Loan Losses	Percent of Loans by Category to Total Loans
Commercial real estate	\$2,389	50.0%	\$2,407	51.0%	\$1,978	51.0%	\$1,844	52.3%	\$2,451	48.7%
Construction and land development	752	9.7%	865	8.2%	1,644	8.2%	1,068	7.1%	970	8.7%
Residential 1 – 4 family	1,279	27.9%	1,408	25.5%	1,339	24.3%	1,302	21.1%	1,163	23.1%
Commercial loans	3,366	12.3%	3,041	15.1%	2,063	16.3%	2,797	19.2%	2,153	19.2%
Consumer loans	78	0.1%	48	0.2%	53	0.2%	60	0.3%	44	0.3%
Total allocated allowance	7,864	100.0%	7,769	100.0%	7,077	100.0%	7,071	100.0%	6,781	100.0%
Unallocated allowance	746		652		337		19		285	
Total	<u>\$8,610</u>		<u>\$8,421</u>		<u>\$7,414</u>		<u>\$7,090</u>		<u>\$7,066</u>	

The following table presents an analysis of the allowance for covered and non-covered loan losses for the periods indicated (in thousands):

	For the Year Ended December 31, 2016	For the Year Ended December 31, 2015	For the Year Ended December 31, 2014	For the Year Ended December 31, 2013	For the Year Ended December 31, 2012
Balance, beginning of period	\$ 8,421	\$ 7,414	\$ 7,090	\$ 7,066	\$ 6,295
Provision charged to operations	4,912	3,171	3,444	3,615	6,195
Recoveries credited to allowance:					
Real estate – commercial	8	36	33	159	297
Real estate – construction, land and other	121	139	4	7	13
Real estate – residential 1 – 4 family	10	242	21	129	85
Commercial	96	91	89	169	369
Consumer	4	1	3	—	18
Total recoveries	239	509	150	464	782
Total	13,572	11,094	10,684	11,145	13,272
<b>Loans charged off:</b>					
Real estate – commercial	799	1,067	573	199	1,331
Real estate – construction, land and other	449	—	250	650	2,119
Real estate – residential 1 – 4 family	22	413	449	776	1,071
Commercial	3,370	1,174	1,998	2,286	1,676
Consumer	322	19	—	144	9
Total loans charged off	4,962	2,673	3,270	4,055	6,206
Net charge offs	4,723	2,164	3,120	3,591	5,424
<b>Balance, end of period</b>	<u>\$ 8,610</u>	<u>\$ 8,421</u>	<u>\$ 7,414</u>	<u>\$ 7,090</u>	<u>\$ 7,066</u>
Net charge-offs to average loans, net of unearned income	0.53%	0.28%	0.51%	0.69%	1.03%

We believe that the allowance for loan losses at December 31, 2016 is sufficient to absorb probable incurred credit losses in our loan portfolio based on our assessment of all known factors affecting the collectability of our loan portfolio. Our assessment involves uncertainty and judgment; therefore, the adequacy of the allowance for loan losses cannot be determined with precision and may be subject to change in future periods. In addition, bank regulatory authorities, as part of their periodic examination, may require additional charges to the provision for loan losses in future periods if the results of their reviews warrant additions to the allowance for loan losses.

### **Investment Securities**

Our securities portfolio provides us with required liquidity and securities to pledge as collateral for certain governmental deposits and borrowed funds.

Our securities portfolio is managed by our president and our treasurer, both of whom have significant experience in this area, with the concurrence of our Asset/Liability Committee. In addition to our president (who is chairman of the Asset/Liability Committee) and our treasurer, this committee is comprised of two outside directors our chief executive officer, our chief financial officer, our chief risk officer and our controller. Investment management is performed in accordance with our investment policy, which is approved annually by the Asset/Liability Committee and the Board of Directors. Our investment policy addresses our investment strategies, approval process, approved securities dealers and authorized investments. Our investment policy authorizes us to invest in:

- Government National Mortgage Association (GNMA), Federal National Mortgage Association (FNMA) and the Federal Home Loan Mortgage Corporation (FHLMC) mortgage-backed securities (MBS)
- Collateralized mortgage obligations
- Treasury securities
- SBA guaranteed loan pools
- Agency securities
- Obligations of states and political subdivisions
- Pooled trust preferred securities comprised of a minimum of 80% bank collateral with an investment grade rating or a minimum of 60% bank collateral with a AAA rating at purchase
- Other corporate debt securities rated Aa3/AA- or better at purchase

Mortgage-backed securities are securities that have been developed by pooling a number of real estate mortgages and which are principally issued by government sponsored entities (GSE's) such as the GNMA, FNMA and FHLMC. These securities are deemed to have high credit ratings, and minimum regular monthly cash flows of principal and interest are guaranteed by the issuing agencies.

Unlike U.S. Treasury and U.S. government agency securities, which have a lump sum payment at maturity, mortgage-backed securities provide cash flows from regular principal and interest payments and principal prepayments throughout the lives of the securities. Mortgage-backed securities which are purchased at a premium will generally suffer decreasing net yields as interest rates drop because homeowners tend to refinance their mortgages. Thus, the premium paid must be amortized over a shorter period. Conversely, mortgage-backed securities purchased at a discount will obtain higher net yields in a decreasing interest rate environment. As interest rates rise, the opposite will generally be true. During a period of increasing interest rates, fixed rate mortgage-backed securities do not tend to experience heavy prepayments of principal, and consequently the average life of these securities will be lengthened. If interest rates begin to fall, prepayments will increase.

Collateralized mortgage obligations (CMOs) are bonds that are backed by pools of mortgages. The pools can be GNMA, FNMA or FHLMC pools or they can be private-label pools. The CMOs are designed so that the mortgage collateral will generate a cash flow sufficient to provide for the timely repayment of the bonds. The mortgage collateral pool can be structured to accommodate various desired bond repayment schedules, provided that the collateral cash flow is adequate to meet scheduled bond payments. This is

accomplished by dividing the bonds into classes to which payments on the underlying mortgage pools are allocated. The bond's cash flow, for example, can be dedicated to one class of bondholders at a time, thereby increasing call protection to bondholders. In private-label CMOs, losses on underlying mortgages are directed to the most junior of all classes and then to the classes above in order of increasing seniority, which means that the senior classes have enough credit protection to be given the highest credit rating by the rating agencies.

Obligations of states and political subdivisions (municipal securities) are purchased with consideration of the current tax position of the Bank. In-state (Virginia) municipal bonds will be favored when they present better relative value than comparable out-of-state municipal bonds. Both taxable and tax-exempt municipal bonds may be purchased, but only after careful assessment of the market risk of the security. Appropriate credit evaluation must be performed prior to purchasing municipal bonds.

Southern National's corporate bonds consist of pooled trust preferred securities issued by banks, thrifts and insurance companies. The collateral pools of these trust preferred securities must be at least 80% banks or thrifts, if the rating at the time of purchase is A3/A- or better. If the rating is Aaa/AAA, the collateral pool must be at least 60% banks or thrifts. These securities generally have a long term (25 years or more), allow early redemption by the issuers, make periodic variable interest payments and mature at face value. Trust preferred securities allow the deferral of interest payments for up to five years.

We classify our securities as either: "held-to-maturity" or "available-for-sale." Debt securities that Southern National has the positive intent and ability to hold to maturity are classified as held to maturity and carried at amortized cost. Securities classified as available for sale are those debt and equity securities that may be sold in response to changes in interest rates, liquidity needs or other similar factors. Securities available for sale are carried at fair value, with unrealized gains or losses net of deferred taxes, included in accumulated other comprehensive income (loss) in stockholders' equity. Securities totaling \$85.3 million were in the held to maturity portfolio at December 31, 2016, compared to \$96.8 million at December 31, 2015. Securities totaling \$3.9 million were in the available for sale portfolio at December 31, 2016, compared to \$4.2 million at December 31, 2015.

As of December 31, 2016, we owned pooled trust preferred securities as follows (in thousands):

Security	Tranche Level	Ratings				Par Value	Book Value	Estimated Fair Value	% of Current Defaults and Deferrals to Total Collateral	Previously Recognized Cumulative Other Comprehensive Loss <sup>(1)</sup>
		When Purchased	Current Ratings							
		Moody's	Fitch	Moody's	Fitch					
(in thousands)										
<b>Held to Maturity</b>										
ALESCO VII A1B	Senior	Aaa	AAA	A1	A	\$ 3,688	\$ 3,389	\$ 3,275	11%	\$ 239
MMCF III B	Senior Sub	A3	A-	Ba1	BB	269	265	233	32%	4
						3,957	3,654	3,508		\$ 243
<b>Available for Sale</b>										
<b>Other Than Temporarily Impaired:</b>										
TPREF FUNDING II	Mezzanine	A1	A-	Caa3	C	1,500	1,099	623	37%	\$ 400
ALESCO V C1	Mezzanine	A2	A	Caa3	C	2,150	1,491	1,036	10%	659
						3,650	2,590	1,659		\$ 1,059
Total						\$ 7,607	\$ 6,244	\$ 5,167		

(1) Pre-tax, and represents unrealized losses at date of transfer from available-for-sale to held-to-maturity, net of accretion

(2) Pre-tax



Each of these securities has been evaluated for other than temporary impairment (“OTTI”). In performing a detailed cash flow analysis of each security, Sonabank works with independent third parties to estimate expected cash flows and assist with the evaluation of other than temporary impairment. The cash flow analyses performed included the following assumptions:

- .5% of the remaining performing collateral will default or defer per annum.
- Recoveries of 7% with a two year lag on all defaults and deferrals.
- No prepayments for 10 years and then 1% per annum for the remaining life of the security.
- Our securities have been modeled using the above assumptions by independent third parties using the forward LIBOR curve to discount projected cash flows to present values.

We recognized no OTTI charges during 2016 and 2015, and we recognized OTTI charges of \$41 thousand during 2014.

Other securities in our investment portfolio as of December 31, 2016 were as follows:

- residential government-sponsored mortgage-backed securities in the amount of \$18.6 million and residential government-sponsored collateralized mortgage obligations totaling \$2.4 million
- callable agency securities in the amount of \$48.0 million
- municipal bonds in the amount of \$15.0 million with a taxable equivalent yield of 3.33% and ratings as follows:

Rating Service	Rating	Amount (in thousands)
Moody’s	Aaa	\$ 505
Moody’s	Aa2	3,616
Moody’s	Aa3	706
Standard & Poor’s	AAA	3,063
Standard & Poor’s	AA+	580
Standard & Poor’s	AA	5,900
Standard & Poor’s	AA-	595
		\$ 14,965

For additional information regarding investment securities refer to “Item 8. Financial Statements and Supplementary Data”, Footnote 2.

The following table sets forth the amortized cost and estimated fair value of our investment securities by contractual maturity at December 31, 2016. Expected maturities may differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties (in thousands).

	Securities Available for Sale		
	Amortized Cost	Estimated Fair Value	Weighted Average Yield
<b>Obligations of states and political subdivisions</b>			
Due after ten years	\$ 2,280	\$ 2,259	2.63%
<b>Trust preferred securities</b>			
Due after ten years	2,590	1,659	2.70%
	\$ 4,870	\$ 3,918	2.67%

	Securities Held to Maturity		
	Amortized Cost	Estimated Fair Value	Weighted Average Yield
<b>Residential government-sponsored mortgage-backed securities</b>			
Due after one year through five years	\$ 152	\$ 163	5.77%
Due after five years through ten years	2,518	2,555	2.92%
Due after ten years	15,924	16,066	2.57%
Total residential government-sponsored mortgage-backed securities	18,594	18,784	2.64%
<b>Residential government-sponsored collateralized mortgage obligations</b>			
Due after ten years	2,371	2,317	1.70%
<b>Government-sponsored agency securities</b>			
Due after ten years	47,975	46,138	2.90%
<b>Obligations of states and political subdivisions</b>			
Due after one year through five years	1,459	1,440	1.71%
Due after five years through ten years	5,726	5,720	2.26%
Due after ten years	5,521	5,437	2.23%
	12,706	12,597	2.18%
<b>Trust preferred securities</b>			
Due after ten years	3,654	3,508	2.70%
	<u>\$ 85,300</u>	<u>\$ 83,344</u>	2.70%

The following table sets forth a summary of the investment securities portfolio as of the dates indicated. Available for sale securities are reported at estimated fair value, and held-to-maturity securities are reported at amortized cost (in thousands).

	December 31,		
	2016	2015	2014
<b>Available for sale securities:</b>			
Obligations of states and political subdivisions	\$ 2,259	\$ 2,312	\$ 2,285
Trust preferred securities	1,659	1,897	—
	<u>\$ 3,918</u>	<u>\$ 4,209</u>	<u>\$ 2,285</u>
<b>Held to maturity securities:</b>			
Residential government-sponsored mortgage-backed securities	\$18,594	\$20,751	\$22,897
Residential government-sponsored collateralized mortgage obligations	2,371	2,946	3,564
Government-sponsored agency securities	47,975	55,937	44,949
Obligations of states and political subdivisions	12,706	12,794	15,531
Other residential collateralized mortgage obligations	—	—	599
Trust preferred securities	3,654	4,352	6,518
	<u>\$85,300</u>	<u>\$96,780</u>	<u>\$94,058</u>

### Deposits and Other Borrowings

The market for deposits is competitive. We offer a line of traditional deposit products that currently include non-interest-bearing and interest-bearing checking (or NOW accounts), commercial checking, money market accounts, savings accounts and certificates of deposit. We compete for deposits through our banking branches with competitive pricing, advertising and online banking. We use deposits as a principal source of funding for our lending, purchasing of investment securities and for other business purposes.

Total deposits increased to \$913.0 million at December 31, 2016 from \$825.3 million as of December 31, 2015. Non-interest bearing demand deposits increased from a year-end 2015 level of \$83.8 million to \$88.8 million as of December 31, 2016. Savings account balances increased from \$50.0 million to \$52.8 million, and time deposits increased from \$531.8 million to \$605.6 million over the same period. As of December 31, 2016, we had brokered certificates of deposit in the amount of \$66.5 million and brokered money market deposits of \$14.2 million. At December 31, 2015, we had brokered certificates of deposit in the amount of \$62.0 million, and we had brokered money market deposits of \$15.4 million.

The following table sets forth the average balance and average rate paid on each of the deposit categories for the years ended December 31, 2016, 2015 and 2014:

	2016		2015		2014	
	Average Balance	Average Rate	Average Balance	Average Rate	Average Balance	Average Rate
	(in thousands)					
Noninterest-bearing deposits	\$ 88,413		\$ 75,129		\$ 59,205	
Interest-bearing deposits:						
Savings accounts	51,670	0.64%	44,661	0.63%	29,034	0.62%
Money market accounts	127,121	0.36%	138,559	0.35%	130,473	0.28%
NOW and other demand accounts	36,470	0.16%	24,306	0.10%	23,574	0.11%
Time deposits	579,157	1.25%	509,900	1.11%	376,395	0.90%
Total interest-bearing deposits	794,418	1.02%	717,426	0.90%	559,476	0.71%
Total deposits	<u>\$882,831</u>		<u>\$792,555</u>		<u>\$618,681</u>	

The variety of deposit accounts we offered has allowed us to be competitive in obtaining funds and in responding to the threat of disintermediation (the flow of funds away from depository institutions such as banking institutions into direct investment vehicles such as government and corporate securities). Our ability to attract and maintain deposits, and the effect of such retention on our cost of funds, has been, and will continue to be, significantly affected by the general economy and market rates of interest.

The following table sets forth the maturities of certificates of deposit of \$250 thousand and over as of December 31, 2016 (in thousands):

Within 3 Months	3 to 6 Months	6 to 12 Months	Over 12 Months	Total
\$ 3,778	\$ 19,926	\$ 44,179	\$ 79,686	\$ 147,569

We use borrowed funds to support our liquidity needs and to temporarily satisfy our funding needs from increased loan demand and for other shorter term purposes. We are a member of the FHLB and are authorized to obtain advances from the FHLB from time to time to as needed. The FHLB has a credit program for members with different maturities and interest rates, which may be fixed or variable. We are required to collateralize our borrowings from the FHLB with our FHLB stock and other collateral acceptable to the FHLB. At December 31, 2016 and 2015, total FHLB borrowings were \$95.0 million and \$74.0 million, respectively. At December 31, 2016, we had \$178.7 million of unused and available FHLB lines of credit.

Other short-term borrowings can consist of Federal Home Loan Bank (FHLB) overnight advances, other FHLB advances maturing within one year, federal funds purchased and, until the second quarter of 2016, securities sold under agreements to repurchase that mature within one year, which are secured transactions with customers. During the second quarter of 2016, we discontinued offering securities sold under agreements to repurchase and transferred those accounts into interest-bearing cash management accounts. Other short-term borrowings consist of the following (in thousands):

	December 31,		
	2016	2015	2014
FHLB overnight advances	\$50,000	\$49,000	\$15,250
Other short-term FHLB advances maturing 3/27/17	10,000	—	—
Other short-term FHLB advances maturing 5/4/2017	10,000	—	—
Other short-term FHLB advances maturing 6/5/2017	10,000	—	—
Other short-term FHLB advances maturing 6/19/2017	5,000	—	—
Other short-term FHLB advances maturing 12/15/2017	10,000	—	—
Other short-term FHLB advances maturing 11/4/2016	—	10,000	—
Securities sold under agreements to repurchase	—	10,381	13,794
<b>Total</b>	<b>\$95,000</b>	<b>\$69,381</b>	<b>\$29,044</b>
Weighted average interest rate at year end	0.86%	0.51%	0.65%
<b>For the periods ended December 31, 2016, 2015 and 2014:</b>			
Average outstanding balance	\$66,864	\$34,673	\$37,810
Average interest rate during the year	0.74%	0.76%	0.51%
Maximum month-end outstanding balance	\$95,000	\$69,381	\$66,852

### Interest Rate Sensitivity and Market Risk

We are engaged primarily in the business of investing funds obtained from deposits and borrowings into interest-earning loans and investments. Consequently, our earnings depend to a significant extent on our net interest income, which is the difference between the interest income on loans and other investments and the interest expense on deposits and borrowing. To the extent that our interest-bearing liabilities do not reprice or mature at the same time as our interest-earning assets, we are subject to interest rate risk and corresponding fluctuations in net interest income. We have employed asset/liability management policies that seek to manage our interest income, without having to incur unacceptable levels of credit or investment risk.

We use simulation modeling to manage our interest rate risk, and we review quarterly interest sensitivity reports prepared for us by FTN Financial using the Sendero ALM Analysis System. This approach uses a model which generates estimates of the change in our economic value of equity (EVE) over a range of interest rate scenarios. EVE is the present value of expected cash flows from assets, liabilities and off-balance sheet contracts using assumptions about estimated loan prepayment rates, reinvestment rates and deposit decay rates.

The following tables are based on an analysis prepared by FTN Financial setting forth an analysis of our interest rate risk as measured by the estimated change in EVE resulting from instantaneous and sustained parallel shifts in the yield curve (plus 400 basis points or minus 200 basis points, measured in 100 basis point increments) as of December 31, 2016 and as of December 31, 2015, and all changes are within our ALM Policy guidelines.

**Sensitivity of Economic Value of Equity  
As of December 31, 2016**

Change in Interest Rates in Basis Points (Rate Shock)	Economic Value of Equity			Economic Value of Equity as a % of	
	Amount	\$ Change From Base	% Change From Base	Total Assets	Equity Book Value
(Dollar amounts in thousands)					
Up 400	\$116,120	\$ (37,494)	-24.41%	10.16%	91.91%
Up 300	123,778	(29,836)	-19.42%	10.83%	97.97%
Up 200	132,243	(21,371)	-13.91%	11.58%	104.67%
Up 100	141,858	(11,756)	-7.65%	12.42%	112.28%
Base	153,614	—	0.00%	13.45%	121.58%
Down 100	136,456	(17,158)	-11.17%	11.94%	108.00%
Down 200	129,485	(24,129)	-15.71%	11.33%	102.49%

**Sensitivity of Economic Value of Equity  
As of December 31, 2015**

Change in Interest Rates in Basis Points (Rate Shock)	Economic Value of Equity			Economic Value of Equity as a % of	
	Amount	\$ Change From Base	% Change From Base	Total Assets	Equity Book Value
(Dollar amounts in thousands)					
Up 400	\$108,441	\$ (34,579)	-24.18%	10.47%	90.64%
Up 300	115,906	(27,114)	-18.96%	11.19%	96.88%
Up 200	124,098	(18,922)	-13.23%	11.98%	103.73%
Up 100	133,386	(9,634)	-6.74%	12.87%	111.49%
Base	143,020	—	0.00%	13.80%	119.55%
Down 100	130,510	(12,510)	-8.75%	12.60%	109.09%
Down 200	122,637	(20,383)	-14.25%	11.84%	102.51%

Our interest rate sensitivity is also monitored by management through the use of a model run by FTN Financial that generates estimates of the change in the net interest income over a range of interest rate scenarios. Net interest income depends upon the relative amounts of interest-earning assets and interest-bearing liabilities and the interest rates earned or paid on them. In this regard, the model assumes that the composition of our interest sensitive assets and liabilities existing at December 31, 2016 and December 31, 2015 remains constant over the period being measured and also assumes that a particular change in interest rates is reflected uniformly across the yield curve regardless of the duration to maturity or repricing of specific assets and liabilities. All changes are within our ALM Policy guidelines.

**Sensitivity of Net Interest Income  
As of December 31, 2016**

Change in Interest Rates in Basis Points (Rate Shock)	Adjusted Net Interest Income		Net Interest Margin	
	Amount	\$ Change From Base	Percent	% Change From Base
(Dollar amounts in thousands)				
Up 400	\$41,484	\$ 3,759	3.87%	0.43%
Up 300	41,172	3,447	3.75%	0.31%
Up 200	39,898	2,173	3.64%	0.20%
Up 100	38,688	963	3.53%	0.09%
Base	37,725	—	3.44%	0.00%
Down 100	37,961	236	3.46%	0.02%
Down 200	37,473	(252)	3.42%	-0.02%

<b>Sensitivity of Net Interest Income As of December 31, 2015</b>				
<b>Change in Interest Rates in Basis Points (Rate Shock)</b>	<b>Adjusted Net Interest Income</b>		<b>Net Interest Margin</b>	
	<b>Amount</b>	<b>\$ Change From Base</b>	<b>Percent</b>	<b>% Change From Base</b>
<b>(Dollar amounts in thousands)</b>				
Up 400	\$39,018	\$3,252	3.94%	0.32%
Up 300	38,030	2,264	3.84%	0.22%
Up 200	37,064	1,298	3.75%	0.13%
Up 100	36,220	454	3.66%	0.04%
Base	35,766	—	3.62%	0.00%
Down 100	35,646	(120)	3.60%	-0.02%
Down 200	35,504	(262)	3.59%	-0.03%

Certain shortcomings are inherent in the methodology used in the above interest rate risk measurements. Modeling changes in EVE requires the making of certain assumptions that may or may not reflect the manner in which actual yields and costs respond to changes in market interest rates. Accordingly, although the EVE tables and Sensitivity of Net Interest Income (NII) tables provide an indication of our interest rate risk exposure at a particular point in time, such measurements are not intended to, and do not, provide a precise forecast of the effect of changes in market interest rates on our net worth and net interest income. Sensitivity of EVE and NII are modeled using different assumptions and approaches. In the low interest rate environment that currently exists, limitations on downward adjustments for interest rates, particularly as they apply to deposits, can and do result in anomalies in scenarios that are unlikely to occur due to the current low interest rate environment.

