# UNITED STATES

# SECURITIES AND EXCHANGE COMMISSION

**WASHINGTON, D.C. 20549**

# FORM 10-Q

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

**for the quarterly period ended March 31, 2011**

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

**For the transition period from ______ to ______**

**COMMISSION FILE NO. 000-50313**

# SURREY BANCORP

**(Exact name of registrant as specified in its charter)**

| | |
|---|---|
| **North Carolina** | **59-3772016** |
| **(State or other jurisdiction of incorporation or organization)** | **(IRS Employer Identification No.)** |

**145 North Renfro Street, Mount Airy, NC 27030**

**(Address of principal executive offices)**

**(336) 783-3900**

**(Registrant s telephone number)**

Check whether the registrant: (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x 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 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 checkmark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of large accelerated filer , accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act (Check one):

| | | | |
|---|---|---|---|
| Large accelerated filer | ¨ | Accelerated filer | ¨ |
| Non-accelerated filer | ¨ | Smaller reporting company | x |

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

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

On May 6, 2011 there were 3,211,285 common shares issued and outstanding.

**Table of Contents**

**Table of Contents**

**Consolidated Balance Sheets**

***March 31, 2011 (Unaudited) and December 31, 2010 (Audited)***

| | March 2011 | December 2010 |
|---|---|---|
| **Assets** | | |
| Cash and due from banks | $ 2,740,041 | $ 2,398,433 |
| Interest-bearing deposits with banks | 28,890,790 | 22,792,088 |
| Federal funds sold | 705,244 | 702,121 |
| Investment securities available for sale | 2,509,797 | 2,012,132 |
| Restricted equity securities | 941,379 | 941,379 |
| Loans, net of allowance for loan losses of $4,649,023 at March 31, 2011 and $6,683,922 at December 31, 2010 | 176,469,043 | 171,794,247 |
| Property and equipment, net | 4,688,552 | 4,726,483 |
| Foreclosed assets | 613,303 | 450,532 |
| Accrued income | 907,772 | 955,516 |
| Goodwill | 120,000 | 120,000 |
| Bank owned life insurance | 3,311,605 | 3,284,990 |
| Other assets | 3,437,690 | 3,474,563 |
| Total assets | $ 225,335,216 | $ 213,652,484 |
| **Liabilities and Stockholders Equity** | | |
| ***Liabilities*** | | |
| Deposits: | | |
| Noninterest-bearing | $ 33,687,625 | $ 27,954,669 |
| Interest-bearing | 150,954,296 | 146,005,404 |
| Total deposits | 184,641,921 | 173,960,073 |
| Long-term debt | 9,450,000 | 9,450,000 |
| Dividends payable | 45,228 | 35,515 |
| Accrued interest payable | 257,955 | 227,887 |
| Other liabilities | 1,772,764 | 1,334,854 |
| Total liabilities | 196,167,868 | 185,008,329 |
| Commitments and contingencies | | |
| ***Stockholders equity*** | | |
| Preferred stock, 1,000,000 shares authorized, 189,356 shares of Series A, issued and outstanding with no par value, 4.5% convertible non-cumulative, perpetual, with a liquidation value of $14 per share; | 2,620,325 | 2,620,325 |
| 181,154 shares of Series D, issued and outstanding with no par value 5.0% convertible non-cumulative, perpetual; with a liquidation value of $7.08 per share; | 1,248,482 | 1,248,482 |
| Common stock, 10,000,000 shares authorized at no par value; 3,211,285 and 3,206,495 shares issued and outstanding at March 31, 2011 and December 31, 2010, respectively | 9,481,760 | 9,464,178 |
| Retained earnings | 15,887,046 | 15,380,083 |
| Accumulated other comprehensive loss | (70,265) | (68,913) |
| Total stockholders equity | 29,167,348 | 28,644,155 |

| | | |
|---|---|---|
| Total liabilities and stockholders equity | $ 225,335,216 | $ 213,652,484 |

***See Notes to Consolidated Financial Statements***

**Table of Contents**

**Consolidated Statements of Income**

***Three months ended March 31, 2011 and 2010 (Unaudited)***

| | 2011 | 2010 |
|---|---|---|
| ***Interest income*** | | |
| Loans and fees on loans | $ 2,724,152 | $ 2,765,188 |
| Federal funds sold | 337 | 156 |
| Investment securities, taxable | 12,414 | 13,628 |
| Deposits with banks | 5,331 | 4,153 |
| Total interest income | 2,742,234 | 2,783,125 |
| ***Interest expense*** | | |
| Deposits | 474,070 | 526,275 |
| Short-term debt | | 3,761 |
| Long-term debt | 91,536 | 99,076 |
| Total interest expense | 565,606 | 629,112 |
| Net interest income | 2,176,628 | 2,154,013 |
| ***Provision for loan losses*** | 158,897 | 949,357 |
| Net interest income after provision for loan losses | 2,017,731 | 1,204,656 |
| ***Noninterest income*** | | |
| Service charges on deposit accounts | 247,891 | 262,175 |
| Gain on sale of government guaranteed loans | | 212,059 |
| Fees and yield spread premiums on loans delivered to correspondents | 27,176 | 26,683 |
| Other service charges and fees | 118,959 | 99,135 |
| Other operating income | 199,452 | 204,708 |
| Total noninterest income | 593,478 | 804,760 |
| ***Noninterest expense*** | | |
| Salaries and employee benefits | 878,585 | 871,010 |
| Occupancy expense | 95,460 | 109,309 |
| Equipment expense | 58,863 | 64,036 |
| Data processing | 86,831 | 96,559 |
| Foreclosed assets, net | 19,424 | 4,192 |
| Postage, printing and supplies | 42,503 | 50,011 |
| Professional fees | 123,207 | 83,895 |
| FDIC insurance premiums | 83,290 | 51,882 |
| Other expense | 342,209 | 325,846 |
| Total noninterest expense | 1,730,372 | 1,656,740 |
| Net income before income taxes | 880,837 | 352,676 |

| | | |
|---|---|---|
| Income tax expense | 328,646 | 122,900 |
| Net income | 552,191 | 229,776 |
| ***Preferred stock dividends and accretion of discount*** | (45,228) | (63,060) |
| Net income available to common stockholders | $ 506,963 | $ 166,716 |
| ***Basic earnings per common share*** | $ 0.16 | $ 0.05 |
| ***Diluted earnings per common share*** | $ 0.15 | $ 0.05 |
| ***Basic weighted average common shares outstanding*** | 3,208,730 | 3,206,029 |
| ***Diluted weighted average common shares outstanding*** | 3,785,032 | 3,604,712 |

***See Notes to Consolidated Financial Statements***

**Table of Contents**

**Consolidated Statements of Cash Flows**

***Three months ended March 31, 2011 and 2010 (Unaudited)***

| | 2011 | 2010 |
|---|---|---|
| ***Cash flows from operating activities*** | | |
| Net income | $ 552,191 | $ 229,776 |
| Adjustments to reconcile net income to net cash provided by operations: | | |
| Depreciation and amortization | 59,177 | 63,441 |
| Gain on sale of property and equipment | (300) | |
| Loss on the sale of foreclosed assets | (1,780) | (237) |
| Stock-based compensation, net of tax benefit | 5,271 | 7,258 |
| Provision for loan losses | 158,897 | 949,357 |
| Deferred income taxes | (89) | (12,628) |
| Accretion of discount on securities, net of amortization of premiums | 219 | 1,927 |
| Increase in cash surrender value of life insurance | (26,615) | (26,971) |
| Changes in assets and liabilities: | | |
| Accrued income | 47,744 | (6,873) |
| Other assets | 37,810 | (68,791) |
| Accrued interest payable | 30,068 | 22,173 |
| Other liabilities | 437,910 | 25,507 |
| Net cash provided by operating activities | 1,300,503 | 1,183,939 |
| ***Cash flows from investing activities*** | | |
| Net increase in interest-bearing deposits with banks | (6,098,702) | (5,589,075) |
| Net increase in federal funds sold | (3,123) | (100,000) |
| Purchases of investment securities | (1,502,500) | (1,500,000) |
| Sales and maturities of investment securities | 1,002,416 | 1,502,322 |
| Redemption of restricted equity securities | | 35 |
| Net (increase) decrease in loans | (5,062,055) | 2,439,864 |
| Proceeds from the sale of foreclosed assets | 67,371 | 14,687 |
| Purchases of property and equipment | (21,246) | (24,453) |
| Proceeds from the sale of property and equipment | 300 | |
| Net cash (used in) investing activities | (11,617,539) | (3,256,620) |
| ***Cash flows from financing activities*** | | |
| Net increase in deposits | 10,681,848 | 2,046,313 |
| Net decrease in short-term debt | | (1,118,700) |
| Net increase in long-term debt | | 1,000,000 |
| Dividends paid | (35,515) | (57,319) |
| Common stock options exercised | 12,311 | 34,450 |
| Net cash provided by financing activities | 10,658,644 | 1,904,744 |
| Net increase (decrease) in cash and cash equivalents | 341,608 | (167,937) |
| ***Cash and cash equivalents, beginning*** | 2,398,433 | 1,923,621 |

| | | |
|---|---|---|
| ***Cash and cash equivalents, ending*** | $ 2,740,041 | $ 1,755,684 |
| ***Supplemental disclosures of cash flow information*** | | |
| Interest paid | $ 535,538 | $ 606,939 |
| Taxes paid | $ 39,419 | $ 69,577 |
| Loans transferred to foreclosed properties | $ 228,362 | $ 182,026 |

