

EAGLE FINANCIAL SERVICES INC
Form 10-Q
November 08, 2007
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended September 30, 2007

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from _____ to _____

Commission File Number: 0-20146

EAGLE FINANCIAL SERVICES, INC.

(Exact name of registrant as specified in its charter)

Virginia
(State or other jurisdiction of incorporation or organization)

54-1601306
(I.R.S. Employer Identification No.)

2 East Main Street

P.O. Box 391

Berryville, Virginia
(Address of principal executive offices)

22611
(Zip Code)

(540) 955-2510

(Registrant's telephone number, including area code)

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

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to such filing requirements for the past 90 days. Yes No

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

Large accelerated filer Accelerated filer Non-accelerated filer

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

The number of shares of the registrant's Common Stock (\$2.50 par value) outstanding as of November 1, 2007 was 3,124,499.

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Table of Contents**PART I - FINANCIAL INFORMATION****Item 1. Financial Statements****EAGLE FINANCIAL SERVICES, INC. AND SUBSIDIARIES****Consolidated Balance Sheets**

(dollars in thousands, except share amounts)

| | September 30, 2007 (Unaudited) | December 31, 2006 |
|--|--------------------------------------|----------------------|
| Assets | | |
| Cash and due from banks | \$ 9,025 | \$ 11,079 |
| Federal funds sold | 2,623 | 4,883 |
| Securities available for sale, at fair value | 57,108 | 63,407 |
| Securities held to maturity (fair value: 2007, \$29,603; 2006, \$28,031) | 29,986 | 28,217 |
| Loans, net of allowance for loan losses of \$3,242 in 2007 and \$3,308 in 2006 | 383,797 | 382,738 |
| Bank premises and equipment, net | 16,694 | 15,425 |
| Other assets | 6,921 | 7,247 |
| Total assets | \$ 506,154 | \$ 512,996 |
| Liabilities and Shareholders Equity | | |
| Liabilities | | |
| Deposits: | | |
| Noninterest bearing demand deposits | \$ 80,968 | \$ 83,736 |
| Savings and interest bearing demand deposits | 145,076 | 151,116 |
| Time deposits | 160,452 | 162,598 |
| Total deposits | \$ 386,496 | \$ 397,450 |
| Federal funds purchased and securities sold under agreements to repurchase | 6,003 | 5,366 |
| Federal Home Loan Bank advances | 60,000 | 60,000 |
| Trust preferred capital notes | 7,217 | 7,217 |
| Other liabilities | 2,062 | 2,026 |
| Commitments and contingent liabilities | | |
| Total liabilities | \$ 461,778 | \$ 472,059 |
| Shareholders Equity | | |
| Preferred stock, \$10 par value; 500,000 shares authorized and unissued | \$ | \$ |
| Common stock, \$2.50 par value; authorized 5,000,000 shares; issued 2007, 3,124,499; issued 2006, 3,093,886 shares | 7,767 | 7,712 |
| Surplus | 6,965 | 6,299 |
| Retained earnings | 30,107 | 27,563 |
| Accumulated other comprehensive loss | (463) | (637) |
| Total shareholders equity | \$ 44,376 | \$ 40,937 |
| Total liabilities and shareholders equity | \$ 506,154 | \$ 512,996 |

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See Notes to Consolidated Financial Statements

Table of Contents**EAGLE FINANCIAL SERVICES, INC.****Consolidated Statements of Income (Unaudited)**

(dollars in thousands, except per share amounts)

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|--|-------------------------------------|--------------|------------------------------------|---------------|
| | 2007 | 2006 | 2007 | 2006 |
| Interest and Dividend Income | | | | |
| Interest and fees on loans | \$ 6,882 | \$ 6,516 | \$ 20,404 | \$ 18,694 |
| Interest on federal funds sold | 23 | 13 | 101 | 27 |
| Interest on securities held to maturity: | | | | |
| Taxable interest income | 7 | 12 | 25 | 41 |
| Interest income exempt from federal income taxes | 272 | 243 | 778 | 706 |
| Interest and dividends on securities available for sale: | | | | |
| Taxable interest income | 600 | 589 | 1,792 | 1,735 |
| Interest income exempt from federal income taxes | 28 | 29 | 86 | 86 |
| Dividends | 66 | 62 | 182 | 168 |
| Interest on deposits in banks | 1 | 4 | 5 | 7 |
| Total interest and dividend income | \$ 7,879 | \$ 7,468 | \$ 23,373 | \$ 21,464 |
| Interest Expense | | | | |
| Interest on deposits | \$ 2,682 | \$ 2,282 | \$ 8,194 | \$ 5,892 |
| Interest on federal funds purchased and securities sold under agreements to repurchase | 87 | 109 | 190 | 336 |
| Interest on Federal Home Loan Bank advances | 609 | 605 | 1,698 | 1,571 |
| Interest on trust preferred capital notes | 127 | 160 | 443 | 449 |
| Total interest expense | \$ 3,505 | \$ 3,156 | \$ 10,525 | \$ 8,248 |
| Net interest income | \$ 4,374 | \$ 4,312 | \$ 12,848 | \$ 13,216 |
| Provision For Loan Losses | 75 | 75 | 225 | 225 |
| Net interest income after provision for loan losses | \$ 4,299 | \$ 4,237 | \$ 12,623 | \$ 12,991 |
| Noninterest Income | | | | |
| Income from fiduciary activities | \$ 215 | \$ 203 | \$ 704 | \$ 607 |
| Service charges on deposit accounts | 579 | 574 | 1,662 | 1,554 |
| Other service charges and fees | 779 | 567 | 2,047 | 1,686 |
| Other operating income | 44 | 53 | 251 | 187 |
| Total noninterest income | \$ 1,617 | \$ 1,397 | \$ 4,664 | \$ 4,034 |
| Noninterest Expenses | | | | |
| Salaries and employee benefits | \$ 2,324 | \$ 2,196 | \$ 6,802 | \$ 6,269 |
| Occupancy expenses | 294 | 250 | 854 | 737 |
| Equipment expenses | 197 | 189 | 569 | 546 |
| Advertising and marketing expenses | 133 | 114 | 337 | 333 |
| Stationery and supplies | 94 | 66 | 253 | 287 |
| ATM network fees | 145 | 83 | 322 | 232 |
| Other operating expenses | 914 | 794 | 2,487 | 2,239 |
| Total noninterest expenses | \$ 4,101 | \$ 3,692 | \$ 11,624 | \$ 10,643 |
| Income before income taxes | \$ 1,815 | \$ 1,942 | \$ 5,663 | \$ 6,382 |

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| | | | | |
|--------------------------------------|----------|----------|----------|----------|
| Income Tax Expense | 522 | 549 | 1,626 | 1,890 |
| Net income | \$ 1,293 | \$ 1,393 | \$ 4,037 | \$ 4,492 |
| Earnings Per Share | | | | |
| Net income per common share, basic | \$ 0.42 | \$ 0.45 | \$ 1.30 | \$ 1.47 |
| Net income per common share, diluted | \$ 0.42 | \$ 0.45 | \$ 1.30 | \$ 1.46 |

See Notes to Consolidated Financial Statements

Table of Contents**EAGLE FINANCIAL SERVICES, INC.****Consolidated Statements of Changes in Shareholders Equity (Unaudited)**