#### **Liquidity and Funds Management**

The objective of our liquidity management is to assure the ability to meet our financial obligations. These obligations include the payment of deposits on demand or at maturity, the repayment of borrowings at maturity and the ability to fund commitments and other new business opportunities. We obtain funding from a variety of sources, including customer deposit accounts, customer certificates of deposit and payments on our loans and investments. Historically, our level of core deposits has been insufficient to fully fund our lending activities. As a result, we have sought funding from additional sources, including institutional certificates of deposit and the sale of available for sale investment securities. In addition, we maintain lines of credit from the Federal Home Loan Bank of Atlanta and utilize securities sold under agreements to repurchase and reverse repurchase agreement borrowings from approved securities dealers. For additional information about borrowings and anticipated principal repayments refer to the discussion about Contractual Obligations below and “Item 8. Financial Statements” and Supplementary Data, Footnotes 9 and 10.

We prepare a cash flow forecast for one year with the first three months prepared on a weekly basis and on a monthly basis thereafter. The projections incorporate expected cash flows on loans, investments securities, and deposits based on data used to prepare our interest rate risk analyses. To estimate loan growth over the one year period, the projection incorporates the scheduled loan closings in the Loan Pipeline Report along with other management estimates.

We recently purchased liquidity risk software with which we can monitor our liquidity risk at a point in time and prepare cash flow and funds availability projections over a two year period. The projections can be run using a base case and several stress levels.

During the year ended December 31, 2016, we funded our financial obligations with deposits and borrowings from the Federal Home Loan Bank of Atlanta. At December 31, 2016, we had \$135.8 million of unfunded lines of credit and undisbursed construction loan funds. We had approved loan commitments in the amount of \$6.5 million as of December 31, 2016. The amount of certificate of deposit accounts maturing in 2017 is \$335.3 million as of December 31, 2016. Management anticipates that funding requirements for these commitments can be met from the normal sources of funds.

## Capital Resources

Capital management consists of providing equity to support both current and future operations. We are subject to capital adequacy requirements imposed by the Federal Reserve and the Bank is subject to capital adequacy requirements imposed by the FDIC. The Federal Reserve and the FDIC have adopted risk-based capital requirements for assessing bank holding company and member bank capital adequacy. These standards define capital and establish minimum capital requirements in relation to assets and off-balance sheet exposure, adjusted for credit risk. The risk-based capital standards currently in effect are designed to make regulatory capital requirements more sensitive to differences in risk profiles among bank holding companies and banks, to account for off-balance sheet exposure and to minimize disincentives for holding liquid assets. Assets and off-balance sheet items are assigned to broad risk categories, each with appropriate relative risk weights. The resulting capital ratios represent capital as a percentage of total risk-weighted assets and off-balance sheet items.

The regulatory capital framework has recently changed as a result of the Dodd-Frank Act and a separate, international capital initiative known as “Basel III.” Regulators recently issued rules implementing these requirements (“Revised Capital Rules”). Among other things, the Revised Capital Rules raise the minimum thresholds for required capital and revise certain aspects of the definitions and elements of the capital that can be used to satisfy these required minimum thresholds. While the rules became effective on January 1, 2014 for certain large banking organizations, most banking organizations, including Southern National and the Bank, were required to begin complying with these new requirements on January 1, 2015.

The Revised Capital Rules, among other things, (i) introduce as a new capital measure “Common Equity Tier 1” (“CET1”), (ii) specify that Tier 1 capital consists of CET1 and “Additional Tier 1 capital” instruments meeting specified requirements, (iii) define CET1 narrowly by requiring that most adjustments to regulatory capital measures be made to CET1 and not to the other components of capital and (iv) expand the scope of the adjustments as compared to existing regulations. Further, the Revised Capital Rules set forth the following minimum capital ratios, which began to phase in for certain banking organizations, including Southern National, on January 1, 2015:

- 4.5 percent CET1 to risk-weighted assets.
- 6.0 percent Tier 1 Capital to risk-weighted assets.
- 8.0 percent Total Capital to risk-weighted assets.
- 4.0 percent Tier 1 leverage ratio to average consolidated assets.

Under the FDICIA, each federal banking agency revised its risk-based capital standards to ensure that those standards take adequate account of interest rate risk, concentration of credit risk and the risks of nontraditional activities, as well as reflect the actual performance and expected risk of loss on multifamily mortgages. Under that statute, the FDIC has promulgated regulations setting the levels at which an insured institution such as the bank would be considered “well capitalized,” “adequately capitalized,” “undercapitalized,” “significantly undercapitalized” and “critically undercapitalized.” The bank is classified “well capitalized” for purposes of the FDIC’s prompt corrective action regulations. See “Supervision and Regulation — Capital Requirements.”

The following table provides a comparison of our leverage and risk-weighted capital ratios and the leverage and risk-weighted capital ratios of Southern National and the Bank at the periods indicated to the minimum and well-capitalized regulatory standards:

	Minimum Required for Capital Adequacy Purposes <sup>(1)</sup>	To Be Categorized as Well Capitalized <sup>(2)</sup>	Actual Ratio at December 31,	
			2016	2015
<b>Southern National</b>				
Common equity tier 1 capital ratio	4.50%	n/a	12.69%	13.13%
Tier 1 risk-based capital ratio	6.00%	n/a	12.69%	13.13%
Total risk-based capital ratio	8.00%	n/a	13.63%	14.14%
Leverage ratio	4.00%	n/a	10.56%	11.06%
<b>Sonabank</b>				
Common equity tier 1 capital ratio	4.50%	6.50%	12.55%	12.99%
Tier 1 risk-based capital ratio	6.00%	8.00%	12.55%	12.99%
Total risk-based capital ratio	8.00%	10.00%	13.49%	14.00%
Leverage ratio	4.00%	5.00%	10.45%	10.94%

- (1) When fully phased-in on January 1, 2019, the Basel III capital rules include a capital conservation buffer of 2.5% that is added on top of each of the minimum risk-based capital ratios noted above. Implementation began on January 1, 2016 at the 0.625% level and will increase each subsequent January 1, until it reaches 2.5% on January 1, 2019.
- (2) Prompt corrective action provisions are not applicable at the bank holding company level.

#### Impact of Inflation and Changing Prices

The financial statements and related financial data presented in this Annual Report on Form 10-K concerning Southern National have been prepared in accordance with U. S. generally accepted accounting principles, which require the measurement of financial position and operating results in terms of historical dollars, without considering changes in the relative purchasing power of money over time due to inflation. The primary impact of inflation on our operations is reflected in increased operating costs. Unlike most industrial companies, substantially all of the assets and liabilities of a financial institution are monetary in nature. As a result, changes in interest rates have a more significant impact on our performance than do the effects of changes in the general rate of inflation and changes in prices. Interest rates do not necessarily move in the same direction or in the same magnitude as the prices of goods and services. Many factors impact interest rates, including the Federal Reserve, inflation, recession, changes in unemployment, the money supply, and international disorder and instability in domestic and foreign financial markets. Like most financial institutions, changes in interest rates can impact our net interest income which is the difference between interest earned from interest-earning assets, such as loans and investment securities, and interest paid on interest-bearing liabilities, such as deposits and borrowings, as well as the valuation of our assets and liabilities.

Our interest rate risk management is the responsibility of Sonabank's Asset/Liability Management Committee (the Asset/Liability Committee). The Asset/Liability Committee has established policies and limits for management to monitor, measure and coordinate our sources, uses and pricing of funds. The Asset/Liability Committee makes reports to the board of directors on a quarterly basis.

#### Seasonality and Cycles

We do not consider our commercial banking business to be seasonal.



### Contractual Obligations

The following table reflects the contractual maturities of our term liabilities as of December 31, 2016. The amounts shown do not reflect contractual interest, early withdrawal or prepayment assumptions.

	Contractual Obligations				Total
	Less Than One Year	One to Three Years	Three to Five Years	More Than Five Years	
	( in thousands)				
Certificates of deposit <sup>(1)</sup>	\$335,344	\$ 231,327	\$ 38,942	\$ —	\$605,613
FHLB short-term advances	95,000	—	—	—	95,000
Operating leases	1,907	2,971	974	425	6,277
Total	<u>\$432,251</u>	<u>\$ 234,298</u>	<u>\$ 39,916</u>	<u>\$ 425</u>	<u>\$706,890</u>

(1) Certificates of deposit give customers rights to early withdrawal. Early withdrawals may be subject to penalties. The penalty amount depends on the remaining time to maturity at the time of early withdrawal.

### Off-Balance Sheet Arrangements

Southern National is a party to financial instruments with off-balance sheet risk in the normal course of business to meet the financing needs of its customers. These financial instruments include commitments to extend credit and standby letters of credit. These instruments involve elements of credit and funding risk in excess of the amount recognized in the consolidated balance sheet. Letters of credit are written conditional commitments issued by Southern National to guarantee the performance of a customer to a third party. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loans to customers. We had letters of credit outstanding totaling \$6.4 million and \$6.7 million as of December 31, 2016 and 2015, respectively.

Our exposure to credit loss in the event of nonperformance by the other party to the financial instruments for commitments to extend credit and letters of credit is based on the contractual amount of these instruments. We use the same credit policies in making commitments and conditional obligations as we do for on-balance sheet instruments. Unless noted otherwise, we do not require collateral or other security to support financial instruments with credit risk.

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 are made predominately for adjustable rate loans, and generally have fixed expiration dates of up to three months or other termination clauses and usually require payment of a fee. Since many of the commitments may expire without being completely drawn upon, the total commitment amounts do not necessarily represent future cash requirements. We evaluate each customer's creditworthiness on a case-by-case basis.

At December 31, 2016 and 2015, we had unfunded lines of credit and undisbursed construction loan funds totaling \$135.8 million and \$132.3 million, respectively. We had approved loan commitments in the amount of \$6.5 million and \$2.7 million as of December 31, 2016 and 2015, respectively. Virtually all of our unfunded lines of credit, undisbursed construction loan funds and approved loan commitments are variable rate.

### Merger

On December 13, 2016, Southern National and Eastern Virginia Bankshares, Inc. ("Eastern Virginia"), the holding company of EVB, jointly announced today the signing of a definitive agreement to merge. The combination brings together two banking companies with complementary business lines creating one of the premier banking institutions headquartered in the Commonwealth of Virginia.

Upon completion of the transaction, the combined company will have approximately \$2.4 billion in total assets, \$2.0 billion in total deposits, and \$1.8 billion in total loans. The company, which will assume the Southern National Bancorp of Virginia, Inc. name for the holding company and the Sonabank name for all banking operations, will maintain its corporate headquarters in McLean, Virginia and the headquarters of the bank in Richmond, Virginia. The company will have 47 branch locations covering markets in both Maryland and Virginia, including the Washington, D.C. and Richmond, Virginia MSAs. These attractive markets are often cited as having some of the best demographic and income profiles in the country characterized by low unemployment, strong population growth, new business starts and consistent capital expenditure.

The transaction is expected to close during the second quarter of 2017 and is subject to the approval of both companies' shareholders along with regulatory approvals and other customary closing conditions. Pursuant to the terms of the merger agreement, EVB will merge with and into Sonabank immediately after the merger of Eastern Virginia with and into Southern National.

**Subsequent Event**

On January 20, 2017, Southern National announced that it had completed the sale of \$27 million of its fixed-to-floating rate Subordinated Notes due 2027 (the "Notes"). The Notes will initially bear interest at 5.875% per annum until January 31, 2022; thereafter, the Notes will be payable at an annual floating rate equal to three-month LIBOR plus a spread of 3.95% until maturity or early redemption. Southern National plans to use the net proceeds of the offering for general corporate purposes, including, but not limited to, contributing capital to its bank subsidiary to support continued growth.

**Item 7A. Quantitative and Qualitative Disclosures about Market Risk**

This information is incorporated herein by reference from "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" of this Annual Report on Form 10-K.

**Item 8. Financial Statements and Supplementary Data**



**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

Board of Directors and Stockholders  
Southern National Bancorp of Virginia, Inc.

We have audited the accompanying consolidated balance sheets of Southern National Bancorp of Virginia, Inc. (the Company) as of December 31, 2016 and 2015, and the related consolidated statements of income and comprehensive income, changes in stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2016. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Southern National Bancorp of Virginia, Inc. as of December 31, 2016 and 2015, and the results of their operations and their cash flows for each of the years in the three-year period ended December 31, 2016, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Southern National Bancorp of Virginia, Inc.'s internal controls over financial reporting as of December 31, 2016, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission, and our report dated March 16, 2017, expressed an unqualified opinion thereon.

/s/ Dixon Hughes Goodman LLP

Atlanta, Georgia  
March 16, 2017



## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors and Stockholders  
Southern National Bancorp of Virginia, Inc.

We have audited Southern National Bancorp of Virginia, Inc.'s (the Company) internal control over financial reporting as of December 31, 2016, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Southern National Bancorp of Virginia, Inc. maintained, in all material respects, effective internal control over financial reporting as of December 31, 2016, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated financial statements of Southern National Bancorp of Virginia, Inc. as of December 31, 2016 and 2015, and for each of the years in the three-year period ended December 31, 2016, and our report dated March 16, 2017, expressed an unqualified opinion thereon.

/s/ Dixon Hughes Goodman LLP

Atlanta, Georgia  
March 16, 2017

**SOUTHERN NATIONAL BANCORP OF VIRGINIA, INC.**  
**CONSOLIDATED BALANCE SHEETS**

*(dollars in thousands, except per share amounts)*

	December 31, 2016	December 31, 2015
<b>ASSETS</b>		
<b>Cash and cash equivalents:</b>		
Cash and due from financial institutions	\$ 4,656	\$ 3,972
Interest-bearing deposits in other financial institutions	42,736	26,364
<b>Total cash and cash equivalents</b>	<u>47,392</u>	<u>30,336</u>
Securities available for sale, at fair value	3,918	4,209
Securities held to maturity, at amortized cost (fair value of \$83,344 and \$96,464, respectively)	85,300	96,780
Covered loans	28,180	34,373
Non-covered loans	902,235	795,052
<b>Total loans</b>	930,415	829,425
Less allowance for loan losses	(8,610)	(8,421)
<b>Net loans</b>	<u>921,805</u>	<u>821,004</u>
Stock in Federal Reserve Bank and Federal Home Loan Bank	7,929	6,929
Equity investment in mortgage affiliate	4,629	4,459
Preferred investment in mortgage affiliate	2,555	2,555
Bank premises and equipment, net	8,227	8,882
Goodwill	10,514	10,514
Core deposit intangibles, net	874	1,093
FDIC indemnification asset	2,111	2,922
Bank-owned life insurance	23,826	23,126
Other real estate owned	8,617	10,439
Deferred tax assets, net	6,780	6,716
Other assets	7,966	6,143
<b>Total assets</b>	<u>\$ 1,142,443</u>	<u>\$ 1,036,107</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Noninterest-bearing demand deposits	\$ 88,783	\$ 83,769
<b>Interest-bearing deposits:</b>		
NOW accounts	26,338	28,080
Cash management accounts	9,658	—
Money market accounts	129,835	131,731
Savings accounts	52,755	49,939
Time deposits	605,613	531,775
<b>Total interest-bearing deposits</b>	<u>824,199</u>	<u>741,525</u>
<b>Total deposits</b>	<u>912,982</u>	<u>825,294</u>
Securities sold under agreements to repurchase	—	10,381
Federal Home Loan Bank (FHLB) advances-short term	95,000	59,000
Federal Home Loan Bank (FHLB) advances-long term	—	15,000
Other liabilities	8,117	6,796
<b>Total liabilities</b>	<u>1,016,099</u>	<u>916,471</u>
Commitments and contingencies (See Note 14)	—	—
<b>Stockholders' equity:</b>		
Preferred stock, \$.01 par value. Authorized 5,000,000 shares; no shares issued and outstanding	—	—
Common stock, \$.01 par value. Authorized 45,000,000 shares; issued and outstanding, 12,263,643 shares at December 31, 2016 and 12,234,443 at December 31, 2015	123	122
Additional paid in capital	104,884	104,389
Retained earnings	22,126	15,735
Accumulated other comprehensive loss	(789)	(610)
<b>Total stockholders' equity</b>	<u>126,344</u>	<u>119,636</u>
<b>Total liabilities and stockholders' equity</b>	<u>\$ 1,142,443</u>	<u>\$ 1,036,107</u>

*See accompanying notes to consolidated financial statements.*

**SOUTHERN NATIONAL BANCORP OF VIRGINIA, INC.**  
**CONSOLIDATED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME**

*(dollars in thousands, except per share amounts)*

	<b>For the Years Ended December 31,</b>		
	<b>2016</b>	<b>2015</b>	<b>2014</b>
<b>Interest and dividend income:</b>			
Interest and fees on loans	\$ 45,348	\$ 40,104	\$ 34,611
Interest and dividends on taxable securities	2,619	2,395	2,239
Interest and dividends on tax exempt securities	336	411	389
Interest and dividends on other earning assets	644	791	852
<b>Total interest and dividend income</b>	<u>48,947</u>	<u>43,701</u>	<u>38,091</u>
<b>Interest expense:</b>			
Interest on deposits	8,101	6,433	3,976
Interest on borrowings	532	644	697
<b>Total interest expense</b>	<u>8,633</u>	<u>7,077</u>	<u>4,673</u>
<b>Net interest income</b>	<u>40,314</u>	<u>36,624</u>	<u>33,418</u>
<b>Provision for loan losses</b>	<u>4,912</u>	<u>3,171</u>	<u>3,444</u>
<b>Net interest income after provision for loan losses</b>	<u>35,402</u>	<u>33,453</u>	<u>29,974</u>
<b>Noninterest income:</b>			
Account maintenance and deposit service fees	896	953	826
Income from bank-owned life insurance	700	636	617
Equity income from mortgage affiliate	1,109	1,459	558
Net gain on other assets	—	7	202
Gain on sales of available for sale securities	—	520	—
Total other-than-temporary impairment losses (OTTI)	—	—	(41)
Portion of OTTI recognized in other comprehensive income (before taxes)	—	—	—
Net credit related OTTI recognized in earnings	—	—	(41)
Other	115	206	202
<b>Total noninterest income</b>	<u>2,820</u>	<u>3,781</u>	<u>2,364</u>
<b>Noninterest expenses:</b>			
Salaries and benefits	11,675	11,860	10,225
Occupancy expenses	3,155	3,269	3,165
Furniture and equipment expenses	975	815	787
Amortization of core deposit intangible	219	261	220
Virginia franchise tax expense	387	352	455
FDIC assessment	543	664	569
Data processing expense	744	668	569
Telephone and communication expense	745	786	751
Amortization of FDIC indemnification asset	793	630	1,230
Net (gain) loss on other real estate owned	174	291	(433)
Merger expenses	429	—	487
Other operating expenses	2,976	3,682	3,076
<b>Total noninterest expenses</b>	<u>22,815</u>	<u>23,278</u>	<u>21,101</u>
Income before income taxes	15,407	13,956	11,237
Income tax expense	5,095	4,667	3,754
<b>Net income</b>	<u>\$ 10,312</u>	<u>\$ 9,289</u>	<u>\$ 7,483</u>
<b>Other comprehensive income (loss):</b>			
Unrealized gain (loss) on available for sale securities	\$ (284)	\$ (138)	\$ 299
Realized amount on available for sale securities sold, net	—	(520)	—
Non-credit component of other-than-temporary impairment on held-to-maturity securities	—	4,278	35
Amortization and accretion of amounts previously recorded upon transfer to held-to-maturity from available-for sale	12	32	(77)
Net unrealized gain (loss)	<u>(272)</u>	<u>3,652</u>	<u>257</u>
Tax effect	(93)	1,242	87
Other comprehensive income (loss)	<u>(179)</u>	<u>2,410</u>	<u>170</u>
<b>Comprehensive income</b>	<u>\$ 10,133</u>	<u>\$ 11,699</u>	<u>\$ 7,653</u>
<b>Earnings per share, basic</b>	<u>\$ 0.84</u>	<u>\$ 0.76</u>	<u>\$ 0.63</u>
<b>Earnings per share, diluted</b>	<u>\$ 0.83</u>	<u>\$ 0.75</u>	<u>\$ 0.63</u>

*See accompanying notes to consolidated financial statements.*

**SOUTHERN NATIONAL BANCORP OF VIRGINIA, INC.**  
**CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY**  
**FOR THE YEARS ENDED DECEMBER 31, 2016, 2015 AND 2014**

*(dollars in thousands, except per share amounts)*

	Common Stock	Additional Paid in Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Total
<b>Balance – January 1, 2014</b>	\$ 116	\$ 97,127	\$ 12,561	\$ (3,190)	\$106,614
<b>Comprehensive income:</b>					
Net income			7,483		7,483
Change in unrealized loss on securities available for sale (net of tax, \$102)				197	197
Change in unrecognized loss on securities held to maturity for which a portion of OTTI has been recognized (net of tax benefit, \$15 and accretion, \$77 and amounts recorded into other comprehensive income at transfer)				(27)	(27)
Dividends on common stock (\$.60 per share)			(7,239)		(7,239)
Issuance of common stock under Stock Incentive Plan (100,200 shares)	1	885			886
Issuance of common stock in exchange for net assets in acquisition (525,858 shares)	5	5,743			5,748
Stock-based compensation expense		317			317
<b>Balance – December 31, 2014</b>	122	104,072	12,805	(3,020)	113,979
<b>Comprehensive income:</b>					
Net income			9,289		9,289
Change in unrealized loss on securities available for sale (net of tax benefit, \$224)				(434)	(434)
Change in unrecognized loss on securities held to maturity for which a portion of OTTI has been recognized (net of tax, \$1,466 and accretion, \$32 and amounts recorded into other comprehensive income at transfer)				2,844	2,844
Dividends on common stock (\$.52 per share)			(6,359)		(6,359)
Repurchase of common stock (62,177 shares)	(1)	(720)			(721)
Issuance of common stock under Stock Incentive Plan (79,950 shares)	1	706			707
Stock-based compensation expense		331			331
<b>Balance – December 31, 2015</b>	122	104,389	15,735	(610)	119,636
<b>Comprehensive income:</b>					
Net income			10,312		10,312
Change in unrealized loss on securities available for sale (net of tax benefit, \$97)				(187)	(187)
Change in unrecognized loss on securities held to maturity for which a portion of OTTI has been recognized (net of tax, \$4 and accretion, \$8 and amounts recorded into other comprehensive income at transfer)				8	8
Dividends on common stock (\$.32 per share)			(3,921)		(3,921)
Issuance of common stock for warrants exercised (11,000 shares)	1	100			101
Issuance of common stock under Stock Incentive Plan (18,200 shares)		135			135
Stock-based compensation expense		260			260
<b>Balance – December 31, 2016</b>	<u>\$ 123</u>	<u>\$ 104,884</u>	<u>\$ 22,126</u>	<u>\$ (789)</u>	<u>\$126,344</u>

*See accompanying notes to consolidated financial statements.*

**SOUTHERN NATIONAL BANCORP OF VIRGINIA, INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**

(dollars in thousands)