***See Notes to Consolidated Financial Statements***

**Table of Contents**

**Consolidated Statements of Changes in Stockholders Equity and Comprehensive Income**

***Three months ended March 31, 2011 and 2010 (Unaudited)***

| | Preferred Stock Amount | Common Stock Shares | Common Stock Amount | Retained Earnings | Unrealized Appreciation (Depreciation) on Securities | Total |
|---|---|---|---|---|---|---|
| *Balance, January 1, 2010* | $ 4,626,830 | 3,198,105 | $ 9,406,429 | $ 14,468,089 | $ (75,996) | $ 28,425,352 |
| ***Comprehensive income*** | | | | | | |
| Net income | | | | 229,776 | | 229,776 |
| Net change in unrealized gain (loss) on investment securities available for sale, net of income tax of $2,588 | | | | | (4,126) | (4,126) |
| ***Total comprehensive income*** | | | | | | 225,650 |
| Common stock options exercised | | 8,390 | 34,450 | | | 34,450 |
| Stock-based compensation, net of tax benefit | | | 7,258 | | | 7,258 |
| Dividends declared on convertible Series A preferred stock ($.16 per share) | | | | (29,415) | | (29,415) |
| Dividends declared and accrued on Series B and Series C preferred stock, net of discount accretion and (premium) amortization | 7,607 | | | (33,645) | | (26,038) |
| ***Balance, March 31, 2010*** | $ 4,634,437 | 3,206,495 | $ 9,448,137 | $ 14,634,805 | $ (80,122) | $ 28,637,257 |
| *Balance, January 1, 2011* | $ 3,868,807 | 3,206,495 | $ 9,464,178 | $ 15,380,083 | $ (68,913) | $ 28,644,155 |
| ***Comprehensive income*** | | | | | | |
| Net income | | | | 552,191 | | 552,191 |
| Net change in unrealized gain (loss) on investment securities available for sale, net of income tax of $848 | | | | | (1,352) | (1,352) |
| ***Total comprehensive income*** | | | | | | 550,839 |
| Common stock options exercised | | 4,790 | 12,311 | | | 12,311 |
| Stock-based compensation, net of tax benefit | | | 5,271 | | | 5,271 |
| Dividends declared on Series A convertible preferred stock ($.16 per share) | | | | (29,415) | | (29,415) |
| Dividends declared on Series D convertible preferred stock ($.09 per share) | | | | (15,813) | | (15,813) |
| ***Balance, March 31, 2011*** | $ 3,868,807 | 3,211,285 | $ 9,481,760 | $ 15,887,046 | $ (70,265) | $ 29,167,348 |

***See Notes to Consolidated Financial Statements***

Table of Contents

**SURREY BANCORP**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 1. BASIS OF PRESENTATION**

The accompanying unaudited consolidated financial statements were prepared in accordance with instructions for Form 10-Q and therefore, do not include all disclosures required by generally accepted accounting principles for a complete presentation of financial statements. In the opinion of management, the consolidated financial statements contain all adjustments necessary to present fairly the financial condition of Surrey Bancorp, (the Company), as of March 31, 2011, the results of operations for the three months ended March 31, 2011 and 2010, and its changes in stockholders equity and comprehensive income and cash flows for the three months ended March 31, 2011 and 2010. The results of operations for the three months ended March 31, 2011, are not necessarily indicative of the results expected for the full year. These consolidated financial statements should be read in conjunction with the Company s audited financial statements and related disclosures for the year ended December 31, 2010, included in the Company s Form 10-K. The balance sheet at December 31, 2010, has been taken from the audited financial statements at that date.

***Organization***

Surrey Bancorp (the Company ) began operation on May 1, 2003 and was created for the purpose of acquiring all the outstanding shares of common stock of Surrey Bank & Trust. Stockholders of the bank received six shares of Surrey Bancorp common stock for every five shares of Surrey Bank & Trust common stock owned. The Company is subject to regulation by the Federal Reserve.

Surrey Bank & Trust (the Bank ) was organized and incorporated under the laws of the State of North Carolina on July 15, 1996 and commenced operations on July 22, 1996. The Bank currently serves Surry County, North Carolina and Patrick County, Virginia and surrounding areas through five banking offices. As a state chartered bank, which is not a member of the Federal Reserve, the Bank is subject to regulation by the State of North Carolina Banking Commission and the Federal Deposit Insurance Corporation.

Surrey Investment Services, Inc., ( Subsidiary ) was organized and incorporated under the laws of the State of North Carolina on February 10, 1998. The subsidiary provides insurance services through SB&T Insurance and investment advice and brokerage services through U-VEST.

On July 31, 2000, Surrey Bank & Trust formed Freedom Finance, LLC, a subsidiary operation specializing in the purchase of sales finance contracts from local automobile dealers.

The accounting and reporting policies of the Company, the Bank, and its subsidiaries follow generally accepted accounting principles and general practices within the financial services industry. Following is a summary of the more significant policies.

***Critical Accounting Policies***

The notes to the audited consolidated financial statements for the year ended December 31, 2010 contain a summary of the significant accounting policies. The Company believes our policies with respect to the methodology for the determination of the allowance for loan losses, and asset impairment judgments, including the recoverability of intangible assets involve a higher degree of complexity and require management to make difficult and subjective judgments which often require assumptions or estimates about highly uncertain matters. Changes in these judgments, assumptions or estimates could cause reported results to differ materially. These critical policies and their application are periodically reviewed with the Audit Committee and our Board of Directors. See our Annual Report for full details on critical accounting policies.

***Principles of Consolidation***

The consolidated financial statements include the accounts of the Company, the Bank and the subsidiaries. All significant intercompany transactions and balances have been eliminated in consolidation.

Table of Contents

**SURREY BANCORP**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 1. BASIS OF PRESENTATION, CONTINUED**

***Presentation of Cash Flows***

For purposes of reporting cash flows, cash and cash equivalents includes cash and amounts due from depository institutions (including cash items in process of collection). Overnight interest bearing deposits and federal funds sold are shown separately. Federal funds purchased are shown with securities sold under agreements to repurchase.

***Investment Securities***

Investments classified as available for sale are intended to be held for indefinite periods of time and include those securities that management may employ as part of asset/liability strategy or that may be sold in response to changes in interest rates, prepayments, regulatory capital requirements or similar factors. These securities are carried at fair value and are based on quoted market prices, where available. If quoted market prices are not available, fair values are based on quoted market prices of comparable instruments or significant other observable inputs.

Investment securities classified as held to maturity are those debt securities that the Bank has the ability and intent to hold to maturity. Accordingly, these securities are carried at cost adjusted for amortization of premiums and accretion of discount, computed by the interest-method over their contractual lives. At March 31, 2011 and December 31, 2010, the Bank had no investments classified as held to maturity.

***Loans Held for Sale***

The Bank originates and holds Small Business Administration (SBA) and United States Department of Agriculture (USDA) guaranteed loans in its portfolio in the normal course of business. Occasionally, the Bank sells the guaranteed portions of these loans into the secondary market. The loans are generally variable rate loans, which eliminates the market risk to the Bank and are therefore carried at cost. The Bank recognizes gains on the sale of the guaranteed portion upon the consummation of the transaction. The Bank plans to continue to originate guaranteed loans for sales, however no such loans were funded at March 31, 2011 and December 31, 2010.

***Loans Receivable***

Loans receivable that management has the intent and ability to hold for the foreseeable future or until maturity or payoff are reported at their outstanding principal amount adjusted for any charge-offs, the allowance for loan losses, and any deferred fees or cost on originated loans and unamortized premiums or discounts on purchased loans.

Loan origination fees and certain direct origination costs are capitalized and recognized as an adjustment of the yield of the related loan using the interest method. Discounts and premiums on any purchased residential real estate loans are amortized to income using the interest method over the remaining period to contractual maturity, adjusted for anticipated prepayments. Discounts and premiums on any purchased consumer loans are recognized over the expected lives of the loans using methods that approximate the interest method.

Interest is accrued and credited to income based on the principal amount outstanding. The accrual of interest on impaired loans is discontinued when, in management s opinion, the borrower may be unable to meet payments as they become due. When the interest accrual is discontinued, all unpaid accrued interest is reversed. Interest income is subsequently recognized only to the extent cash payments are received. Payments received on nonaccrual loans are first applied to principal and any residual amounts are then applied to interest. When facts and circumstances indicate the borrower has regained the ability to meet the required payments, the loan is returned to accrual status. Past due loans are determined on the basis of contractual terms.

Table of Contents

**SURREY BANCORP**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 1. BASIS OF PRESENTATION, CONTINUED**

***Allowance for Loan Losses***

The allowance for loan losses is established as losses are estimated to have occurred through a provision for loan losses charged to earnings. Loan losses are charged against the allowance when management believes the uncollectability of a loan balance is confirmed. Subsequent recoveries, if any, are credited to the allowance.

The allowance for loan losses is evaluated on a regular basis by management and is based upon management s periodic review of the collectability of the loans in light of historical experience, the nature and volume of the loan portfolio, adverse situations that may affect the borrower s ability to repay, estimated value of any underlying collateral and prevailing economic conditions. This evaluation is inherently subjective as it requires estimates that are susceptible to significant revision as more information becomes available.

The allowance consists of specific, general and unallocated components. The specific component relates to loans that are classified as impaired. For loans that are classified as impaired, an allowance is established when the discounted cash flows (or collateral value or observable market price) of the impaired loan is lower than the carrying value of that loan. The general component covers non-impaired loans and is based on historical loss experience adjusted for qualitative factors. An unallocated component is maintained to cover uncertainties that could affect management s estimate of probable losses. The unallocated component of the allowance reflects the margin of imprecision inherent in the underlying assumptions used in the methodologies for estimating specific and general losses in the portfolio.

A loan is considered impaired when, based on current information and events, it is probable that the Company will be unable to collect the scheduled payments of principal or interest when due according to the contractual terms of the loan agreement. 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 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 obtainable market price, or the fair value of the collateral if the loan is collateral dependent.