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

| | Common Stock | Surplus | Retained Earnings | Accumulated Other Comprehensive Income | Comprehensive Income | Total |
|--|-----------------|----------|----------------------|---|-------------------------|-----------|
| Balance, December 31, 2005 | \$ 7,642 | \$ 5,369 | \$ 23,554 | \$ (570) | | \$ 35,995 |
| Comprehensive income: | | | | | | |
| Net income | | | 4,492 | | \$ 4,492 | 4,492 |
| Other comprehensive income: | | | | | | |
| Unrealized holding gains arising during the period, net of deferred income taxes of \$30 | | | | 61 | 61 | 61 |
| Total comprehensive income | | | | | \$ 4,553 | |
| Issuance of common stock, employee benefit plan (5,958 shares) | 15 | 129 | | | | 144 |
| Issuance of restricted stock, stock incentive plan (11,010 shares) | 28 | 289 | | | | 317 |
| Unearned compensation on restricted stock | | (317) | | | | (317) |
| Amortization of unearned compensation, restricted stock awards | | 180 | | | | 180 |
| Issuance of common stock, dividend investment plan (15,076 shares) | 38 | 409 | | | | 447 |
| Dividends declared (\$0.44 per share) | | | (1,354) | | | (1,354) |
| Balance, September 30, 2006 | \$ 7,723 | \$ 6,059 | \$ 26,692 | \$ (509) | | \$ 39,965 |
| Balance, December 31, 2006 | \$ 7,712 | \$ 6,299 | \$ 27,563 | \$ (637) | | \$ 40,937 |
| Comprehensive income: | | | | | | |
| Net income | | | 4,037 | | \$ 4,037 | 4,037 |
| Other comprehensive income: | | | | | | |
| Unrealized holding gains arising during the period, net of deferred income taxes of \$90 | | | | 174 | 174 | 174 |
| Total comprehensive income | | | | | \$ 4,211 | |
| Issuance of common stock, employee benefit plan (3,635 shares) | 9 | 91 | | | | 100 |
| Issuance of restricted stock, stock incentive plan (2,101 shares) | 5 | (5) | | | | |
| Income tax benefit on vesting of restricted stock | | 1 | | | | 1 |
| Stock-based compensation expense | | 191 | | | | 191 |
| Issuance of common stock, dividend investment plan (16,517 shares) | 41 | 388 | | | | 429 |
| Dividends declared (\$0.48 per share) | | | (1,493) | | | (1,493) |
| Balance, September 30, 2007 | \$ 7,767 | \$ 6,965 | \$ 30,107 | \$ (463) | | \$ 44,376 |

See Notes to Consolidated Financial Statements

Table of Contents**EAGLE FINANCIAL SERVICES, INC.****Consolidated Statements of Cash Flows (Unaudited)**

(dollars in thousands)

| | Nine Months Ended September 30, | |
|--|--|--------------------|
| | 2007 | 2006 |
| Cash Flows from Operating Activities | | |
| Net income | \$ 4,037 | \$ 4,492 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Depreciation | 571 | 575 |
| Amortization of intangible and other assets | 176 | 163 |
| Loss on equity investment | 6 | 7 |
| Provision for loan losses | 225 | 225 |
| Accrual of restricted stock awards | 191 | 180 |
| Premium amortization on securities, net | 13 | 34 |
| Changes in assets and liabilities: | | |
| Decrease (increase) in other assets | 55 | (817) |
| Increase in other liabilities | 35 | 15 |
| Net cash provided by operating activities | \$ 5,309 | \$ 4,874 |
| Cash Flows from Investing Activities | | |
| Proceeds from maturities and principal payments of securities held to maturity | \$ 788 | \$ 946 |
| Proceeds from maturities and principal payments of securities available for sale | 14,924 | 8,008 |
| Purchases of securities held to maturity | (2,557) | (2,619) |
| Purchases of securities available for sale | (8,374) | (10,823) |
| Purchases of bank premises and equipment | (1,839) | (801) |
| Net (increase) in loans | (1,284) | (20,170) |
| Net cash provided by (used in) investing activities | \$ 1,658 | \$ (25,459) |
| Cash Flows from Financing Activities | | |
| Net (decrease) in demand deposits, money market and savings accounts | \$ (8,807) | \$ (27,213) |
| Net (decrease) increase in certificates of deposit | (2,147) | 31,758 |
| Net increase in federal funds purchased and securities sold under agreements to repurchase | 637 | 5,926 |
| Net increase in Federal Home Loan Bank advances | | 9,600 |
| Issuance of common stock, employee benefit plan | 100 | 144 |
| Cash dividends paid | (1,064) | (907) |
| Net cash provided by (used in) financing activities | \$ (11,281) | \$ 19,308 |

(continued)

Table of Contents**EAGLE FINANCIAL SERVICES, INC.****Consolidated Statements of Cash Flows (Unaudited)**

(continued)

(dollars in thousands)

| | Nine Months Ended September 30, | |
|---|--|-------------|
| | 2007 | 2006 |
| Increase in cash and cash equivalents | \$ (4,314) | \$ (1,277) |
| Cash and Cash Equivalents | | |
| Beginning | 15,962 | 10,041 |
| Ending | \$ 11,648 | \$ 8,764 |
| Supplemental Disclosures of Cash Flow Information | | |
| Cash payments for: | | |
| Interest | \$ 10,471 | \$ 8,102 |
| Income taxes | \$ 1,555 | \$ 2,115 |
| Supplemental Schedule of Noncash Investing and Financing Activities: | | |
| Unrealized loss on securities available for sale | \$ 264 | \$ 91 |
| Issuance of common stock, dividend investment plan | \$ 429 | \$ 447 |

See Notes to Consolidated Financial Statements

Table of Contents**EAGLE FINANCIAL SERVICES, INC.****Notes to Consolidated Financial Statements (Unaudited)****September 30, 2007****NOTE 1. General**

The accompanying unaudited financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America.

In the opinion of management, the accompanying financial statements contain all adjustments (consisting of only normal recurring accruals) necessary to present fairly the financial position at September 30, 2007 and December 31, 2006, the results of operations for the three and nine months ended September 30, 2007 and 2006 and cash flows for the nine months ended September 30, 2007 and 2006. The results of operations for the three and nine months ended September 30, 2007 are not necessarily indicative of the results to be expected for the full year. These financial statements should be read in conjunction with the Notes to Consolidated Financial Statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2006 (the 2006 Form 10-K).

The Company owns 100% of Bank of Clarke County (the Bank) and Eagle Financial Statutory Trust II. As discussed in Note 9, the Company no longer owns Eagle Financial Statutory Trust I, which was dissolved during the second quarter of 2007. The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. All significant intercompany accounts and transactions between the Company and the Bank have been eliminated. Eagle Financial Statutory Trust II is accounted for under the provisions of Financial Accounting Standards Board (FASB) Interpretation No. 46R. The subordinated debt of Eagle Financial Statutory Trust II is reflected as a liability of the Company.

Certain amounts in the consolidated financial statements have been reclassified to conform to current year presentations.

NOTE 2. Stock-Based Compensation Plan

During 2003, the Company's shareholders approved a stock incentive plan which allows key employees and directors to increase their personal financial interest in the Company. This plan permits the grant of incentive stock options and non-qualified stock options and the award of stock appreciation rights, common stock, restricted stock, and phantom stock. The plan authorizes the issuance of up to 300,000 shares of common stock.