	<b>For the Years Ended December 31,</b>		
	<b>2016</b>	<b>2015</b>	<b>2014</b>
<b>Operating activities:</b>			
Net income	\$ 10,312	\$ 9,289	\$ 7,483
Adjustments to reconcile net income to net cash and cash equivalents provided by operating activities:			
Depreciation	798	876	764
Amortization of core deposit intangible	219	261	220
Other amortization, net	(36)	149	186
Accretion of loan discount	(1,874)	(2,510)	(2,616)
Amortization of FDIC indemnification asset	793	630	1,230
Provision for loan losses	4,912	3,171	3,444
Earnings on bank-owned life insurance	(700)	(636)	(617)
Equity income on mortgage affiliate	(1,109)	(1,459)	(558)
Stock based compensation expense	260	331	317
Net gain on sale of available for sale securities	—	(520)	—
Impairment on securities	—	—	41
Net (gain) loss on other real estate owned	174	291	(433)
Provision for (benefit from) deferred income taxes	29	2,132	(418)
Net (increase) decrease in other assets	2,924	(385)	1,161
Net increase in other liabilities	1,321	599	1,281
<b>Net cash and cash equivalents provided by operating activities</b>	<b>18,023</b>	<b>12,219</b>	<b>11,485</b>
<b>Investing activities:</b>			
Proceeds from sales of available for sale securities	—	3,966	—
Proceeds from paydowns, maturities and calls of available for sale securities	—	1	—
Purchases of held to maturity securities	(46,055)	(18,153)	(18,284)
Proceeds from paydowns, maturities and calls of held to maturity securities	57,622	13,607	6,571
Loan originations and payments, net	(108,760)	(127,334)	(100,837)
Purchase of bank-owned life insurance	—	(1,500)	(2,000)
Net cash received in PGFSB acquisition	—	—	22,430
Proceeds from sale of PGFSB loans	—	—	3,499
Investment in mortgage affiliate, net	939	(119)	(4,877)
Net (increase) decrease in stock in Federal Reserve Bank and Federal Home Loan Bank	(1,000)	(1,248)	327
Payments received on FDIC indemnification asset	18	3	1,037
Proceeds from sale of other real estate owned	1,790	4,048	3,276
Purchases of bank premises and equipment	(143)	(307)	(897)
<b>Net cash and cash equivalents used in investing activities</b>	<b>(95,589)</b>	<b>(127,036)</b>	<b>(89,755)</b>
<b>Financing activities:</b>			
Net increase in deposits	77,307	82,869	112,838
Cash dividends paid – common stock	(3,921)	(6,359)	(7,239)
Issuance of common stock under Stock Incentive Plan	135	707	886
Issuance of common stock for warrants exercised	101	—	—
Repurchase of common stock	—	(721)	—
Proceeds from Federal Home Loan Bank advances-long term	—	10,000	—
Repayment of Federal Home Loan Bank advances-long term	—	(20,000)	—
Net increase (decrease) in securities sold under agreement to repurchase and other short-term borrowings	21,000	40,337	(10,751)
<b>Net cash and cash equivalents provided by financing activities</b>	<b>94,622</b>	<b>106,833</b>	<b>95,734</b>
<b>Increase (decrease) in cash and cash equivalents</b>	<b>17,056</b>	<b>(7,984)</b>	<b>17,464</b>
<b>Cash and cash equivalents at beginning of period</b>	<b>30,336</b>	<b>38,320</b>	<b>20,856</b>
<b>Cash and cash equivalents at end of period</b>	<b>\$ 47,392</b>	<b>\$ 30,336</b>	<b>\$ 38,320</b>
<b>Supplemental disclosure of cash flow information</b>			
Cash payments for:			
Interest	\$ 8,289	\$ 6,791	\$ 4,454
Income taxes	4,604	2,993	3,283
<b>Supplemental schedule of noncash investing and financing activities</b>			
Transfer from non-covered loans to other real estate owned	—	1,384	4,409
Transfer from covered loans to other real estate owned	144	343	342
Transfer from covered loans to non-covered loans	—	—	7,344
Issuance of common stock in exchange for net assets in acquisition	—	—	5,748
Transfer from long-term FHLB advances to short-term FHLB advances	15,000	—	—
Transfer from securities sold under agreement to repurchase to deposits	10,381	—	—

*See accompanying notes to consolidated financial statements.*



**SOUTHERN NATIONAL BANCORP OF VIRGINIA, INC.****1. ORGANIZATION AND SIGNIFICANT ACCOUNTING POLICIES**

Southern National Bancorp of Virginia, Inc. (“Southern National” or “SNBV”) is a corporation formed on July 28, 2004 under the laws of the Commonwealth of Virginia and is the holding company for Sonabank (“Sonabank”) a Virginia state chartered bank which commenced operations on April 14, 2005. Sonabank provides a range of financial services to individuals and small and medium sized businesses. Sonabank has fifteen branches in Virginia, located in Fairfax County (Reston, McLean and Fairfax), in Charlottesville, Warrenton (2), Middleburg, Leesburg (2), South Riding, Front Royal, New Market, Haymarket, Richmond and Clifton Forge, and eight branches in Maryland, in Rockville, Shady Grove, Frederick, Bethesda, Upper Marlboro, Brandywine, Owings and Huntingtown.

The accounting policies and practices of Southern National and subsidiary conform to U. S. generally accepted accounting principles and to general practice within the banking industry. Major policies and practices are described below:

**Principles of Consolidation**

The consolidated financial statements include the accounts of Southern National and its wholly owned subsidiary. Southern National is a bank holding company that owns all of the outstanding common stock of its banking subsidiary, Sonabank. All material intercompany balances and transactions have been eliminated in consolidation.

**Use of Estimates**

The preparation of the consolidated financial statements in conformity with U. S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from these estimates. Material estimates that are particularly susceptible to significant change in the near term include: the determination of the allowance for loan losses, the fair value of investment securities, other than temporary impairment of investment securities, the valuation of goodwill and intangible assets, fair value measurements related to assets acquired and liabilities assumed from business combinations, the FDIC indemnification asset, other real estate owned and deferred tax assets.

**Investment Securities**

Debt securities that Southern National has the positive intent and ability to hold to maturity are classified as held-to-maturity and carried at amortized cost.

Securities classified as available for sale are those debt and equity securities that may be sold in response to changes in interest rates, liquidity needs or other similar factors. Securities available for sale are carried at fair value, with unrealized gains or losses net of deferred taxes, included in accumulated other comprehensive income (loss) in stockholders’ equity.

Purchased premiums and discounts are recognized in interest income using the interest method over the terms of the securities without anticipating prepayments, except for mortgage-backed securities where prepayments are anticipated. Gains and losses on the sale of securities are recorded on the settlement date and are determined using the specific identification method.

Southern National purchases amortizing investment securities in which the underlying assets are residential mortgage loans subject to prepayments. The actual principal reduction on these assets varies from the expected contractual principal reduction due to principal prepayments resulting from the borrowers’ election to refinance the underlying mortgage based on market and other conditions. The purchase premiums and discounts associated with these assets are amortized or accreted to interest income over the estimated life of the related assets. The estimated life is calculated by projecting future prepayments and the resulting principal cash flows until maturity. Prepayment rate projections utilize actual prepayment speed experience and available market information on like-kind instruments. The prepayment rates form the

basis for income recognition of premiums and discounts on the related assets. Changes in prepayment estimates may cause the earnings recognized on these assets to vary over the term that the assets are held, creating volatility in the net interest margin. Prepayment rate assumptions are monitored and updated monthly to reflect actual activity and the most recent market projections.

Management evaluates securities for other-than-temporary impairment (“OTTI”) on at least a quarterly basis, and more frequently when economic or market conditions warrant such an evaluation. For securities in an unrealized loss position, management considers the extent and duration of the unrealized loss, and the financial condition and near-term prospects of the issuer. Management also assesses whether it intends to sell, or it is more likely than not that it will be required to sell, a security in an unrealized loss position before recovery of its amortized cost basis. If either of the criteria regarding intent or requirement to sell is met, the entire difference between amortized cost and fair value is recognized as impairment through earnings. For debt securities that do not meet the aforementioned criteria, the amount of impairment is split into two components as follows: 1) OTTI related to credit loss, which must be recognized in the income statement and 2) OTTI related to other factors, which is recognized in other comprehensive income. The credit loss is defined as the difference between the present value of the cash flows expected to be collected and the amortized cost basis. For equity securities, the entire amount of impairment is recognized through earnings.

In order to determine OTTI for purchased beneficial interests that, on the purchase date, were not highly rated, Southern National compares the present value of the remaining cash flows as estimated at the preceding evaluation date to the current expected remaining cash flows. OTTI is deemed to have occurred if there has been an adverse change in the remaining expected future cash flows.

## Loans

Southern National provides mortgage, commercial and consumer loans to customers. A substantial portion of the loan portfolio is represented by loans secured by real estate throughout its market area. The ability of Southern National’s debtors to honor their contracts is in varying degrees dependent upon the real estate market conditions and general economic conditions in this area.

Loans that management has the intent and ability to hold for the foreseeable future or until maturity or pay-off are reported at their outstanding unpaid principal balances adjusted for the allowance for loan losses, purchase premiums and discounts and any deferred loan fees or costs on originated loans. Interest income is accrued on the unpaid principal balance. Loan origination fees, net of certain direct origination costs, are deferred and recognized as an adjustment of the related loan yield using the interest method without anticipating prepayments.

As part of the Greater Atlantic Bank (GAB) acquisition, the Bank and the FDIC entered into a loss sharing agreement on approximately \$143.4 million (cost basis) of Greater Atlantic Bank’s assets. The Bank will share in the losses on the loans and foreclosed loan collateral with the FDIC as specified in the loss sharing agreement; we refer to these assets collectively as “covered assets.” The indemnification against losses in the commercial portfolio on the GAB portfolio ended in December 2014. The FDIC indemnification on the GAB residential mortgages and the GAB HELOCS continues until December 2019. Loans that are not covered in the loss sharing agreement are referred to as “non-covered loans.”

The accrual of interest on all loans is discontinued at the time the loan is 90 days delinquent unless the credit is well secured and in process of collection. In all cases, loans are placed on nonaccrual status or charged-off at an earlier date if collection of principal and interest is considered doubtful.

All interest accrued but not collected for loans that are placed on nonaccrual status or charged-off is reversed against interest income. The interest on these loans is accounted for on the cash-basis or cost-recovery method, until qualifying for return to accrual. Loans are returned to accrual status when all the principal and interest amounts contractually due are brought current and future payments are reasonably assured.

Most of Southern National’s business activity is with customers located within Virginia and Maryland. Therefore, our exposure to credit risk is significantly affected by changes in the economy in those areas. We are not dependent on any single customer or group of customers whose insolvency would have a material adverse effect on operations.

Southern National has purchased, primarily through acquisitions, individual loans and groups of loans, some of which have shown evidence of credit deterioration since origination. These purchased loans are recorded at fair value such that there is no carryover of the seller's allowance for loan losses. After acquisition, losses are recognized by an increase in the allowance for loan losses. Purchased credit impaired loans are accounted for using the expected cash flow methodology, and purchased performing loans are accounted for using the contractual cash flow methodology.

Such purchased loans are accounted for individually or aggregated into pools of loans based on common risk characteristics such as, credit score, loan type, and date of origination. Southern National estimates the amount and timing of expected cash flows for each purchased credit impaired loan or pool, and the expected cash flows in excess of fair value are recorded as interest income over the remaining life of the loan or pool (accretable yield). The excess of the loans' or pool's contractual principal and interest over expected cash flows is not recorded (nonaccretable difference).

Over the life of the loan or pool, expected cash flows continue to be estimated. If the present value of expected cash flows is less than the carrying amount, a loss is recorded. If the present value of expected cash flows is greater than the carrying amount, it is recognized as part of future interest income.

In accordance with Accounting Standards Codification 310-30, and based on current information and events, if it becomes probable that there is a significant increase in cash flows previously expected to be collected or if actual cash flows are significantly greater than cash flows previously expected, the Bank will recalculate the amount of accretable yield for the acquired loans as the excess of the revised cash flows expected to be collected over the sum of (1) the initial investment in the loans less (2) cash collected less (3) write downs, if any plus (4) the amount of yield accreted to date. The amount of accretable yield will be adjusted by reclassification from non-accretable yield. This adjustment would be accounted for as a change in estimate with the amount of periodic accretion adjusted over the remaining life of the loans.

#### **Allowance for Loan and Lease Losses (ALLL)**

The allowance for loan losses is a valuation allowance for probable incurred credit losses. Loan losses are charged against the allowance when management believes the collection of the principal is unlikely. Recoveries of amounts previously charged-off are credited to the allowance. Management's determination of the adequacy of the allowance is based on a three year historical average net loss experience for each portfolio segment adjusted for current industry and economic conditions and estimates of their effect on loan collectability. While management uses available information to estimate losses on loans, future additions to the allowance may be necessary based on changes in economic conditions, particularly those affecting real estate values.

The allowance consists of specific and general components. The specific component relates to loans that are individually classified as impaired. The general component provides for estimated losses in unimpaired loans and is based on historical loss experience adjusted for current factors.

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

The general component covers non-impaired loans and is based on historical loss experience adjusted for current factors. The historical loss experience is determined by portfolio segment and is based on the actual net loss history experienced by Southern National over the most recent three years. This actual loss experience is supplemented with other economic factors based on the risks present for each portfolio

segment. These economic factors include consideration of the following: levels of and trends in delinquencies and impaired loans; levels of and trends in charge-offs and recoveries; trends in volume and terms of loans; effects of any changes in risk selection and underwriting standards; other changes in lending policies, procedures, and practices; experience, ability, and depth of lending management and other relevant staff; national and local economic trends and conditions; industry conditions; and effects of changes in credit concentrations. The following portfolio segments have been identified: owner occupied commercial real estate, non-owner occupied commercial real estate, construction and land development, commercial loans, 1 – 4 family residential, and other consumer. While underwriting practices in this environment are more stringent, the bank estimates the effect of internal factors on future net loss experience to be negligible. Management’s estimate of the effect of current external economic environmental conditions on future net loss experience is significant in all loan segments and particularly on loans secured by real estate including single family 1 – 4, non-owner occupied commercial real estate and construction and land development loans. These factors include excess inventory, generally less demand driven in part by fewer qualified borrowers and buyers. These considerations have played a significant role in management’s estimate of the adequacy of the allowance for loan and lease losses.

Commercial real estate consists of borrowings secured by owner-occupied and non-owner-occupied commercial real estate. Repayment of these loans is dependent upon rental income or the subsequent sale of the property for loans secured by non-owner-occupied commercial real estate and by cash flows from business operations for owner-occupied commercial real estate. Loans for which the source of repayment is rental income are primarily impacted by local economic conditions which dictate occupancy rates and the amount of rent charged. Commercial real estate loans that are dependent on cash flows from operations can also be adversely affected by current market conditions for their product or service.

Construction and land development primarily consist of borrowings to purchase and develop raw land into residential and non-residential properties. Construction loans are extended to individuals as well as corporations for the construction of an individual or multiple properties and are secured by raw land and the subsequent improvements. Repayment of the loans to real estate developers is dependent upon the sale or lease of properties to third parties in a timely fashion upon completion. Should there be delays in construction or a downturn in the market for those properties, there may be significant erosion in value which may be absorbed by Southern National.

Commercial loans consist of borrowings for commercial purposes to individuals, corporations, partnerships, sole proprietorships, and other business enterprises. Commercial loans are generally secured by business assets such as equipment, accounts receivable, inventory, or any other asset excluding real estate and generally made to finance capital expenditures or operations. Southern National’s risk exposure is related to deterioration in the value of collateral securing the loan should foreclosure become necessary. Generally, business assets used or produced in operations do not maintain their value upon foreclosure which may require Southern National to write-down the value significantly to sell.

Residential real estate loans consist of loans to individuals for the purchase of primary residences with repayment primarily through wage or other income sources of the individual borrower. Southern National’s loss exposure to these loans is dependent on local market conditions for residential properties as loan amounts are determined, in part, by the fair value of the property at origination.

On May 15, 2014, we purchased a 44% equity investment and preferred stock of Southern Trust Mortgage (“STM”), a regional mortgage banking company headquartered in Virginia Beach. STM has mortgage banking originators in Virginia, Maryland, North Carolina and South Carolina. Southern Trust Mortgage only originates retail mortgage production.

Sonabank has established with STM underwriting guidelines under which it will purchase residential construction only, construction loans that convert to permanent, and permanent loans primarily in its Virginia and Maryland footprint from STM. These will be largely loans that do not conform to FNMA or FHLMC standards because of size or acreage.

Other consumer loans are comprised of loans to individuals both unsecured and secured and open-end home equity loans secured by real estate, with repayment dependent on individual wages and other income. The risk of loss on consumer loans is elevated as the collateral securing these loans, if any, rapidly

depreciate in value or may be worthless and/or difficult to locate if repossession is necessary. Losses in this portfolio are generally relatively low, however, due to the small individual loan size and the balance outstanding as a percentage of Southern National's entire portfolio.

#### **Transfers of Financial Assets**

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

#### **Equity Method Investments**

Southern National's investment in STM, our mortgage affiliate, is being accounted for under the equity method. Under the equity method, the carrying value of Southern National's investment in STM was originally recorded at cost but is adjusted periodically to record Southern National's proportionate share of STM's earnings or losses through noninterest income and decreased by the amount of cash dividends or similar distributions received from STM.

#### **Bank Premises and Equipment**

Land is carried at cost. Premises and equipment are stated at cost less accumulated depreciation. Buildings and related components are depreciated using the straight line method with useful lives of 30 years. Furniture, fixtures and equipment are depreciated using the straight-line method with useful lives ranging from 3 to 10 years. Leasehold improvements are amortized over the shorter of their estimated useful lives or the lease term.

#### **Goodwill and Intangible Assets**

Goodwill resulting from business combinations after January 1, 2009, is generally determined as the excess of the fair value of the consideration transferred, plus the fair value of any noncontrolling interests in the acquiree, over the fair value of the net assets acquired and liabilities assumed as of the acquisition date. Goodwill and intangible assets acquired in a purchase business combination and determined to have an indefinite useful life are not amortized, but tested for impairment at least annually. Southern National has selected August 31 as the date to perform the annual goodwill impairment assessment. Intangible assets with definite useful lives are amortized over their estimated useful lives to their estimated residual values. Goodwill is the only intangible asset with an indefinite life on our balance sheet.

Other intangible assets consist of core deposit intangible assets arising from whole bank and branch acquisitions and are amortized over their estimated useful lives, which range from 6 to 15 years.

#### **Stock Based Compensation**

Compensation cost is recognized for stock options issued to employees, based on the fair value of these awards at the date of grant. A Black-Scholes model is utilized to estimate the fair value of stock options. Compensation cost is recognized over the required service period, generally defined as the vesting period. For awards with graded vesting, compensation cost is recognized on a straight-line basis over the requisite service period for the entire award.

#### **Bank-owned Life Insurance**

Southern National has purchased life insurance policies on certain key executives. Bank-owned life insurance is recorded at the amount that can be realized under the insurance contract at the balance sheet date, which is the cash surrender value adjusted for other charges or other amounts due that are probable at settlement.

**Other Real Estate Owned**

Assets acquired through or instead of foreclosure are initially recorded at fair value less costs to sell when acquired, establishing a new cost basis. If fair value declines subsequent to foreclosure, the direct charge-off method is recorded through expense. Operating costs after acquisition are expensed.

**Stock in Federal Home Loan Bank (FHLB) and Federal Reserve Bank (FRB)**

The Bank is a member of the FHLB system. Members are required to own a certain amount of stock based on the level of borrowings and other factors, and may invest in additional amounts. We are also required to own FRB stock with a par value equal to 6% of capital. FHLB stock and FRB stock are carried at cost, classified as a restricted security, and periodically evaluated for impairment based on ultimate recovery of par value. Both cash and stock dividends are reported as income.

**Impairment of Long-Lived Assets**

Premises and equipment, core deposit intangible assets, the FDIC indemnification asset and other long-term assets are reviewed for impairment when events indicate their carrying amount may not be recoverable from future undiscounted cash flows. If impaired, the assets are recorded at fair value.

**FDIC Indemnification Asset**

The acquisition of Greater Atlantic Bank (GAB) on December 4, 2009 was accounted for under the acquisition method of accounting, and the assets and liabilities were recorded at their estimated fair values. The FDIC indemnification asset was measured separately from each of the covered asset categories as it is not contractually embedded in any of the covered asset categories. The indemnification asset represents the present value of cash flows expected to be received from the FDIC for future losses on covered assets based on the expected credit losses estimated for each covered loan or loan pool and the loss sharing percentages at the acquisition date. Cash flows are discounted at a market-based rate to reflect the uncertainty of the timing of the loss sharing reimbursement from the FDIC. The ultimate collectability of this asset is dependent upon the performance of the underlying covered assets, the passage of time and claims paid by the FDIC. We acquired the Greater Atlantic loans in December 2009 and continuously evaluate our estimates of expected losses on these loans. During 2016, and based on the actual historical losses on the loan pools over the previous 24 month period, expected losses on the acquired Greater Atlantic loans (the covered loans) were lower than previously forecasted which results in a lower expected recovery from the FDIC. As of December 31, 2016, we expect to recover \$528 thousand from the FDIC under the indemnification agreement. The difference between the carrying amount of \$2.1 million and the estimated recovery is being amortized over the remaining life of the indemnification agreement or the expected life of the loans, whichever is shorter. There were two agreements with the FDIC, one for single family assets which is a 10 year agreement expiring in December 2019, and one for non-single family (commercial) assets which was a 5 year agreement which expired in December 2014. The current overstatement is due to improvements in the loss estimates in the single family covered loans.

**Retirement Plans**

Employee 401(k) plan expense is the amount of matching contributions. Supplemental retirement plan expense allocates the benefits over years of service.

**Loss Contingencies**

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

**Dividend Restriction**

Banking regulations require maintaining certain capital levels and may limit the dividends paid by the bank to the holding company or by the holding company to shareholders.

### **Estimates and Uncertainties**

Estimates including the fair value of financial instruments, other than temporary impairment, the provision for loan losses, expected loan performance and recoveries from the FDIC, and the evaluation of the recoverability of goodwill and intangible assets involve uncertainties and matters of significant judgment regarding interest rates, credit risk, repayments and prepayments, and other factors, especially in the absence of broad markets for particular items. Changes in assumptions or in market conditions could significantly affect the estimates.

### **Operating Segments**

While the chief decision-makers monitor the revenue streams of the various products and services, operations are managed and financial performance is evaluated on a company-wide basis. Discrete financial information is not available other than on a company-wide basis. Accordingly, all of the financial service operations are considered by management to be aggregated in one reportable operating segment.

### **Reclassifications**

In certain instances, amounts reported in prior years' consolidated financial statements have been reclassified to conform to the current financial statement presentation. Such reclassifications had no effect on previously reported cash flows, shareholders' equity or net income.

### **Income Taxes**

Income tax expense is the total of the current year income tax due or refundable and the change in deferred tax assets and liabilities. Deferred tax assets and liabilities are the expected future tax amounts for the temporary differences between carrying amounts and tax bases of assets and liabilities, computed using enacted tax rates. A valuation allowance, if needed, reduces deferred tax assets to the amount expected to be realized.