Large groups of smaller balance homogeneous loans are collectively evaluated for impairment. Accordingly, the Company does not separately identify individual consumer and residential loans for impairment disclosures.

***Recent Accounting Pronouncements***

The following is a summary of recent authoritative pronouncements:

In July 2010, the Receivables topic of the Accounting Standards Codification ( ASC ) was amended by Accounting Standards Update ( ASU ) 2010-20 to require expanded disclosures related to a company s allowance for credit losses and the credit quality of its financing receivables. The amendments require the allowance disclosures to be provided on a disaggregated basis. The Company is required to include these disclosures in their interim and annual financial statements. See Note 6.

Disclosures about Troubled Debt Restructurings ( TDRs ) required by ASU 2010-20 were deferred by the Financial Accounting Standards Board ( FASB ) in ASU 2011-01 issued in January 2011. In April 2011 FASB issued ASU 2011-02 to assist creditors with their determination of when a restructuring is a TDR. The determination is based on whether the restructuring constitutes a concession and whether the debtor is experiencing financial difficulties as both events must be present.

9

Table of Contents

**SURREY BANCORP**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 1. BASIS OF PRESENTATION, CONTINUED**

***Recent Accounting Pronouncements, continued***

Disclosures related to TDRs under ASU 2010-20 will be effective for reporting periods beginning after June 15, 2011.

In December 2010, the Intangibles topic of the ASC was amended to modify Step 1 of the goodwill impairment test for reporting units with zero or negative carrying amounts. For those reporting units, an entity is required to perform Step 2 of the goodwill impairment test if it is more likely than not that a goodwill impairment exists. Any resulting goodwill impairment should be recorded as a cumulative-effect adjustment to beginning retained earnings upon adoption. Impairments occurring subsequent to adoption should be included in earnings. The amendment was effective for the Company beginning January 1, 2011 and had no effect on the financial statements.

Other accounting standards that have been issued or proposed by the FASB or other standards-setting bodies are not expected to have a material impact on the Company s financial position, results of operations or cash flows.

***Subsequent Events***

Subsequent events are events or transactions that occur after the balance sheet date but before financial statements are issued. Recognized subsequent events are events or transactions that provide additional evidence about conditions that existed at the date of the balance sheet, including the estimates inherent in the process of preparing financial statements. Non-recognized subsequent events are events that provide evidence about conditions that did not exist at the date of the balance sheet but arose after that date. Management has reviewed events occurring through the date the financial statements were issued and no subsequent events have occurred requiring accrual or disclosure.

Table of Contents

**SURREY BANCORP**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 2. SECURITIES**

Debt and equity securities have been classified in the balance sheets according to management s intent. The amortized costs of securities available for sale and their approximate fair values at March 31, 2011 and December 31, 2010 follow:

| | Amortized Cost | Unrealized Gains | Unrealized Losses | Fair Value |
|---|---|---|---|---|
| **March 31, 2011** | | | | |
| Government-sponsored enterprises | $ 2,002,294 | $ 247 | $ | $ 2,002,541 |
| Mortgage-backed securities | 71,848 | 2,283 | | 74,131 |
| Corporate bonds | 550,000 | | 116,875 | 433,125 |
| | $ 2,624,142 | $ 2,530 | $ 116,875 | $ 2,509,797 |
| **December 31, 2010** | | | | |
| Government-sponsored enterprises | $ 1,500,000 | $ 1,770 | $ | $ 1,501,770 |
| Mortgage-backed securities | 74,278 | 1,584 | | 75,862 |
| Corporate bonds | 550,000 | | 115,500 | 434,500 |
| | $ 2,124,278 | $ 3,354 | $ 115,500 | $ 2,012,132 |

At March 31, 2011 and December 31, 2010, substantially all government-sponsored enterprises securities were pledged as collateral on public deposits and for other purposes as required or permitted by law. The mortgage-backed securities were pledged to the Federal Home Loan Bank.

Maturities of mortgage-backed bonds are stated based on contractual maturities. Actual maturities of these bonds may vary as the underlying mortgages are prepaid. The scheduled maturities of securities (all available for sale) at March 31, 2011, were as follows:

| | Amortized Cost | Fair Value |
|---|---|---|
| Due in one year or less | $ 502,294 | $ 500,920 |
| Due after one year through five years | 1,500,000 | 1,501,621 |
| Due after five years through ten years | 606,881 | 491,730 |
| Due after ten years | 14,967 | 15,526 |
| | $ 2,624,142 | $ 2,509,797 |

The following table shows investments gross unrealized losses and fair value, aggregated by investment category and length of time that the individual securities have been in a continuous unrealized loss position, at March 31, 2011 and December 31, 2010. These unrealized losses on investment securities are a result of volatility in interest rates and primarily relate to corporate bonds issued by other banks at March 31, 2011 and December 31, 2010.

| | Less Than 12 Months | | 12 Months or More | | Total | |
|---|---|---|---|---|---|---|
| | Fair Value | Unrealized Losses | Fair Value | Unrealized Losses | Fair Value | Unrealized Losses |
| **March 31, 2011** | | | | | | |
| Corporate bonds | $ | $ | $ 433,125 | $ 116,875 | $ 433,125 | $ 116,875 |
| | $ | $ | $ 433,125 | $ 116,875 | $ 433,125 | $ 116,875 |
| **December 31, 2010** | | | | | | |
| Corporate bonds | $ | $ | $ 434,500 | $ 115,500 | $ 434,500 | $ 115,500 |
| | $ | $ | $ 434,500 | $ 115,500 | $ 434,500 | $ 115,500 |

**SURREY BANCORP**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 2. SECURITIES, CONTINUED**

Management considers the nature of the investment, the underlying causes of the decline in the market value and the severity and duration of the decline in market value in determining if impairment is other than temporary. Consideration is given to (1) the length of time and the extent to which the fair value has been less than cost, (2) the financial condition and near term prospects of the issuer, and (3) the intent and ability of the Company to retain its investment in the issuer for a period of time sufficient to allow for any anticipated recovery in fair value. Based upon this evaluation, there are two securities in the portfolio with unrealized losses for a period greater than 12 months. We have analyzed each individual security for Other Than Temporary Impairment ( OTTI ) purposes by reviewing delinquencies, loan-to-value ratios, and credit quality and concluded that all unrealized losses presented in the tables above are not related to an issuer s financial condition but are due to changes in the level of interest rates and no declines are deemed to be other than temporary in nature.

The Company had no gross realized gains or losses from the sales of investment securities for the three month periods ended March 31, 2011 and 2010.

**NOTE 3. EARNINGS PER SHARE**

Basic earnings per share for the three months ended March 31, 2011 and 2010 were calculated by dividing net income available to common stockholders by the weighted average number of shares outstanding during the period.

The computation of diluted earnings per share is similar to the computation of basic earnings per share except that the denominator is increased to include the number of additional common shares that would have been outstanding if dilutive potential common shares had been issued. The numerator is adjusted for any changes in income or loss that would result from the assumed conversion of those potential common shares. The potential dilutive shares are represented by common stock options and by the Series A and D convertible preferred stock. Each share of the Series A preferred is convertible into 2.0868 shares of common stock. Each share of Series D preferred is convertible into one share of common stock.

**NOTE 4. COMMITMENTS AND LETTERS OF CREDIT**

At March 31, 2011, the Company had commitments to extend credit, including unused lines of credit of approximately $35,815,000. Letters of credit totaling $1,429,326 were outstanding.

**NOTE 5. LOANS**

The major components of loans in the balance sheets at March 31, 2011 and December 31, 2010 are below.

| | 2011 | 2010 |
|---|---|---|
| Commercial | $ 70,333,721 | $ 66,377,076 |
| Real estate: | | |
| Construction and land development | 6,125,086 | 5,986,045 |
| Residential, 1-4 families | 43,293,412 | 46,356,711 |
| Residential, 5 or more families | 2,304,407 | 1,853,346 |
| Farmland | 2,804,562 | 2,854,481 |
| Nonfarm, nonresidential | 49,043,395 | 48,170,698 |
| Agricultural | 65,359 | 73,852 |

| | | |
|---|---|---|
| Consumer, net of discounts of $16,271 in 2011 and $14,770 in 2010 | 7,102,666 | 6,759,770 |
| | 181,072,608 | 178,431,979 |
| Deferred loan origination costs, net of fees | 45,458 | 46,190 |
| | 181,118,066 | 178,478,169 |
| Allowance for loan losses | (4,649,023) | (6,683,922) |
| | $ 176,469,043 | $ 171,794,247 |

Table of Contents

SURREY BANCORP

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

**NOTE 5. LOANS, CONTINUED**

Residential, 1-4 family loans pledged as collateral against FHLB advances approximated $24,157,000 and $25,141,000 at March 31, 2011 and December 31, 2010.