The Company periodically awards restricted stock to its directors and executive officers. Restricted stock provides grantees with rights to shares of common stock upon completion of a service period or achievement of Company performance measures. During the restriction period, all shares are considered outstanding and dividends are paid to the grantee. In general, outside directors are periodically awarded restricted shares which vest over a period of less than six months. Beginning during 2006, executive officers were awarded restricted shares which vest over a three year service period and restricted shares which vest based on meeting performance measures over a three year period. Prior to 2006, executive officers were only awarded restricted shares which vest over a three year service period. The following table presents restricted stock activity for the nine months ended September 30, 2007 and 2006:

| | Nine Months Ended September 30, | | | |
|--------------------------------|---------------------------------|--|--------|--|
| | 2007 | | 2006 | |
| | Shares | Weighted Average Grant Date Fair Value | Shares | Weighted Average Grant Date Fair Value |
| Nonvested, beginning of period | 9,330 | \$ 26.47 | 5,760 | \$ 21.58 |
| Granted | 10,830 | 29.30 | 11,010 | 28.81 |
| Vested | (2,101) | 27.75 | | |
| Forfeited | (369) | 27.75 | | |

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| | | | | | | |
|--------------------------|--------|----|-------|--------|----|-------|
| Nonvested, end of period | 17,690 | \$ | 28.02 | 16,770 | \$ | 26.33 |
|--------------------------|--------|----|-------|--------|----|-------|

The Company recognizes compensation expense over the restricted period. Compensation expense was \$191,000 and \$180,000 during the nine months ended September 30, 2007 and 2006, respectively.

Table of Contents**NOTE 3. Earnings Per Common Share**

Basic earnings per share represents income available to common shareholders divided by the weighted average number of common shares outstanding during the period. Diluted earnings per share reflects additional common shares that would have been outstanding if potential dilutive common shares had been issued, as well as any adjustment to income that would result from the assumed issuance. The number of potential dilutive common shares is determined using the treasury method and relates to outstanding stock options and unvested restricted stock grants.

The following table shows the weighted average number of shares used in computing earnings per share for the three and nine months ended September 30, 2007 and 2006 and the effect on the weighted average number of shares of potential dilutive common stock. Potential dilutive common stock had no effect on income available to common shareholders.

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|--|---|-------------|--|-------------|
| | 2007 | 2006 | 2007 | 2006 |
| Average number of common shares outstanding | 3,103,924 | 3,069,192 | 3,097,225 | 3,061,035 |
| Effect of dilutive common stock | 9,891 | 17,625 | 12,144 | 15,741 |
| Average number of common shares outstanding used to calculate diluted earnings per share | 3,113,815 | 3,086,817 | 3,109,369 | 3,076,776 |

Table of Contents**NOTE 4. Securities**

Amortized costs and fair values of securities available for sale at September 30, 2007 and December 31, 2006 were as follows:

| | Amortized Cost | Gross Unrealized Gains | Gross Unrealized (Losses) | Fair Value |
|--|--------------------------------------|------------------------------|---------------------------------|---------------|
| | September 30, 2007 (in thousands) | | | |
| Obligations of U.S. government corporations and agencies | \$ 30,642 | \$ 94 | \$ (121) | \$ 30,615 |
| Mortgage-backed securities | 16,992 | 18 | (216) | 16,794 |
| Obligations of states and political subdivisions | 2,798 | 14 | (23) | 2,789 |
| Corporate securities | 2,936 | 40 | (76) | 2,900 |
| Restricted stock | 4,010 | | | 4,010 |
| | \$ 57,378 | \$ 166 | \$ (436) | \$ 57,108 |

| | December 31, 2006 (in thousands) | | | |
|--|-------------------------------------|--------|----------|-----------|
| Obligations of U.S. government corporations and agencies | \$ 35,373 | \$ 38 | \$ (395) | \$ 35,016 |
| Mortgage-backed securities | 20,043 | 40 | (268) | 19,815 |
| Obligations of states and political subdivisions | 2,796 | 20 | (13) | 2,803 |
| Corporate securities | 1,708 | 45 | | 1,753 |
| Restricted stock | 4,020 | | | 4,020 |
| | \$ 63,940 | \$ 143 | \$ (676) | \$ 63,407 |

There were no sales of securities available for sale during the first nine months of 2006 and 2007.

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The fair value and gross unrealized losses for securities available for sale, totaled by the length of time that individual securities have been in a continuous gross unrealized loss position, at September 30, 2007 and December 31, 2006 were as follows:

| | Less than 12 months | | 12 months or more | | Total | |
|--|---------------------------|-------------------------|-------------------|-------------------------|------------|-------------------------|
| | Fair Value | Gross Unrealized Losses | Fair Value | Gross Unrealized Losses | Fair Value | Gross Unrealized Losses |
| | September 30, 2007 | | | | | |
| | (in thousands) | | | | | |
| Obligations of U.S. government corporations and agencies | \$ | \$ | \$ 19,971 | \$ 121 | \$ 19,971 | \$ 121 |
| Mortgage-backed securities | 2,586 | 9 | 10,558 | 207 | 13,144 | 216 |
| Obligations of states and political subdivisions | 200 | 9 | 1,456 | 14 | 1,656 | 23 |
| Corporate securities | 1,406 | 76 | | | 1,406 | 76 |
| | \$ 4,192 | \$ 94 | \$ 31,985 | \$ 342 | \$ 36,177 | \$ 436 |

| | | | December 31, 2006 | | | |
|--|--------------------------|-------------------------|-------------------|-------------------------|------------|-------------------------|
| | Fair Value | Gross Unrealized Losses | Fair Value | Gross Unrealized Losses | Fair Value | Gross Unrealized Losses |
| | December 31, 2006 | | | | | |
| | (in thousands) | | | | | |
| Obligations of U.S. government corporations and agencies | \$ 999 | \$ 1 | \$ 28,681 | \$ 394 | \$ 29,680 | \$ 395 |
| Mortgage-backed securities | 1,734 | 10 | 11,748 | 258 | 13,482 | 268 |
| Obligations of states and political subdivisions | 199 | 1 | 831 | 12 | 1,030 | 13 |
| | \$ 2,932 | \$ 12 | \$ 41,260 | \$ 664 | \$ 44,192 | \$ 676 |

The Company evaluates securities for other-than-temporary impairment on at least a quarterly basis, and more frequently when economic or market concerns warrant such evaluation. Consideration is given to the length of time and the amount of an unrealized loss, the financial condition of the issuer, and the intent and ability of the Company to retain its investment in the issuer long enough to allow for an anticipated recovery in fair value. At September 30, 2007, the gross unrealized losses on securities available for sale totaling \$436,000 included fifty-nine debt securities. At December 31, 2006, the gross unrealized losses on securities available for sale totaling \$676,000 included sixty-six debt securities. In analyzing an issuer's financial condition, the Company considers whether the securities are issued by the federal government or its agencies, whether downgrades by bond rating agencies have occurred, and industry analysts' reports. Since the Company has the ability to hold debt securities until maturity, no unrealized losses are deemed to be other-than-temporary.