A tax position is recognized as a benefit only if it is "more likely than not" that the tax position would be sustained in a tax examination, with a tax examination being presumed to occur. The amount recognized is the largest amount of tax benefit that is greater than 50% likely of being realized on examination. For tax positions not meeting the "more likely than not" test, no tax benefit is recorded. We have no unrecognized tax benefits and do not anticipate any increase in unrecognized benefits during the next twelve months. Should the accrual of any interest or penalties relative to unrecognized tax benefits be necessary, it is our policy to record such accruals in our income tax accounts; no such accruals exist as of December 31, 2016. Southern National and its subsidiary file a consolidated U. S. federal tax return; Sonabank files a Maryland state income tax return and Southern National files a Virginia state income tax return. These returns are subject to examination by taxing authorities for all years after 2012.

### **Restrictions on Cash**

Cash on hand or on deposit with the Federal Reserve Bank was required to meet regulatory reserve and clearing requirements in the amount of \$2.9 million and \$872 thousand at December 31, 2016 and 2015, respectively.

### **Consolidated Statements of Cash Flows**

For purposes of reporting cash flows, Southern National defines cash and cash equivalents as cash due from banks and interest-bearing deposits in other banks with maturities less than 90 days. Net cash flows are reported for customer loan and deposit transactions and short-term borrowings.

### **Earnings Per Share**

Basic earnings per share ("EPS") are computed by dividing net income by the weighted average number of common shares outstanding during the year. Diluted earnings per share reflect additional common shares that would have been outstanding if dilutive potential common shares had been issued, as well as any adjustment to income that would result from the assumed issuance. Potential common shares that may be issued by SNBV relate solely to outstanding stock options and warrants and are determined using the treasury stock method.

### **Comprehensive Income (Loss)**

Comprehensive income (loss) consists of net income and other comprehensive income (loss). Other comprehensive income (loss) includes unrealized gains and losses on securities available for sale and the non-credit component of other than temporary impairment of securities held-to-maturity which are also recognized as a separate component of equity.

### **Off Balance Sheet Credit Related Financial Instruments**

In the ordinary course of business, Southern National has entered into commitments to extend credit and standby letters of credit. The face amount for these items represents the exposure to loss, before considering customer collateral or ability to repay.

### **Recent Accounting Pronouncements**

In September 2014, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2014-12, *Compensation — Stock Compensation (Topic 718): Accounting for Share-Based Payments When the Terms of an Award Provide That a Performance Target Could Be Achieved After the Requisite Service Period*. The amendments clarify the proper method of accounting for share-based payments when the terms of an award provide that a performance target could be achieved after the requisite service period. This ASU requires that a performance target that affects vesting and that could be achieved after the requisite service period be treated as a performance condition. The performance target should not be reflected in estimating the grant-date fair value of the award. Compensation cost should be recognized in the period in which it becomes probable that the performance target will be achieved and should represent the compensation cost attributable to the period(s) for which the requisite service has already been rendered. The amendments in this ASU are effective for annual periods and interim periods within those annual periods beginning after December 15, 2015. This ASU did not significantly impact SNBV.

In April 2015, the FASB issued ASU No. 2015-03, *Simplifying the Presentation of Debt Issuance Costs*. Under the ASU, an entity presents debt issuance costs in the balance sheet as a direct deduction from the related debt liability rather than as an asset. Amortization of the costs is reported as interest expense. For public entities, the amendments in ASU 2015-03 were effective for fiscal years beginning after December 15, 2015, and interim periods within those fiscal years. SNBV has adopted the provisions of these amendments, and they have no impact on its financial reporting.

In February 2015, the FASB issued ASU No. 2015-02, *Consolidation (Topic 810): Amendments to the Consolidation Analysis*. The amendments modify the evaluation reporting organizations must perform to determine if certain legal entities should be consolidated as VIEs. Specifically, the amendments: (1) modify the evaluation of whether limited partnerships and similar legal entities are variable interest entities (“VIEs”) or voting interest entities; (2) eliminate the presumption that a general partner should consolidate a limited partnership; (3) affect the consolidation analysis of reporting entities that are involved with VIEs, particularly those that have fee arrangements and related party relationships; and (4) provide a scope exception from consolidation guidance for reporting entities with interests in legal entities that are required to comply with or operate in accordance with requirements that are similar to those in Rule 2a-7 of the Investment Company Act of 1940 for registered money market funds. ASU No. 2015-02 became effective for interim and annual reporting periods beginning after December 15, 2015. SNBV has adopted the provisions of these amendments, and they have no impact on its financial reporting.

In September 2015, the FASB issued ASU 2015-16, *Business Combinations (Topic 805): Simplifying the Accounting for Measurement-Period Adjustments*. The amendments in ASU 2015-16 require that an acquirer recognize adjustments to estimated amounts that are identified during the measurement period in the reporting period in which the adjustment amounts are determined. The amendments require that the acquirer record, in the same period’s financial statements, the effect on earnings of changes in depreciation, amortization, or other income effects, if any, as a result of the change to the estimated amounts, calculated as if the accounting had been completed at the acquisition date. The amendments also require an entity to present separately on the face of the income statement or disclose in the notes the portion of the amount recorded in current-period earnings by line item that would have been recorded in previous reporting



periods if the adjustment to the estimated amounts had been recognized as of the acquisition date. The amendments in this ASU are effective for public business entities for fiscal years beginning after December 15, 2015, including interim periods within those fiscal years. The amendments should be applied prospectively to adjustments to provisional amounts that occur after the effective date with earlier application permitted for financial statements that have not been issued. Adoption of these amendments had no impact on SNBV's consolidated financial statements.

In January 2016, the FASB issued ASU 2016-1, *Financial Instruments Overall (Topic 825): Recognition and Measurement of Financial Assets and Financial Liabilities*. The amendments in ASU 2016-1: (a) require equity investments (except for those accounted for under the equity method of accounting or those that result in consolidation of the investee) to be measured at fair value with changes in fair value recognized in net income; (b) simplify the impairment assessment of equity securities without readily determinable fair values by requiring a qualitative assessment to identify impairment; (c) eliminate the requirement for public business entities to disclose the method and significant assumptions used to estimate the fair value that is required to be disclosed for financial instruments measured at amortized cost on the balance sheet; (d) require public business entities to use the exit price notion when measuring the fair value of financial instruments for disclosure purposes; (e) require an entity to present separately in other comprehensive income, the portion of the total change in the fair value of a liability resulting from a change in the instrument-specific credit risk when the entity has elected to measure the liability at fair value in accordance with the fair value option for financial instruments; (f) require separate presentation of financial assets and financial liabilities by measurement category and form of financial assets on the balance sheet or the notes to the financial statements; and (g) clarify that an entity should evaluate the need for a valuation allowance on a deferred tax asset related to available-for-sale securities in combination with the entity's other deferred tax assets. The amendments in this ASU are effective for public companies for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. SNBV is currently evaluating the impact of adopting the new guidance on its consolidated financial statements.

In February 2016, the FASB issued ASU 2016-02, *Leases (Topic 842)*. The FASB issued this ASU to increase transparency and comparability among organizations by recognizing lease assets and lease liabilities on the balance sheet by lessees for those leases classified as operating leases under current U.S. GAAP and disclosing key information about leasing arrangements. The amendments in this ASU are effective for public business entities for annual periods, and interim periods within those annual periods, beginning after December 15, 2018. Early application of this ASU is permitted for all entities. We lease many of our banking offices under lease agreements we classify as operating leases. Management is evaluating the impact of recognizing our leases as liabilities.

In March 2016, the FASB issued ASU 2016-07, *Investments — Equity Method and Joint Ventures (Topic 323), Simplifying the Transition to the Equity Method of Accounting*. The amendments eliminate the requirement that when an investment qualifies for use of the equity method as a result of an increase in the level of ownership interest or degree of influence, an investor must adjust the investment, results of operations, and retained earnings retroactively on a step-by-step basis as if the equity method had been in effect during all previous periods that the investment had been held. The amendments require that the equity method investor add the cost of acquiring the additional interest in the investee to the current basis of the investor's previously held interest and adopt the equity method of accounting as of the date the investment becomes qualified for equity method accounting. The amendments require that an entity that has an available-for-sale equity security that becomes qualified for the equity method of accounting recognize through earnings the unrealized holding gain or loss in accumulated other comprehensive income at the date the investment becomes qualified for use of the equity method. The amendments are effective for all entities for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2016. The amendments should be applied prospectively upon their effective date to increase the level of ownership interest or degree of influence that result in the adoption of the equity method. Early adoption is permitted. SNBV is currently evaluating the impact of adopting the amendments on its consolidated financial statements, but does not expect the adoption to have a significant impact.

In May 2014, the FASB issued ASU No. 2014-09, *Revenue From Contracts With Customers (Topic 606)*. These amendments affect any entity that either enters into contracts with customers to transfer goods or services or enters into contracts for the transfer of nonfinancial assets unless those contracts are within

the scope of other standards (e.g. insurance contracts or lease contracts). This ASU will supersede the revenue recognition requirements in Topic 605, Revenue Recognition, and most industry-specific guidance, and creates a Topic 606, Revenue from Contracts with Customers. The core principle of the guidance is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. This ASU also requires additional disclosure about the nature, amount, timing and uncertainty of revenue and cash flows arising from customer contracts, including significant judgments and changes in judgments and assets recognized from costs incurred to obtain or fulfill a contract. The ASU allows for either full retrospective or modified retrospective adoption. In August 2015, the FASB issued ASU 2015-14, Revenue From Contracts With Customers (Topic 606): Deferral of the Effective Date. This ASU defers the effective date of ASU 2014-09, Revenue From Contracts With Customers (Topic 606) by one year. The new guidance is effective for interim and annual reporting periods beginning after December 15, 2017. Early adoption is permitted for interim and annual reporting periods beginning after December 15, 2016. Our revenue is balanced between net interest income on financial assets and liabilities, which is explicitly excluded from the scope of the new standard, and noninterest income. The Company has begun to scope its general ledger revenue items and assess its contracts with customers to identify its performance obligations and will continue to evaluate the impact of adoption on our noninterest income and disclosures.

In March 2016, the FASB issued ASU 2016-09, *Compensation — Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting* (“ASU 2016-09”), which is intended to simplify several aspects of the accounting for share-based payment transactions, including the income tax consequences, classification of awards as either equity or liabilities, and classification on the statement of cash flows. ASU 2016-09 is effective for annual periods beginning after December 15, 2016, and interim periods within those annual periods. Early application is permitted. SNBV is currently evaluating the impact of adopting the new guidance on its consolidated financial statements, but does not expect the adoption to have a significant impact.

In June 2016, the FASB issued Accounting Standards Update (“ASU”) No. 2016-13, *Financial Instruments — Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments* (“ASU 2016-13”), which sets forth a “current expected credit loss” (“CECL”) model requiring the Company to measure all expected credit losses for financial instruments held at the reporting date based on historical experience, current conditions and reasonable supportable forecasts. This replaces the existing incurred loss model and is applicable to the measurement of credit losses on financial assets measured at amortized cost and applies to some off-balance sheet credit exposures. For public business entities that are U.S. Securities and Exchange Commission filers, the amendments in this update are effective for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years. SNBV is currently assessing the impact of the adoption of this ASU on its consolidated financial statements and is collecting data that will be needed to produce historical inputs into any models created as a result of adopting this ASU.

During August 2016, the FASB issued new guidance related to the *Statement of Cash Flows* in ASU 2016-15. The new guidance clarifies the classification within the statement of cash flows for certain transactions, including debt extinguishment costs, zero-coupon debt, contingent consideration related to business combinations, insurance proceeds, equity method distributions and beneficial interests in securitizations. The guidance also clarifies that cash flows with aspects of multiple classes of cash flows or that cannot be separated by source or use should be classified based on the activity that is likely to be the predominant source or use of cash flows for the item. This guidance is effective for fiscal years beginning after December 15, 2017 and interim periods within those fiscal years. The adoption of this guidance is not expected to be material to the consolidated financial statements.

In January 2017, the FASB issued ASU No. 2017-04, *Intangibles — Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment* (“ASU 2017-04”), which eliminates the second step of the previous FASB guidance for testing goodwill for impairment and is intended to reduce cost and complexity of goodwill impairment testing. The amendments in this ASU modify the concept of impairment from the condition that exists when the carrying amount of goodwill exceeds its implied fair value to the condition that exists when the carrying amount of a reporting unit exceeds its fair value. After determining if the carrying amount of a reporting unit exceeds its fair value, the entity should take an impairment charge of the same amount to the goodwill for that reporting unit, not to exceed the total goodwill amount for that

reporting unit. ASU 2017-04 is effective for annual periods beginning after December 15, 2019, including interim periods within those annual periods. Early adoption is permitted for interim or annual goodwill impairment tests performed on testing dates after January 1, 2017. We are currently evaluating the impact of adopting the new guidance on its consolidated financial statements.

In January 2017, the FASB issued ASU 2017-01, *Business Combinations (Topic 805): Clarifying the Definition of a Business*, which is intended to provide guidance in evaluating whether transactions should be accounted for as acquisitions (or disposals) of assets or businesses in order to provide stakeholders with more detailed reporting and less cost to analyze transactions. This ASU provides a screen to determine when a set of assets is not a business. It requires that when substantially all fair value of gross assets acquired (or disposed of) is concentrated in a single identifiable asset or group of similar identifiable assets, the set of assets is not a business. If the screen is not met, the amendments in this update provide a framework to assist entities in evaluating whether both an input and a substantive process are present for the set to be a business. ASU 2017-01 is effective for annual periods beginning after December 15, 2017, including interim periods within those annual periods. No disclosures are required at transition and early adoption is permitted. We are currently evaluating the impact of adopting the new guidance on its consolidated financial statements.

## 2. SECURITIES

The amortized cost and fair value of available for sale securities and the related gross unrealized gains and losses recognized in accumulated other comprehensive income (loss) were as follows (in thousands):

December 31, 2016	Amortized Cost	Gross Unrealized		Fair Value
		Gains	Losses	
<b>Obligations of states and political subdivisions</b>	\$ 2,280	\$ 9	\$ (30)	\$2,259
<b>Trust preferred securities</b>	2,590	—	(931)	1,659
	<u>\$ 4,870</u>	<u>\$ 9</u>	<u>\$(961)</u>	<u>\$3,918</u>

December 31, 2015	Amortized Cost	Gross Unrealized		Fair Value
		Gains	Losses	
<b>Obligations of states and political subdivisions</b>	\$ 2,287	\$25	\$ —	\$2,312
<b>Trust preferred securities</b>	2,590	—	(693)	1,897
	<u>\$ 4,877</u>	<u>\$25</u>	<u>\$(693)</u>	<u>\$4,209</u>

The amortized cost, unrecognized gains and losses, and fair value of securities held to maturity were as follows (in thousands):

December 31, 2016	Amortized Cost	Gross Unrecognized		Fair Value
		Gains	Losses	
Residential government-sponsored mortgage-backed securities	\$ 18,594	\$308	\$ (118)	18,784
Residential government-sponsored collateralized mortgage obligations	2,371	—	(54)	2,317
Government-sponsored agency securities	47,975	28	(1,865)	46,138
Obligations of states and political subdivisions	12,706	53	(162)	12,597
Trust preferred securities	3,654	—	(146)	3,508
	<u>\$ 85,300</u>	<u>\$389</u>	<u>\$(2,345)</u>	<u>\$83,344</u>

December 31, 2015	Amortized Cost	Gross Unrecognized		Fair Value
		Gains	Losses	
Residential government-sponsored mortgage-backed securities	\$ 20,751	\$459	\$ (22)	\$21,188
Residential government-sponsored collateralized mortgage obligations	2,946	—	(66)	2,880
Government-sponsored agency securities	55,937	222	(618)	55,541
Obligations of states and political subdivisions	12,794	157	(67)	12,884
Trust preferred securities	4,352	—	(381)	3,971
	<u>\$ 96,780</u>	<u>\$838</u>	<u>\$(1,154)</u>	<u>\$96,464</u>

The amortized cost amounts are net of recognized other than temporary impairment.

During 2016 we sold no securities.

In the second quarter of 2015, we transferred from our held-to-maturity (HTM) portfolio all of the trust preferred securities and a non-government sponsored residential CMO that had been other than temporarily impaired to the available-for-sale (AFS) classification. We sold five of these trust preferred securities and the CMO recognizing gains of \$914 thousand and losses of \$394 thousand. Due to the significant deterioration in these issuers' creditworthiness which could not have been reasonably anticipated, we feel that our change in classification does not taint our intentions in regards to the remainder of our HTM portfolio. We consider this transfer to be isolated, nonrecurring and unusual for Southern National.

During 2014 we sold no securities.

The fair value and amortized cost, if different, of debt securities as of December 31, 2016 by contractual maturity were as follows (in thousands). Securities not due at a single maturity date, primarily mortgage-backed securities and collateralized mortgage obligations, are shown separately.

	Held to Maturity		Available for Sale	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
Due in one to five years	\$ 1,459	\$ 1,440	\$ —	\$ —
Due in five to ten years	5,727	5,720	—	—
Due after ten years	57,149	55,083	4,870	3,918
Residential government-sponsored mortgage-backed securities	18,594	18,784	—	—
Residential government-sponsored collateralized mortgage obligations	2,371	2,317	—	—
<b>Total</b>	<u>\$ 85,300</u>	<u>\$ 83,344</u>	<u>\$ 4,870</u>	<u>\$ 3,918</u>

Securities with a carrying amount of approximately \$73.9 million and \$89.7 million at December 31, 2016 and 2015, respectively, were pledged to secure public deposits, certain deposits and a line of credit for advances from the Federal Home Loan Bank of Atlanta ("FHLB").

Southern National monitors the portfolio for indicators of other than temporary impairment. At December 31, 2016 and 2015, certain securities' fair values were below cost. As outlined in the table below, there were securities with fair values totaling approximately \$65.6 million in the portfolio with the carrying value exceeding the estimated fair value that are considered temporarily impaired at December 31, 2016. Because the decline in fair value is attributable to changes in interest rates and market illiquidity, and not credit quality, and because we do not have the intent to sell these securities and it is likely that we will not be required to sell the securities before their anticipated recovery, management does not consider these securities to be other-than-temporarily impaired as of December 31, 2016. The following tables present information regarding securities in a continuous unrealized loss position as of December 31, 2016 and 2015 (in thousands) by duration of time in a loss position:

**December 31, 2016**

	Less than 12 months		12 Months or More		Total	
	Fair value	Unrealized Losses	Fair value	Unrealized Losses	Fair value	Unrealized Losses
<b>Available for Sale</b>						
Obligations of states and political subdivisions	\$1,706	\$(30)	\$ —	\$ —	\$1,706	\$(30)
Trust preferred securities	—	—	1,658	(931)	1,658	(931)
	<u>\$1,706</u>	<u>\$(30)</u>	<u>\$1,658</u>	<u>\$(931)</u>	<u>\$3,364</u>	<u>\$(961)</u>

	Less than 12 months		12 Months or More		Total	
	Fair value	Unrecognized Losses	Fair value	Unrecognized Losses	Fair value	Unrecognized Losses
<b>Held to Maturity</b>						
Residential government-sponsored mortgage-backed securities	\$10,238	\$(110)	\$ 457	\$(8)	\$10,695	\$(118)
Residential government-sponsored collateralized mortgage obligations	1,346	(27)	971	(27)	2,317	(54)
Government-sponsored agency securities	41,110	(1,865)	—	—	41,110	(1,865)
Obligations of states and political subdivisions	3,578	(98)	1,065	(64)	4,643	(162)
Trust preferred securities	—	—	3,508	(146)	3,508	(146)
	<u>\$56,272</u>	<u>\$(2,100)</u>	<u>\$6,001</u>	<u>\$(245)</u>	<u>\$62,273</u>	<u>\$(2,345)</u>

**December 31, 2015**

	Less than 12 months		12 Months or More		Total	
	Fair value	Unrealized Losses	Fair value	Unrealized Losses	Fair value	Unrealized Losses
<b>Available for Sale</b>						
Trust preferred securities	<u>\$—</u>	<u>\$—</u>	<u>\$1,897</u>	<u>\$(693)</u>	<u>\$1,897</u>	<u>\$(693)</u>

	Less than 12 months		12 Months or More		Total	
	Fair value	Unrecognized Losses	Fair value	Unrecognized Losses	Fair value	Unrecognized Losses
<b>Held to Maturity</b>						
Residential government-sponsored mortgage-backed securities	\$ 5,459	\$(14)	\$ 640	\$(8)	\$ 6,099	\$(22)
Residential government-sponsored collateralized mortgage obligations	512	(5)	2,368	(61)	2,880	(66)
Government-sponsored agency securities	35,453	(507)	9,878	(111)	45,331	(618)
Obligations of states and political subdivisions	—	—	2,513	(67)	2,513	(67)
Trust preferred securities	—	—	3,971	(381)	3,971	(381)
	<u>\$41,424</u>	<u>\$(526)</u>	<u>\$19,370</u>	<u>\$(628)</u>	<u>\$60,794</u>	<u>\$(1,154)</u>

As of December 31, 2016, we owned pooled trust preferred securities as follows (in thousands):

Security	Tranche Level	Ratings When Purchased		Current Ratings		Par Value	Book Value	Estimated Fair Value	% of Current Defaults and Deferrals to Total Collateral	Previously Recognized Cumulative Other Comprehensive Loss <sup>(1)</sup>
		Moody's	Fitch	Moody's	Fitch					
<b>Held to Maturity</b>										
(in thousands)										
ALESCO VII A1B	Senior	Aaa	AAA	A1	A	\$3,688	\$3,389	\$ 3,275	11%	\$ 239
MMCF III B	Senior Sub	A3	A-	Ba1	BB	269	265	233	32%	4
						<u>3,957</u>	<u>3,654</u>	<u>3,508</u>		<u>\$ 243</u>
<b>Available for Sale Other Than Temporarily Impaired:</b>										
Cumulative OTTI Related to Credit Loss <sup>(2)</sup>										
TPREF FUNDING II	Mezzanine	A1	A-	Caa3	C	1,500	1,099	623	37%	\$ 400
ALESCO V C1	Mezzanine	A2	A	Caa3	C	2,150	1,491	1,036	10%	659
						<u>3,650</u>	<u>2,590</u>	<u>1,659</u>		<u>\$ 1,059</u>
Total						<u>\$7,607</u>	<u>\$6,244</u>	<u>\$ 5,167</u>		

(1) Pre-tax, and represents unrealized losses at date of transfer from available-for-sale to held-to-maturity, net of accretion

(2) Pre-tax

Each of these securities has been evaluated for other than temporary impairment (“OTTI”). In performing a detailed cash flow analysis of each security, Sonabank works with independent third parties to estimate expected cash flows and assist with the evaluation of other than temporary impairment. The cash flow analyses performed included the following assumptions:

- .5% of the remaining performing collateral will default or defer per annum.
- Recoveries of 7% with a two year lag on all defaults and deferrals.
- No prepayments for 10 years and then 1% per annum for the remaining life of the security.
- Our securities have been modeled using the above assumptions by independent third parties using the forward LIBOR curve to discount projected cash flows to present values.

We recognized no OTTI charges during 2016 and 2015, and we recognized OTTI charges of \$41 thousand during 2014.