**NOTE 6. ALLOWANCE FOR LOAN LOSSES**

The allocation of the allowance for loan losses by loan components at March 31, 2011 and 2010 was as follows:

| | Construction & Development | 1-4 Family Residential | Nonfarm, Nonresidential | Commercial & Industrial | Consumer | Other | Total |
|---|---|---|---|---|---|---|---|
| **2011** | | | | | | | |
| ***Allowance for credit losses:*** | | | | | | | |
| Beginning balance | $ 118,797 | $ 1,696,068 | $ 1,199,292 | $ 3,411,403 | $ 205,662 | $ 52,700 | $ 6,683,922 |
| Charge-offs | (12,097) | (1,052,192) | (199,909) | (969,108) | (13,036) | | (2,246,342) |
| Recoveries | 996 | 528 | 5,952 | 39,675 | 5,395 | | 52,546 |
| Provision | 4 | 122,237 | (142,557) | 168,709 | 5,804 | 4,700 | 158,897 |
| Ending balance | $ 107,700 | $ 766,641 | $ 862,778 | $ 2,650,679 | $ 203,825 | $ 57,400 | $ 4,649,023 |
| Ending balance: individually evaluated for impairment | $ | $ 59,941 | $ 233,877 | $ 1,465,980 | $ | $ | $ 1,759,798 |
| Ending balance: collectively evaluated for impairment | $ 107,700 | $ 706,700 | $ 628,901 | $ 1,184,699 | $ 203,825 | $ 57,400 | $ 2,889,225 |
| Ending balance: loans acquired with deteriorated credit quality | $ | $ | $ | $ | $ | $ | $ |
| ***Loans Receivable:*** | | | | | | | |
| Ending balance | $ 6,125,086 | $ 43,293,412 | $ 49,043,395 | $ 70,333,721 | $ 7,102,666 | $ 5,174,328 | $ 181,072,608 |
| Ending balance: individually evaluated for impairment | $ 165,267 | $ 1,058,194 | $ 3,814,978 | $ 7,282,254 | $ 1,686 | $ | $ 12,322,379 |
| Ending balance: collectively evaluated for impairment | $ 5,959,819 | $ 42,235,218 | $ 45,228,417 | $ 63,051,467 | $ 7,100,980 | $ 5,174,328 | $ 168,750,229 |
| Ending balance: loans acquired with deteriorated credit quality | $ | $ | $ | $ | $ | $ | $ |

**2010**

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| ***Allowance for credit losses:*** | | | | | | | |
| Beginning balance | $ 106,397 | $ 628,963 | $ 696,044 | $ 2,903,267 | $ 281,134 | $ 54,100 | $ 4,669,905 |
| Charge-offs | | | (109,948) | (59,360) | (25,338) | | (194,646) |
| Recoveries | | | | 368 | 12,624 | | 12,992 |
| Provision | (1,400) | 52,700 | 60,548 | 829,221 | 7,888 | 400 | 949,357 |
| Ending balance | $ 104,997 | $ 681,663 | $ 646,644 | $ 3,673,496 | $ 276,308 | $ 54,500 | $ 5,437,608 |
| Ending balance: individually evaluated for impairment | $ 11,197 | $ 120,063 | $ 54,344 | $ 2,784,396 | $ 5,040 | $ 2,673 | $ 2,977,713 |
| Ending balance: collectively evaluated for impairment | $ 93,800 | $ 561,600 | $ 592,300 | $ 889,100 | $ 271,268 | $ 51,827 | $ 2,459,895 |
| Ending balance: loans acquired with deteriorated credit quality | $ | $ | $ | $ | $ | $ | $ |
| ***Loans Receivable:*** | | | | | | | |
| Ending balance | $ 7,871,429 | $ 46,355,242 | $ 47,375,159 | $ 68,885,846 | $ 6,955,156 | $ 4,808,600 | $ 182,251,432 |
| Ending balance: individually evaluated for impairment | $ 85,580 | $ 431,158 | $ 379,953 | $ 6,863,152 | $ 25,819 | $ 2,673 | $ 7,788,335 |
| Ending balance: collectively evaluated for impairment | $ 7,785,849 | $ 45,924,084 | $ 46,995,206 | $ 62,022,694 | $ 6,929,337 | $ 4,805,927 | $ 174,463,097 |
| Ending balance: loans acquired with deteriorated credit quality | $ | $ | $ | $ | $ | $ | $ |

Table of Contents

SURREY BANCORP

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 6. ALLOWANCE FOR LOAN LOSSES, CONTINUED

The following table presents loans individually evaluated for impairment by class of loan as of March 31, 2011 and December 31, 2010:

| | Recorded Investment | Unpaid Principal Balance | Related Allowance | Average Recorded Investment | Interest Income Recognized |
|---|---|---|---|---|---|
| **March 31, 2011** | | | | | |
| With no related allowance recorded: | | | | | |
| Construction and development | $ 165,267 | $ 165,267 | $ | $ 167,456 | $ 378 |
| 1-4 family residential | 931,590 | 984,694 | | 991,864 | 11,136 |
| Nonfarm, nonresidential | 2,462,005 | 2,624,736 | | 2,579,559 | 24,083 |
| Commercial and industrial | 2,679,214 | 2,805,125 | | 2,856,599 | 33,224 |
| Consumer | 1,686 | 1,686 | | 1,686 | |
| Other loans | | | | | |
| | 6,239,762 | 6,581,508 | | 6,597,164 | 68,821 |
| With an allowance recorded: | | | | | |
| Construction and development | $ | $ | $ | $ | $ |
| 1-4 family residential | 126,604 | 126,604 | 59,941 | 133 555 | |
| Nonfarm, nonresidential | 1,352,972 | 1,352,973 | 233,877 | 1,482,651 | 4,656 |
| Commercial and industrial | 4,603,041 | 4,618,130 | 1,465,980 | 4,724,235 | 36,451 |
| Consumer | | | | | |
| Other loans | | | | | |
| | 6,082,617 | 6,097,707 | 1,759,798 | 6,340,441 | 41,107 |
| Combined: | | | | | |
| Construction and development | $ 165,267 | $ 165,267 | $ | $ 167,456 | $ 378 |
| 1-4 family residential | 1,058,194 | 1,111,298 | 59,941 | 1,125,419 | 11,136 |
| Nonfarm, nonresidential | 3,814,977 | 3,977,709 | 233,877 | 4,062,210 | 28,739 |
| Commercial and industrial | 7,282,255 | 7,423,255 | 1,465,980 | 7,580,834 | 69,675 |
| Consumer | 1,686 | 1,686 | | 1,686 | |
| Other loans | | | | | |
| | $ 12,322,379 | $ 12,679,215 | $ 1,759,798 | $ 12,937,605 | $ 109,928 |
| **December 31, 2010** | | | | | |
| With no related allowance recorded: | | | | | |
| Construction and development | $ 97,436 | $ 97,436 | $ | $ 173,163 | $ 5,758 |
| 1-4 family residential | 931,920 | 931,920 | | 938,365 | 55,516 |
| Nonfarm, nonresidential | 2,098,860 | 2,098,860 | | 2,136,591 | 110,297 |

| | | | | | |
|---|---|---|---|---|---|
| Commercial and industrial | 2,246,985 | 2,246,985 | | 2,289,276 | 123,804 |
| Consumer | 10,439 | 10,439 | | 10,439 | |
| Other loans | | | | | |
| | 5,385,640 | 5,385,640 | | 5,547,834 | 295,375 |
| With an allowance recorded: | | | | | |
| Construction and development | $ 39,267 | $ 39,267 | $ 12,097 | $ 38,893 | $ 1,357 |
| 1-4 family residential | 1,240,144 | 1,240,144 | 1,118,468 | 1,243,083 | 39,709 |
| Nonfarm, nonresidential | 2,169,536 | 2,169,536 | 604,692 | 2,216,160 | 126,030 |
| Commercial and industrial | 5,803,125 | 5,803,125 | 2,334,003 | 6,076,005 | 276,677 |
| Consumer | | | | | |
| Other loans | | | | | |
| | 9,252,072 | 9,252,072 | 4,069,260 | 9,574,141 | 443,773 |
| Combined: | | | | | |
| Construction and development | $ 136,703 | $ 136,703 | $ 12,097 | $ 212,056 | $ 7,115 |
| 1-4 family residential | 2,172,064 | 2,172,064 | 1,118,468 | 2,181,448 | 95,225 |
| Nonfarm, nonresidential | 4,268,396 | 4,268,396 | 604,692 | 4,352,751 | 236,327 |
| Commercial and industrial | 8,050,110 | 8,050,110 | 2,334,003 | 8,365,281 | 400,481 |
| Consumer | 10,439 | 10,439 | | 10,439 | |
| Other loans | | | | | |
| | $ 14,637,712 | $ 14,637,712 | $ 4,069,260 | $ 15,121,975 | $ 739,148 |

Table of Contents

**SURREY BANCORP**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 6. ALLOWANCE FOR LOAN LOSSES, CONTINUED**

Nonperforming loans and impaired loans are defined differently. As such, some loans may be included in both categories, whereas other loans may only be included in one category. The following presents by class, an aging analysis of the recorded investment in loans.

| | 30-89 Days Past Due | 90 Days Plus Past Due | Total Past Due | Current | Total | Recorded Investment > 90 Days and Accruing |
|---|---|---|---|---|---|---|
| **March 31, 2011** | | | | | | |
| Construction and development | $ 77,010 | $ | $ 77,010 | $ 6,048,076 | $ 6,125,086 | $ |
| 1-4 family residential | 874,742 | 421,552 | 1,296,294 | 41,997,118 | 43,293,412 | |
| Nonfarm, nonresidential | 177,219 | 414,635 | 591,854 | 48,451,541 | 49,043,395 | 370,980 |
| Commercial and industrial | 1,170,111 | 1690,518 | 2,860,629 | 67,473,092 | 70,333,721 | 35,000 |
| Consumer | 64,897 | 1,686 | 66,583 | 7,036,083 | 7,102,666 | |
| Other loans | 12,100 | | 12,100 | 5,162,228 | 5,174,328 | |
| Total | $ 2,376,079 | $ 2,528,391 | $ 4,904,470 | $ 176,168,138 | $ 181,072,608 | $ 405,980 |
| Non-accruals included in above | $ 67,592 | $ 2,050,108 | $ 2,117,700 | $ 1,875,636 | $ 3,993,336 | |
| **December 31, 2010** | | | | | | |
| Construction and development | $ 67,993 | $ 39,267 | $ 107,260 | $ 5,878,785 | $ 5,986,045 | $ |
| 1-4 family residential | 766,017 | 272,405 | 1,038,422 | 45,318,289 | 46,356,711 | |
| Nonfarm, nonresidential | 229,393 | 220,321 | 449,714 | 47,720,984 | 48,170,698 | |
| Commercial and industrial | 567,740 | 1,351,710 | 1,919,450 | 64,457,626 | 66,377,076 | |
| Consumer | 143,832 | | 143,832 | 6,615,938 | 6,759,770 | |
| Other loans | 3,472 | | 3,472 | 4,778,207 | 4,781,679 | |
| Total | $ 1,778,447 | $ 1,883,703 | $ 3,662,150 | $ 174,769,829 | $ 178,431,979 | $ |
| Non-accruals included in above | $ 369,103 | $ 1,883,703 | $ 2,252,806 | $ 4,109,322 | $ 6,362,128 | |

***Credit Quality Indicators:***

The Company categorizes loans into risk categories based on relevant information about the ability of borrowers to service their debt such as: current financial information, historical payment experience, credit documentation, public information, and current economic trends, among other factors. The Company analyzes loans individually by classifying the loans as to credit risk. Loans classified as substandard or special mention are reviewed quarterly by the Company for further deterioration or improvement to determine if appropriately classified and impairment, if any. All other loans greater than $500,000, commercial lines greater than $250,000 and personal lines of credit greater than $100,000, and unsecured loans greater than $100,000 are specifically reviewed at least annually to determine the appropriate loan grading. In addition, during the renewal process of any loan, as well as when a loan becomes past due, the Company will evaluate the loan grade.

