MVB FINANCIAL CORP
Form 10QSB
August 09, 2005
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United States

Securities and Exchange Commission

Washington, D.C. 20549

FORM 10-QSB

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

For the quarterly period ended JUNE 30, 2005

OR

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

For the transition period from ______ to ______.

Commission File number 333-120931

MVB Financial Corp.

(Exact name of registrant as specified in its charter)

West Virginia	**20-0034461**
(State or other jurisdiction of	**(I.R.S. Employer**
incorporation or organization)	**Identification No)**

301 Virginia Avenue

Fairmont, West Virginia 26554-2777

(Address of principal executive offices, zip code)

304-363-4800

(Issuer s telephone number, including area code)

Not Applicable

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

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

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

As of August 9, 2005, the number of shares outstanding of the issuer s only class of common stock was 1,208,025.

Transitional Small Business format (check one): **Yes ¨ No x**

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MVB Financial Corp.

Part I. Financial Information

These consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with instructions to Form 10-QSB and Section 310(b) of Regulation SB. Accordingly, they do not include all the information and footnotes required by generally accepted accounting principles for annual year-end financial statements. In the opinion of management, all adjustments considered necessary for a fair presentation, have been included and are of a normal, recurring nature. The balance sheet as of December 31, 2004 has been derived from the audited financial statements at that date, but does not include all of the information and footnotes required by generally accepted accounting principles. Operating results for the six months and three months ended June 30, 2005 are not necessarily indicative of the results that may be expected for the year ending December 31, 2005.

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

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Part I. Financial Information

Item 1. Financial Statements

MVB Financial Corp. and Subsidiaries

Consolidated Balance Sheets

(Dollars in thousands, except Per Share Data)

	June 30 2005 (Unaudited)	December 31 2004 (Note 1)
Assets		
Cash and due from banks	**$ 3,273**	$ 2,153
Interest bearing balances FHLB	**1,078**	305
Certificates of deposit in other banks	**594**	1,585
Investment securities:		
Securities held-to-maturity, at cost	**1,431**	1,461
Securities available-for-sale, at approximate market value	**19,613**	18,919
Loans:	**85,927**	78,844
Less: Allowance for loan losses	**(880)**	(891)
Net loans	**85,047**	77,953
Bank premises, furniture and equipment, net	**3,195**	1,619
Accrued interest receivable and other assets	**4,737**	2,211
Total assets	**$ 118,968**	$ 106,206
Liabilities		
Deposits		
Non-interest bearing	**$ 10,667**	$ 9,216
Interest bearing	**78,456**	76,270
Total deposits	**89,123**	85,486
Accrued interest, taxes and other liabilities	**352**	340
Short-term borrowings	**12,310**	9,814
Long-term borrowings	**3,038**	1,723
Total liabilities	**104,823**	97,363
Stockholders equity		
Preferred stock, $1,000 par value, 5,000 shares authorized; none issued		
Common stock, $1 par value, 4,000,000 authorized, 1,056,060 and 743,060 issued and outstanding, respectively	**1,056**	743
Additional paid-in capital	**11,688**	6,975

Treasury stock	**(10)**	(9)
Retained earnings	**1,648**	1,323
Accumulated other comprehensive income (loss)	**(237)**	(189)
Total stockholders equity	**14,145**	8,843
Total liabilities and stockholders equity	**$ 118,968**	$ 106,206

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MVB Financial Corp. and Subsidiaries

Consolidated Statements of Income

(Unaudited) (Dollars in Thousands Except Per Share Data)

	Six Months Ended June 30		Three Months Ended June 30	
	2005	**2004**	**2005**	**2004**
Interest income				
Interest and fees on loans	**$ 2,586**	**$ 2,189**	$ 1,337	$ 1,143
Interest on deposits with other banks	**67**	**27**	33	14
Interest on federal funds sold	**4**	**1**	4	
Interest on investment securities	**390**	**418**	202	197
Total interest income	**3,047**	**2,635**	1,576	1,354
Interest expense				
Deposits	**789**	**666**	409	337
Short-term borrowings	**99**	**46**	65	21
Long-term borrowings	**83**	**49**	41	24
Total interest expense	**971**	**761**	515	382
Net interest income	**2,076**	**1,874**	1,061	972
Provision for loan losses	**55**	**134**	20	91
Net interest income after provision for loan losses	**2,021**	**1,740**	1,041	881
Other income				
Service charges on deposit accounts	**220**	**218**	114	119
Commissions from investment services		**16**		10
Other operating income	**128**	**95**	66	46
Loss on sale of securities	**(5)**		(5)	
Total other income	**343**	**329**	175	175
Other expense				
Salary and employee benefits	**1,113**	**654**	688	337
Occupancy expense	**92**	**66**	47	33
Equipment expense	**109**	**71**	65	36
Data processing	**230**	**211**	120	106
Advertising	**29**	**28**	15	16
Legal and accounting fees	**37**	**43**	19	21
Other operating expenses	**284**	**231**	163	117
Total other expense	**1,894**	**1,304**	1,117	666
Income before income taxes	**470**	**765**	99	390
Income tax expense	**145**	**316**	19	161

Net income	**$ 325**	**$ 449**	$ 80	$ 229
Basic net income per share	**$ .44**	**$ .63**	$ .11	$ .32
Diluted net income per share	**$ .42**	**$ .61**	$ .10	$ .31
Basic weighted average shares outstanding	**744,787**	**708,025**	746,494	708,025
Diluted weighted average shares outstanding	**769,394**	**736,393**	771,101	736,393

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MVB Financial Corp. and Subsidiaries