The following table presents a roll forward of the credit losses recognized in earnings for the periods ended December 31, 2016, 2015 and 2014 (in thousands):

	2016	2015	2014
Amount of cumulative other-than-temporary impairment related to credit loss prior to January 1	\$1,060	\$ 8,949	\$8,911
Amounts related to credit loss for which an other-than-temporary impairment was not previously recognized	—	—	—
Amounts related to credit loss for which an other-than-temporary impairment was previously recognized	—	—	41
Reductions due to sales of securities for which an other-than-temporary impairment was previously recognized	—	(7,889)	—
Reductions due to realized losses	—	—	(3)
Amount of cumulative other-than-temporary impairment related to credit loss as of December 31	<u>\$1,060</u>	<u>\$ 1,060</u>	<u>\$8,949</u>

Changes in accumulated other comprehensive income by component for the years ended December 31, 2016, 2015 and 2014 are shown in the table below. All amounts are net of tax (in thousands).

<b>For the year ended December 31, 2016</b>	<b>Unrealized Holding Gains (Losses) on Available for Sale Securities</b>	<b>Held to Maturity Securities</b>	<b>Total</b>
Beginning balance	\$ (440)	\$ (170)	\$(610)
Other comprehensive income/(loss) before reclassifications	(187)	8	\$(179)
Amounts reclassified from accumulated other comprehensive income/(loss)	—	—	—
Net current-period other comprehensive income/(loss)	(187)	8	(179)
Ending balance	<u>\$ (627)</u>	<u>\$ (162)</u>	<u>\$(789)</u>

<b>For the year ended December 31, 2015</b>	<b>Unrealized Holding Gains (Losses) on Available for Sale Securities</b>	<b>Held to Maturity Securities</b>	<b>Total</b>
Beginning balance	\$ (6)	\$ (3,014)	\$(3,020)
Other comprehensive income/(loss) before reclassifications	(434)	21	\$ (413)
Amounts reclassified from accumulated other comprehensive income/(loss)	—	2,823	2,823
Net current-period other comprehensive income/(loss)	(434)	2,844	2,410
Ending balance	<u>\$ (440)</u>	<u>\$ (170)</u>	<u>\$ (610)</u>

<b>For the year ended December 31, 2014</b>	<b>Unrealized Holding Gains (Losses) on Available for Sale Securities</b>	<b>Held to Maturity Securities</b>	<b>Total</b>
Beginning balance	\$ (203)	\$ (2,987)	\$(3,190)
Other comprehensive income/(loss) before reclassifications	197	(27)	170
Amounts reclassified from accumulated other comprehensive income/(loss)	—	—	—
Net current-period other comprehensive income/(loss)	197	(27)	170
Ending balance	<u>\$ (6)</u>	<u>\$ (3,014)</u>	<u>\$(3,020)</u>

### 3. LOANS

Loans, net of unearned income, consist of the following at year end (in thousands):

	Covered Loans <sup>(1)</sup>	Non-covered Loans	Total Loans	Covered Loans <sup>(1)</sup>	Non-covered Loans	Total Loans
	December 31, 2016			December 31, 2015		
<b>Loans secured by real estate:</b>						
Commercial real estate – owner-occupied	\$ —	\$ 154,807	\$154,807	\$ —	\$ 141,521	\$141,521
Commercial real estate – non-owner-occupied	—	279,634	279,634	—	256,513	256,513
Secured by farmland	—	541	541	—	578	578
Construction and land loans	—	91,067	91,067	—	67,832	67,832
Residential 1– 4 family	10,519	220,291	230,810	12,994	165,077	178,071
Multi-family residential	—	30,021	30,021	—	25,501	25,501
Home equity lines of credit	17,661	11,542	29,203	21,379	13,798	35,177
Total real estate loans	28,180	787,903	816,083	34,373	670,820	705,193
Commercial loans	—	115,365	115,365	—	124,985	124,985
Consumer loans	—	856	856	—	1,366	1,366
Gross loans	28,180	904,124	932,304	34,373	797,171	831,544
Less deferred fees on loans	—	(1,889)	(1,889)	—	(2,119)	(2,119)
Loans, net of deferred fees	<u>\$28,180</u>	<u>\$ 902,235</u>	<u>\$930,415</u>	<u>\$34,373</u>	<u>\$ 795,052</u>	<u>\$829,425</u>

(1) Covered Loans were acquired in the Greater Atlantic transaction and are covered under an FDIC loss-share agreement. The agreement covering non-single family loans expired in December 2014.

Accounting policy related to the allowance for loan losses is considered a critical policy given the level of estimation, judgment, and uncertainty in the levels of the allowance required to account for the inherent probable losses in the loan portfolio and the material effect such estimation, judgment, and uncertainty can have on the consolidated financial results.

As part of the Greater Atlantic acquisition, the Bank and the FDIC entered into loss sharing agreements on approximately \$143.4 million (contractual basis) of Greater Atlantic Bank's assets. There were two agreements with the FDIC, one for single family loans which is a 10-year agreement expiring in December 2019, and one for non-single family (commercial) assets which was a 5-year agreement which expired in December 2014. The Bank will share in the losses on the loans and foreclosed loan collateral with the FDIC as specified in the loss sharing agreements; we refer to these assets collectively as "covered assets." Loans that are not covered in the loss sharing agreement are referred to as "non-covered loans". As of December 31, 2016, non-covered loans included \$23.0 million of loans acquired in the HarVest acquisition and \$42.2 million acquired in the PGFSB acquisition.

Accrutable discount on the acquired covered loans, the PGFSB loans and the HarVest loans was \$6.5 million and \$7.9 million at December 31, 2016 and 2015 respectively.

Credit-impaired covered loans are those loans which presented evidence of credit deterioration at the date of acquisition and it is probable that Southern National would not collect all contractually required principal and interest payments. Generally, acquired loans that meet Southern National's definition for nonaccrual status fell within the definition of credit-impaired covered loans.



Impaired loans for the covered and non-covered portfolios were as follows (in thousands):

December 31, 2016	Covered Loans			Non-covered Loans			Total Loans		
	Recorded Investment	Unpaid Principal Balance	Related Allowance	Recorded Investment <sup>(1)</sup>	Unpaid Principal Balance	Related Allowance	Recorded Investment	Unpaid Principal Balance	Related Allowance
<b>With no related allowance recorded</b>									
Commercial real estate – owner occupied	\$ —	\$ —	\$—	\$ 5,583	\$ 5,592	\$ —	\$ 5,583	\$ 5,592	\$ —
Commercial real estate – non-owner occupied <sup>(2)</sup>	—	—	—	—	—	—	—	—	—
Construction and land development	—	—	—	—	—	—	—	—	—
Commercial loans	—	—	—	3,002	3,603	—	3,002	3,603	—
Residential 1 – 4 family <sup>(4)</sup>	963	1,113	—	—	—	—	963	1,113	—
Other consumer loans	—	—	—	—	—	—	—	—	—
<b>Total</b>	<u>\$ 963</u>	<u>\$ 1,113</u>	<u>\$—</u>	<u>\$ 8,585</u>	<u>\$ 9,195</u>	<u>\$ —</u>	<u>\$ 9,548</u>	<u>\$ 10,308</u>	<u>\$ —</u>
<b>With an allowance recorded</b>									
Commercial real estate – owner occupied	\$ —	\$ —	\$—	\$ 688	\$ 688	\$ 150	\$ 688	\$ 688	\$ 150
Commercial real estate – non-owner occupied <sup>(2)</sup>	—	—	—	—	—	—	—	—	—
Construction and land development	—	—	—	—	—	—	—	—	—
Commercial loans	—	—	—	3,378	5,798	750	3,378	5,798	750
Residential 1 – 4 family <sup>(4)</sup>	—	—	—	—	—	—	—	—	—
Other consumer loans	—	—	—	—	—	—	—	—	—
<b>Total</b>	<u>\$ —</u>	<u>\$ —</u>	<u>\$—</u>	<u>\$ 4,066</u>	<u>\$ 6,486</u>	<u>\$ 900</u>	<u>\$ 4,066</u>	<u>\$ 6,486</u>	<u>\$ 900</u>
<b>Grand total</b>	<u>\$ 963</u>	<u>\$ 1,113</u>	<u>\$—</u>	<u>\$ 12,651</u>	<u>\$ 15,681</u>	<u>\$ 900</u>	<u>\$ 13,614</u>	<u>\$ 16,794</u>	<u>\$ 900</u>

(1) Recorded investment is after cumulative prior charge offs of \$3.0 million. These loans also have aggregate SBA guarantees of \$2.2 million.

(2) Includes loans secured by farmland and multi-family residential loans.

(3) The Bank recognizes loan impairment and may concurrently record a charge off to the allowance for loan losses.

(4) Includes home equity lines of credit.

December 31, 2015	Covered Loans			Non-covered Loans			Total Loans		
	Recorded Investment	Unpaid Principal Balance	Related Allowance	Recorded Investment <sup>(1)</sup>	Unpaid Principal Balance	Related Allowance	Recorded Investment	Unpaid Principal Balance	Related Allowance
<b>With no related allowance recorded</b>									
Commercial real estate – owner occupied	\$ —	\$ —	\$—	\$ 6,492	\$ 6,986	\$ —	\$ 6,492	\$ 6,986	\$ —
Commercial real estate – non-owner occupied <sup>(2)</sup>	—	—	—	136	230	—	136	230	—
Construction and land development	—	—	—	—	—	—	—	—	—
Commercial loans	—	—	—	2,102	2,698	—	2,102	2,698	—
Residential 1– 4 family <sup>(4)</sup>	1,066	1,243	—	—	—	—	1,066	1,243	—
Other consumer loans	—	—	—	—	—	—	—	—	—
<b>Total</b>	<u>\$ 1,066</u>	<u>\$ 1,243</u>	<u>\$—</u>	<u>\$ 8,730</u>	<u>\$ 9,914</u>	<u>\$ —</u>	<u>\$ 9,796</u>	<u>\$ 11,157</u>	<u>\$ —</u>
<b>With an allowance recorded</b>									
Commercial real estate – owner occupied	\$ —	\$ —	\$—	\$ 1,370	\$ 1,484	\$ 439	\$ 1,370	\$ 1,484	\$ 439
Commercial real estate – non-owner occupied <sup>(2)</sup>	—	—	—	—	—	—	—	—	—
Construction and land development	—	—	—	—	—	—	—	—	—
Commercial loans	—	—	—	3,382	3,382	400	3,382	3,382	400
Residential 1– 4 family <sup>(4)</sup>	—	—	—	—	—	—	—	—	—
Other consumer loans	—	—	—	—	—	—	—	—	—
<b>Total</b>	<u>\$ —</u>	<u>\$ —</u>	<u>\$—</u>	<u>\$ 4,752</u>	<u>\$ 4,866</u>	<u>\$ 839</u>	<u>\$ 4,752</u>	<u>\$ 4,866</u>	<u>\$ 839</u>
<b>Grand total</b>	<u>\$ 1,066</u>	<u>\$ 1,243</u>	<u>\$—</u>	<u>\$ 13,482</u>	<u>\$ 14,780</u>	<u>\$ 839</u>	<u>\$ 14,548</u>	<u>\$ 16,023</u>	<u>\$ 839</u>

- (1) Recorded investment is after cumulative prior charge offs of \$1.2 million. These loans also have aggregate SBA guarantees of \$3.5 million.
- (2) Includes loans secured by farmland and multi-family residential loans.
- (3) The Bank recognizes loan impairment and may concurrently record a charge off to the allowance for loan losses.
- (4) Includes home equity lines of credit.

The following tables present the average recorded investment and interest income for impaired loans recognized by class of loans for the years ended December 31, 2016, 2015 and 2014 (in thousands):

Year ended 12/31/16	Covered Loans		Non-covered Loans		Total Loans	
	Average Recorded Investment	Interest Income Recognized	Average Recorded Investment	Interest Income Recognized	Average Recorded Investment	Interest Income Recognized
<b>With no related allowance recorded</b>						
Commercial real estate – owner occupied	\$ —	\$—	\$ 6,454	\$292	\$ 6,454	\$292
Commercial real estate – non-owner occupied <sup>(1)</sup>	—	—	103	3	103	3
Construction and land development	—	—	—	—	—	—
Commercial loans	—	—	2,888	54	2,888	54
Residential 1– 4 family <sup>(2)</sup>	988	32	—	—	988	32
Other consumer loans	—	—	—	—	—	—
<b>Total</b>	<b>\$ 988</b>	<b>\$32</b>	<b>\$ 9,445</b>	<b>\$349</b>	<b>\$ 10,433</b>	<b>\$381</b>
<b>With an allowance recorded</b>						
Commercial real estate – owner occupied	\$ —	\$—	\$ 694	\$ 31	\$ 694	\$ 31
Commercial real estate – non-owner occupied <sup>(1)</sup>	—	—	—	—	—	—
Construction and land development	—	—	—	—	—	—
Commercial loans	—	—	3,402	155	3,402	155
Residential 1 – 4 family <sup>(2)</sup>	—	—	—	—	—	—
Other consumer loans	—	—	—	—	—	—
<b>Total</b>	<b>\$ —</b>	<b>\$—</b>	<b>\$ 4,096</b>	<b>\$186</b>	<b>\$ 4,096</b>	<b>\$186</b>
<b>Grand total</b>	<b>\$ 988</b>	<b>\$32</b>	<b>\$ 13,541</b>	<b>\$535</b>	<b>\$ 14,529</b>	<b>\$567</b>

(1) Includes loans secured by farmland and multi-family residential loans.

(2) Includes home equity lines of credit.

Year ended 12/31/15	Covered Loans		Non-covered Loans		Total Loans	
	Average Recorded Investment	Interest Income Recognized	Average Recorded Investment	Interest Income Recognized	Average Recorded Investment	Interest Income Recognized
<b>With no related allowance recorded</b>						
Commercial real estate – owner occupied	\$ —	\$—	\$ 7,156	\$297	\$ 7,156	\$297
Commercial real estate – non-owner occupied <sup>(1)</sup>	—	—	822	11	822	11
Construction and land development	—	—	89	—	89	—
Commercial loans	—	—	3,428	—	3,428	—
Residential 1– 4 family <sup>(2)</sup>	1,501	26	—	—	1,501	26
Other consumer loans	—	—	—	—	—	—
<b>Total</b>	<b>\$ 1,501</b>	<b>\$26</b>	<b>\$ 11,495</b>	<b>\$308</b>	<b>\$ 12,996</b>	<b>\$334</b>
<b>With an allowance recorded</b>						
Commercial real estate – owner occupied	\$ —	\$—	\$ 2,259	\$ 42	\$ 2,259	\$ 42
Commercial real estate – non-owner occupied <sup>(1)</sup>	—	—	—	—	—	—
Construction and land development	—	—	93	—	93	—
Commercial loans	—	—	3,488	213	3,488	213
Residential 1 – 4 family <sup>(2)</sup>	—	—	416	—	416	—
Other consumer loans	—	—	—	—	—	—
<b>Total</b>	<b>\$ —</b>	<b>\$—</b>	<b>\$ 6,256</b>	<b>\$255</b>	<b>\$ 6,256</b>	<b>\$255</b>
<b>Grand total</b>	<b>\$ 1,501</b>	<b>\$26</b>	<b>\$ 17,751</b>	<b>\$563</b>	<b>\$ 19,252</b>	<b>\$589</b>

(1) Includes loans secured by farmland and multi-family residential loans.

(2) Includes home equity lines of credit.

Year ended 12/31/14	Covered Loans		Non-covered Loans		Total Loans	
	Average Recorded Investment	Interest Income Recognized	Average Recorded Investment	Interest Income Recognized	Average Recorded Investment	Interest Income Recognized
<b>With no related allowance recorded</b>						
Commercial real estate – owner occupied	\$ 599	\$—	\$ 9,508	\$511	\$ 10,107	\$511
Commercial real estate – non-owner occupied <sup>(1)</sup>	1,611	—	581	—	2,192	—
Construction and land development	—	—	421	—	421	—
Commercial loans	—	—	6,154	223	6,154	223
Residential 1 – 4 family <sup>(2)</sup>	1,317	40	3,984	—	5,301	40
Other consumer loans	—	—	—	—	—	—
<b>Total</b>	<u>\$ 3,527</u>	<u>\$40</u>	<u>\$ 20,648</u>	<u>\$734</u>	<u>\$ 24,175</u>	<u>\$774</u>
<b>With an allowance recorded</b>						
Commercial real estate – owner occupied	\$ —	\$—	\$ 382	\$ 14	\$ 382	\$ 14
Commercial real estate – non-owner occupied <sup>(1)</sup>	—	—	—	—	—	—
Construction and land development	—	—	93	—	93	—
Commercial loans	—	—	955	—	955	—
Residential 1 – 4 family <sup>(2)</sup>	—	—	415	—	415	—
Other consumer loans	—	—	—	—	—	—
<b>Total</b>	<u>\$ —</u>	<u>\$—</u>	<u>\$ 1,845</u>	<u>\$ 14</u>	<u>\$ 1,845</u>	<u>\$ 14</u>
<b>Grand total</b>	<u>\$ 3,527</u>	<u>\$40</u>	<u>\$ 22,493</u>	<u>\$748</u>	<u>\$ 26,020</u>	<u>\$788</u>

(1) Includes loans secured by farmland and multi-family residential loans.

(2) Includes home equity lines of credit.

The following table presents the aging of the recorded investment in past due loans by class of loans as of December 31, 2016 and 2015 (in thousands):

December 31, 2016	30 – 59	60 – 89	90 Days or More	Total Past Due	Nonaccrual Loans	Loans Not Past Due	Total Loans
	Days Past Due	Days Past Due					
<b>Covered loans:</b>							
Commercial real estate – owner occupied	\$ —	\$—	\$—	\$ —	\$ —	\$ —	\$ —
Commercial real estate – non-owner occupied <sup>(1)</sup>	—	—	—	—	—	—	—
Construction and land development	—	—	—	—	—	—	—
Commercial loans	—	—	—	—	—	—	—
Residential 1 – 4 family <sup>(2)</sup>	221	95	—	316	850	27,014	28,180
Other consumer loans	—	—	—	—	—	—	—
<b>Total</b>	<u>\$ 221</u>	<u>\$95</u>	<u>\$—</u>	<u>\$ 316</u>	<u>\$ 850</u>	<u>\$ 27,014</u>	<u>\$ 28,180</u>
<b>Non-covered loans:</b>							
Commercial real estate – owner occupied	\$ —	\$—	\$—	\$ —	\$ 637	\$154,170	\$154,807
Commercial real estate – non-owner occupied <sup>(1)</sup>	—	—	—	—	—	310,196	310,196
Construction and land development	—	—	—	—	—	91,067	91,067
Commercial loans	1,349	—	—	1,349	3,158	110,858	115,365
Residential 1 – 4 family <sup>(2)</sup>	1,011	—	—	1,011	—	230,822	231,833
Other consumer loans	—	—	—	—	—	856	856
<b>Total</b>	<u>\$2,360</u>	<u>\$—</u>	<u>\$—</u>	<u>\$2,360</u>	<u>\$ 3,795</u>	<u>\$897,969</u>	<u>\$904,124</u>
<b>Total loans:</b>							
Commercial real estate – owner occupied	\$ —	\$—	\$—	\$ —	\$ 637	\$154,170	\$154,807
Commercial real estate – non-owner occupied <sup>(1)</sup>	—	—	—	—	—	310,196	310,196
Construction and land development	—	—	—	—	—	91,067	91,067
Commercial loans	1,349	—	—	1,349	3,158	110,858	115,365
Residential 1 – 4 family <sup>(2)</sup>	1,232	95	—	1,327	850	257,836	260,013
Other consumer loans	—	—	—	—	—	856	856
<b>Total</b>	<u>\$2,581</u>	<u>\$95</u>	<u>\$—</u>	<u>\$2,676</u>	<u>\$ 4,645</u>	<u>\$924,983</u>	<u>\$932,304</u>

December 31, 2015	30 – 59 Days Past Due	60 – 89 Days Past Due	90 Days or More	Total Past Due	Nonaccrual Loans	Loans Not Past Due	Total Loans
<b>Covered loans:</b>							
Commercial real estate – owner occupied	\$ —	\$—	\$—	\$ —	\$ —	\$ —	\$ —
Commercial real estate – non-owner occupied <sup>(1)</sup>	—	—	—	—	—	—	—
Construction and land development	—	—	—	—	—	—	—
Commercial loans	—	—	—	—	—	—	—
Residential 1 – 4 family <sup>(2)</sup>	119	43	—	162	698	33,513	34,373
Other consumer loans	—	—	—	—	—	—	—
<b>Total</b>	<u>\$ 119</u>	<u>\$43</u>	<u>\$—</u>	<u>\$ 162</u>	<u>\$ 698</u>	<u>\$ 33,513</u>	<u>\$ 34,373</u>
<b>Non-covered loans:</b>							
Commercial real estate – owner occupied	\$ 561	\$—	\$—	\$ 561	\$ 2,071	\$138,889	\$141,521
Commercial real estate – non-owner occupied <sup>(1)</sup>	—	—	—	—	—	282,592	282,592
Construction and land development	—	—	—	—	—	67,832	67,832
Commercial loans	267	—	—	267	2,102	122,616	124,985
Residential 1 – 4 family <sup>(2)</sup>	85	—	—	85	—	178,790	178,875
Other consumer loans	1	—	—	1	—	1,365	1,366
<b>Total</b>	<u>\$ 914</u>	<u>\$—</u>	<u>\$—</u>	<u>\$ 914</u>	<u>\$ 4,173</u>	<u>\$792,084</u>	<u>\$797,171</u>
<b>Total loans:</b>							
Commercial real estate – owner occupied	\$ 561	\$—	\$—	\$ 561	\$ 2,071	\$138,889	\$141,521
Commercial real estate – non-owner occupied <sup>(1)</sup>	—	—	—	—	—	282,592	282,592
Construction and land development	—	—	—	—	—	67,832	67,832
Commercial loans	267	—	—	267	2,102	122,616	124,985
Residential 1 – 4 family <sup>(2)</sup>	204	43	—	247	698	212,303	213,248
Other consumer loans	1	—	—	1	—	1,365	1,366
<b>Total</b>	<u>\$1,033</u>	<u>\$43</u>	<u>\$—</u>	<u>\$1,076</u>	<u>\$ 4,871</u>	<u>\$825,597</u>	<u>\$831,544</u>

(1) Includes loans secured by farmland and multi-family residential loans.

(2) Includes home equity lines of credit.