Loans excluded from the scope of the annual review process above are generally classified as pass credits until: (a) they become past due; (b) management becomes aware of deterioration in the credit worthiness of the borrower; or (c) the customer contacts the Company for a modification. In these circumstances, the loan is specifically evaluated for potential classification as to special mention, substandard or even charged off. The Company uses the following definitions for risk ratings:

**Special Mention**. Loans classified as special mention 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 at some future date.

**Substandard**. Loans classified as substandard are inadequately protected by the current net worth and payment 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 classified as doubtful 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.

Table of Contents

SURREY BANCORP

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 6. ALLOWANCE FOR LOAN LOSSES, CONTINUED

Loans by credit quality indicator are provided in the following table.

| | Total | Pass Credits | Special Mention | Substandard | Doubtful |
|---|---|---|---|---|---|
| **March 31, 2011** | | | | | |
| Construction and development | $ 6,125,086 | $ 5,959,819 | $ 165,267 | $ | $ |
| 1-4 family residential | 43,293,412 | 42,130,431 | 1,152,612 | 10,369 | |
| Nonfarm, nonresidential | 49,043,395 | 47,059,356 | 1,984,039 | | |
| Commercial and industrial | 70,333,721 | 65,207,307 | 5,126,414 | | |
| Consumer | 7,102,666 | 7,087,765 | 12,090 | 2,811 | |
| Other loans | 5,174,328 | 5,174,328 | | | |
| | $ 181,072,608 | $ 172,619,006 | $ 8,440,422 | $ 13,180 | $ |
| | 100.0% | 95.3% | 4.7% | 0.0% | 0.0% |
| Guaranteed portion of loans | $ 34,573,287 | $ 32,759,701 | $ 1,813,586 | $ | $ |

| | Total | Pass Credits | Special Mention | Substandard | Doubtful |
|---|---|---|---|---|---|
| **December 31, 2010** | | | | | |
| Construction and development | $ 5,986,045 | $ 5,734,638 | $ 45,321 | $ 206,086 | $ |
| 1-4 family residential | 46,356,711 | 42,883,560 | 1,107,370 | 1,333,354 | 1,032,427 |
| Nonfarm, nonresidential | 48,170,698 | 42,327,738 | 3,422,697 | 2,420,263 | |
| Commercial and industrial | 66,377,076 | 57,588,350 | 1,912,777 | 6,094,833 | 781,116 |
| Consumer | 6,759,770 | 6,651,805 | 91,224 | 13,864 | 2,877 |
| Other loans | 4,781,679 | 4,781,679 | | | |
| | $ 178,431,979 | $ 159,967,770 | $ 6,579,389 | $ 10,068,400 | $ 1,816,420 |
| | 100.0% | 89.7% | 3.7% | 5.6% | 1.0% |
| Guaranteed portion of loans | $ 32,259,668 | $ 26,882,077 | $ 2,260,301 | $ 3,117,290 | $ |

Table of Contents

**SURREY BANCORP**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 7. FAIR VALUE**

The Company utilizes fair value measurements to record fair value adjustments to certain assets and liabilities and to determine fair value disclosures. Securities available for sale, trading securities and derivatives, if present, are recorded at fair value on a recurring basis. Additionally, from time to time, the Company may be required to record at fair value other assets on a nonrecurring basis, such as loans held for sale, loans held for investment and certain other assets. These nonrecurring fair value adjustments typically involve application of lower of cost or market accounting or write-downs of individual assets.

***Fair Value Hierarchy***

Under the Fair Value Measurements and Disclosures Topic of FASB ASC, the Company groups assets and liabilities at fair value in three levels, based on the markets in which the assets and liabilities are traded and the reliability of the assumptions used to determine fair value. These levels are:

| | |
|---|---|
| Level 1 | Valuation is based upon quoted prices for identical instruments traded in active markets. |
| Level 2 | Valuation is based upon quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model-based valuation techniques for which all significant assumptions are observable in the market. |
| Level 3 | Valuation is generated from model-based techniques that use at least one significant assumption not observable in the market. These unobservable assumptions reflect estimates of assumptions that market participants would use in pricing the asset or liability. Valuation techniques include use of option pricing models, discounted cash flow models and similar techniques. |

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

***Investment Securities Available for Sale***

Investment securities available for sale are recorded at fair value on a recurring basis. Fair value measurement is based upon quoted prices, if available. If quoted prices are not available, fair values are measured using independent pricing models or other model-based valuation techniques such as the present value of future cash flows, adjusted for the security s credit rating, prepayment assumptions and other factors such as credit loss assumptions. Level 1 securities include those traded on an active exchange, such as the New York Stock Exchange, U.S. Treasury securities that are traded by dealers or brokers in active over-the-counter markets and money market funds. Level 2 securities include mortgage-backed securities issued by government sponsored entities, municipal bonds and corporate debt securities. Securities classified as Level 3 include asset-backed securities in less liquid markets.

***Loans***

The Company does not record loans at fair value on a recurring basis. However, from time to time, a loan is considered impaired and an allowance for loan losses is established. Loans for which it is probable that payment of interest and principal will not be made in accordance with the contractual terms of the loan agreement are considered impaired. Once a loan is identified as individually impaired, management measures impairment in accordance with the Receivables Topic of FASB ASC. The fair value of impaired loans is estimated using one of several methods, including collateral value, market value of similar debt, enterprise value, liquidation value and discounted cash flows. Those impaired loans not requiring an allowance represent loans for which the fair value of the expected repayments or collateral exceed the recorded investments in such loans. At March 31, 2011 substantially all of the total impaired loans were evaluated based on the fair value of the collateral. In accordance with the Fair Value and Measurement Topic of the FASB ASC, impaired loans where an allowance is established based on the fair value of collateral require classification in the fair value hierarchy. When the fair value of the collateral is based on an observable market price or a current appraised value, the Company records the impaired loan as nonrecurring Level 2. When an appraised value is not available or management determines the fair value of the collateral is further impaired below the appraised value and there is no observable market price, the

Company records the impaired loan as nonrecurring Level 3.

**SURREY BANCORP**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 7. FAIR VALUE, CONTINUED**

***Servicing Assets***

A valuation of loan servicing rights is performed on an individual basis due to the small number of loans serviced. Loans are evaluated on a discounted earnings basis to determine the present value of future earnings. The present value of the future earnings is the estimated market value for the loan, calculated using consensus assumptions that a third party purchaser would utilize in evaluating a potential acquisition of the servicing. As such, the Company classifies loan servicing rights as Level 3.

***Foreclosed Assets***

Foreclosed assets are adjusted to fair value upon transfer of the loans to foreclosed assets. Subsequently, foreclosed assets are carried at the lower of carrying value or fair value. Fair value is based upon independent market prices, appraised values of the collateral or management s estimation of the value of the collateral. When the fair value of the collateral is based on an observable market price or a current appraised value, the Company records the foreclosed asset as nonrecurring Level 2. When an appraised value is not available or management determines the fair value of the collateral is further impaired below the appraised value and there is no observable market price, the Company records the foreclosed asset as nonrecurring Level 3.

***Assets and Liabilities Recorded at Fair Value on a Recurring Basis***

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

| ***(in thousands)***<br>**March 31, 2011** | **Total** | **Level 1** | **Level 2** | **Level 3** |
|---|---|---|---|---|
| Government-sponsored enterprises | $ 2,003 | $ | $ 2,003 | $ |
| Mortgage-backed securities | 74 | | 74 | |
| Corporate bonds | 433 | | 433 | |
| Servicing assets | 94 | | | 94 |
| Total assets at fair value | $ 2,604 | $ | $ 2,510 | $ 94 |
| Total liabilities at fair value | $ | $ | $ | $ |

| ***(in thousands)***<br>**December 31, 2010** | **Total** | **Level 1** | **Level 2** | **Level 3** |
|---|---|---|---|---|
| Government-sponsored enterprises | $ 1,502 | $ | $ 1,502 | $ |
| Mortgage-backed securities | 76 | | 76 | |
| Corporate bonds | 434 | | 434 | |
| Servicing assets | 95 | | | 95 |
| Total assets at fair value | $ 2,107 | $ | $ 2,012 | $ 95 |

| | | | | |
|---|---|---|---|---|
| Total liabilities at fair value | $ | $ | $ | $ |

18

**SURREY BANCORP**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 7. FAIR VALUE, CONTINUED**

For the three months ended March 31, 2011 and 2010, the changes in Level 3 assets and liabilities measured at fair value on a recurring basis were as follows:

| | Level 3 | |
|---|---|---|
| | 2011 Fair Value | 2010 Fair Value |
| ***Balance, January 1*** | $ 94,878 | $ |
| Capitalized | | 64,115 |
| Amortization included in other income | (732) | (101) |
| ***Balance, March 31*** | $ 94,146 | $ 64,014 |

Gains on the sale of government guaranteed loans are presented as a separate component of noninterest income on the consolidated statements of income for the quarters ended March 31, 2011 and 2010.