Consolidated Statements of Stockholders Equity

For the Six Months Ended June 30, 2005 and 2004

(Unaudited) (Dollars in thousands)

	Common Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Treasury Stock	Total
Balance, January 1, 2004	$ 708	$ 6,537	$ 742	$ (159)		$ 7,828
Net income			449			449
Other comprehensive income:						
Unrealized loss on available-for-sale securities, net of deferred income taxes				(228)		(228)
Total comprehensive income						221
Treasury stock acquired					(9)	(9)
Balance, June 30, 2004	$ 708	$ 6,537	$ 1,191	$ (387)	(9)	$ 8,040
Balance, January 1, 2005	**$ 743**	**$ 6,975**	**$ 1,323**	**$ (189)**	**$ (9)**	**$ 8,843**
Net income			**325**			**325**
Stock Offering	**313**	**4,713**				**5,026**
Other comprehensive loss:						
Unrealized loss on available-for-sale securities, net of deferred income taxes				**(53)**		**(53)**
Minimum pension liability adjustment net of tax effect				**5**		**5**
Total comprehensive income						**5,303**
Treasury stock acquired					**(1)**	**(1)**
Balance, June 30, 2005	**$ 1,056**	**$ 11,688**	**$ 1,648**	**$ (237)**	**(10)**	**$ 14,145**

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MVB Financial Corp. and Subsidiaries

Consolidated Statements of Cash Flows

(Unaudited) (Dollars in thousands)

	Six Months Ended June 30	
	2005	**2004**
Operating activities		
Net income	$ 325	$ 449
Adjustments to reconcile net income to net cash provided by operating activities:		
Provision for loan losses	55	134
Depreciation	69	55
Amortization, net of accretion	57	108
(Increase) in interest receivable and other assets	(2,487)	(12)
Increase in accrued interest, taxes, and other liabilities	13	38
Net cash (used in)/provided by operating activities	(1,968)	772
Investing activities		
(Increase) in loans made to customers	(7,148)	(9,600)
Purchases of premises and equipment	(1,645)	(26)
Purchases of investment securities available-for-sale	(3,000)	(1,973)
Purchases of investment securities held-to-maturity		(450)
(Increase)/decrease in deposits with Federal Home Loan Bank, net	(774)	704
Decrease in federal funds sold		548
Purchases of certificates of deposit with other banks	(2,079)	(3,258)
Proceeds from maturity of certificates of deposit with other Banks	3,070	2,182
Proceeds from sales, maturities and calls of securities available-for-sale	2,168	4,069
Proceeds from maturities and calls of securities held-to-Maturity	23	54
Net cash used in investing activities	(9,385)	(7,750)
Financing activities		
Net increase in deposits	3,637	6,423
Net increase in repurchase agreements	4,083	1,249
Net (decrease) in Federal Home Loan Bank Borrowings	(272)	(67)
Purchase of treasury stock	(1)	(9)
Proceeds of stock offering	5,026	
Net cash provided by financing activities	12,473	7,596
Increase in cash and cash equivalents	1,120	618
Cash and cash equivalents - beginning of period	2,153	2,018
Cash and cash equivalents - end of period	$ 3,273	$ 2,636

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MVB Financial Corp.

Notes to Consolidated Financial Statements

Note 1 Basis of Presentation

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

The consolidated balance sheet as of December 31, 2004 has been extracted from audited financial statements included in MVB s 2004 filing on Form 10-KSB. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States have been omitted. These financial statements should be read in conjunction with the financial statements and notes thereto included in MVB s December 31, 2004, Form 10-KSB filed with the Securities and Exchange Commission.

Note 2. Allowance for Loan Losses

The provision for loan losses for the six months ended June 30, 2005 and 2004 was $55,000 and $134,000, respectively. Management bases the provision for loan losses upon its continuing evaluation of the adequacy of the allowance for loan losses and the overall management of inherent credit risk.

Due to the start up nature of MVB Bank, Inc., (the bank), arriving at an appropriate allowance involves a high degree of management judgment. In exercising this judgment, management considers numerous internal and external factors including, but not limited to, portfolio growth, national and local economic conditions, trends in the markets served, concentrations of credit in certain business segments, geographic diversity, historical loss experience of other institutions in these markets, and guidance from the bank s primary regulator. Management seeks to maintain an allowance for loan losses that is appropriate in the circumstances and that complies with applicable accounting and regulatory standards.

The results of this analysis at June 30, 2005, indicate that the allowance for loan losses is considered adequate to absorb losses inherent in the portfolio.

	Six Months Ended June 30	
(Dollars in thousands)	**2005**	**2004**

Allowance for loan losses		
Balance, beginning of period	**$ 891**	$ 689
Loan charge-offs	**(72)**	(38)
Loan recoveries	**6**	10
Net charge-offs	**(66)**	(28)
Loan loss provision	**55**	134
Balance, end of period	**$ 880**	$ 795

The increase in the allowance for loan losses is primarily based upon the growth in the commercial loan portfolio.

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Note 3. Borrowed Funds

The bank is a party to repurchase agreements with certain customers. These accounts function as sweep accounts. As of June 30, 2005 and December 31, 2004, the bank had repurchase agreements of $11,291,418 and $7,207,625.

The bank is a member of the Federal Home Loan Bank (FHLB) of Pittsburgh, Pennsylvania. The remaining maximum borrowing capacity with the FHLB at June 30, 2005 was approximately $37,291,000.