Activity in the allowance for non-covered loan and lease losses by class of loan for the years ended December 31, 2016, 2015 and 2014 is summarized below (in thousands):

<b>Non-covered loans:</b>	<b>Commercial Real Estate Owner Occupied</b>	<b>Commercial Real Estate Non-owner Occupied <sup>(1)</sup></b>	<b>Construction and Land Development</b>	<b>Commercial Loans</b>	<b>1 – 4 Family Residential <sup>(2)</sup></b>	<b>Other Consumer Loans</b>	<b>Unallocated</b>	<b>Total</b>
<b>Year ended December 31, 2016</b>								
<b>Allowance for loan losses:</b>								
Beginning balance	\$ 1,185	\$ 1,222	\$ 865	\$ 3,041	\$ 1,408	\$ 48	\$ 652	\$ 8,421
Charge offs	(799)	—	(449)	(3,370)	(22)	(322)	—	(4,962)
Recoveries	8	—	121	96	10	4	—	239
Provision	511	262	215	3,599	(117)	348	94	4,912
<b>Ending balance</b>	<b>\$ 905</b>	<b>\$ 1,484</b>	<b>\$ 752</b>	<b>\$ 3,366</b>	<b>\$ 1,279</b>	<b>\$ 78</b>	<b>\$ 746</b>	<b>\$ 8,610</b>
<b>Year ended December 31, 2015</b>								
<b>Allowance for loan losses:</b>								
Beginning balance	\$ 855	\$ 1,123	\$ 1,644	\$ 2,063	\$ 1,322	\$ 49	\$ 337	\$ 7,393
Charge offs	(1,067)	—	—	(1,174)	(413)	(19)	—	(2,673)
Recoveries	18	18	139	91	259	1	—	526
Provision	1,379	81	(918)	2,061	240	17	315	3,175
<b>Ending balance</b>	<b>\$ 1,185</b>	<b>\$ 1,222</b>	<b>\$ 865</b>	<b>\$ 3,041</b>	<b>\$ 1,408</b>	<b>\$ 48</b>	<b>\$ 652</b>	<b>\$ 8,421</b>
<b>Year ended December 31, 2014</b>								
<b>Allowance for loan losses:</b>								
Beginning balance	\$ 814	\$ 985	\$ 1,068	\$ 2,797	\$ 1,302	\$ 54	\$ 19	\$ 7,039
Charge offs	(573)	—	(250)	(1,998)	(449)	—	—	(3,270)
Recoveries	10	23	4	125	7	5	—	174
Provision	604	115	822	1,139	462	(10)	318	3,450
<b>Ending balance</b>	<b>\$ 855</b>	<b>\$ 1,123</b>	<b>\$ 1,644</b>	<b>\$ 2,063</b>	<b>\$ 1,322</b>	<b>\$ 49</b>	<b>\$ 337</b>	<b>\$ 7,393</b>

(1) Includes loans secured by farmland and multi-family residential loans.

(2) Includes home equity lines of credit.

Activity in the allowance for covered loan and lease losses by class of loan for the years ended December 31, 2016, 2015 and 2014 is summarized below (in thousands).

Covered loans:	Commercial Real Estate Owner Occupied	Commercial Real Estate Non-owner Occupied <sup>(1)</sup>	Construction and Land Development	Commercial Loans	1 – 4 Family Residential <sup>(3)</sup>	Other Consumer Loans	Unallocated	Total
<b>Year ended December 31, 2016</b>								
<b>Allowance for loan losses:</b>								
Beginning balance	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
Charge offs	—	—	—	—	—	—	—	—
Recoveries	—	—	—	—	—	—	—	—
Adjustments <sup>(2)</sup>	—	—	—	—	—	—	—	—
Provision	—	—	—	—	—	—	—	—
<b>Ending balance</b>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>
<b>Year ended December 31, 2015</b>								
<b>Allowance for loan losses:</b>								
Beginning balance	\$ —	\$ —	\$ —	\$ —	\$ 17	\$ 4	\$ —	\$ 21
Charge offs	—	—	—	—	—	—	—	—
Recoveries	—	—	—	—	—	—	—	—
Adjustments <sup>(2)</sup>	—	—	—	—	(17)	—	—	(17)
Provision	—	—	—	—	—	(4)	—	(4)
<b>Ending balance</b>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>
<b>Year ended December 31, 2014</b>								
<b>Allowance for loan losses:</b>								
Beginning balance	\$ —	\$ 45	\$ —	\$ —	\$ —	\$ 6	\$ —	\$ 51
Charge offs	—	—	—	—	—	—	—	—
Recoveries	—	—	—	—	—	—	—	—
Adjustments <sup>(2)</sup>	—	(36)	—	—	14	(2)	—	(24)
Provision	—	(9)	—	—	3	—	—	(6)
<b>Ending balance</b>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 17</u>	<u>\$ 4</u>	<u>\$ —</u>	<u>\$ 21</u>

(1) Includes loans secured by farmland and multi-family residential loans.

(2) Represents the portion of increased expected losses which is covered by the loss sharing agreement with the FDIC.

(3) Includes home equity lines of credit.

The following table presents the balance in the allowance for non-covered loan losses and the recorded investment in non-covered loans by portfolio segment and based on impairment method as of December 31, 2016 and 2015 (in thousands):

Non-covered loans:	Commercial Real Estate Owner Occupied	Commercial Real Estate Non-owner Occupied <sup>(1)</sup>	Construction and Land Development	Commercial Loans	1 – 4 Family Residential <sup>(2)</sup>	Other Consumer Loans	Unallocated	Total
<b>December 31, 2016</b>								
<b>Ending allowance balance attributable to loans:</b>								
Individually evaluated for impairment	\$ 150	\$ —	\$ —	\$ 750	\$ —	\$ —	\$ —	\$ 900
Collectively evaluated for impairment	755	1,484	752	2,616	1,279	78	746	7,710
<b>Total ending allowance</b>	<b>\$ 905</b>	<b>\$ 1,484</b>	<b>\$ 752</b>	<b>\$ 3,366</b>	<b>\$ 1,279</b>	<b>\$ 78</b>	<b>\$ 746</b>	<b>\$ 8,610</b>
<b>Loans:</b>								
Individually evaluated for impairment	\$ 6,271	\$ —	\$ —	\$ 6,380	\$ —	\$ —	\$ —	\$ 12,651
Collectively evaluated for impairment	148,536	310,196	91,067	108,985	231,833	856	—	891,473
<b>Total ending loan balances</b>	<b>\$ 154,807</b>	<b>\$ 310,196</b>	<b>\$ 91,067</b>	<b>\$ 115,365</b>	<b>\$ 231,833</b>	<b>\$ 856</b>	<b>\$ —</b>	<b>\$904,124</b>
<b>December 31, 2015</b>								
<b>Ending allowance balance attributable to loans:</b>								
Individually evaluated for impairment	\$ 439	\$ —	\$ —	\$ 400	\$ —	\$ —	\$ —	\$ 839
Collectively evaluated for impairment	746	1,222	865	2,641	1,408	48	652	7,582
<b>Total ending allowance</b>	<b>\$ 1,185</b>	<b>\$ 1,222</b>	<b>\$ 865</b>	<b>\$ 3,041</b>	<b>\$ 1,408</b>	<b>\$ 48</b>	<b>\$ 652</b>	<b>\$ 8,421</b>
<b>Loans:</b>								
Individually evaluated for impairment	\$ 7,862	\$ 136	\$ —	\$ 5,484	\$ —	\$ —	\$ —	\$ 13,482
Collectively evaluated for impairment	133,659	282,456	67,832	119,501	178,875	1,366	—	783,689
<b>Total ending loan balances</b>	<b>\$ 141,521</b>	<b>\$ 282,592</b>	<b>\$ 67,832</b>	<b>\$ 124,985</b>	<b>\$ 178,875</b>	<b>\$ 1,366</b>	<b>\$ —</b>	<b>\$797,171</b>

(1) Includes loans secured by farmland and multi-family residential loans.

(2) Includes home equity lines of credit.



The following table presents the balance in the allowance for covered loan losses and the recorded investment in covered loans by portfolio segment and based on impairment method as of December 31, 2016 and 2015 (in thousands).

Covered loans:	Commercial Real Estate Owner Occupied	Commercial Real Estate Non-owner Occupied <sup>(1)</sup>	Construction and Land Development	Commercial Loans	1 – 4 Family Residential <sup>(2)</sup>	Other Consumer Loans	Unallocated	Total
<b>December 31, 2016</b>								
<b>Ending allowance balance attributable to loans:</b>								
Individually evaluated for impairment	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
Collectively evaluated for impairment	—	—	—	—	—	—	—	—
<b>Total ending allowance</b>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>
<b>Loans:</b>								
Individually evaluated for impairment	\$ —	\$ —	\$ —	\$ —	\$ 963	\$ —	\$ —	\$ 963
Collectively evaluated for impairment	—	—	—	—	27,217	—	—	27,217
<b>Total ending loan balances</b>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 28,180</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 28,180</u>
<b>December 31, 2015</b>								
<b>Ending allowance balance attributable to loans:</b>								
Individually evaluated for impairment	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
Collectively evaluated for impairment	—	—	—	—	—	—	—	—
<b>Total ending allowance</b>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>
<b>Loans:</b>								
Individually evaluated for impairment	\$ —	\$ —	\$ —	\$ —	\$ 1,066	\$ —	\$ —	\$ 1,066
Collectively evaluated for impairment	—	—	—	—	33,307	—	—	33,307
<b>Total ending loan balances</b>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 34,373</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 34,373</u>

(1) Includes loans secured by farmland and multi-family residential loans.

(2) Includes home equity lines of credit.

### Troubled Debt Restructurings

A modification is classified as a troubled debt restructuring (“TDR”) if both of the following exist: (1) the borrower is experiencing financial difficulty and (2) the Bank has granted a concession to the borrower. The Bank determines that a borrower may be experiencing financial difficulty if the borrower is currently delinquent on any of its debt, or if the Bank is concerned that the borrower may not be able to perform in accordance with the current terms of the loan agreement in the foreseeable future. Many aspects of the borrower’s financial situation are assessed when determining whether they are experiencing financial difficulty, particularly as it relates to commercial borrowers due to the complex nature of the loan structure, business/industry risk and borrower/guarantor structures. Concessions may include the reduction of an interest rate at a rate lower than current market rate for a new loan with similar risk, extension of the maturity date, reduction of accrued interest, or principal forgiveness. When evaluating whether a concession has been granted, the Bank also considers whether the borrower has provided additional collateral or guarantors and whether such additions adequately compensate the Bank for the restructured terms, or if the revised terms are consistent with those currently being offered to new loan customers. The assessments of whether a borrower is experiencing (or is likely to experience) financial difficulty and whether a concession has been granted is subjective in nature and management’s judgment is required when determining whether a modification is a TDR.

Although each occurrence is unique to the borrower and is evaluated separately, for all portfolio segments, TDRs are typically modified through reduction in interest rates, reductions in payments, changing the payment terms from principal and interest to interest only, and/or extensions in term maturity.

During the year ending December 31, 2016, there were no loans modified in troubled debt restructurings. One TDR which had been modified in 2013 defaulted during the second quarter of 2015. This loan, in the amount of \$688 thousand, was current as of December 31, 2016.

During the year ending December 31, 2015, there were no loans modified in troubled debt restructurings. One TDR which had been modified in 2013 defaulted during the second quarter of 2015. This loan, in the amount of \$699, was current as of December 31, 2015.

### Credit Quality Indicators

Through its system of internal controls Southern National evaluates and segments loan portfolio credit quality on a quarterly basis using regulatory definitions for Special Mention, Substandard and Doubtful. Special Mention loans are considered to be criticized. Substandard and Doubtful loans are considered to be classified. Southern National has no loans classified Doubtful.

Special Mention loans are loans that have a potential weakness that deserves management's close attention. If left uncorrected, these potential weaknesses may result in deterioration of the repayment prospects for the loan or of the institution's credit position.

Substandard loans are inadequately protected by the current net worth and paying capacity of the obligor or of the collateral pledged if any. Loans so classified have a well-defined weakness or weaknesses that jeopardize the liquidation of the debt. They are characterized by the distinct possibility that the institution will sustain some loss if the deficiencies are not corrected.

Doubtful loans have all the weaknesses inherent in those classified as substandard, with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of currently existing facts, conditions, and values, highly questionable and improbable.

As of December 31, 2016 and 2015, and based on the most recent analysis performed, the risk category of loans by class of loans was as follows (in thousands):

December 31, 2016	Covered Loans			Non-covered Loans				Total Loans		
	Classified/ Criticized <sup>(1)</sup>	Pass	Total	Special Mention	Substandard <sup>(3)</sup>	Pass	Total	Classified/ Criticized	Pass	Total
Commercial real estate – owner occupied	\$ —	\$ —	\$ —	\$ —	\$ 6,271	\$148,536	\$154,807	\$ 6,271	\$148,536	\$154,807
Commercial real estate – non-owner occupied <sup>(2)</sup>	—	—	—	—	—	310,196	310,196	—	310,196	310,196
Construction and land development	—	—	—	—	—	91,067	91,067	—	91,067	91,067
Commercial loans	—	—	—	28	6,380	108,957	115,365	6,408	108,957	115,365
Residential 1–4 family <sup>(4)</sup>	963	27,217	28,180	—	—	231,833	231,833	963	259,050	260,013
Other consumer loans	—	—	—	—	—	856	856	—	856	856
<b>Total</b>	<b>\$ 963</b>	<b>\$27,217</b>	<b>\$28,180</b>	<b>\$28</b>	<b>\$ 12,651</b>	<b>\$891,445</b>	<b>\$904,124</b>	<b>\$ 13,642</b>	<b>\$918,662</b>	<b>\$932,304</b>

December 31, 2015	Covered Loans			Non-covered Loans			Total Loans			
	Classified/ Criticized <sup>(1)</sup>	Pass	Total	Special Mention	Substandard <sup>(3)</sup>	Pass	Total	Classified/ Criticized	Pass	Total
Commercial real estate – owner occupied	\$ —	\$ —	\$ —	\$ 3,666	\$ 7,862	\$129,993	\$141,521	\$ 11,528	\$129,993	\$141,521
Commercial real estate – non-owner occupied <sup>(2)</sup>	—	—	—	—	136	282,456	282,592	136	282,456	282,592
Construction and land development	—	—	—	552	—	67,280	67,832	552	67,280	67,832
Commercial loans	—	—	—	4,014	5,484	115,487	124,985	9,498	115,487	124,985
Residential 1 – 4 family <sup>(4)</sup>	1,066	33,307	34,373	—	—	178,875	178,875	1,066	212,182	213,248
Other consumer loans	—	—	—	—	—	1,366	1,366	—	1,366	1,366
<b>Total</b>	<b>\$ 1,066</b>	<b>\$33,307</b>	<b>\$34,373</b>	<b>\$ 8,232</b>	<b>\$ 13,482</b>	<b>\$775,457</b>	<b>\$797,171</b>	<b>\$ 22,780</b>	<b>\$808,764</b>	<b>\$831,544</b>

- (1) Credit quality is enhanced by a loss sharing agreement with the FDIC in the covered portfolio. The same credit quality indicators used in the non-covered portfolio are combined.
- (2) Includes loans secured by farmland and multi-family residential loans.
- (3) Includes SBA guarantees of \$2.2 million and \$3.5 million as of December 31, 2016 and 2015, respectively.
- (4) Includes home equity lines of credit.

The amount of foreclosed residential real estate property held at December 31, 2016 and 2015, was \$3.4 million and \$4.1 million, respectively. The recorded investment in consumer mortgage loans collateralized by residential real estate property that were in the process of foreclosure was \$1.8 million and \$763 thousand at December 31, 2016 and 2015, respectively.

#### Purchased Loans

The following table presents the carrying amount of purchased impaired and non-impaired loans from the GAB acquisition as of December 31, 2016 and 2015 (in thousands):

	December 31, 2016			December 31, 2015		
	Purchased Impaired Loans	Purchased Non-impaired Loans	Total	Purchased Impaired Loans	Purchased Non-impaired Loans	Total
Commercial real estate	\$ 1,080	\$ 3,630	\$ 4,710	\$ 1,247	\$ 4,045	\$ 5,292
Construction and land development	—	—	—	—	—	—
Commercial loans	193	347	540	197	314	511
Residential 1 – 4 family	—	28,180	28,180	—	34,373	34,373
Other consumer loans	—	14	14	—	26	26
<b>Total</b>	<b>\$ 1,273</b>	<b>\$ 32,171</b>	<b>\$33,444</b>	<b>\$ 1,444</b>	<b>\$ 38,758</b>	<b>\$40,202</b>

The indemnification against losses in the non-single family portfolio on the GAB portfolio ended in December 2014. The FDIC indemnification on the GAB residential mortgages and home equity lines of credit continues until December 2019.

Changes in the carrying amount and accretible yield for purchased impaired and non-impaired loans from the Greater Atlantic acquisition were as follows for the years ended December 31, 2016 and 2015 (in thousands):

	December 31, 2016				December 31, 2015			
	Purchased Impaired		Purchased Non-impaired		Purchased Impaired		Purchased Non-impaired	
	Accretible Yield	Carrying Amount of Loans	Accretible Yield	Carrying Amount of Loans	Accretible Yield	Carrying Amount of Loans	Accretible Yield	Carrying Amount of Loans
Balance at beginning of period	\$—	\$ 1,444	\$ 4,597	\$ 38,758	\$—	\$ 1,480	\$ 5,191	\$ 44,354
Additions	—	—	—	—	—	—	—	—
Accretion	—	—	(1,085)	1,085	—	—	(1,611)	1,611
Reclassifications from nonaccretible balance	—	—	269	—	—	—	1,061	—
Adjustment-transfer to OREO	—	—	(20)	(169)	—	—	(44)	(343)
Payments received	—	(171)	—	(7,503)	—	(36)	—	(6,864)
Balance at end of period	<u>\$—</u>	<u>\$ 1,273</u>	<u>\$ 3,761</u>	<u>\$ 32,171</u>	<u>\$—</u>	<u>\$ 1,444</u>	<u>\$ 4,597</u>	<u>\$ 38,758</u>

The following table presents the carrying amount of purchased impaired and non-impaired loans from the HarVest acquisition as of December 31, 2016 and 2015 (in thousands):

	December 31, 2016			December 31, 2015		
	Purchased Impaired Loans	Purchased Non-impaired Loans	Total	Purchased Impaired Loans	Purchased Non-impaired Loans	Total
Commercial real estate	\$ 258	\$ 10,150	\$10,408	\$ 296	\$ 12,637	\$12,933
Construction and land development	488	2,996	3,484	552	3,102	3,654
Commercial loans	—	2,062	2,062	—	2,745	2,745
Residential 1 – 4 family	818	6,221	7,039	840	9,392	10,232
Other consumer loans	—	2	2	—	2	2
Total	<u>\$ 1,564</u>	<u>\$ 21,431</u>	<u>\$22,995</u>	<u>\$ 1,688</u>	<u>\$ 27,878</u>	<u>\$29,566</u>

Changes in the carrying amount and accretible yield for purchased impaired and non-impaired loans from the HarVest acquisition were as follows for the years ended December 31, 2016 and 2015 (in thousands):

	December 31, 2016				December 31, 2015			
	Purchased Impaired		Purchased Non-impaired		Purchased Impaired		Purchased Non-impaired	
	Accretible Yield	Carrying Amount of Loans	Accretible Yield	Carrying Amount of Loans	Accretible Yield	Carrying Amount of Loans	Accretible Yield	Carrying Amount of Loans
Balance at beginning of period	\$—	\$ 1,688	\$ 858	\$ 27,878	\$—	\$ 1,771	\$ 1,218	\$ 32,230
Additions	—	—	—	—	—	—	—	—
Accretion	—	—	(196)	139	—	—	(360)	360
Reclassifications from nonaccretible balance	—	—	—	—	—	—	—	—
Payments received	—	(124)	—	(6,586)	—	(83)	—	(4,712)
Balance at end of period	<u>\$—</u>	<u>\$ 1,564</u>	<u>\$ 662</u>	<u>\$ 21,431</u>	<u>\$—</u>	<u>\$ 1,688</u>	<u>\$ 858</u>	<u>\$ 27,878</u>

The following table presents the carrying amount of purchased impaired and non-impaired loans from the PGFSB acquisition as of December 31, 2016 and 2015 (in thousands):

	December 31, 2016			December 31, 2015		
	Purchased Impaired Loans	Purchased Non-impaired Loans	Total	Purchased Impaired Loans	Purchased Non-impaired Loans	Total
Commercial real estate	\$ 225	\$ 2,638	\$ 2,863	\$ 339	\$ 2,880	\$ 3,219
Construction and land development	355	860	1,215	364	892	1,256
Commercial loans	—	116	116	—	174	174
Residential 1 – 4 family	—	38,018	38,018	—	47,133	47,133
Other consumer loans	—	142	142	—	184	184
Total	<u>\$ 580</u>	<u>\$ 41,774</u>	<u>\$42,354</u>	<u>\$ 703</u>	<u>\$ 51,263</u>	<u>\$51,966</u>

Changes in the carrying amount and accretible yield for purchased impaired and non-impaired loans from the PGFSB acquisition were as follows for the year ended December 31, 2016 and 2015 (in thousands):

	December 31, 2016				December 31, 2015			
	Purchased Impaired		Purchased Non-impaired		Purchased Impaired		Purchased Non-impaired	
	Accretible Yield	Carrying Amount of Loans	Accretible Yield	Carrying Amount of Loans	Accretible Yield	Carrying Amount of Loans	Accretible Yield	Carrying Amount of Loans
Balance at beginning of period	\$—	\$ 703	\$ 2,462	\$ 51,263	\$—	\$ 1,020	\$ 2,908	\$ 58,763
Additions	—	—	—	—	—	—	—	—
Accretion	—	—	(366)	365	—	—	(446)	446
Reclassifications from nonaccretible balance	—	—	—	—	—	—	—	—
Disbursements	—	—	—	—	—	—	—	—
Adjustment-transfer to OREO	—	—	—	—	—	—	—	—
Payments received	—	(123)	—	(9,854)	—	(317)	—	(7,946)
Balance at end of period	<u>\$—</u>	<u>\$ 580</u>	<u>\$ 2,096</u>	<u>\$ 41,774</u>	<u>\$—</u>	<u>\$ 703</u>	<u>\$ 2,462</u>	<u>\$ 51,263</u>

#### 4. FAIR VALUE

ASC 820-10 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) for 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; or other inputs that are observable or can be corroborated by observable market data
- Level 3: Significant unobservable inputs that reflect a reporting entity's own assumptions about the assumptions that market participants would use in pricing an asset or liability

The following is a description of the valuation methodologies used for instruments measured at fair value, as well as the general classification of such instruments pursuant to the valuation hierarchy:

##### *Assets Measured on a Recurring Basis*

###### *Securities Available for Sale*

Where quoted prices are available in an active market, securities are classified within Level 1 of the valuation hierarchy. Level 1 securities would include highly liquid government bonds, mortgage products and exchange traded equities. If quoted market prices are not available, then fair values are estimated by

using pricing models, quoted prices of securities with similar characteristics, or discounted cash flow. Level 2 securities would include U. S. agency securities, mortgage-backed securities, obligations of states and political subdivisions and certain corporate, asset-backed and other securities. In certain cases where there is limited activity or less transparency around inputs to the valuation, securities are classified within Level 3 of the valuation hierarchy. Currently, all of Southern National's available-for-sale debt securities are considered to be Level 2 securities.