***Assets and Liabilities Recorded at Fair Value on a Nonrecurring Basis***

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

| ***(in thousands)*** **March 31, 2011** | **Total** | **Level 1** | **Level 2** | **Level 3** |
|---|---|---|---|---|
| Loans-commercial and industrial | $ 3,137 | $ | $ 3,137 | $ |
| Loans-nonfarm, non-residential | 1,119 | | 1,119 | |
| Loans-other | 67 | | 67 | |
| Foreclosed assets | 613 | | 613 | |
| Total assets at fair value | $ 4,936 | $ | $ 4,936 | $ |
| Total liabilities at fair value | $ | $ | $ | $ |

| ***(in thousands)*** **December 31, 2010** | **Total** | **Level 1** | **Level 2** | **Level 3** |
|---|---|---|---|---|
| Loans-commercial and industrial | $ 3,469 | $ | $ 3,469 | $ |
| Loans-nonfarm, non-residential | 1,565 | | 1,565 | |

| | | | | |
|---|---|---|---|---|
| Loans- 1- 4 family residential | 90 | | 90 | |
| Loans-other | 56 | | 56 | |
| Foreclosed assets | 451 | | 451 | |
| Total assets at fair value | $ 5,631 | $ | $ 5,631 | $ |
| Total liabilities at fair value | $ | $ | $ | $ |

The Company had no Level 3 assets or liabilities measured at fair value on a non-recurring basis at March 31, 2011 or December 31, 2010.

***Financial Instruments***

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

*Cash and due from banks*: The carrying amounts reported in the balance sheet for cash and due from banks approximate their fair values.

*Interest-bearing deposits with banks*: Fair values for time deposits are estimated using a discounted cash flow analysis that applies interest rates currently being offered on certificates to a schedule of aggregated contractual maturities on such time deposits.

Table of Contents

**SURREY BANCORP**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 7. FAIR VALUE, CONTINUED**

*Federal funds sold*: Due to the short-term nature of these assets, the carrying value approximates fair value.

*Securities*: Fair values for securities, excluding restricted equity securities, are based on quoted market prices, where available. If quoted prices are not available, fair values are measured using independent pricing models or other model-based valuation techniques such as the present value of future cash flows, adjusted for the security s credit rating, prepayment assumptions and other factors such as credit loss assumptions. The carrying values of restricted equity securities approximate fair values.

*Loans receivable*: For variable-rate loans that reprice frequently and with no significant change in credit risk, fair values are based on carrying amounts. The fair values for other loans are estimated using discounted cash flow analysis, based on interest rates currently being offered for loans with similar terms to borrowers of similar credit quality. Loan fair value estimates include judgments regarding future expected loss experience and risk characteristics. The fair value of impaired loans is estimated using one of several methods, including collateral value, market value of similar debt, enterprise value, liquidation value and discounted cash flows. The carrying amount of accrued interest receivable approximates its fair value.

*Bank owned life insurance:* The carrying amount reported in the balance sheet approximates the fair value as it represents the cash surrender value of the life insurance.

*Deposit liabilities*: The fair values disclosed for demand and savings deposits are, by definition, equal to the amount payable on demand at the reporting date. The fair values for certificates of deposit are estimated using a discounted cash flow calculation that applies interest rates currently being offered on certificates to a schedule of aggregated contractual maturities on such time deposits. The carrying amount of accrued interest payable approximates fair value.

*Federal funds purchased, securities sold under agreements to repurchase and short-term debt*: The carrying amounts of federal funds purchased, securities sold under agreements to repurchase and short-term debt approximate their fair values.

*Long-term debt:* The fair value of long-term debt is estimated using a discounted cash flow calculation that applies interest rates currently available on similar instruments.

*Other liabilities*: For fixed-rate loan commitments, fair value considers the difference between current levels of interest rates and the committed rates. The carrying amounts of other liabilities approximate fair value.

The estimated fair values of the Company s financial instruments are as follows (dollars in thousands):

| | **March 31, 2011** | | **December 31, 2010** | |
|---|---|---|---|---|
| | **Carrying Amount** | **Fair Value** | **Carrying Amount** | **Fair Value** |
| ***Financial Assets*** | | | | |
| Cash and due from banks | $ 2,740 | $ 2,740 | $ 2,398 | $ 2,398 |
| Federal funds sold and interest-bearing deposits with banks | 29,596 | 29,596 | 23,494 | 23,494 |
| Securities, available for sale | 2,510 | 2,510 | 2,012 | 2,012 |
| Restricted equity securities | 941 | 941 | 941 | 941 |
| Loans, net of allowance for loan losses | 176,469 | 170,369 | 171,794 | 163,470 |

| | | | | |
|---|---|---|---|---|
| Bank owned life insurance | 3,312 | 3,312 | 3,285 | 3,285 |
| ***Financial Liabilities*** | | | | |
| Deposits | 184,642 | 160,938 | 173,960 | 156,565 |
| Long-term debt | 9,450 | 9,653 | 9,450 | 9,848 |
| Commitments and contingencies | | | | |

Table of Contents

**SURREY BANCORP**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 8. STOCKHOLDERS EQUITY**

On December 1, 2010, the Company issued 181,154 shares of Series D 5.0% Convertible Non-Cumulative Perpetual Preferred Stock for $7.08 per share, netting proceeds of $1,248,482 after issue costs. The shares have a liquidation value of $7.08 per share and are convertible into one share of common stock at the election of the holder, but are not redeemable at the option of the holder. Provided that the market value of the Company s common stock is $8.85 on or after January 1, 2014, the Company may redeem all or a portion of the outstanding shares of Series D Preferred Stock at a redemption price of $7.08 per share. The shares were issued in a private placement and are held by approximately 15 stockholders of record. The shares are non-voting and convertible into one share of common stock.

On December 29, 2010, the Company repurchased all of its remaining outstanding Fixed Rate Cumulative Perpetual Preferred Stock, Series B and Fixed Rate Cumulative Perpetual Preferred Stock, Series C, which was issued by the Company to the United States Treasury Department, for an aggregate purchase price of $2.1 million, including approximately $13 thousand of accrued and unpaid dividends and approximately $40 thousand in discount accretions. The Company funded the repurchase of the Preferred Stock primarily with cash on hand and the net proceeds received on December 1, 2010 upon the completion of its private placement of its Series D Preferred Stock as described above.

The following table details preferred stock transactions for the three months ending March 31, 2011 and 2010.

| | **Convertible Preferred Stock Series A** | | **Preferred Stock Series B** | | **Preferred Stock Series C** | | **Convertible Preferred Stock Series D** | |
|---|---|---|---|---|---|---|---|---|
| | **Shares** | **Amount** | **Shares** | **Amount** | **Shares** | **Amount** | **Shares** | **Amount** |
| *Balance, January 1, 2010* | 189,356 | $ 2,620,325 | 2,000 | $ 1,903,283 | 100 | $ 103,222 | | $ |
| Dividends declared and accrued on Series B and Series C preferred stock, net of discount accretion and (premium) amortization | | | | 8,325 | | (718) | | |
| *Balance, March 31, 2010* | 189,356 | $ 2,620,325 | 2,000 | $ 1,911,608 | 100 | $ 102,504 | | $ |
| *Balance, January 1, 2011* | 189,356 | $ 2,620,325 | | $ | | $ | 181,154 | $ 1,248,482 |
| ***Balance, March 31, 2011*** | 189,356 | $ 2,620,325 | | $ | | $ | 181,154 | $ 1,248,482 |

21

Table of Contents

**ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

## Introduction

This discussion, analysis and related financial information are presented to explain the significant factors which affected Surrey Bancorp s financial condition and results of operations for the three months ending March 31, 2011 and 2010. This discussion should be read in conjunction with the financial statements and related notes contained within this report.

Surrey Bancorp ( Company ) is a North Carolina corporation, located in Mount Airy, North Carolina. The Company was incorporated on February 6, 2003, and began business on May 1, 2003.

Surrey Bank & Trust ( Bank ) is a North Carolina state chartered bank, located in Mount Airy, North Carolina. The Bank was chartered on July 15, 1996, and began operations on July 22, 1996. The Bank has two operating subsidiaries: Surrey Investment Services, Inc. and Freedom Finance, LLC.

Effective March 5, 1998, the Bank became a member of the Federal Home Loan Bank.

## Highlights

Certain information contained in this discussion may include forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These forward-looking statements are generally identified by phrases such as the Company expects, the Company believes or words of similar import. Such forward-looking statements involve known and unknown risks including, but not limited to, changes in general economic and business conditions, interest rate fluctuations, competition within and from outside the banking industry, new products and services in the banking industry, risk inherent in making loans such as repayment risks and fluctuating collateral values, problems with technology utilized by the Company, changing trends in customer profiles and changes in laws and regulations applicable to the Company. Although the Company believes that its expectations with respect to the forward-looking statements are based upon reliable assumptions within the bounds of its knowledge of its business and operations, there can be no assurance that actual results, performance or achievements of the Company will not differ materially from any future results, performance or achievements expressed or implied by such forward-looking statements.