Borrowings from the FHLB were as follows:

	June 30 2005	December 31 2004
Fixed interest rate note, originating April 1999, due April 2014, interest of 5.405% is payable monthly	1,000,000	1,000,000
Fixed interest rate note, originating May 2004, due May 2005, interest of 2.02% is payable monthly		419,121
Fixed interest rate note, originating April 2002, due May 2017, interest of 5.90% is payable monthly.	718,289	723,697
Floating interest rate note, originating March 2003, due December 2005, interest of 3.36% is payable monthly	1,018,728	1,896,624
Floating interest rate note, originating January 2005, due January 2020, interest of 5.14% is payable monthly	1,319,919	
	$ 4,056,936	$ 4,039,442

Borrowings from the FHLB are secured by stock in the FHLB of Pittsburgh, qualifying first mortgage loans, mortgage-backed securities and certain investment securities.

Note 4. Other Comprehensive Income

The bank currently has two components of other comprehensive income, which include unrealized gains and losses on securities available for sale and pension liability adjustment. Details are as follows:

(Amounts in Thousands)	Jun 30 2005	Jun 30 2004
Other Comprehensive Income:		
Beginning accumulated other comprehensive income	$ (189)	$ (159)
Unrealized gains/(losses) on securities available for sale	(89)	(402)
Pension liability adjustment	5	0

Deferred income tax effect	36	173
Net change in other comprehensive income	(48)	(228)
Ending accumulated other comprehensive income	$ (237)	$ (387)

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Note 5 Net Income Per Common Share

MVB determines basic earnings per share by dividing net income by the weighted average number of common shares outstanding during the period. Diluted earnings per share is determined by dividing net income by the weighted average number of shares outstanding increased by the number of shares that would be issued assuming the exercise of stock options. At June 30, 2005 and 2004, stock options to purchase 40,829 shares at an average price of $10.12 were outstanding. For the six months ended June 30, 2005 and 2004, the dilutive effect of stock options was 24,607 and 28,368 shares, respectively.

Note 6 - Stock Based Compensation

MVB has an incentive stock option plan for selected employees. Because the exercise price of MVB s employee stock options equals the market price of the underlying stock on the date of grant, no compensation expense is recognized in the Consolidated Statements of Income. Had compensation expense been determined using the fair value method, pro forma net income for the six months ended June 30, 2005 and 2004 would have been as follows:

(Dollars in Thousands, Except Per Share Data)

	Six Months Ended June 30		**Three Months Ended June 30**	
	2005	**2004**	**2005**	**2004**
Net income as reported	**$ 325**	$ 449	**$ 80**	$ 229
Stock based compensation using fair value method, net of tax	**(3)**	(15)	**(2)**	(9)
Pro forma net income	**$ 322**	$ 434	**$ 78**	$ 220
Basic earnings per share as reported	**$ .44**	$ .63	**$ .11**	$ .32
Diluted earnings per share as reported	**$ .42**	$ .61	**$ .10**	$ .31
Proforma basic earnings per share	**$ .43**	$ .61	**$ .10**	$ .31
Proforma diluted earnings per share	**$ .42**	$ .59	**$ .10**	$ .30

For purposes of pro forma disclosures, the estimated fair value of options is amortized to expense over the option vesting period.

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

The following data should be read in conjunction with the unaudited consolidated financial statements and the management s discussion and analysis that follows.

At June 30, 2005 and for the Six and Three Months Ended June 30, 2005 and 2004:

	Six Months Ended June 30		Three Months Ended June 30	
	2005	**2004**	**2005**	**2004**
Net income to:				
Average assets	**.58%**	.91%	**.28%**	.91%
Average stockholders equity	**7.24**	11.04	**3.56**	11.18
Net interest margin	**3.92**	4.02	**3.98**	4.11
Average stockholders equity to average assets	**7.97**	8.23	**7.81**	8.16
Total loans to total deposits (end of period)	**96.41**	88.29	**96.41**	88.29
Allowance for loan losses to total loans (end of period)	**1.02**	1.10	**1.02**	1.10
Efficiency ratio	**76.98**	57.95	**88.24**	56.71
Capital ratios:				
Tier 1 capital ratio	**16.00**	11.03	**16.00**	11.03
Risk-based capital ratio	**17.00**	12.10	**17.00**	12.10
Leverage ratio	**12.17**	8.12	**12.17**	8.12
Cash dividends as a percentage of net income	**N/A**	N/A	**N/A**	N/A
Per share data:				
Book value per share (end of period)	**$ 13.39**	$ 11.36	**$ 13.39**	$ 11.36
Market value per share (end of period)*	**16.00**	13.50	**16.00**	13.50
Basic earnings per share	**.44**	.63	**.11**	.32
Diluted earnings per share	**.42**	.61	**.10**	.31

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

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Introduction

The following discussion and analysis of the consolidated financial statements of MVB Financial Corp. is presented to provide insight into management s assessment of the financial results. MVB s wholly-owned banking subsidiary, MVB Bank, Inc. (the bank), is the primary financial entity in this discussion. Unless otherwise noted, this discussion will be in reference to the bank.

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

The bank began operations January 4, 1999, at 301 Virginia Avenue in Fairmont, West Virginia. The bank provides a full array of financial products and services to its customers, including traditional banking products such as deposit accounts, lending products, debit cards, automated teller machines, and safe deposit rental facilities. The bank opened a banking office in the Shop N Save supermarket in White Hall, WV during the second quarter of 2000. The bank leased land in the Bridgeport area of Harrison County, WV and began construction of a full-service banking office that is anticipated to open in August 2005. In addition to the Bridgeport office, MVB has agreed to purchase an office in Charles Town, Jefferson County in the eastern panhandle, to be effective October 7, 2005, and is currently operating a loan production office in Martinsburg, with plans to explore further expansion in the panhandle.