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Amortized costs and fair values of securities held to maturity at September 30, 2007 and December 31, 2006 were as follows:

| | Amortized Cost | Gross Unrealized Gains | Gross Unrealized (Losses) | Fair Value |
|--|--------------------------------------|------------------------------|---------------------------------|---------------|
| | September 30, 2007 (in thousands) | | | |
| Mortgage-backed securities | \$ 304 | \$ | \$ (7) | \$ 297 |
| Obligations of states and political subdivisions | 29,682 | 14 | (390) | 29,306 |
| | \$ 29,986 | \$ 14 | \$ (397) | \$ 29,603 |

| | December 31, 2006 (in thousands) | | | |
|--|-------------------------------------|-------|----------|-----------|
| Obligations of U.S. government corporations and agencies | \$ 500 | \$ | \$ (5) | \$ 495 |
| Mortgage-backed securities | 379 | | (9) | 370 |
| Obligations of states and political subdivisions | 27,338 | 43 | (215) | 27,166 |
| | \$ 28,217 | \$ 43 | \$ (229) | \$ 28,031 |

The fair value and gross unrealized losses for securities held to maturity, totaled by the length of time that individual securities have been in a continuous gross unrealized loss position, at September 30, 2007 and December 31, 2006 were as follows:

| | Less than 12 months | | 12 months or more | | Total | |
|--|--------------------------------------|-------------------------------|-------------------|-------------------------------|---------------|-------------------------------|
| | Fair Value | Gross Unrealized Losses | Fair Value | Gross Unrealized Losses | Fair Value | Gross Unrealized Losses |
| | September 30, 2007 (in thousands) | | | | | |
| Mortgage-backed securities | \$ | \$ | \$ 296 | \$ 7 | \$ 296 | \$ 7 |
| Obligations of states and political subdivisions | 8,303 | 96 | 16,426 | 294 | 24,729 | 390 |
| | \$ 8,303 | \$ 96 | \$ 16,722 | \$ 301 | \$ 25,025 | \$ 397 |
| | December 31, 2006 (in thousands) | | | | | |
| Obligations of U.S. government corporations and agencies | \$ | \$ | \$ 495 | \$ 5 | \$ 495 | \$ 5 |
| Mortgage-backed securities | | | 370 | 9 | 370 | 9 |
| Obligations of states and political subdivisions | 8,451 | 37 | 11,257 | 178 | 19,708 | 215 |
| | \$ 8,451 | \$ 37 | \$ 12,122 | \$ 192 | \$ 20,573 | \$ 229 |

The Company evaluates securities for other-than-temporary impairment on at least a quarterly basis, and more frequently when economic or market concerns warrant such evaluation. Consideration is given to the length of time and the amount of an unrealized loss, the financial condition of the issuer, and the intent and ability of the Company to retain its investment in the issuer long enough to allow for an anticipated recovery in fair value. At September 30, 2007, the gross unrealized losses on securities held to maturity totaling \$397,000 included eighty-one debt securities. At December 31, 2006, the gross unrealized losses on securities held to maturity totaling \$229,000 included sixty-five debt securities. In analyzing an issuer's financial condition, the Company considers whether the securities are issued by the federal government or its agencies, whether downgrades by bond rating agencies have occurred, and industry analysts' reports. Since the Company has the ability to hold debt securities until maturity, no unrealized losses are deemed to be other-than-temporary.

Table of Contents**NOTE 5. Loans**

The composition of loans at September 30, 2007 and December 31, 2006 was as follows:

| | September 30, 2007 | December 31, 2006 |
|--|-----------------------|----------------------|
| | (in thousands) | |
| Mortgage loans on real estate: | | |
| Construction and land development | \$ 32,882 | \$ 46,477 |
| Secured by farmland | 6,766 | 6,859 |
| Secured by 1-4 family residential properties | 180,744 | 173,839 |
| Other real estate loans | 112,615 | 101,525 |
| Loans to farmers | 1,185 | 1,406 |
| Commercial and industrial loans | 26,105 | 26,938 |
| Consumer installment loans | 25,558 | 28,382 |
| All other loans | 1,184 | 620 |
| | \$ 387,039 | \$ 386,046 |
| Less: Allowance for loan losses | 3,242 | 3,308 |
| | \$ 383,797 | \$ 382,738 |

NOTE 6. Allowance for Loan Losses

Changes in the allowance for loan losses for the nine months ended September 30, 2007 and 2006 and the year ended December 31, 2006 were as follows:

| | Nine Months Ended September 30, 2007 | Year Ended December 31, 2006 | Nine Months Ended September 30, 2006 |
|--|--|------------------------------------|---|
| | (in thousands) | | |
| Balance, beginning | \$ 3,308 | \$ 3,582 | \$ 3,582 |
| Provision charged to operating expense | 225 | 300 | 225 |
| Recoveries added to the allowance | 114 | 160 | 144 |
| Loan losses charged to the allowance | (405) | (734) | (206) |
| Balance, ending | \$ 3,242 | \$ 3,308 | \$ 3,745 |

Total loans past due ninety days or greater still accruing interest were \$66,000 and \$484,000 at September 30, 2007 and December 31, 2006, respectively. There were no impaired loans at September 30, 2007 or December 31, 2006. There were no nonaccrual loans at September 30, 2007 or December 31, 2006.

NOTE 7. Deposits

The composition of deposits at September 30, 2007 and December 31, 2006 was as follows:

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| | September 30, 2007 | December 31, 2006 |
|---|-----------------------|----------------------|
| | (in thousands) | |
| Noninterest bearing demand deposits | \$ 80,968 | \$ 83,736 |
| Savings and interest bearing demand deposits: | | |
| NOW accounts | \$ 69,403 | \$ 72,760 |
| Money market accounts | 42,163 | 41,744 |
| Regular savings accounts | 33,510 | 36,612 |
| | \$ 145,076 | \$ 151,116 |
| Time deposits: | | |
| Balances of less than \$100,000 | \$ 77,707 | \$ 88,952 |
| Balances of \$100,000 and more | 82,745 | 73,646 |
| | \$ 160,452 | \$ 162,598 |
| | \$ 386,496 | \$ 397,450 |

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The Company has a funded noncontributory defined benefit pension plan that covers substantially all of its employees. The plan provides defined benefits based on years of service and final average salary. Effective December 31, 2006, the pension plan was amended so that no further benefits will accrue under the plan and no individuals may become participants after December 31, 2006.

The Company provides certain health care and life insurance benefits for six retired employees who have met certain eligibility requirements. All other employees retiring after reaching age 65 and having at least 15 years of service with the Company will be allowed to stay on the Company's group life and health insurance policies, but will be required to pay premiums. The Company's share of the estimated costs that will be paid after retirement is generally being accrued by charges to expense over the employees' active service periods to the dates they are fully eligible for benefits, except that the Company's unfunded cost that existed at January 1, 1993 is being accrued primarily in a straight-line manner that will result in its full accrual by December 31, 2013.

On December 31, 2006, the Company adopted the recognition and disclosure provisions of Statement No. 158, Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans—an amendment of FASB Statements No. 87, 88, 106, and 132(R) (SFAS No. 158). SFAS No. 158 requires the Company to recognize the funded status (i.e., the difference between the fair value of plan assets and the projected benefit obligations) of its pension and postretirement benefit plans in the consolidated balance sheet, with a corresponding adjustment to accumulated other comprehensive income, net of taxes.

The following tables provide the components of net periodic benefit cost of the pension plan and postretirement benefit plan for the three and nine months ended September 30, 2007 and 2006:

| | Pension Benefits Three Months Ended September 30, | | Postretirement Benefits Three Months Ended September 30, | |
|---|---|--------|--|------|
| | 2007 | 2006 | 2007 | 2006 |
| (in thousands) | | | | |
| Components of Net Periodic Benefit Cost: | | | | |
| Service cost | \$ | \$ 91 | \$ | \$ |
| Interest cost | 49 | 61 | 5 | 4 |
| Expected return on plan assets | (44) | (57) | | |
| Amortization of prior service costs | | 3 | | |
| Amortization of transition obligation | | | 1 | 1 |
| Amortization of net actuarial loss | 46 | 24 | 2 | 2 |
| Net periodic benefit cost | \$ 51 | \$ 122 | \$ 8 | \$ 7 |

| | Pension Benefits Nine Months Ended September 30, | | Postretirement Benefits Nine Months Ended September 30, | |
|---|--|--------|---|-------|
| | 2007 | 2006 | 2007 | 2006 |
| (in thousands) | | | | |
| Components of Net Periodic Benefit Cost: | | | | |
| Service cost | \$ | \$ 273 | \$ | \$ |
| Interest cost | 147 | 183 | 15 | 12 |
| Expected return on plan assets | (132) | (171) | | |
| Amortization of prior service costs | | 9 | | |
| Amortization of transition obligation | | | 3 | 3 |
| Amortization of net actuarial loss | 138 | 72 | 6 | 6 |
| Net periodic benefit cost | \$ 153 | \$ 366 | \$ 24 | \$ 21 |

Note 9 to the consolidated financial statements in the 2006 Form 10-K stated that the Company would contribute \$100,000 to its pension plan during 2007. The Company did not make any contributions during the first nine months of 2007.