Net income available for common stockholders for the three months ended March 31, 2011, was $506,963 or $0.15 per diluted share outstanding, compared to a $166,716 or $0.05 per diluted share outstanding, for the same period in 2010. Earnings for the three months ended March 31, 2011, are approximately 204.1% higher than for the same period in 2010. The increase results from an 83.2% reduction in the provision for loan losses. The provision decreased from $949,357 in the first quarter of 2010 to $158,897 in 2011. Over the past two years reserves were increased due to weakness in the economy that necessitated an increase in reserves associated with impaired loans. During the first quarter of 2011 the level of impaired loans stabilized. Certain loans that were reserved in previous quarters were charged off resulting in an improvement of the credit quality of the loan portfolio, as noted in Note 6 to the financial statements. Net interest income increased slightly from $2,154,013 in the first quarter of 2010 to $2,176,628 in 2011. A lower cost of funds continued to drive improvements in net interest income. The cost of funds decreased from 1.37% in the first quarter of 2010 to 1.24% in the first quarter of 2011. Asset yields decreased slightly from 5.41% to 5.37% from 2010 to 2011, as well. Noninterest income decreased 26.3% in 2011 primarily due to a reduction in gains on the sale of a government guaranteed loan. No such sales were made in 2011 after recording income of $212,059 in the first quarter of 2010. Noninterest expenses increased 4.4% from $1,656,740 in the first quarter of 2010, to $1,730,372 in 2011. Most of the increase is associated with increased FDIC insurance premiums and professional fees. FDIC insurance premiums increased from $51,882 in 2010 to $83,290 in 2011. Professional fees increased mostly due to the timing of audit expenses and legal fees associated with troubled loans.

On March 31, 2011, Surrey Bancorp s assets totaled $225,335,216 compared to $213,652,484 on December 31, 2010. Net loans were $176,469,043 compared to $171,794,247 on December 31, 2010. This increase was attributable to increases in total loans of approximately $2,600,000 and a net decrease in the loan loss reserve of approximately $2,000,000. Commercial loans increased 6.0% during the quarter ended March 31, 2011, much of which were government guaranteed loans. Interest-bearing deposits with banks increased from $22,792,088 at December 31, 2010 to $28,890,790 at March 31, 2011 due to approximately a $10,700,000 increase in deposits during the quarter.

Table of Contents

**ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS, CONTINUED**

Total deposits on March 31, 2011, were $184,641,921 compared to $173,960,073 at the end of 2010. This increase is primarily attributable to increases in all primary deposit categories; demand deposits, savings deposits, including money market accounts and certificates of deposit. Demand deposits increased 5.37% from 2010 totals, while savings deposits increased 9.60%. Certificates of deposit increased 5.58% from December 31, 2010 totals.

Common stockholders equity increased by $523,193 or 2.11% during the three months ended March 31, 2011. The increase is comprised of net income of $552,191, proceeds from exercised stock options of $12,311, and other stock based compensation of $5,271. Decreases included the payment and accrual of preferred dividends and adjustments to Accumulated Other Comprehensive Income of $45,228 and $1,352, respectively. The net increase resulted in a common stock book value of $7.88 per share, up from $7.73 on December 31, 2010.

The book value per common share is calculated by taking total stockholders equity, subtracting all preferred equity, and then dividing by the total number of common shares outstanding at the end of the reporting period.

Preferred stockholders equity remained the same during the period ended March 31, 2011, as detailed in Note 8 to the financial statements. Combined preferred and common stockholders equity increased $523,193, or 1.83% for the three months ended March 31, 2011.

**Financial Condition, Liquidity and Capital Resources**

**Investments**

The Bank maintains a portfolio of securities as part of its asset/liability and liquidity management programs which emphasize effective yields and maturities to match its needs. The composition of the investment portfolio is examined periodically and appropriate realignments are initiated to meet liquidity and interest rate sensitivity needs for the Bank.

Available for sale securities are reported at fair value and consist of bonds, notes, debentures, and certain equity securities not classified as trading securities or as held to maturity securities.

Unrealized holding gains and losses, net of tax, on available for sale securities are reported as a net amount in a separate component of stockholders equity. Realized gains and losses on the sale of available for sale securities are determined using the specific-identification method. Premiums and discounts are recognized in interest income using the interest method over the period to maturity or to call dates.

Declines in the fair value of individual held to maturity and available for sale securities below cost that are other than temporary are reflected as write-downs of the individual securities to fair value. Related write-downs are included in earnings as realized losses.

Investments in available for sale securities of $2,509,797 consisted of U.S. Governmental Agency obligations with maturities ranging from 16 to 35 months, corporate bonds with maturities of 7.25 years to 7.50 years, that reprice quarterly, and GNMA adjustable rate mortgage securities, which adjust annually.

**Loans**

Net loans outstanding on March 31, 2011, were $176,469,043 compared to $171,794,247 on December 31, 2010. The Bank maintains a loan portfolio dominated by real estate and commercial loans diversified among various industries. Approximately 70.9% of the Bank s loans as of March 31, 2011, are fixed rate loans with 29.1% floating with the Bank s prime rate or other appropriate internal or external indices.

**Deposits**

Deposits on March 31, 2011, were $184,641,921, compared to $173,960,073 on December 31, 2010. The March total comes from a base of approximately 12,403 accounts compared to 12,295 accounts at December 31, 2010. Interest-bearing accounts represented 81.8% of March 31, 2011 period end deposits versus 83.9% at December 31, 2010.

Table of Contents

**ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS, CONTINUED**

## Federal Funds Purchased

The Company had no federal funds purchased at March 31, 2011 or December 31, 2010. Federal funds purchased were not utilized due to the adequate liquidity resulting from the increase in deposits.

## Stockholders Equity

Surrey Bancorp and Surrey Bank & Trust are subject to various regulatory capital requirements administered by federal banking agencies. The Company and the Bank maintain strong capital positions which exceed all capital adequacy requirements of federal regulatory authorities. The Company s and the Bank s capital ratios are presented in the following table.

| | Ratio | Minimum Required For Capital Adequacy Purposes |
|---|---|---|
| ***March 31, 2011:*** | | |
| Total Capital | | |
| (to Risk-Weighted Assets) | | |
| Surrey Bancorp (Consolidated) | 17.08% | 8.0% |
| Surrey Bank & Trust | 16.86% | 8.0% |
| Tier I Capital | | |
| (to Risk-Weighted Assets) | | |
| Surrey Bancorp (Consolidated) | 15.81% | 4.0% |
| Surrey Bank & Trust | 15.59% | 4.0% |
| Tier I Capital | | |
| (to Average Assets) | | |
| Surrey Bancorp (Consolidated) | 12.40% | 4.0% |
| Surrey Bank & Trust | 12.22% | 4.0% |
| ***December 31, 2010:*** | | |
| Total Capital | | |
| (to Risk-Weighted Assets) | | |
| Surrey Bancorp (Consolidated) | 17.24% | 8.0% |
| Surrey Bank & Trust | 16.99% | 8.0% |
| Tier I Capital | | |
| (to Risk-Weighted Assets) | | |
| Surrey Bancorp (Consolidated) | 15.97% | 4.0% |
| Surrey Bank & Trust | 15.72% | 4.0% |
| Tier I Capital | | |
| (to Average Assets) | | |
| Surrey Bancorp (Consolidated) | 11.88% | 4.0% |
| Surrey Bank & Trust | 11.69% | 4.0% |

**Table of Contents**

**ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS, CONTINUED**

**Asset Quality**

The Company actively monitors delinquencies, nonperforming assets and potential problem loans. Unsecured loans that are past due more than 90 days are placed into nonaccrual status. Secured loans reach nonaccrual status when they surpass 120 days past due. When facts and circumstances indicate the borrower has regained the ability to meet the required payments, the loan is returned to accrual status.

Management reviews all criticized loans on a periodic basis for possible charge offs. Any unsecured loans that are 90 plus days past due must be charged off in full. If secured, a reserve equal to the potential loss will be established. Any charge off must be reported to the Board of Directors within 30 days. On a monthly basis, a management report will be provided to the Board of Directors of recovery actions.

Nonperforming assets are detailed below.

| | March 31, 2011 | December 31, 2010 |
|---|---|---|
| Nonaccrual loans | $ 3,993,336 | $ 6,362,127 |
| Loans past due 90 days and still accruing | 405,980 | |
| Foreclosed assets | 613,303 | 450,532 |
| Total | $ 5,012,619 | $ 6,812,959 |
| Total assets | $ 225,335,216 | $ 213,652,484 |
| Ratio of nonperforming assets to total assets | 2.23% | 3.19% |

At March 31, 2011, the Bank had loans totaling $3,993,336 in nonaccrual status. Foreclosed assets at March 31, 2011 primarily include undeveloped land, 1-4 family dwellings and nonfarm, nonresidential property. Loans that were considered impaired but were still accruing interest at March 31, 2011 including troubled debt restructurings, totaled $8,329,043. A loan is considered impaired when, based on current information and events, it is probable that the Bank will be unable to collect all amounts due to the contractual terms of the loan agreement. Specific reserves on nonaccrual and impaired loans totaled $1,759,798 at quarter end, or 14.3% of the balances outstanding.