During 2005, MVB Financial Corp. formed two wholly-owned second-tier holding companies, MVB Marion, Inc. and MVB Harrison, Inc. As part of the capitalization of MVB Marion, Inc., MVB Financial Corp. contributed its investment in the bank to MVB Marion, Inc. MVB Harrison, Inc, is using funds from an 11.6 million stock offering in process to purchase shares of MVB. At June 30, 2005, MVB Harrison, Inc. had purchased 312,500 shares of MVB Bank, Inc.

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

Application of Critical Accounting Policies

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

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The most significant accounting policies followed by MVB are presented in Note 1 to the audited consolidated financial statements included in MVB s 2004 Annual Report on Form 10-KSB. These policies, along with the disclosures presented in the other financial statement notes and in management s discussion and analysis of operations, provide information on how significant assets and liabilities are valued in the financial statements and how those values are determined. Based on the valuation techniques used and the sensitivity of financial statement amounts to the methods, assumptions, and estimates underlying those amounts, management has identified the determination of the allowance for loan losses to be the accounting area that requires the most subjective or complex judgments, and as such could be most subject to revision as new information becomes available.

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

Results of Operations

Overview of the Statement of Income

For the quarter ended June 30, 2005, MVB earned $80,000 compared to $229,000 in the second quarter of 2004. Second quarter income before income taxes declined $291,000 as a result of expansion into nearby Bridgeport and into the Charles Town and Martinsburg areas of West Virginia s eastern panhandle. The most significant item impacting the current quarter s profitability was salaries and benefits of $274,000 relating to the Bridgeport, Charles Town and Martinsburg offices. Without the cost of the three new offices, MVB s income before income taxes for the second quarter of 2005 was $418,000, a gain of $28,000 from the same period in 2004.

Loan loss provisions of $55,000 and $134,000 were made for the quarters ended June 30, 2005 and 2004, respectively. The provision for loan losses, which is a product of management s formal quarterly analysis, is recorded in response to inherent risks in the loan portfolio.

Non-interest income for the quarters ended June 30, 2005 and 2004 totaled $176,000 and $175,000, respectively. The most significant portion of non-interest income is service charges on deposit accounts.

Non-interest expense for the quarters ended June 30, 2005 and 2004 totaled $1.1 million and $666,000, respectively. $333,000 of this $434,000 increase relates to the expansion into the Bridgeport, Charles Town and Martinsburg areas. The most significant portion of this increase relates to staffing costs of $274,000 for the three additional offices.

Interest Income and Expense

Net interest income is the amount by which interest income on earning assets exceeds interest expense on interest-bearing liabilities. Interest-earning assets include loans and investment securities. Interest-bearing liabilities include interest-bearing deposits and short and long-term borrowed funds. Net interest income is the primary source of revenue for the bank. Changes in market interest rates, as well as changes in the mix and volume of interest-earning assets and interest-bearing liabilities impact net interest income.

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MVB s interest-earning assets and interest-bearing liabilities changed significantly during the second quarter of 2005 compared to 2004. The most significant areas of change were net loans, which increased to an average balance of $80.4 million for the quarter ended June 30, 2005 from $66.1 million for the quarter ended June 30, 2004, and interest-bearing liabilities, which grew to an average balance of $105.8 million from $91.9 million for the respective periods. These trends reflect the continued growth of MVB.

Net interest margin is calculated by dividing net interest income by average interest-earning assets. This ratio serves as a performance measurement of the net interest revenue stream generated by the bank s balance sheet. The net interest margin for the quarters ended June 30, 2005 and 2004 was 3.98% and 4.11% respectively. The yield on interest-bearing deposits in banks more than doubled from June of 2004 to June of 2005. Cost of funds has remained stable, only increasing 28 basis points from 2004 to 2005, with the most significant changes being in the short-term borrowings and the money market portfolio. Short-term borrowing yields have begun to rise with the recent Fed increases in rates, and MVB began tiering rates in 2005 on the money market portfolio. Most of the bank s short-term borrowings are repurchase agreements, which continue to be an attractive source of funds for MVB, even with the recent rate increases.

Management continuously monitors the effects of net interest margin on the performance of the bank. Growth and mix of the balance sheet will continue to impact net interest margin in future periods. As competition for deposits continues, management anticipates that future deposits will be at a higher cost of funds thereby exerting continued pressure on the net interest margin.

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Average Balances and Interest Rates

(Unaudited)(Dollars in thousands)

	Three Months Ended June 30, 2005			Three Months Ended June 30, 2004		
	Average Balance	Interest Income/ Expense	Yield/ Cost	Average Balance	Interest Income/ Expense	Yield/ Cost
Assets						
Interest-bearing deposits in banks	**$ 4,859**	**$ 34**	**2.80%**	$ 4,930	$ 15	1.22%
Federal funds sold	**633**	**4**	**2.53**			
Investment securities	**21,625**	**202**	**3.74**	23,436	196	3.35
Loans:						
Commercial	**38,009**	**622**	**6.55**	32,678	546	6.68
Tax exempt	**4,379**	**51**	**4.66**	794	8	4.03
Consumer	**12,504**	**260**	**8.32**	12,833	274	8.54
Real estate	**26,486**	**413**	**6.24**	20,574	314	6.10
Allowance for loan losses	**(891)**			(742)		
Net loans	**80,487**	**1,346**	**6.69**	66,137	1,142	6.91
Total earning assets	**107,604**	**1,586**	**5.90**	94,503	1,353	5.73
Cash and due from banks	**2,978**			2,338		
Other assets	**4,585**			3,541		
Total assets	**$ 115,167**			$ 100,382		
Liabilities						
Deposits:						
Non-interest bearing demand	**$ 10,772**	**$**		$ 8,336	$	
NOW	**9,582**	**11**	**0.46**	7,608	10	0.53
Money market checking	**24,886**	**87**	**1.40**	21,438	52	0.97
Savings	**6,030**	**9**	**0.60**	4,933	7	0.57
IRAs	**4,702**	**40**	**3.40**	3,851	30	3.12
CDs	**34,770**	**261**	**3.00**	33,874	238	2.81
Short-term borrowings	**12,021**	**65**	**2.16**	10,135	21	0.83
Long-term borrowings	**3,044**	**41**	**5.39**	1,725	24	5.57
Total interest-bearing liabilities	**105,807**	**514**	**1.94**	91,900	382	1.66
Other liabilities	**364**			286		
Total liabilities	**106,171**			92,186		
Stockholders equity						
Common stock	**711**			708		
Paid-in capital	**6,589**			6,537		