Assets measured at fair value on a recurring basis are summarized below:

	Total at December 31, 2016	Fair Value Measurements Using		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
(dollars in thousands)				
<b>Financial assets:</b>				
Available for sale securities				
Obligations of states and political subdivisions	\$ 2,259	\$ —	\$ 2,259	\$ —
Trust preferred securities	1,659	—	1,659	—
	<u>\$ 3,918</u>	<u>\$ —</u>	<u>\$ 3,918</u>	<u>\$ —</u>

	Total at December 31, 2015	Fair Value Measurements Using		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
(dollars in thousands)				
<b>Financial assets:</b>				
Available for sale securities				
Obligations of states and political subdivisions	\$ 2,312	\$ —	\$ 2,312	\$ —
Trust preferred securities	1,897	—	1,897	—
	<u>\$ 4,209</u>	<u>\$ —</u>	<u>\$ 4,209</u>	<u>\$ —</u>

**Assets and Liabilities Measured on a Non-recurring Basis:**

*Impaired Loans*

Generally, we measure the impairment for impaired loans considering the fair value of the loan's collateral (if the loan is collateral dependent). Fair value of the loan's collateral is determined by an independent appraisal or evaluation less estimated costs related to selling the collateral. In some cases appraised value is net of costs to sell. Estimated selling costs range from 6% to 10% of collateral valuation at December 31, 2016 and 2015. Fair value is classified as Level 3 in the fair value hierarchy. Non-covered loans identified as impaired totaled \$12.7 million (including SBA guarantees of \$2.2 million) as of December 31, 2016 with an allocated allowance for loan losses totaling \$900 thousand compared to a carrying amount of \$13.5 million (including SBA guarantees of \$3.5 million) with an allocated allowance for loan losses totaling \$839 thousand at December 31, 2015. Covered impaired loans totaled \$963 thousand and \$1.1 million at December 31, 2016 and 2015, respectively.

*Other Real Estate Owned (OREO)*

OREO is evaluated at the time of acquisition and recorded at fair value as determined by independent appraisal or evaluation less cost to sell. In some cases appraised value is net of costs to sell. Selling costs have been in the range from 6% to 7.6% of collateral valuation at December 31, 2016 and 2015. Fair value is classified as Level 3 in the fair value hierarchy. OREO is further evaluated quarterly for any additional impairment. At December 31, 2016, the total amount of non-covered OREO was \$8.6 million and we had no covered OREO. As of December 31, 2015, the total amount of non-covered OREO was \$10.1 million, and covered OREO was \$343 thousand.

Assets measured at fair value on a non-recurring basis are summarized below:

	Total at December 31, 2016	Fair Value Measurements Using	
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2) Significant Unobservable Inputs (Level 3)
(dollars in thousands)			
Impaired non-covered loans:			
Commercial real estate – owner occupied	\$ 6,121		\$ 6,121
Commercial loans	5,630		5,630
Impaired covered loans:			
Residential 1 – 4 family	963		963
Non-covered other real estate owned:			
Commercial real estate – owner occupied	1,110		1,110
Commercial real estate – non-owner occupied <sup>(1)</sup>	237		237
Construction and land development	3,863		3,863
Residential 1 – 4 family	3,407		3,407

	Total at December 31, 2015	Fair Value Measurements Using	
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2) Significant Unobservable Inputs (Level 3)
(dollars in thousands)			
Impaired non-covered loans:			
Commercial real estate – owner occupied	\$ 7,423		\$ 7,423
Commercial real estate – non-owner occupied <sup>(1)</sup>	136		136
Commercial loans	5,084		5,084
Impaired covered loans:			
Residential 1 – 4 family	1,066		1,066
Non-covered other real estate owned:			
Commercial real estate – owner occupied	1,110		1,110
Commercial real estate – non-owner occupied <sup>(1)</sup>	237		237
Construction and land development	5,007		5,007
Residential 1 – 4 family	3,741		3,741
Covered other real estate owned:			
Residential 1– 4 family	343		343

(1) Includes loans secured by farmland and multi-family residential loans.

**Fair Value of Financial Instruments**

The carrying amount, estimated fair values and fair value hierarchy levels (previously defined) of financial instruments were as follows (in thousands):

	Fair Value Hierarchy Level	December 31, 2016		December 31, 2015	
		Carrying Amount	Fair Value	Carrying Amount	Fair Value
<b>Financial assets:</b>					
Cash and cash equivalents	Level 1	\$ 47,392	\$ 47,392	\$ 30,336	\$ 30,336
Securities available for sale	See previous table	3,918	3,918	4,209	4,209
Securities held to maturity	Level 2	85,300	83,344	96,780	96,464
Stock in Federal Reserve Bank and Federal Home Loan Bank	n/a	7,929	n/a	6,929	n/a
Equity investment in mortgage affiliate	Level 3	4,629	4,629	4,459	4,459
Preferred investment in mortgage affiliate	Level 3	2,555	2,555	2,555	2,555
Net non-covered loans	Level 3	893,625	903,085	786,631	793,541
Net covered loans	Level 3	28,180	32,173	34,373	38,077
Accrued interest receivable	Level 2 & Level 3	3,202	3,202	2,914	2,914
FDIC indemnification asset	Level 3	2,111	528	2,922	745
<b>Financial liabilities:</b>					
Demand deposits	Level 1	124,779	124,779	111,849	111,849
Money market and savings accounts	Level 1	182,590	182,590	181,670	181,670
Certificates of deposit	Level 3	605,613	605,394	531,775	531,456
Securities sold under agreements to repurchase and other short-term borrowings	Level 1	95,000	95,000	69,381	69,381
FHLB long term advances	Level 3	—	—	15,000	15,041
Accrued interest payable	Level 1 & Level 3	1,190	1,190	846	846

Carrying amount is the estimated fair value for cash and cash equivalents, accrued interest receivable and payable, demand deposits, savings accounts, money market accounts, short-term debt, and variable rate loans that reprice frequently and fully. For fixed rate loans or deposits and for variable rate loans with infrequent repricing or repricing limits, fair value is based on discounted cash flows using current market rates applied to the estimated life. A discount for liquidity risk was not considered necessary in estimating the fair value of loans. It was not practicable to determine the fair value of Federal Reserve Bank and Federal Home Loan Bank stock due to restrictions placed on its transferability. Carrying amount is the estimated fair value for the equity investment and the preferred investment in the mortgage affiliate. Fair value of long-term debt is based on current rates for similar financing. The fair value of the FDIC indemnification asset was determined by discounting estimated future cash flows using the long-term risk free rate plus a premium and represents the present value of our current expectation for recoveries from the FDIC on covered loans. The fair value of off-balance-sheet items is not considered material. The fair value of loans is not presented on an exit price basis.

**5. BANK PREMISES AND EQUIPMENT**

Bank premises and equipment as of December 31, 2016 and 2015 were as follows (in thousands):

	2016	2015
Land	\$ 2,261	\$ 2,261
Building and improvements	5,842	5,842
Leasehold improvements	2,428	2,428
Furniture and equipment	4,332	4,189
	14,863	14,720
Less accumulated depreciation and amortization	6,636	5,838
<b>Bank premises and equipment, net</b>	<b>\$ 8,227</b>	<b>\$ 8,882</b>



Future minimum rental payments required under non-cancelable operating leases for bank premises that have initial or remaining terms in excess of one year as of December 31, 2016 are as follows (in thousands):

2017	\$1,907
2018	1,630
2019	1,341
2020	825
2021	149
Thereafter	425
	<u>\$6,277</u>

The leases contain options to extend for periods of 2 to 6 years. Rental expense for 2016, 2015 and 2014 was \$2.0 million, \$2.0 million and \$2.0 million, respectively.

## 6. GOODWILL AND INTANGIBLE ASSETS

### Goodwill

Southern National has recorded \$10.5 million of goodwill at December 31, 2016 and 2015, respectively. Goodwill is evaluated for impairment on an annual basis or more frequently if events or circumstances warrant. Goodwill is primarily related to the 2006 acquisition of 1<sup>st</sup> Service Bank. The acquisition of PGFSB in 2014 increased goodwill by \$1.4 million. Our annual assessment timing is during the third calendar quarter. For the 2016 assessment, we performed a qualitative assessment to determine if it was more likely than not that the fair value of our single reporting unit is less than its carrying amount. We concluded that the fair value of our single reporting unit exceeded its carrying amount and that it was not necessary to perform the two-step test pursuant to ASC 350-20. Our qualitative assessment considered many factors including, but not limited to, our actual and projected operating performance and profitability, as well as consideration of recent bank merger and acquisition transaction metrics. No impairment was indicated in 2016 or 2015.

### Intangible Assets

Intangible assets were as follows at year end (in thousands):

	December 31, 2016		
	Gross Carrying Value	Accumulated Amortization	Net Carrying Value
Amortizable core deposit intangibles	\$ 7,477	\$(6,603)	\$874
	December 31, 2015		
	Gross Carrying Value	Accumulated Amortization	Net Carrying Value
Amortizable core deposit intangibles	\$ 7,477	\$(6,384)	\$1,093

Estimated amortization expense of intangibles for the years ended December 31 follows (in thousands):

2017	\$194
2018	184
2019	174
2020	111
2021	111
Thereafter	100
	<u>\$874</u>

## 7. FDIC INDEMNIFICATION ASSET

The indemnification asset represents our estimate of future expected recoveries under the FDIC loss sharing arrangement for covered loans acquired in the Greater Atlantic Bank acquisition in 2009. The estimated fair value of the indemnification asset was \$8.8 million at December 4, 2009, the date of acquisition. The following table presents changes in the indemnification asset for the periods indicated (in thousands):

	<u>2016</u>	<u>2015</u>
Balance as of January 1	\$2,922	\$3,571
Payments from FDIC	(18)	(3)
Reforecasting adjustment	—	(16)
Accretion (amortization)	(793)	(630)
Balance as of December 31	<u>\$2,111</u>	<u>\$2,922</u>

During 2016, and based on the actual historical losses on the loan pools over the previous 24 month period, expected losses on the acquired Greater Atlantic loans (the covered loans) were lower than previously forecasted which results in a lower expected recovery from the FDIC. As of December 31, 2016, we expect to recover \$528 thousand from the FDIC under the indemnification agreement. The difference between the carrying amount of \$2.1 million and the estimated recovery is being amortized over the remaining life of the indemnification agreement or the expected life of the loans, whichever is shorter.

There were two agreements with the FDIC, one for single family assets which is a 10 year agreement expiring in December 2019, and one for non-single family (commercial) assets which was a 5 year agreement which expired in December 2014. The current overstatement is due to improvements in the loss estimates in the single family covered loans.

## 8. DEPOSITS

The aggregate amount of time deposits in denominations of \$250 thousand or more at December 31, 2016 and 2015 was \$147.6 million and \$99.5 million, respectively. At December 31, 2016, the scheduled maturities of time deposits are as follows (in thousands):

2017	\$335,344
2018	179,719
2019	51,608
2020	16,692
2021	<u>22,250</u>
	<u>\$605,613</u>

The following table sets forth the maturities of certificates of deposit of \$250 thousand and over as of December 31, 2016 (in thousands):

<u>Within 3 Months</u>	<u>3 to 6 Months</u>	<u>6 to 12 Months</u>	<u>Over 12 Months</u>	<u>Total</u>
\$3,778	\$19,926	\$44,179	\$79,686	\$147,569

As of December 31, 2016, we had brokered certificates of deposit in the amount of \$66.5 million and brokered money market deposits of \$14.2 million. At December 31, 2015, we had brokered certificates of deposit in the amount of \$62.0 million, and we had brokered money market deposits of \$15.4 million.

For our deposit agreements with certain customers, we hold the collateral in a segregated custodial account. We are required to maintain adequate collateral levels. In the event the collateral fair value falls below stipulated levels, we will pledge additional securities. We closely monitor collateral levels to ensure adequate levels are maintained, while mitigating the potential risk of over-collateralization.

## 9. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE AND OTHER SHORT-TERM BORROWINGS

Other short-term borrowings can consist of Federal Home Loan Bank (FHLB) overnight advances, other FHLB advances maturing within one year, federal funds purchased and, until the second quarter of 2016, securities sold under agreements to repurchase that mature within one year, which are secured transactions with customers. During the second quarter of 2016, we discontinued offering securities sold under agreements to repurchase and transferred those accounts into interest-bearing cash management accounts.

Other short-term borrowings consist of the following (in thousands):

	December 31,		
	2016	2015	2014
FHLB overnight advances	\$50,000	\$49,000	\$15,250
Other short-term FHLB advances maturing 3/27/17	10,000	—	—
Other short-term FHLB advances maturing 5/4/2017	10,000	—	—
Other short-term FHLB advances maturing 6/5/2017	10,000	—	—
Other short-term FHLB advances maturing 6/19/2017	5,000	—	—
Other short-term FHLB advances maturing 12/15/2017	10,000	—	—
Other short-term FHLB advances maturing 11/4/2016	—	10,000	—
Securities sold under agreements to repurchase	—	10,381	13,794
<b>Total</b>	<b>\$95,000</b>	<b>\$69,381</b>	<b>\$29,044</b>
Weighted average interest rate at year end	0.86%	0.51%	0.65%
<b>For the periods ended December 31, 2016, 2015 and 2014:</b>			
Average outstanding balance	\$66,864	\$34,673	\$37,810
Average interest rate during the year	0.74%	0.76%	0.51%
Maximum month-end outstanding balance	\$95,000	\$69,381	\$66,852

See Note 10 for amounts pledged as collateral to secure FHLB advances.

At December 31, 2016 and 2015, we have pledged callable agency securities, residential government-sponsored mortgage-backed securities and collateralized mortgage obligations with a carrying value of \$13.6 million and \$26.7 million, respectively, to customers who require collateral for overnight repurchase agreements and other deposits.

## 10. FEDERAL HOME LOAN BANK ADVANCES — LONG-TERM

At year end, long-term advances from the Federal Home Loan Bank were as follows (in thousands):

	December 31,	
	2016	2015
FHLB fixed rate advance maturing June 2017 with a rate of 2.26%	\$—	\$ 5,000
FHLB fixed rate advance maturing June 2017 with a rate of 0.80%	—	10,000
<b>Total FHLB advances</b>	<b>\$—</b>	<b>\$15,000</b>

Each FHLB advance is payable at its maturity date, with a prepayment penalty for fixed rate advances paid off earlier than maturity. Residential 1-4 family mortgage loans in the amount of approximately \$128.9 million and \$30.2 million were pledged as collateral for Federal Home Loan Bank of Atlanta (“FHLB”) advances as of December 31, 2016 and 2015, respectively. Home equity lines of credit (HELOCs) in the amount of approximately \$17.5 million and \$20.9 million were pledged as collateral for FHLB advances at December 31, 2016 and 2015, respectively. Commercial mortgage loans in the amount of approximately \$172.6 million and \$164.7 million were pledged as collateral for FHLB advances as of December 31, 2016

and 2015, respectively. Investment securities in the amount of \$46.7 million and \$44.6 million were pledged as collateral for FHLB advances at December 31, 2016 and 2015, respectively. At December 31, 2016, Sonabank had available collateral to borrow an additional \$178.7 million from the FHLB.

## 11. INCOME TAXES

Net deferred tax assets consist of the following components as of December 31, 2016 and 2015 (in thousands):

	2016	2015
<b>Deferred tax assets:</b>		
Allowance for loan losses	\$2,997	\$2,934
Organization costs	72	100
Unearned loan fees and other	656	739
Other real estate owned write-downs	945	1,063
FDIC assisted transactions timing difference	—	827
Other than temporary impairment charge	369	369
Net unrealized loss on securities available for sale	406	314
Purchase accounting	934	1,205
Deferred compensation	878	707
Other	871	188
<b>Total deferred tax assets</b>	<b>8,128</b>	<b>8,446</b>
<b>Deferred tax liabilities:</b>		
FDIC indemnification asset	735	1,018
Depreciation	613	712
<b>Total deferred tax liabilities</b>	<b>1,348</b>	<b>1,730</b>
<b>Net deferred tax assets</b>	<b><u>\$6,780</u></b>	<b><u>\$6,716</u></b>

No valuation allowance was deemed necessary on deferred tax assets in 2016 or 2015. Management believes that the realization of the deferred tax assets is more likely than not based on the expectation that Southern National will generate the necessary taxable income in future periods.

We have no unrecognized tax benefits and do not anticipate any increase in unrecognized benefits during the next twelve months. Should the accrual of any interest or penalties relative to unrecognized tax benefits be necessary, it is our policy to record such accruals in our income tax accounts; no such accruals existed as of December 31, 2016, 2015 or 2014. Southern National and its subsidiary file a consolidated U. S. federal tax return, and Southern National files a Virginia state income tax return. Sonabank files a Maryland state income tax return. These returns are subject to examination by taxing authorities for all years after 2012.

The provision for income taxes consists of the following for the years ended December 31, 2016, 2015 and 2014 (in thousands):

	2016	2015	2014
<b>Current tax expense</b>			
Federal	\$4,781	\$2,367	\$4,047
State	285	168	125
<b>Total current tax expense</b>	<b>5,066</b>	<b>2,535</b>	<b>4,172</b>
<b>Deferred tax benefit</b>			
Federal	28	2,123	(394)
State	1	9	(24)
<b>Total deferred tax expense (benefit)</b>	<b>29</b>	<b>2,132</b>	<b>(418)</b>
<b>Total income tax expense</b>	<b><u>\$5,095</u></b>	<b><u>\$4,667</u></b>	<b><u>\$3,754</u></b>

The income tax expense differed from the amount of income tax determined by applying the U.S. Federal income tax rate of 34% to pretax income for the years ended December 31, 2016, 2015 and 2014 due to the following (in thousands):

	<u>2016</u>	<u>2015</u>	<u>2014</u>
Computed expected tax expense at statutory rate	\$5,238	\$4,745	\$ 3,821
Reduction in tax expense resulting from:			
Income from bank-owned life insurance	(238)	(216)	(210)
Other, net	95	138	143
<b>Income tax expense</b>	<u>\$5,095</u>	<u>\$4,667</u>	<u>\$ 3,754</u>

## 12. EMPLOYEE BENEFITS

Southern National has a 401(k) plan that allows employees to make pre-tax contributions for retirement. The 401(k) plan provides for discretionary matching contributions by Southern National. Expense for 2016, 2015 and 2014 was \$132 thousand, \$108 thousand and \$102 thousand, respectively.

A deferred compensation plan that covers two executive officers was established in 2007. Under the plan, the Bank pays each participant, or their beneficiary, the amount of compensation deferred plus accrued interest over 10 years, beginning with the individual's retirement. A liability is accrued for the obligation under these plans. The expense incurred for the deferred compensation in 2016, 2015 and 2014 was \$495 thousand, \$403 thousand and \$340 thousand, respectively. The deferred compensation liability was \$2.5 million and \$2.0 million as of December 31, 2016 and 2015, respectively.

## 13. STOCK-BASED COMPENSATION

In 2004, the Board of Directors adopted a stock option plan that authorized the reservation of up to 302,500 shares of common stock and provided for the granting of stock options to certain directors, officers and employees. The 2010 Stock Awards and Incentive Plan was approved by the Board of Directors in January 2010 and approved by the stockholders at the Annual Meeting in April 2010. The 2010 plan authorized the reservation of an additional 700,000 shares of common stock for the granting of stock awards. The options granted to officers and employees are incentive stock options and the options granted to non-employee directors are non-qualified stock options. The purpose of the plan is to afford key employees an incentive to remain in the employ of Southern National and to assist in the attracting and retaining of non-employee directors by affording them an opportunity to share in Southern National's future success. Under the plan, the option's price cannot be less than the fair market value of the stock on the grant date. The maximum term of the options is ten years and options granted may be subject to a graded vesting schedule.

Southern National granted 136,000 options during 2016. The fair value of each option granted is estimated on the date of grant using the Black-Scholes options-pricing model. The following weighted-average assumptions were used to value options granted in the years indicated:

	<u>2016</u>	<u>2015</u>	<u>2014</u>
Expected life	10 years	10 years	10 years
Expected volatility	14.16%	14.71%	29.30%
Risk-free interest rate	1.62%	2.26%	2.48%
Weighted average fair value per option granted	\$ 0.63	\$ 0.51	\$ 2.88
Dividend yield	4.44%	5.51%	2.55%

A summary of the activity in the stock option plan for 2016 follows:

	Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term	Aggregate Intrinsic Value (in thousands)
Options outstanding, beginning of period	664,400	\$ 9.00		
Granted	136,000	11.99		
Forfeited	—	—		
Exercised	<u>(18,200)</u>	7.44		
Options outstanding, end of period	<u>782,200</u>	<u>\$ 9.56</u>	<u>6.5</u>	<u>\$ 5,301</u>
Vested or expected to vest	782,200	\$ 9.56	6.7	\$ 5,301
Exercisable at end of period	418,910	\$ 7.99	4.7	\$ 3,365

Stock-based compensation expense was \$260 thousand, \$331 thousand and \$317 thousand for the years ended December 31, 2016, 2015 and 2014, respectively.

As of December 31, 2016, unrecognized compensation expense associated with stock options was \$451 thousand which is expected to be recognized over a weighted average period of 2.4 years.

#### 14. FINANCIAL INSTRUMENTS WITH OFF-BALANCE SHEET RISK

Southern National is a party to financial instruments with off-balance sheet risk in the normal course of business to meet the financing needs of its customers. These financial instruments include commitments to extend credit and standby letters of credit. These instruments involve elements of credit and funding risk in excess of the amount recognized in the consolidated balance sheet. Letters of credit are written conditional commitments issued by Southern National to guarantee the performance of a customer to a third party. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loans to customers. We had letters of credit outstanding totaling \$6.4 million and \$6.7 million as of December 31, 2016 and 2015, respectively.

Our exposure to credit loss in the event of nonperformance by the other party to the financial instruments for commitments to extend credit and letters of credit is based on the contractual amount of these instruments. We use the same credit policies in making commitments and conditional obligations as we do for on-balance sheet instruments. Unless noted otherwise, we do not require collateral or other security to support financial instruments with credit risk.

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 are made predominately for adjustable rate loans, and generally have fixed expiration dates of up to three months or other termination clauses and usually require payment of a fee. Since many of the commitments may expire without being completely drawn upon, the total commitment amounts do not necessarily represent future cash requirements. We evaluate each customer's creditworthiness on a case-by-case basis.

At December 31, 2016 and 2015, we had unfunded lines of credit and undisbursed construction loan funds totaling \$135.8 million and \$132.3 million, respectively. We had approved loan commitments in the amount of \$6.5 million and \$2.7 million as of December 31, 2016 and 2015, respectively. Virtually all of our unfunded lines of credit, undisbursed construction loan funds and approved loan commitments are variable rate.

**15. EARNINGS PER SHARE**

The following is a reconciliation of the denominators of the basic and diluted EPS computations for 2016, 2015 and 2014 (in thousands, except per share data):

	<u>Income (Numerator)</u>	<u>Weighted Average Shares (Denominator)</u>	<u>Per Share Amount</u>
<b>For the year ended December 31, 2016</b>			
Basic EPS	\$10,312	12,252	\$0.84
Effect of dilutive stock options and warrants		<u>175</u>	<u>—</u>
<b>Diluted EPS</b>	<u>\$10,312</u>	<u>12,427</u>	<u>\$0.83</u>
<b>For the year ended December 31, 2015</b>			
Basic EPS	\$ 9,289	12,224	\$0.76
Effect of dilutive stock options and warrants		<u>106</u>	<u>—</u>
<b>Diluted EPS</b>	<u>\$ 9,289</u>	<u>12,330</u>	<u>\$0.75</u>
<b>For the year ended December 31, 2014</b>			
Basic EPS	\$ 7,483	11,846	\$0.63
Effect of dilutive stock options and warrants		<u>81</u>	<u>—</u>
<b>Diluted EPS</b>	<u>\$ 7,483</u>	<u>11,927</u>	<u>\$0.63</u>

There were 678,721 anti-dilutive options and warrants during 2016. There were 643,164 anti-dilutive options and warrants during 2015, and there were 622,593 anti-dilutive options and warrants during 2014.