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NOTE 9. Trust Preferred Capital Notes

On June 26, 2007, the Company redeemed the outstanding capital securities issued through Eagle Financial Statutory Trust I (the Trust I). Trust I was subsequently dissolved.

In June 2007, Eagle Financial Statutory Trust II (the Trust II), a wholly-owned subsidiary of the Company, was formed for the purpose of issuing redeemable capital securities. On June 20, 2007, Trust II issued \$7,000,000 of trust preferred securities and \$217,000 in common equity. The principal asset of Trust II is \$7,217,000 of the Company's junior subordinated debt securities with the same maturity and interest rate structures as the capital securities. The securities have a LIBOR-indexed floating rate of interest and the interest rate at September 30, 2007 was 7.20%. The securities have a mandatory redemption date of September 1, 2037, and are subject to varying call provisions beginning September 1, 2012.

The trust preferred securities are included in Tier 1 capital for regulatory capital adequacy purposes as long as their amount does not exceed 25% of Tier 1 capital, including total trust preferred securities. The portion of the trust preferred securities not considered as Tier 1 capital, if any, may be included in Tier 2 capital. At September 30, 2007, the total amount (\$7,000,000) of trust preferred securities issued by Trust II are included in the Company's Tier 1 capital.

The obligations of the Company with respect to the issuance of the capital securities constitute a full and unconditional guarantee by the Company of the Trust's obligations with respect to the capital securities.

Subject to certain exceptions and limitations, the Company may elect from time to time to defer interest payments on the junior subordinated debt securities, which would result in a deferral of distribution payments on the related capital securities.

NOTE 10. Recent Accounting Pronouncements

In September 2006, the Financial Accounting Standards Board (FASB) issued Statement No. 157, Fair Value Measurements (SFAS No. 157). SFAS No. 157 defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles, and expands disclosures about fair value measurements. SFAS No. 157 does not require any new fair value measurements but may change current practice for some entities. This statement is effective for financial statements issued for fiscal years beginning after November 15, 2007 and interim periods within those years. The Company does not expect the adoption of SFAS No. 157 to have a material effect on its financial statements.

In February 2007, the FASB issued Statement No. 159, The Fair Value Option for Financial Assets and Financial Liabilities (SFAS No. 159). SFAS No. 159 permits entities to choose to measure many financial instruments and certain other items at fair value. The objective is to improve financial reporting by providing entities with the opportunity to mitigate volatility in reported earnings caused by measuring related assets and liabilities differently without having to apply complex hedge accounting provisions. The fair value option established by this statement permits all entities to choose to measure eligible items at fair value at specified election dates. A business entity shall report unrealized gains and losses on items for which the fair value option has been elected in earnings at each subsequent reporting date. The fair value option may be applied instrument by instrument and is irrevocable. SFAS No. 159 is effective as of the beginning of an entity's first fiscal year that begins after November 15, 2007. Early adoption is permitted as of the beginning of a fiscal year that begins on or before November 15, 2007, provided the entity also elects to apply the provisions of SFAS No. 157. The Company is evaluating the impact this statement may have on its consolidated financial statements but does not intend to adopt early.

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

The purpose of this discussion is to focus on the important factors affecting the Company's financial condition, results of operations, liquidity and capital resources. This discussion should be read in conjunction with the Company's Consolidated Financial Statements and the Notes to the Consolidated Financial Statements presented in Part I, Item 1, Financial Statements, of this Form 10-Q and Item 8, Financial Statements and Supplementary Data, of the 2006 Form 10-K.

GENERAL

Eagle Financial Services, Inc. is a bank holding company which owns 100% of the stock of Bank of Clarke County (the Bank) (collectively the Company). Accordingly, the results of operations for the Company are dependent upon the operations of the Bank. The Bank conducts commercial banking business which consists of attracting deposits from the general public and investing those funds in commercial, consumer and real estate loans and corporate, municipal and U.S. government agency securities. The Bank's deposits are insured by the Federal Deposit Insurance Corporation to the extent permitted by law. At September 30, 2007, the Company had total assets of \$506,154,000, net loans of \$383,797,000, total deposits of \$386,496,000 and shareholders' equity of \$44,376,000. The Company's net income was \$4,037,000 for the nine months ended September 30, 2007.

MANAGEMENT'S STRATEGY

The Company strives to be an outstanding financial institution in its market by building solid sustainable relationships with: (1) its customers, by providing highly personalized customer service, a network of conveniently placed branches and ATMs, a competitive variety of products/services and courteous, professional employees, (2) its employees, by providing generous benefits, a positive work environment, advancement opportunities and incentives to exceed expectations, (3) its communities, by participating in local concerns, providing monetary support, supporting employee volunteerism and providing employment opportunities, and (4) its shareholders, by providing sound profits and returns, sustainable growth, regular dividends and committing to its local, independent status.

OPERATING STRATEGY

The Bank is a locally owned and managed financial institution. This allows the Bank to be flexible and responsive in the products and services it offers. The Bank grows primarily by lending funds to local residents and businesses at a competitive price that reflects the inherent risk of lending. The Bank attempts to fund these loans through deposits gathered from local residents and businesses. The Bank prices its deposits by comparing alternative sources of funds and selecting the lowest cost available. When deposits are not adequate to fund asset growth, the Bank relies on borrowings, both short and long term. The Bank's primary source of borrowed funds is the Federal Home Loan Bank of Atlanta which offers numerous terms and rate structures to the Bank.

As interest rates change, the Bank attempts to maintain its net interest margin. This is accomplished by changing the price, terms, and mix of its financial assets and liabilities. The Bank also earns fees on services provided through its trust department, sales of investments through Eagle Investment Services, mortgage originations and deposit operations. The Bank also incurs noninterest expenses such as compensating employees, maintaining and acquiring fixed assets, and purchasing goods and services necessary to support its daily operations.

The Bank has a marketing department which seeks to develop new business. This is accomplished through an ongoing calling program whereby account officers visit with existing and potential customers to discuss the products and services offered. The Bank also utilizes traditional advertising such as television commercials, radio ads, newspaper ads, and billboards.

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CRITICAL ACCOUNTING POLICIES

The financial statements of the Company are prepared in accordance with accounting principles generally accepted in the United States of America (GAAP). The financial information contained within these statements is, to a significant extent, based on measurements of the financial effects of transactions and events that have already occurred. A variety of factors could affect the ultimate value that is obtained when earning income, recognizing an expense, recovering an asset or relieving a liability. The Company uses historical loss factors as one element in determining the inherent loss that may be present in the loan portfolio. Actual losses could differ significantly from the historical factors that are used. In addition, GAAP itself may change from one previously acceptable method to another method. Although the economics of the transactions would be the same, the timing of events that would impact the transactions could change.