Retained earnings	**2,021**			1,128		
Accumulated other comprehensive income	**(325)**			(177)		
Total stockholders equity	**8,996**			8,196		
Total liabilities and stockholders equity	**$ 115,167**			$ 100,382		
Net interest spread			**3.95**			4.06
Impact of non-interest bearing funds on margin			**.03**			0.05
Net interest income-margin		**$ 1,072**	**3.98%**		$ 971	4.11%

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Average Balances and Interest Rates

(Unaudited)(Dollars in thousands)

	Six Months Ended June 30, 2005			Six Months Ended June 30, 2004		
	Average Balance	Interest Income/ Expense	Yield/ Cost	Average Balance	Interest Income/ Expense	Yield/ Cost
Assets						
Interest-bearing deposits in banks	**$ 5,310**	**$ 68**	**2.56%**	$ 4,451	$ 27	1.21%
Federal funds sold	**318**	**4**	**2.52**	223	1	.90
Investment securities	**20,998**	**390**	**3.71**	23,909	417	3.49
Loans:						
Commercial	**37,785**	**1,250**	**6.62**	31,751	1,017	6.41
Tax exempt	**4,079**	**91**	**4.46**	465	10	4.30
Consumer	**12,693**	**498**	**7.85**	12,666	542	8.56
Real estate	**25,536**	**746**	**5.84**	20,248	618	6.10
Allowance for loan losses	**(894)**			(719)		
Net loans	**79,199**	**2,585**	**6.53**	64,411	2,187	6.79
Total earning assets	**105,825**	**3,047**	**5.76**	92,994	2,632	5.66
Cash and due from banks	**2,813**			2,275		
Other assets	**4,038**			3,597		
Total assets	**$ 112,676**			$ 98,866		
Liabilities						
Deposits:						
Non-interest bearing demand	**$ 10,644**	**$**		$ 8,004	$	
NOW	**9,234**	**23**	**0.50**	7,354	18	0.49
Money market checking	**24,627**	**155**	**1.26**	21,887	106	0.97
Savings	**5,916**	**17**	**0.57**	4,710	14	0.59
IRAs	**4,619**	**79**	**3.42**	3,726	58	3.11
CDs	**34,760**	**515**	**2.96**	33,074	470	2.84
Short-term borrowings	**10,439**	**99**	**1.90**	9,972	46	0.92
Long-term borrowings	**3,082**	**83**	**5.39**	1,730	49	5.61
Total interest-bearing liabilities	**103,321**	**971**	**1.88**	90,457	761	1.68
Other liabilities	**373**			272		
Total liabilities	**103,694**			90,729		
Stockholders equity						
Common stock	**710**			708		
Paid-in capital	**6,563**			6,537		

Retained earnings	**1,972**			1,016		
Accumulated other comprehensive income	**(263)**			(124)		
Total stockholders equity	**8,982**			8,137		
Total liabilities and stockholders equity	**$ 112,676**			$ 98,866		
Net interest spread			**3.88**			3.98
Impact of non-interest bearing funds on margin			**.04**			0.05
Net interest income-margin		**$ 2,076**	**3.92%**		$ 1,872	4.03%

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Non-Interest Income

Service charges on deposit accounts generate the core of the bank s non-interest income. Non-interest income totaled $176,000 in the second quarter of 2005 compared to $175,000 in the second quarter of 2004.

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

Non-Interest Expense

For the second quarter of 2005, non-interest expense totaled $1.1 million compared to $666,000 in the second quarter of 2004. MVB s efficiency ratio was 88.24% for the second quarter of 2005 compared to 56.71% for the second quarter of 2004. This ratio measures the efficiency of non-interest expenses incurred in relationship to net interest income plus non-interest income. MVB s 2005 efficiency ratio has increased due mainly to the staffing and equipment requirements for the Bridgeport, Charles Town and Martinsburg offices.

Salaries and benefits totaled $688,000 for the quarter ended June 30, 2005 compared to $337,000 for the quarter ended June 30, 2004. This increase in salaries and benefits reflects MVB s additional staffing for new locations and adjustments to existing personnel to continue providing outstanding customer service. MVB had 56 full-time equivalent personnel at June 30, 2005 compared to 36 full-time equivalent personnel as of June 30, 2004. This increase is mainly due to the addition of staff in Bridgeport. Management will continue to strive to find new ways of increasing efficiencies and leveraging its resources, while effectively optimizing customer service.

For the quarters ended June 30, 2005 and 2004, occupancy expense totaled $47,000 and $33,000, respectively. Lease expense increased due to land leased in Harrison County for construction of a full service banking office, for a temporary office in Clarksburg to be used until completion of the new office, and for a temporary loan production office in Charles Town.