**16. REGULATORY MATTERS**

Southern National and its subsidiary bank are subject to various regulatory capital requirements administered by the federal banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory — and possibly additional discretionary — actions by regulators that, if undertaken, could have a direct material effect on our financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action (PCA), we must meet specific capital guidelines that involve quantitative measures of our assets, liabilities and certain off-balance sheet items as calculated under regulatory accounting practices. The capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings and other factors. At December 31, 2016 and 2015, the most recent regulatory notifications categorized the Bank as well capitalized under regulatory framework for prompt corrective action.

Quantitative measures established by regulation to ensure capital adequacy require Southern National to maintain minimum amounts and ratios of Total and Tier I capital (as defined in the regulations) to average assets (as defined). Management believes, as of December 31, 2016, that Southern National meets all capital adequacy requirements to which it is subject.

The capital amounts and ratios for Southern National and Sonabank at year end are presented in the following table (in thousands):

	Actual		Required For Capital Adequacy Purposes <sup>(1)</sup>		To Be Categorized as Well Capitalized <sup>(2)</sup>	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
<b>December 31, 2016</b>						
<b>Southern National</b>						
Common equity tier 1 capital ratio	\$116,076	12.69%	\$ 41,171	4.50%	n/a	n/a
Tier 1 risk-based capital ratio	116,076	12.69%	54,894	6.00%	n/a	n/a
Total risk-based capital ratio	124,686	13.63%	73,193	8.00%	n/a	n/a
Leverage ratio	116,076	10.56%	43,965	4.00%	n/a	n/a
<b>Sonabank</b>						
Common equity tier 1 capital ratio	\$114,779	12.55%	\$ 41,151	4.50%	\$ 59,440	6.50%
Tier 1 risk-based capital ratio	114,779	12.55%	54,868	6.00%	73,157	8.00%
Total risk-based capital ratio	123,389	13.49%	73,157	8.00%	91,447	10.00%
Leverage ratio	114,779	10.45%	43,947	4.00%	54,934	5.00%
<b>December 31, 2015</b>						
<b>Southern National</b>						
Common equity tier 1 capital ratio	\$109,276	13.13%	\$ 37,254	4.50%	n/a	n/a
Tier 1 risk-based capital ratio	109,276	13.13%	49,939	6.00%	n/a	n/a
Total risk-based capital ratio	117,697	14.14%	66,585	8.00%	n/a	n/a
Leverage ratio	109,276	11.06%	39,509	4.00%	n/a	n/a
<b>Sonabank</b>						
Common equity tier 1 capital ratio	\$108,054	12.99%	\$ 37,436	4.50%	\$ 54,075	6.50%
Tier 1 risk-based capital ratio	108,054	12.99%	49,915	6.00%	66,553	8.00%
Total risk-based capital ratio	116,475	14.00%	66,553	8.00%	83,192	10.00%
Leverage ratio	108,054	10.94%	39,493	4.00%	49,366	5.00%

(1) When fully phased-in on January 1, 2019, the Basel III capital rules include a capital conservation buffer of 2.5% that is added on top of each of the minimum risk-based capital ratios noted above. Implementation began on January 1, 2016 at the 0.625% level and will increase each subsequent January 1, until it reaches 2.5% on January 1, 2019.

(2) Prompt corrective action provisions are not applicable at the bank holding company level.

Southern National's principal source of funds for dividend payments is dividends received from the Bank. Banking regulations limit the amount of dividends that may be paid without prior approval of regulatory agencies. Under these regulations, the amount of dividends that may be paid in any calendar year is limited to the current year's net profits, combined with the retained net profits of the preceding two years, subject to the capital requirements described above. During 2017, the Bank could, without prior approval, declare dividends of approximately \$19.6 million plus any 2017 net profits retained to the date of the dividend declaration.



**17. PARENT COMPANY FINANCIAL INFORMATION**

Condensed financial information of Southern National Bancorp of Virginia, Inc. follows (in thousands):

**CONDENSED BALANCE SHEETS  
DECEMBER 31,**

	<u>2016</u>	<u>2015</u>
<b>ASSETS</b>		
Cash	\$ 856	\$ 823
Investment in subsidiary	125,047	118,413
Other assets	441	400
<b>Total assets</b>	<u>\$ 126,344</u>	<u>\$ 119,636</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>Stockholders' equity:</b>		
Common stock	\$ 123	\$ 122
Additional paid in capital	104,884	104,389
Retained earnings	22,126	15,735
Accumulated other comprehensive loss	(789)	(610)
<b>Total stockholders' equity</b>	<u>126,344</u>	<u>119,636</u>
<b>Total liabilities and stockholders' equity</b>	<u>\$ 126,344</u>	<u>\$ 119,636</u>

**CONDENSED STATEMENTS OF INCOME  
FOR THE YEARS ENDED DECEMBER 31, 2016, 2015 AND 2014  
(in thousands)**

	<u>2016</u>	<u>2015</u>	<u>2014</u>
Cash dividends received from Sonabank	\$ 3,600	\$ 6,300	\$ 6,500
Other operating expenses	153	204	162
Income before tax benefit and undistributed income of Sonabank	3,447	6,096	6,338
Income tax benefit	(52)	(69)	(55)
Equity in undistributed net income of Sonabank	6,813	3,124	1,090
<b>Net income</b>	<u>\$ 10,312</u>	<u>\$ 9,289</u>	<u>\$ 7,483</u>

**CONDENSED STATEMENTS OF CASH FLOWS**  
**FOR THE YEARS ENDED DECEMBER 31, 2016, 2015 AND 2014**  
(in thousands)

	2016	2015	2014
<b>Operating activities:</b>			
Net income	\$ 10,312	\$ 9,289	\$ 7,483
<b>Adjustments to reconcile net income to net cash and cash equivalents provided by operating activities:</b>			
Equity in undistributed net income of subsidiary	(10,413)	(9,424)	(7,590)
Other, net	219	262	264
Net cash and cash equivalents provided by operating activities	118	127	157
<b>Investing activities:</b>			
Dividend from bank subsidiary	3,600	6,300	6,500
Net cash and cash equivalents provided by investing activities	3,600	6,300	6,500
<b>Financing activities:</b>			
Issuance of common stock	236	707	886
Repurchase of common stock	—	(721)	—
Dividend payment on common stock	(3,921)	(6,359)	(7,239)
Net cash and cash equivalents used in financing activities	(3,685)	(6,373)	(6,353)
Increase (decrease) in cash and cash equivalents	33	54	304
Cash and cash equivalents at beginning of period	823	769	465
<b>Cash and cash equivalents at end of period</b>	<b>\$ 856</b>	<b>\$ 823</b>	<b>\$ 769</b>

**18. ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)**

The following is a summary of the accumulated other comprehensive loss balances, net of tax (in thousands):

	Balance at December 31, 2015	Current Period Change	Balance at December 31, 2016
Unrealized gains (losses) on securities available for sale	\$ (440)	\$ (187)	\$ (627)
Unrecognized loss on securities held to maturity for which other than temporary impairment charges have been taken	311	—	311
Unrealized loss on securities available for sale transferred to held to maturity	(481)	8	(473)
Total	<u>\$ (610)</u>	<u>\$ (179)</u>	<u>\$ (789)</u>

**19. RELATED PARTY TRANSACTIONS**

Sonabank has entered into loan transactions with STM in the ordinary course of business on substantially the same terms, including interest rates and collateral, as those prevailing at the same time for comparable transactions with other customers, and did not, in the opinion of management, involve more than normal credit risk. The following table summarizes the changes in the loan amount outstanding during the periods indicated (in thousands):

	<u>2016</u>	<u>2015</u>
Loans outstanding at January 1	\$ 10,438	\$ 9,383
Principal advances	149,725	132,206
Principal paid	(152,037)	(131,151)
Balance at December 31	<u>\$ 8,126</u>	<u>\$ 10,438</u>

Sonabank has established with STM underwriting guidelines under which it will purchase residential construction only, construction loans that convert to permanent, and permanent loans primarily in its Virginia and Maryland footprint from STM. These will be largely loans that do not conform to FNMA or FHLMC standards because of size or acreage. We purchased loans in an aggregate amount of \$77.4 million during 2016, and \$51.4 million during 2015.

Sonabank has also entered into deposit transactions with its directors, principal officers and STM, all of which are under the same terms as other customers. The aggregate amount of these deposit accounts were \$5.9 million and \$7.6 million as of December 31, 2016 and 2015, respectively.

**20. QUARTERLY FINANCIAL DATA (UNAUDITED)**

	<u>Interest Income</u>	<u>Net Interest Income</u>	<u>Income Before Taxes</u>	<u>Net Income</u>	<u>Earnings Per Share</u>	
					<u>Basic</u>	<u>Diluted</u>
	(dollars in thousands)					
<b>2016</b>						
First quarter	\$11,673	\$ 9,712	\$ 3,555	\$2,566	\$ 0.21	\$ 0.21
Second quarter	12,291	10,174	4,182	2,789	0.23	0.23
Third quarter	12,619	10,373	4,140	2,765	0.23	0.22
Fourth quarter	12,364	10,055	3,530	2,192	0.18	0.18
<b>2015</b>						
First quarter	\$10,435	\$ 8,927	\$ 2,986	\$2,004	\$ 0.16	\$ 0.16
Second quarter	10,732	9,024	3,694	2,466	0.20	0.20
Third quarter	11,148	9,183	3,726	2,481	0.20	0.20
Fourth quarter	11,386	9,490	3,550	2,338	0.19	0.19

**21. SUBSEQUENT EVENT**

On January 20, 2017, Southern National announced that it had completed the sale of \$27 million of its fixed-to-floating rate Subordinated Notes due 2027 (the "Notes"). The Notes will initially bear interest at 5.875% per annum until January 31, 2022; thereafter, the Notes will be payable at an annual floating rate equal to three-month LIBOR plus a spread of 3.95% until maturity or early redemption.

Southern National plans to use the net proceeds of the offering for general corporate purposes, including but not limited to, contributing capital to its bank subsidiary to support continued growth.

**Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure**

None.

**Item 9A. Controls and Procedures**

(a) *Evaluation of Disclosure Controls and Procedures.* As of the end of the period covered by this Annual Report on Form 10-K, under the supervision and with the participation of management, including our chief executive officer and chief financial officer, we have evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934) utilizing the framework established in “Internal Control — Integrated Framework (2013)” issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based upon that evaluation, our chief executive officer and chief financial officer have concluded that these controls and procedures are effective as of the end of the period covered by this Annual Report on Form 10-K.

Disclosure controls and procedures are our controls and other procedures that are designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Securities Exchange Act of 1934 is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure.

(b) *Management’s Report on Internal Control Over Financial Reporting.* Management of Southern National is responsible for establishing and maintaining adequate internal control over financial reporting for Southern National Bancorp of Virginia, Inc. and its subsidiaries (“we” and “our”), as that term is defined in Exchange Act Rules 13a-15(f). Southern National conducted an evaluation of the effectiveness of our internal control over Southern National’s financial reporting as of December 31, 2016 based on the framework in “Internal Control-Integrated Framework (2013)” issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on that evaluation, we concluded that our internal control over financial reporting is effective as of December 31, 2016.

Dixon Hughes Goodman LLP, an independent registered public accounting firm, has audited the consolidated financial statements included in this Annual Report and has issued a report on the effectiveness of our internal control over financial reporting, which report is included in “Part II — Item 8. Financial Statements and Supplementary Data” of this Report.

(c) *Changes in Internal Control over Financial Reporting.* There have been no changes in Southern National’s internal control over financial reporting that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**Item 9B. Other Information**

None.

**PART III****Item 10. Directors, Executive Officers and Corporate Governance**

The information under the captions “Election of Directors,” “Continuing Directors and Executive Officers,” “Section 16(a) Beneficial Ownership Reporting Compliance,” “Corporate Governance — Committees of the Board of Directors — Audit Committee,” “Corporate Governance — Director Nominations Process” and “Corporate Governance — Code of Ethics” in the Company’s definitive Proxy Statement for its 2017 Annual Meeting of Shareholders to be filed with the Securities and Exchange Commission within 120 days after December 31, 2016 pursuant to Regulation 14A under the Exchange Act (the “2017 Proxy Statement”), is incorporated herein by reference in response to this item.

**Item 11. Executive Compensation**

The information under the captions “Executive Compensation and Other Matters,” “Director Compensation” and “Compensation Committee Report on Executive Compensation” in the 2017 Proxy Statement is incorporated herein by reference in response to this item.

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

The information under the caption “Beneficial Ownership of Common Stock by Management of the Company and Principal Stockholders” in the 2017 Proxy Statement is incorporated herein by reference in response to this item.

The information required by this Item concerning securities authorized for issuance under equity compensation plans is incorporated herein by reference to Part II, Item 5 of this Annual Report on Form 10-K.

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

The information under the captions “Corporate Governance — Director Independence” and “Certain Relationships and Related Party Transactions” in the 2017 Proxy Statement is incorporated herein by reference in response to this item.

**Item 14. Principal Accounting Fees and Services**

The information under the caption “Fees and Services of Independent Registered Public Accounting Firm” in the 2017 Proxy Statement is incorporated herein by reference in response to this item.

**PART IV**

**Item 15. Exhibits and Financial Statement Schedules**

The following documents are filed as part of this report:

**(a)(1) Financial Statements**

The following consolidated financial statements and reports of independent registered public accounting firm are in Part II, Item 8:

Reports of Independent Registered Public Accounting Firm

Consolidated Balance Sheets — December 31, 2016 and 2015

Consolidated Statements of Income and Comprehensive Income — Years ended December 31, 2016, 2015 and 2014

Consolidated Statements of Changes in Stockholders' Equity — Years ended December 31, 2016, 2015 and 2014

Consolidated Statements of Cash Flows — Years ended December 31, 2016, 2015 and 2014

Notes to Consolidated Financial Statements

**(a)(2) Financial Statement Schedules**

All schedules are omitted since they are not required, are not applicable, or the required information is shown in the consolidated financial statements or notes thereto.

**(a)(3) Exhibits**

The following are filed or furnished, as noted below, as part of this Annual Report on Form 10-K and this list includes the Exhibit Index.

<b>Exhibit No.</b>	<b>Description</b>
2.1	Agreement and Plan of Merger dated as of December 13, 2016, by and among Southern National Bancorp of Virginia, Inc. and Eastern Virginia Bankshares, Inc. (incorporated herein by reference to Exhibit 2.1 to Southern National's Current Report on Form 8-K filed on December 14, 2016)
3.1	Articles of Incorporation (incorporated herein by reference to Exhibit 3.1 to Southern National's Registration Statement on Form S-1 (Registration No. 333-136285))
3.2	Certificate of Amendment to the Articles of Incorporation dated January 31, 2005 (incorporated herein by reference to Exhibit 3.2 to Southern National's Registration Statement on Form S-1 (Registration No. 333-136285))
3.3	Certificate of Amendment to the Articles of Incorporation dated April 13, 2006 (incorporated herein by reference to Exhibit 3.3 to Southern National's Registration Statement on Form S-1 (Registration No. 333-136285))
3.4	Amended and Restated Bylaws (incorporated by reference to Exhibit 3.4 to Southern National's Annual Report on Form 10-K for the year ended December 31, 2006)
3.5	Amendment No. 1 to Amended and Restated Bylaws (incorporated herein by reference to Exhibit 3.1 to Southern National's Current Report on Form 8-K filed on October 14, 2009)
4.1	Specimen Stock Certificate of Southern National (incorporated herein by reference to Exhibit 4.1 to Southern National's Registration Statement on Form S-1 (Registration No. 333-136285))
4.2	Form of Warrant Agreement (incorporated herein by reference to Exhibit 4.2 to Southern National's Registration Statement on Form S-1 (Registration No. 333-136285))
4.3	Form of Amendment to Warrant Agreement (incorporated herein by reference to Exhibit 4.3 to Southern National's Registration Statement on Form S-1 (Registration No. 333-136285))
10.1	Form of Affiliate Agreement, dated as of December 13, 2016, between Southern National Bancorp of Virginia, Inc., Eastern Virginia Bankshares, Inc. and certain shareholders of Southern National Bancorp of Virginia, Inc. (incorporated herein by reference to Exhibit 99.1 to Southern National's Current Report on Form 8-K filed on December 14, 2016)
10.2	Form of Affiliate Agreement, dated as of December 13, 2016, between Southern National Bancorp of Virginia, Inc., Eastern Virginia Bankshares, Inc. and certain shareholders of Eastern Virginia Bankshares, Inc. (incorporated herein by reference to Exhibit 99.2 to Southern National's Current Report on Form 8-K filed on December 14, 2016)
10.3	Form of Voting and Election of Consideration, dated as of December 13, 2016, by and among Southern National Bancorp of Virginia, Inc., Eastern Virginia Bankshares, Inc. and certain shareholders of Eastern Virginia Bankshares, Inc. (incorporated herein by reference to Exhibit 99.3 to Southern National's Current Report on Form 8-K filed on December 14, 2016)
10.4	Agreement and Plan of Merger among Southern National Bancorp of Virginia, Inc., Prince George's Federal Savings Bank, Sonabank and SONA Interim Federal Savings Bank, dated as of January 8, 2014 (incorporated herein by reference to Appendix A to the proxy statement/prospectus contained in Southern National's Registration Statement on Form S-4 filed on March 14, 2014 (Registration No. 333-194564))
10.5	First Amendment to the Agreement and Plan of Merger by and among Prince George's Federal Savings Bank, Southern National Bancorp of Virginia, Inc., Sonabank and SONA Interim Federal Savings Bank, dated as of February 20, 2014 (incorporated herein by reference to Appendix A to the proxy statement/prospectus contained in Southern National's Registration Statement on Form S-4 filed on March 14, 2014 (Registration No. 333-194564))

<b>Exhibit No.</b>	<b>Description</b>
10.6	Southern National Bancorp of Virginia, Inc. 2004 Stock Option Plan (incorporated herein by reference to Exhibit 10.1 to Southern National's Registration Statement on Form S-1 (Registration No. 333-136285))
10.7	Form of Change in Control Agreement with Georgia S. Derrico and R. Roderick Porter (incorporated herein by reference to Exhibit 10.2 to Southern National's Registration Statement on Form S-1 (Registration No. 333-136285))
10.8	Form of Southern National Bancorp of Virginia, Inc. Incentive Stock Option Agreement (incorporated herein by reference to Exhibit 10.3 to Southern National's Registration Statement on Form S-1/A filed on October 29, 2009 (Registration No. 333-162467))
10.9	Supplemental Executive Retirement Plan for Georgia Derrico (incorporated herein by reference to Exhibit 10.4 to Southern National's Registration Statement on Form S-1/A filed on October 29, 2009 (Registration No. 333-162467))
10.10	Supplemental Executive Retirement Plan for Rod Porter (incorporated herein by reference to Exhibit 10.5 to Southern National's Registration Statement on Form S-1/A filed on October 29, 2009 (Registration No. 333-162467))
10.11	Southern National Bancorp of Virginia, Inc. 2010 Stock Awards and Incentive Plan (incorporated herein by reference to Exhibit 4.2 to Southern National's Registration Statement on Form S-8 (Registration No. 333-166511))
10.12	Form of Southern National Bancorp of Virginia, Inc. Incentive Stock Option Agreement (incorporated herein by reference to Exhibit 4.3 to Southern National's Registration Statement on Form S-8 (Registration No. 333-166511))
11.0	Statement re: Computation of Per Share Earnings (incorporated by reference to Note 15 of the notes to consolidated financial statements included in this Annual Report on Form 10-K)
21.0*	Subsidiaries of the Registrant
23.1*	Consent of Dixon Hughes Goodman LLP
31.1*	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2*	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1**	Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

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+ Management contract or compensatory plan or arrangement

\* Filed herewith

\*\* Furnished herewith



Southern National Bancorp of Virginia, Inc. will furnish, upon written request, a copy of any exhibit listed above upon the payment of a reasonable fee covering the expense of furnishing the copy. Requests should be directed to:

William H. Lagos, Sr. Vice President and Chief Financial Officer  
Southern National Bancorp of Virginia, Inc.  
70 Main Street, Suite 34  
Warrenton, Virginia 20186

**SIGNATURES**

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

**Southern National Bancorp of Virginia, Inc.**

By: /s/ Georgia S. Derrico Date: March 16, 2017  
 Georgia S. Derrico  
 Chairman of the Board and Chief Executive Officer  
 (Principal Executive Officer)

By: /s/ William H. Lagos Date: March 16, 2017  
 William H. Lagos  
 Sr. Vice President and Chief Financial Officer  
 (Principal Financial Officer and Principal Accounting Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Date: March 16, 2017

<u>Signature</u>	<u>Title</u>
<u>/s/ Georgia S. Derrico</u> Georgia S. Derrico	Chairman of the Board and Chief Executive Officer
<u>/s/ R. Roderick Porter</u> R. Roderick Porter	President and Director
<u>/s/ Neil J. Call</u> Neil J. Call	Director
<u>/s/ Charles A. Kabbash</u> Charles A. Kabbash	Director
<u>/s/ Frederick L. Bollerer</u> Frederick L. Bollerer	Director
<u>/s/ John J. Forch</u> John J. Forch	Director
<u>/s/ W. Bruce Jennings</u> W. Bruce Jennings	Director
<u>/s/ Robert Clagett</u> Robert Clagett	Director

**Subsidiaries of Southern National Bancorp of Virginia, Inc.**

<u>Subsidiary</u>	<u>State of Incorporation</u>
Sonabank	Virginia

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

Board of Directors and Stockholders  
Southern National Bancorp of Virginia, Inc.

We consent to the incorporation by reference in the registration statements on Forms S-8 (Nos. 333-189730 and 333-166511) of Southern National Bancorp of Virginia, Inc. of our reports, dated March 16, 2017, related to the consolidated balance sheets of Southern National Bancorp of Virginia, Inc. as of December 31, 2016 and 2015, and the related consolidated statements of income and comprehensive income, changes in stockholders' equity and cash flows for each of the years in the three-year period ended December 31, 2015, and the effectiveness of internal control over financial reporting as of December 31, 2016, which reports appear in Southern National Bancorp of Virginia, Inc.'s 2016 Annual Report on Form 10-K.

/s/ Dixon Hughes Goodman LLP

Atlanta, Georgia  
March 16, 2017

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**CERTIFICATIONS**

I, Georgia S. Derrico, certify that:

1. I have reviewed this report on Form 10-K of Southern National Bancorp of Virginia, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 16, 2017

/s/ Georgia S. Derrico

Georgia S. Derrico,  
Chairman of the Board and Chief Executive Officer  
(Principal Executive Officer)

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**CERTIFICATIONS**

I, William H. Lagos, certify that:

1. I have reviewed this report on Form 10-K of Southern National Bancorp of Virginia, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 16, 2017

/s/ William H. Lagos

William H. Lagos,  
Senior Vice President and Chief Financial Officer  
(Principal Financial Officer)

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**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350 AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of Southern National Bancorp of Virginia, Inc. (“Southern National”) on Form 10-K for the period ending December 31, 2016 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), the undersigned Chief Executive Officer and Chief Financial Officer of Southern National hereby certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that based on their knowledge and belief: 1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, and 2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Southern National as of and for the periods covered in the Report.

/s/ Georgia S. Derrico

Georgia S. Derrico, Chief Executive Officer

/s/ William H. Lagos

William H. Lagos, Chief Financial Officer

March 16, 2017

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