The allowance for loan losses is an estimate of the losses that may be sustained in the Company's loan portfolio. The allowance for loan losses is based on two accounting principles: (1) Statement of Financial Accounting Standards (SFAS) No. 5, Accounting for Contingencies, which requires that losses be accrued when their occurrence is probable and they can be estimated, and (2) SFAS No. 114, Accounting by Creditors for Impairment of a Loan, which requires that losses be accrued based on the differences between the loan balance and the value of its collateral, the present value of future cash flows, or the price established in the secondary market. The Company's allowance for loan losses has three basic components: the formula allowance, the specific allowance and the unallocated allowance. Each of these components is determined based upon estimates that can and do change when actual events occur. The formula allowance uses historical experience factors to estimate future losses and, as a result, the estimated amount of losses can differ significantly from the actual amount of losses which would be incurred in the future. However, the potential for significant differences is mitigated by continuously updating the loss history of the Company. The specific allowance is based upon the evaluation of specific loans on which a loss may be realized. Factors such as past due history, ability to pay, and collateral value are used to identify those loans on which a loss may be realized. Each of these loans is then classified as to how much loss would be realized on its disposition. The sum of the losses on the individual loans becomes the Company's specific allowance. This process is inherently subjective and actual losses may be greater than or less than the estimated specific allowance. The unallocated allowance captures losses that are attributable to various economic events which may affect a certain loan type within the loan portfolio or a certain industrial or geographic sector within the Company's market. As the loans, which are affected by these events, are identified or losses are experienced on the loans which are affected by these events, they will be reflected within the specific or formula allowances. Note 1 to the Consolidated Financial Statements presented in Item 8, Financial Statements and Supplementary Data, of the 2006 Form 10-K, provides additional information related to the allowance for loan losses.

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CREDIT POLICIES

Administration and supervision over the lending process is provided by the Bank's Credit Administration Department. The principal risk associated with the Bank's loan portfolio is the creditworthiness of its borrowers. In an effort to manage this risk, the Bank's policy gives loan amount approval limits to individual loan officers based on their position and level of experience. Credit risk is increased or decreased, depending on the type of loan and prevailing economic conditions. In consideration of the different types of loans in the portfolio, the risk associated with real estate mortgage loans, commercial loans and consumer loans varies based on employment levels, consumer confidence, fluctuations in the value of real estate and other conditions that affect the ability of borrowers to repay debt.

The Company has written policies and procedures to help manage credit risk. The Company utilizes a loan review process that includes formulation of portfolio management strategy, guidelines for underwriting standards and risk assessment, procedures for ongoing identification and management of credit deterioration, and regular portfolio reviews to establish loss exposure and to ascertain compliance with the Company's policies.

The Bank uses a Directors Loan Committee and lending limits approved by the Directors Loan Committee to approve loan requests. The loan officers are categorized based on the amount of secured and unsecured lending authority they possess. The highest authority (Category I) is comprised of the Bank's Chief Executive Officer, the Senior Loan Officer, and the Associate Senior Loan Officer. There are seven additional categories (Categories II, III, IV, V, VI, VII and VIII) with different amounts of secured and unsecured authority. Two officers in Category I may combine their authority to approve a loan request of up to \$2,000,000 secured or \$1,000,000 unsecured. An officer in Category II, III, IV, V, VI, or VII may combine his or her authority with one officer in a higher category to approve a loan request. Any loan request which exceeds the combined authority of the categories must be presented to the Directors Loan Committee. The Directors Loan Committee, which currently consists of four directors (three directors constitute a quorum, of whom any two may act), approves loan requests which exceed the combined authority of two loan officers as described above. The minimum amount which requires Director Loan Committee approval, which is derived by combining the authorities of a Category I and Category VII officer, is \$1,025,000 secured and \$505,000 unsecured. The Directors Loan Committee also reviews and approves changes to the Bank's Loan Policy as presented by management.

The following sections discuss the major loan categories within the total loan portfolio:

One-to-Four-Family Residential Real Estate Lending

Residential lending activity may be generated by the Bank's loan officer solicitations, referrals by real estate professionals, and existing or new bank customers. Loan applications are taken by a Bank loan officer. As part of the application process, information is gathered concerning income, employment and credit history of the applicant. The valuation of residential collateral is provided by independent fee appraisers who have been approved by the Bank's Directors Loan Committee. In connection with residential real estate loans, the Bank requires title insurance, hazard insurance and, if applicable, flood insurance. In addition to traditional residential mortgage loans secured by a first or junior lien on the property, the Bank offers home equity lines of credit.

Commercial Real Estate Lending

Commercial real estate loans are secured by various types of commercial real estate in the Bank's market area, including multi-family residential buildings, commercial buildings and offices, small shopping centers and churches. Commercial real estate loan originations are obtained through broker referrals, direct solicitation of developers and continued business from customers. In its underwriting of commercial real estate, the Bank's loan to original appraised value ratio is generally 80% or less. Commercial real estate lending entails significant additional risk as compared with residential mortgage lending. Commercial real estate loans typically involve larger loan balances concentrated with single borrowers or groups of related borrowers. Additionally, the repayment of loans secured by income producing properties is typically dependent on the successful operation of a business or a real estate project and thus may be subject, to a greater extent, to adverse conditions in the real estate market or the economy, in general. The Bank's commercial real estate loan underwriting criteria require an examination of debt service coverage ratios, the borrower's creditworthiness, prior credit history and reputation, and the Bank typically requires personal guarantees or endorsements of the borrower's principal owners.

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Construction and Land Development Lending

The Bank makes local construction loans, primarily residential, and land acquisition and development loans. Most of the construction loans are secured by residential houses under construction and the underlying land for which the loan was obtained. The average life of most construction loans is less than one year and the Bank offers both fixed and variable rate interest structures. The interest rate structure offered to customers depends on the total amount of these loans outstanding and the impact of the interest rate structure on the Bank's overall interest rate risk. There are two characteristics of construction lending which impact its overall risk as compared to residential mortgage lending. First, there is more concentration risk due to the extension of a large loan balance through several lines of credit to a single developer or contractor. Second, there is more collateral risk due to the fact that loan funds are provided to the borrower based upon the estimated value of the collateral after completion. This could cause an inaccurate estimate of the amount needed to complete construction or an excessive loan-to-value ratio. To mitigate the risks associated with construction lending, the Bank generally limits loan amounts to 80% of the estimated appraised value of the finished home. The Bank also obtains a first lien on the property as security for its construction loans and typically requires personal guarantees from the borrower's principal owners. Finally, the Bank performs inspections of the construction projects to ensure that the percentage of construction completed correlates with the amount of draws on the construction line of credit.

Commercial and Industrial Lending

Commercial business loans generally have more risk than residential mortgage loans, but have higher yields. To manage these risks, the Bank generally obtains appropriate collateral and personal guarantees from the borrower's principal owners and monitors the financial condition of its business borrowers. Residential mortgage loans generally are made on the basis of the borrower's ability to make repayment from employment and other income and are secured by real estate whose value tends to be readily ascertainable. In contrast, commercial business loans typically are made on the basis of the borrower's ability to make repayment from cash flow from its business and are secured by business assets, such as commercial real estate, accounts receivable, equipment and inventory. As a result, the availability of funds for the repayment of commercial business loans is substantially dependent on the success of the business itself. Furthermore, the collateral for commercial business loans may depreciate over time and generally cannot be appraised with as much precision as residential real estate.