Equipment expense totaled $65,000 in the second quarter of 2005 compared to $36,000 for the second quarter of 2004. Included in equipment expense is depreciation of furniture, fixtures and equipment of $27,000 for the quarter ended June 30, 2005 and $18,000 for the quarter ended June 30, 2004. Equipment depreciation expense reflects MVB s commitment to technology and the addition of equipment related to the Bridgeport banking office.

Data processing costs totaled $119,000 in the second quarter of 2005 compared to $106,000 in the second quarter of 2004. These increases are due to the overall account and transaction growth of the bank.

Other operating expense totaled $163,000 in the second quarter of 2005 compared to $118,000 in the second quarter of 2004. The primary components of growth in this area are increases in stationery and supplies and loan related expenses.

Return on Average Assets and Average Equity

Returns on average assets (ROA) and average equity (ROE) were .28% and 3.56% for the second quarter of 2005 compared to .91% and 11.18% in the second quarter of 2004. As anticipated these performance indicators have declined in 2005 with the additional expenses relating to the opening of the Bridgeport office, and the planned opening of offices in the eastern panhandle.

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The bank is considered well capitalized under regulatory and industry standards of risk-based capital. MVB Financial Corp. is in the process of completing an $11.6 million public stock offering, which was done to fund expansion into the Bridgeport area. At June 30, 2005, MVB has sold 312,500 shares representing an increase in capital of $5.0 million.

Financial Condition

Overview of the Statement of Condition

Total assets at June 30, 2005 were $118.9 million or an increase of $12.7 million since December 31, 2004. This is attributable to the bank s continued expansion within the Marion County market, the beginning of expansion into the Harrison County market, and its continued emphasis on offering competitive products to its customers combined with quality customer service. Asset growth has occurred primarily in commercial and mortgage loans, bank premises and equipment, and other assets. Loan demand was strong during the second quarter as anticipated, with commercial loans increasing by more than $4.0 million and mortgage loans increasing by more than $3.0 million, much of which was generated in the Bridgeport office which has yet to open. Bank premises and equipment increased by $1.5 million as the result of construction of the Bridgeport office, and other assets increased by more than $2.0 million as the bank added more bank owned life insurance policies, which have historically been a good investment.

Deposits totaled $89.1 million at June 30, 2005 or an increase of $3.7 million since December 31, 2004. Repurchase agreements totaled $11.3 million and have increased $4.1 million since December 31, 2004.

Stockholders equity has increased approximately $5.3 million from December 31, 2004 due to the issuance of 312,500 shares of MVB s 725,000 share stock offering and earnings for the six months ended June 30, 2005 of $325,000.

Cash and Cash Equivalents

Cash and cash equivalents totaled $3.3 million as of June 30, 2005 compared to $2.2 million as of December 31, 2004, or an increase of $1.1 million.

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

Investment Securities

Investment securities totaled $21.0 million as of June 30, 2005 and $20.4 million as of December 31, 2004. Government sponsored agency securities comprise the majority of the portfolio. This increase is due to MVB purchasing additional government sponsored agencies to pledge as collateral for the growing repurchase agreement portfolio, offset by paydowns of $1.2 million in the mortgage backed securities portfolio and the sale of $400,000 in preferred stock.

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

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Loans

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

The following table details total loans outstanding as of:

(Dollars in thousands)	June 30 2005	December 31 2004
Commercial	**$ 13,652**	$ 12,197
Real estate, commercial	**29,824**	28,198
Real estate, mortgage	**28,599**	24,181
Consumer	**13,852**	14,268
Total loans	**$ 85,927**	$ 78,844

Loan Concentration

At June 30, 2005, commercial loans comprised the largest component of the loan portfolio. There are very few commercial loans that are not secured by real estate. Such non-real estate secured loans generally are lines of credit secured by accounts receivable. While the loan concentration is in commercial loans, the commercial portfolio is comprised of loans to many different borrowers, in numerous different industries but primarily located in our market area. Management expects commercial loan demand to be strong during 2005.

Allowance for Loan Losses

Management continually monitors the loan portfolio through review of the monthly delinquency reports and through the Loan Review Committee. The Loan Review Committee is responsible for the determination of the adequacy of the allowance for loan losses. This analysis involves both experience of the portfolio to date and the makeup of the overall portfolio. The allocation among the various components of the loan portfolio and its adequacy is somewhat difficult considering the limited operating history of MVB. Specific loss estimates are derived for individual loans based on specific criteria such as current delinquent status, related deposit account activity, where applicable, local market rumors, which are generally based on some factual information, and changes in the local and national economy. While local market rumors are not measurable or perhaps not readily supportable, historically, this form of information can be an indication of a potential problem.

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The results of this analysis at June 30, 2005, indicate that the allowance for loan losses is considered adequate to absorb losses inherent in the portfolio.

(Dollars in thousands)	Six Months Ended June 30 2005	Six Months Ended June 30 2004
Allowance for loan losses		
Balance, beginning of period	**$ 891**	$ 689
Loan charge-offs	**(72)**	(38)
Loan recoveries	**6**	10
Net charge-offs	**(66)**	(28)
Loan loss provision	**55**	134
Balance, end of period	**$ 880**	$ 795

The increase in the allowance for loan losses is primarily based upon the significant growth in the commercial loan portfolio.