Nonaccrual and impaired loans still accruing are summarized below:

| | March 31, 2011 | December 31, 2010 |
|---|---|---|
| Construction and development | $ 165,267 | $ 136,703 |
| 1-4 family residential | 1,058,194 | 2,172,065 |
| Nonfarm, nonresidential | 3,814,977 | 4,268,396 |
| Commercial and industrial | 7,282,255 | 8,050,109 |
| Consumer | 1,686 | 10,439 |
| Total impaired and nonaccrual | $ 12,322,379 | $ 14,637,712 |

25

Table of Contents

**ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS, CONTINUED**

The loan portfolio is dominated by real estate and commercial loans. The general composition of the loan portfolio is as follows:

| | March 31, 2011 | | December 31, 2010 | |
|---|---|---|---|---|
| Construction and development | $ 6,125,086 | 3.38% | $ 5,986,045 | 3.35% |
| 1-4 family residential | 43,293,412 | 23.91% | 46,356,711 | 25.98% |
| Multi-family | 2,304,407 | 1.27% | 1,853,346 | 1.04% |
| Farmland | 2,804,562 | 1.55% | 2,854,481 | 1.60% |
| Nonfarm, non-residential | 49,043,395 | 27.09% | 48,170,698 | 27.00% |
| Total real estate | 103,570,862 | 57.20% | 105,221,281 | 58.97% |
| Agricultural | 65,359 | 0.04% | 73,852 | 0.04% |
| Commercial and industrial | 70,333,721 | 38.84% | 66,377,076 | 37.20% |
| Consumer | 7,102,666 | 3.92% | 6,759,770 | 3.79% |
| Total loans | $ 181,072,608 | 100.00% | $ 178,431,979 | 100.00% |

The concentrations represented above do not, based on managements assessment, expose the Bank to any unusual concentration risk. Based on the Bank s size the only concentration that is above area peer group analysis is commercial and industrial loans. Management recognizes the inherent risk associated with commercial lending, including whether or not a borrower s actual results of operations will correspond to those projected by the borrower when the loan was funded; economic factors such as the number of housing starts and increases in interest rates, etc.; depression of collateral values; and completion of projects within the original cost and time estimates. The Bank mitigates some of that risk by actively seeking government guarantees on these loans. Collectively, the Bank has approximately $43,511,000 in loans that carry government guarantees. The guaranteed portion of these loans amounts to $34,573,000 at March 31, 2011. Loan guarantees by loan class are below:

| | March 31, 2011 | Guaranteed Portion Amount | Guaranteed Portion Percentage |
|---|---|---|---|
| Construction and development | $ 6,125,086 | $ | % |
| 1-4 family residential | 43,293,412 | 1,048,026 | 2.42% |
| Multi-family | 2,304,407 | 31,849 | 1.38% |
| Farmland | 2,804,562 | 562,751 | 20.07% |
| Nonfarm, non-residential | 49,043,395 | 13,896,583 | 28.34% |
| Total real estate | 103,570,862 | 15,539,209 | 15.00% |
| Agricultural | 65,359 | | % |
| Commercial and industrial | 70,333,721 | 19,034,078 | 27.06% |
| Consumer | 7,102,666 | | % |
| Total loans | $ 181,072,608 | $ 34,573,287 | 19.09% |

Loans in higher risk categories, such as non-owner occupied nonfarm, non-residential property and commercial real estate construction represent a small segment of our loan portfolio. Commercial construction loans included in construction and development loans amounted to $2,326,294 at March 31, 2011. Non-owner occupied nonfarm, non-residential properties included in nonfarm, non-residential loans above amounted to $8,149,276 at March 31, 2011.

Table of Contents

**ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS, CONTINUED**

The consolidated provision for loan losses charged to operations was $158,897 in the first three months of 2011 compared to $949,357 for the same period in 2010. The provision attributable to the Bank decreased from $950,876 in 2010 to $151,428 in 2011. The difference in the Bank s loan loss provision and the consolidated provision relates to the losses in Freedom Finance, LLC, which were minor during the first quarter. The Bank s decrease is primarily attributable to a stabilization of impaired loans in the first quarter of 2011. Additionally, certain loans that were reserved in previous quarters were charged off resulting in an improvement in the overall credit quality of the loan portfolio (see Note 6). These factors combined to negate the need for higher reserves in the first quarter of 2011. Charge offs totaling $2,238,177 were taken by the Bank in the three month period ended March 31, 2011. Reserves for nonaccrual and impaired loans at March 31, 2011 amounted to $1,759,798, compared to $2,977,713 at December 31, 2010.

The reserve for loan losses on March 31, 2011, was $4,649,023 or 2.56% of period end loans. This percentage is derived from total loans. Approximately $43,511,000 of the total loans outstanding at March 31, 2011, are government guaranteed loans for which the Bank s exposure ranges from 10% to 49% of the outstanding balance. When the guaranteed portions of the loans are removed from the equation, the loan loss reserve is approximately 3.17% of outstanding loans. This compares to 4.57% as of December 31, 2010. This decrease is directly related to the charge off of loans during the quarter.

The level of reserve is established based upon management s evaluation of historical loss data and the effects of certain environmental factors on the loan portfolio. The historical loss portion of the reserve is computed using the average loss data from the past two years applied to its corresponding category of loans. However, historical losses only reflect a small portion of the Bank s loan loss reserve, although that portion did increase during the first quarter due to the effect of charged off loans. The environmental factors represent risk from external economic influences on the credit quality of the loan portfolio. These factors include the movement of interest rates, unemployment rates, past due and charge off trends, loan grading migrations, movement in collateral values and the Bank s exposure to certain loan concentrations. Positive or negative movements in any of these factors have an effect on the credit quality of the loan portfolio. As a result, management continues to actively monitor the Bank s asset quality affected by these environmental factors. The following table is a summary of loans past due at March 31, 2011 and December 31, 2010.

| | March 31, 2011 | | December 31, 2010 | |
|---|---|---|---|---|
| | **30-89 Days** | **90 Days Plus** | **30-89 Days** | **90 Days Plus** |
| Construction and development | $ 77,010 | $ | $ 67,993 | $ 39,267 |
| 1-4 family residential | 874,742 | 421,552 | 766,017 | 272,405 |
| Nonfarm, non-residential | 177,219 | 414,635 | 229,393 | 220,321 |
| Commercial and industrial | 1,170,111 | 1,690,518 | 567,740 | 1,351,710 |
| Consumer | 64,897 | 1,686 | 143,832 | |
| Other loans | 12,100 | | 3,472 | |
| | $ 2,376,079 | $ 2,528,391 | $ 1,778,447 | $ 1,809,703 |
| Ratio to total loans | 1.31% | 1.40% | 1.00% | 1.06% |

Past due loans are reviewed weekly and collection efforts assessed to determine potential problems arising in the loan portfolio. Proactive monitoring of past due accounts allows management to anticipate trends within the portfolio and make appropriate adjustments to collection efforts and to the allowance for loan losses. Collectively, past dues increased from December 31, 2010 to March 31, 2011. The largest increase was in commercial and industrial loans. The increase is primarily attributable to one customer which accounted for approximately $866,000 of the 30-89 day past dues at March 31, 2011, compared to $61,000 at December 31, 2010. Approximately, $371,000 of the commercial 90 day past dues is attributable to one customer. Overall past dues increased approximately 34 percent from the end of 2010 to March 31, 2011.

Management believes that its loan portfolio is diversified so that a downturn in a particular market or industry will not have a significant impact on the loan portfolio or the Bank s financial condition. Management believes that its provision and reserve offer an adequate allowance for loan losses and provide an appropriate reserve for the loan portfolio. The Bank lends primarily in Surry County, North Carolina and Patrick Country, Virginia and surrounding counties.

Table of Contents

**ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS, CONTINUED**

## Interest Rate Sensitivity and Liquidity

One of the principal duties of the Bank s Asset/Liability Committee is management of interest rate risk. The Bank utilizes quarterly asset/liability reports prepared by a regional correspondent bank to project the impact on net interest income that might occur with hypothetical interest rate changes. The committee monitors and manages asset and liability strategies and pricing.

Another function of the Asset/Liability Committee is maintaining adequate liquidity and planning for future liquidity needs. Having adequate liquidity means the ability to meet current funding needs, including deposit withdrawals and commitments, in an orderly manner without sacrificing earnings. The Bank funds its investing activities, including making loans and purchasing investments, by attracting deposits and utilizing short-term borrowings when necessary.

At March 31, 2011, the liquidity position of the Company was good, in management s opinion, with short-term liquid assets of $32,336,075. Deposit increases accounted for the net increase in liquidity from December 31, 2010 totals. To provide supplemental liquidity, the Bank has six unsecured lines of credit with correspondent banks totaling $25,500,000. At March 31, 2011, there were no advances against these lines. Additionally, the Bank has a secured borrowing arrangement with the Federal Home Loan Bank (FHLB). The maximum credit available under this agreement approximates $17,267,000 of which $9,450,000 of advances had been taken down at March 31, 2011.

**Table of Contents**

**ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

Not Applicable as a Smaller Reporting Company .

**Table of Contents**

**ITEM 4. CONTROLS & PROCEDURES**

As of the end of the period covered by the report, an evaluation was performed under the supervision and with the participation of the Company s management, including the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company s disclosure controls and procedures pursuant to Exchange Act Rule 13a-15e. Based on the evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the design and operation of these disclosure controls and procedures were effective. There have not been any changes in the Company s internal control over financial reporting that occurred during the Company s last quarter that has materially affected, or is reasonably likely to materially affect, internal control over financial reporting.

**Table of Contents**

**PART II - OTHER INFORMATION**

Item 1. Legal Proceedings
None

Item 1A. Risk Factors
Not Applicable as a Smaller Reporting Company

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds
None

Item 3. Defaults Upon Senior Securities
Not Applicable

Item 4. (Removed and Reserved)

Item 5. Other Information
None

Item 6. Exhibits

31.1 Certification of Principal Executive Officer Pursuant to Section 302 of the Sarbanes Oxley Act

31.2 Certification of Principal Financial Officer Pursuant to Section 302 of the Sarbanes Oxley Act

32.1 Certification of PEO/PFO Pursuant to Section 906 of the Sarbanes Oxley Act

Table of Contents

## SIGNATURES

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

Surrey Bancorp

Date: May 12, 2011

/s/ Edward C. Ashby, III
Edward C. Ashby, III
President and Chief Executive Officer
(Principal Executive Officer)

Date: May 12, 2011

/s/ Mark H. Towe
Mark H. Towe
Sr. Vice President and Chief Financial Officer
(Principal Financial Officer)