Consumer Lending

The Bank offers various secured and unsecured consumer loans, which include personal installment loans, personal lines of credit, automobile loans, and credit card loans. The Bank originates its consumer loans within its geographic market area and these loans are generally made to customers with whom the Bank has an existing relationship. Consumer loans generally entail greater risk than residential mortgage loans, particularly in the case of consumer loans which are unsecured or secured by rapidly depreciable assets such as automobiles. In such cases, any repossessed collateral on a defaulted consumer loan may not provide an adequate source of repayment of the outstanding loan balance as a result of the greater likelihood of damage, loss or depreciation. Consumer loan collections are dependent on the borrower's continuing financial stability, and thus are more likely to be adversely affected by job loss, divorce, illness or personal bankruptcy. Furthermore, the application of various federal and state laws, including federal and state bankruptcy and insolvency laws, may limit the amount which can be recovered on such loans.

The underwriting standards employed by the Bank for consumer loans include a determination of the applicant's payment history on other debts and an assessment of ability to meet existing obligations and payments on the proposed loan. The stability of the applicant's monthly income may be determined by verification of gross monthly income from primary employment, and from any verifiable secondary income. Although creditworthiness of the applicant is the primary consideration, the underwriting process also includes an analysis of the value of the security in relation to the proposed loan amount.

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RESULTS OF OPERATIONS

Net Income

Net income for the first nine months of 2007 was \$4,037,000, a decrease of \$455,000 or 10.1% as compared to net income for the first nine months of 2006 of \$4,492,000. Diluted earnings per share were \$1.30 and \$1.46 for the first nine months of 2007 and 2006, respectively. Basic earnings per share were \$1.30 and \$1.47 for the first nine months of 2007 and 2006, respectively. Net income for the third quarter of 2007 was \$1,293,000, a decrease of \$100,000 or 7.2% as compared to net income for the third quarter of 2006 of \$1,393,000. Earnings per share, basic and diluted, were \$0.42 and \$0.45 for the third quarter of 2007 and 2006, respectively.

Return on average assets (ROA) measures how efficiently the Company uses its assets to produce net income. Some issues reflected within this efficiency include the Company's asset mix, funding sources, pricing, fee generation, and cost control. The ROA of the Company, on an annualized basis, for the first nine months of 2007 and 2006 was 1.07% and 1.24%, respectively.

Return on average equity (ROE) measures the utilization of shareholders' equity in generating net income. This measurement is affected by the same factors as ROA with consideration to how much of the Company's assets are funded by shareholders. The ROE of the Company, on an annualized basis, for the first nine months of 2007 and 2006 was 12.70% and 15.88%, respectively.

Net Interest Income

Net interest income, the difference between total interest income and total interest expense, is the Company's primary source of earnings. Net interest income was \$12,848,000 and \$13,216,000 for the first nine months of 2007 and 2006, respectively, which represents a decrease of \$368,000 or 2.8%. Net interest income was \$4,374,000 and \$4,312,000 for the third quarter of 2007 and 2006, respectively, which represents an increase of \$62,000 or 1.4%. The amount of net interest income is derived from the volume of earning assets and the rates earned on those assets as compared to the cost of funds. Total interest income was \$23,373,000 and \$21,464,000 for the first nine months of 2007 and 2006, respectively, which represents an increase of \$1,909,000 or 8.9%. Total interest income was \$7,879,000 and \$7,468,000 for the third quarter of 2007 and 2006, respectively, which represents an increase of \$411,000 or 5.5%. Total interest expense was \$10,525,000 and \$8,248,000 for the first nine months of 2007 and 2006, respectively, which represents an increase of \$2,277,000 or 27.6%. Total interest expense was \$3,505,000 and \$3,156,000 for the third quarter of 2007 and 2006, respectively, which represents an increase of \$349,000 or 11.1%.

The net interest margin was 3.74% and 4.02% for the first nine months of 2007 and 2006, respectively. The decrease of 28 basis points in the net interest margin was due to a greater increase in the average rate on interest-bearing liabilities than the tax-equivalent yield on average earning assets. The net interest margin is calculated by dividing tax-equivalent net interest income by total average earnings assets. Tax-equivalent net interest income is calculated by adding the tax benefit on certain securities and loans, whose interest is tax-exempt, to total interest income then subtracting total interest expense. The tax rate used to calculate the tax benefit was 34% for 2007 and 2006. The following table reconciles tax-equivalent net interest income, which is not a measurement under accounting principles generally accepted in the United States of America (GAAP), to net interest income.

| | Three Months Ended September 30, 2007 | | Nine Months Ended September 30, 2006 | |
|---|---|-----------------|--|------------------|
| | 2007 | 2006 | 2007 | 2006 |
| | (in thousands) | | | |
| GAAP Financial Measurements: | | | | |
| Interest Income - Loans | \$ 6,882 | \$ 6,516 | \$ 20,404 | \$ 18,694 |
| Interest Income - Securities and Other Interest-Earnings Assets | 997 | 952 | 2,969 | 2,770 |
| Interest Expense - Deposits | 2,682 | 2,282 | 8,194 | 5,892 |
| Interest Expense - Other Borrowings | 823 | 874 | 2,331 | 2,356 |
| Total Net Interest Income | \$ 4,374 | \$ 4,312 | \$ 12,848 | \$ 13,216 |
| Non-GAAP Financial Measurements: | | | | |
| Add: Tax Benefit on Tax-Exempt Interest Income - Loans | \$ 19 | \$ 51 | \$ 57 | \$ 95 |
| Add: Tax Benefit on Tax-Exempt Interest Income - Securities | 155 | 140 | 445 | 408 |
| Total Tax Benefit on Tax-Exempt Interest Income | \$ 174 | \$ 191 | \$ 502 | \$ 503 |

| | | | | |
|---|----------|----------|-----------|-----------|
| Tax-Equivalent Net Interest Income | \$ 4,548 | \$ 4,503 | \$ 13,350 | \$ 13,719 |
|---|----------|----------|-----------|-----------|

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The tax-equivalent yield on earning assets increased 24 basis points from 6.44% to 6.68% for the first nine months of 2006 and 2007, respectively. The tax-equivalent yield on securities increased 18 basis points from 4.79% to 4.97% for the first nine months of 2006 and 2007, respectively. The reinvestment of proceeds from maturing securities at prevailing interest rates is the primary factor in this increase. The tax-equivalent yield on loans increased 25 basis points from 6.84% to 7.09% for the first nine months of 2006 and 2007, respectively. The primary factor in this increase is the origination of loans at current interest rates, which were higher than the tax-equivalent yield on loans during the first nine months of 2006. The average rate on interest bearing liabilities increased 64 basis points from 3.07% to 3.71% for the first nine months of 2006 and 2007, respectively. These changes were caused primarily by deposit pricing and product mix. In general, deposit pricing is done in response to monetary policy actions and yield curve changes. Also, local competition for funds affects the cost and volume of time deposits, which are primarily comprised of certificates of deposit. With regard to interest-bearing deposits, the Company prefers to rely more heavily on non-maturity deposits, which include NOW accounts, money market accounts, and savings accounts.

Provision for Loan Losses

The provision for loan losses is based upon management's estimate of the amount required to maintain an adequate allowance for loan losses as discussed within the Critical Accounting Policies section above. The provision for loan losses was \$225,000 for each of the first nine months of 2007 and 2006, respectively. The amount of provision for loan losses is affected by several factors including the growth rate of loans, net charge-offs, and the amount of potential losses within the loan portfolio.