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

(Dollars in thousands)	June 30 2005	June 30 2004
Non-accrual loans:		
Commercial	**$**	$
Real Estate		
Consumer		
Total non-accrual loans		
Renegotiated loans		
Total non-performing loans		
Other real estate, net	**80**	
Total non-performing assets	**$ 80**	$
Accruing loans past due 30 days or more	**$ 248**	$ 272
Non-performing loans as a % of total loans	**.09%**	
Allowance for loan losses as a % of non-performing loans		

The bank had no nonaccrual loans outstanding as of June 30, 2005 and 2004. The bank held other real estate owned totaling $80,000 and $0 at June 30, 2005 and 2004, respectively. MVB had delinquent loans in excess of 30 days past due of $248,000 as of June 30, 2005 and $272,000 as of June 30, 2004. The bank had $66,000 in net charge-offs in the first six months of 2005 and $28,000 in the first six months of 2004.

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Funding Sources

MVB considers a number of alternatives, including but not limited to deposits, short-term borrowings, and long-term borrowings when evaluating funding sources. Traditional deposits continue to be the most significant source of funds for the bank, reaching $89.1 million at June 30, 2005.

Non-interest bearing deposits remain a core funding source for MVB. At June 30, 2005, non-interest bearing deposits totaled $10.7 million compared to $9.2 million at December 31, 2004. Management intends to continue to focus on finding ways to increase the bank s base of low-cost funding sources.

Interest-bearing deposits totaled $78.5 million at June 30, 2005 compared to $76.3 million at December 31, 2004. Average interest-bearing liabilities totaled $105.8 million during the second quarter of 2005 compared to $91.9 million for the second quarter of 2004. Average non-interest bearing demand deposits totaled $10.8 million for the second quarter of 2005 compared to $8.3 million for the second quarter of 2004. Management will continue to emphasize deposit gathering in 2005 by offering outstanding customer service and competitively priced products. Management will also concentrate on balancing deposit growth with adequate net interest margin to meet MVB s strategic goals.

Along with traditional deposits, MVB has access to both short-term and long-term borrowings to fund its operations and investments. MVB s short-term borrowings consist of corporate deposits held in overnight repurchase agreements and certain advances with the Federal Home Loan Bank of Pittsburgh. At June 30, 2005, short-term borrowings totaled $12.3 million compared to $9.5 million at December 31, 2004. In addition to the aforementioned funds alternatives, MVB has access to a $2.5 million line of credit with the Bankers Bank of Atlanta, and the ability to readily sell jumbo certificates of deposits to other banks.

Capital/Stockholders Equity

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

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

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

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

In 2005, MVB will complete a public offering of 725,000 shares totaling $11.6 million. These funds will be used to support the opening of the Bridgeport office, as well as expansion to Charles Town and Martinsburg. At June 30, 2005, 312,500 shares have been sold, representing additional capital of $5.0 million.

At June 30, 2005, accumulated other comprehensive (loss) totaled $(237,000) compared to $(189,000) at December 31, 2004. This represents an increase in net unrealized losses on available-for-sale securities at June 30, 2005, net of income taxes due to an increase in the overall investment interest rate environment. Because most of the investment securities in MVB s portfolio are classified as available-for-sale, both the investment and equity sections of MVB s balance sheet are more sensitive to the changing market value of investments.

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

MVB must also comply with the standards of capital adequacy mandated by the banking industry. Bank regulators have established risk-based capital requirements designed to measure capital adequacy. Risk-based capital ratios reflect the relative risks of various assets banks hold in their portfolios. A weight category of 0% (lowest risk assets), 20%, 50%, or 100% (highest risk assets) is assigned to each asset on the balance sheet. Detailed information concerning MVB s risk-based capital ratios can be found in Note 12 of the Notes to the Consolidated Financial Statements of MVB s 2004 Form 10-KSB. At June 30, 2005, MVB and its banking subsidiary s risk-based capital ratios exceeded the minimum standards for a well capitalized financial institution.

MVB and its banking subsidiary are subject to various regulatory capital requirements administered by the federal banking agencies. Under the capital adequacy guidelines and the regulatory framework for prompt corrective action, MVB must meet specific capital guidelines that involve quantitative measures of its assets, liabilities and certain off-balance sheet items as calculated under regulatory accounting practices. MVB and its banking subsidiary s capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings and other factors.

Commitments

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

Loan commitments are made to accommodate the financial needs of MVB s customers. MVB uses the same underwriting standards in making commitments and conditional obligations as it does for on-balance sheet instruments. The amount of collateral obtained is based on management s credit evaluation of the customer. Collateral held varies, but may include accounts receivable, inventory, property, plant, and equipment, and income-producing commercial properties. The total amount of loan commitments outstanding at June 30, 2005 and December 31, 2004 was $16.4 million and $9.9 million, respectively.

Market Risk Management

The most significant market risk resulting from MVB Bank, Inc. s normal course of business, extending loans and accepting deposits, is interest rate risk. Interest rate risk is the potential for economic loss due to future interest rate changes that can impact both the earnings stream as well as market values of financial assets and liabilities. MVB s Investment/Asset/Liability Committee (IALC) is responsible for the overall management of MVB and its subsidiary bank s balance sheet related to the management of interest rate risk. The IALC strives to keep the bank focused on the future, anticipating and exploring alternatives, rather than simply reacting to change after the fact.

To this end, the IALC has established an interest risk management policy that sets the minimum requirements and guidelines for monitoring and controlling the level and amount of interest rate risk. The objective of the interest rate risk policy is to encourage management to adhere to sound fundamentals of

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banking while allowing sufficient flexibility to exercise the creativity and innovations necessary to meet the challenges of changing markets. The ultimate goal of these policies is to optimize net interest income within the constraints of prudent capital adequacy, liquidity, and safety.

The IALC relies on different methods of assessing interest rate risk including simulating net interest income, monitoring the sensitivity of the net present market value of equity or economic value of equity, and monitoring the difference or gap between maturing or rate-sensitive assets and liabilities over various time periods. The IALC places emphasis on simulation modeling as the most beneficial measurement of interest rate risk due to its dynamic measure. By employing a simulation process that measures the impact of potential changes in interest rates and balance sheet structures and by establishing limits on changes in net income and net market value, the IALC is better able to evaluate the possible risks associated with alternative strategies.

The simulation process starts with a base case simulation that represents projections of current balance sheet growth trends. Base case simulation results are prepared under a flat interest rate forecast and at least two alternative interest rate forecasts, one rising and one declining, assuming parallel yield curve shifts. Comparisons showing the earnings variance from the flat rate forecast illustrate the risks associated with the current balance sheet strategy. If necessary, additional balance sheet strategies are developed and simulations prepared. The results from model simulations are reviewed for indications of whether current interest rate risk strategies are accomplishing their goal and, if not, suggest alternative strategies that could. The policy calls for periodic review by the IALC of assumptions used in the modeling.

The IALC believes that it is beneficial to monitor interest rate risk for both the short and long-term. Therefore, to effectively evaluate results from simulations, limits on changes in net interest income and the value of the balance sheet have been established. The IALC has determined that the earnings at risk of the bank shall not change more than 10% from base case for each 1% shift in interest rates, nor by more than 15% from the base case for a 2% shift in interest rates. MVB is in compliance with this policy as of March 31, 2005, the latest date for which information is presently available. The following table is provided to show the earnings at risk and value at risk positions of MVB as of March 31, 2005.

(Dollars in Thousands)

Immediate Interest Rate Change (in Basis Points)	**Estimated Increase (Decrease) in Net Interest Income**	
+200	$ 4,557	5.7%
+100	4,433	2.8
Base rate	4,312	
-100	(4,229)	(1.9)
-200	(3,810)	(11.6)

Effects of Inflation on Financial Statements

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

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Future Outlook

The bank s results of operations in the second quarter of 2005 continue to reflect the initial costs of opening the Bridgeport office. Results in the next few quarters will continue to be impacted by this expansion, as well as expansion into the Charles Town and Martinsburg areas. MVB s emphasis in future periods will be to continue to do those things that have made the bank successful thus far. The critical challenge for the bank in the future will remain the delivery of the most outstanding customer service with the highest quality products and technology.

Future plans for the bank involve the bank taking advantage of technology to deliver even better customer service. The bank introduced internet banking in the second quarter of 2005 and will continue to explore all options which better enable the bank to service its customers.

2005 will continue to be a year of tremendous growth for MVB. The expansion into nearby Harrison County in Bridgeport, along with the purchase of an office in Charles Town, will make MVB a much larger organization. Earnings for the short term will not be up to par with what MVB has produced in the past, however these additions should make MVB even more profitable in the following years.

Item 3. Controls and Procedures

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

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

Evaluation of disclosure controls and procedures

As of the end of the period covered by this report and pursuant to Rule 13a-15 of the Securities Exchange Act of 1934 (the Exchange Act), the Company s management, including the Chief Executive

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

Changes in internal controls

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

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Part II. Other Information

Item 4. Submission of Matters to a Vote of Security Holders

During the second quarter of 2005, the MVB Annual Shareholder s Meeting was held on May 17, 2005. Five items were submitted to the Shareholders for consideration. The items and vote are noted below:

Item 1. To elect fifteen directors for staggered terms of office:

For	Against	Abstain
566,327	4,707	

Item 2.a. To approve amendment to the Articles of Incorporation of MVB to allow the division of the Board of Directors of MVB into three classes:

For	Against	Abstain
476,818	15,070	5,978

Item 2.b. To approve amendment to the Articles of Incorporation of MVB for procedures for filling newly created and vacant directorships:

For	Against	Abstain
571,034	6,919	9,287

Item 2.c. To approve amendment to the Articles of Incorporation of MVB to require an affirmative vote of the holders of at least 75% of the voting power of MVB to remove directors:

For	Against	Abstain
476,854	22,170	680

Item 2.d. To approve amendment to the Articles of Incorporation of MVB to increase to 75% of the voting power of MVB as the vote requirement necessary to adopt amendments to the Articles of Incorporation and other related Bylaws amendments:

For	Against	Abstain
476,854	11,369	2,825

Item 3. To approve an amendment to the Articles of Incorporation of MVB under which certain Business Combinations would require the affirmative vote of the holders of at least 75% of all voting power of MVB unless those Business Combinations meet certain fair price criteria and other specified conditions and procedures more fully set forth in the Proxy Statement.

For	Against	Abstain
476,854	10,037	1,432

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Item 4. To approve amendments to the MVB Financial Corp. 2003 Stock Incentive Plan to provide for the availability of 200,000 shares of Common Stock (taking into account all stock dividends to date) and to remove certain restrictions on the number of options which may be granted.

For	Against	Abstain
476,854	19,624	5,424

Item 5. To approve the appointment of Brown Edwards & Company, L.L.P., as Independent Certified Public Accountants for the year 2005.

For	Against	Abstain
602,354	0	36,776

Item 5. Other Information

None.

Item 6. Exhibits

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

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

(b) The following exhibits are filed herewith.

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

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SIGNATURES

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

August 9, 2005

MVB Financial Corp.

By: /s/ James R. Martin

James R. Martin
President and Chief Executive Officer

By: /s/ Eric L. Tichenor

Eric L. Tichenor
Chief Financial Officer