Noninterest Income

Total noninterest income for the first nine months of 2007 and 2006 was \$4,664,000 and \$4,034,000, respectively, which represents an increase of \$630,000 or 15.6%. Total noninterest income for the third quarter of 2007 and 2006 was \$1,617,000 and \$1,397,000, respectively, which represents an increase of \$220,000 or 15.8%. Management reviews the activities which generate noninterest income on an ongoing basis. The following paragraphs provide information about activities which are included within the respective Consolidated Statements of Income headings.

There were no sales or calls of securities which resulted in a gain or loss during the first nine months of 2007 and 2006.

Income from fiduciary activities, generated by trust services offered through Eagle Investment Group, increased \$97,000 or 16.0% from \$607,000 for the first nine months of 2006 to \$704,000 for the first nine months of 2007. Income from fiduciary activities increased \$12,000 or 5.9% from \$203,000 for the third quarter of 2006 to \$215,000 for the third quarter of 2007. The amount of income from fiduciary activities is determined by the number of active accounts and total assets under management. Also, income can fluctuate due to the number of estates settled within any period.

Service charges on deposit accounts increased \$108,000 or 7.0% from \$1,554,000 to \$1,662,000 for the first nine months of 2006 and 2007, respectively. Service charges on deposit accounts increased \$5,000 or 1.0% from \$574,000 to \$579,000 for the third quarter of 2006 and 2007, respectively. The amount of service charges on deposit accounts is derived from the volume of demand and savings accounts generated through the Bank's branch network and the Bank continues to see an increase in these account types. Management expects continued growth in the number of deposit accounts and, therefore, expects the amount of service charges on deposit accounts to increase proportionately during future periods.

Other service charges and fees increased \$361,000 or 21.4% from \$1,686,000 for the first nine months of 2006 to \$2,047,000 for the first nine months of 2007. Other service charges and fees increased \$212,000 or 37.4% from \$567,000 for the third quarter of 2006 to \$779,000 for the third quarter of 2007. The increase for the first nine months of 2007, as compared to 2006, can be attributed to increases in commissions received from the sale of non-deposit investment products through Eagle Investment Group and fees generated from the Bank's ATM/debit card programs. The amount of commissions received from the sale of non-deposit investment products increased \$218,000 or 44.4% from \$491,000 to \$709,000 for the first nine months of 2006 and 2007, respectively. This increase was realized through both the development of new customers and providing additional products to existing customers. This amount is expected to increase during the remainder of 2007 due to ongoing business development and referral programs. The amount of fees generated from the Bank's ATM/debit card programs increased \$71,000 or 13.6% from \$524,000 to \$595,000 for the first nine months of 2006 and 2007, respectively. This increase was realized through higher transaction volumes on the cards outstanding. This amount is expected to increase slightly during the remainder of 2007 due to fees earned on the Bank's commercial debit cards and higher transaction volumes on cards outstanding.

Other operating income increased \$64,000 or 34.2% from \$187,000 to \$251,000 for the first nine months of 2006 and 2007, respectively. Other operating income decreased \$9,000 from \$53,000 to \$44,000 for the third quarter of 2006 and 2007, respectively.

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Noninterest Expenses

Total noninterest expenses increased \$981,000 or 9.2% from \$10,643,000 to \$11,624,000 for the first nine months of 2006 and 2007, respectively. Total noninterest expenses increased \$409,000 or 11.1% from \$3,692,000 to \$4,101,000 for the third quarter of 2006 and 2007, respectively. The efficiency ratio of the Company was 64.53% for the nine months ended September 30, 2007 and 59.95% for the nine months ended September 30, 2006. The efficiency ratio is calculated by dividing total noninterest expenses by the sum of tax-equivalent net interest income and total noninterest income, excluding securities gains and losses. A reconciliation of tax-equivalent net interest income, which is not a measurement under GAAP, to net interest income is presented within the *Net Interest Income* section above. It is management's objective to maintain an efficiency ratio at or below 65.00% for the Company. The following paragraphs provide information about expenses which are included within the respective Consolidated Statements of Income headings.

Salaries and benefits increased \$533,000 or 8.5% from \$6,269,000 for the nine months of 2006 to \$6,802,000 for the first nine months of 2007. Salaries and benefits increased \$128,000 or 5.8% from \$2,196,000 for the third quarter of 2006 to \$2,324,000 for the third quarter of 2007. These increases can be attributed to annual salary adjustments and the hiring of additional personnel to accommodate the continued growth of the Company.

Occupancy expenses increased \$117,000 or 15.9% from \$737,000 to \$854,000 for the first nine months of 2006 and 2007, respectively. Occupancy expenses during the third quarter of 2006 and 2007 were \$250,000 and \$294,000, respectively.

Equipment expenses increased \$23,000 or 4.2% from \$546,000 to \$569,000 for the first nine months of 2007 and 2006, respectively. Equipment expenses increased \$8,000 or 4.2% from \$189,000 to \$197,000 for the third quarter of 2006 and 2007, respectively.

Advertising and marketing expenses increased \$4,000 or 1.2% from \$333,000 to \$337,000 for the first nine months of 2006 and 2007, respectively. Advertising and marketing expenses increased \$19,000 or 16.7% from \$114,000 to \$133,000 for the third quarter of 2006 and 2007, respectively. This category contains numerous expense types such as advertising, public relations, business development and charitable contributions. The annual budgeted amount of advertising and marketing expenses is directly related to the Company's growth in assets. The total amount of advertising and marketing expenses varies from quarter to quarter based on planned events and advertising campaigns. Expenses are allocated in a manner which focuses on effectively reaching the existing and potential customers within the market and contributing to the community.

Other operating expenses increased \$248,000 or 11.1% from \$2,239,000 to \$2,487,000 for the first nine months of 2007 and 2006, respectively. Other operating expenses increased \$120,000 or 15.1% from \$794,000 to \$914,000 for the third quarter of 2006 and 2007, respectively. This category is primarily comprised of the cost for services required during normal operations of the Company. Expenses which are directly affected by the number of branch locations and volume of accounts at the Bank include postage, insurance, and credit card processing fees. Other expenses within this category are auditing fees and computer software expenses.

Income Taxes

Income tax expense was \$1,626,000 and \$1,890,000 for the first nine months of 2007 and 2006, respectively. The decrease in income tax expense can be attributed to decreased taxable earnings at the federal statutory income tax rate of 34%. The amount of income tax expense for the first nine months of 2007 and 2006 corresponded to an effective tax rate of 28.71% and 29.61%, respectively. The difference between the effective tax rate and statutory income tax rate can be primarily attributed to tax-exempt interest earned on certain securities and loans.

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FINANCIAL CONDITION

Securities

Total securities were \$87,094,000 at September 30, 2007 as compared to \$91,624,000 at December 31, 2006. This represents a decrease of \$4,530,000 or 4.9%. The Company had securities purchases totaling \$10,931,000 during the first nine months of 2007. The Company had total maturities and principal repayments of \$15,711,000 during the first nine months of 2007. The Company did not have any securities from a single issuer, other than U.S. government agencies, whose amount exceeded 10% of shareholders' equity at September 30, 2007. Note 4 to the Consolidated Financial Statements provides additional details about the Company's securities portfolio at September 30, 2007 and December 31, 2006.

The Company had \$29,986,000 and \$28,217,000 in securities classified as held to maturity at September 30, 2007 and December 31, 2006, respectively. The Company had \$57,108,000 and \$63,407,000 in securities classified as available for sale at September 30, 2007 and December 31, 2006, respectively. The Company had an unrealized loss on available for sale securities of \$270,000 at September 30, 2007 as compared to an unrealized loss of \$533,000 at December 31, 2006.

Loan Portfolio

The Company's primary use of funds is supporting lending activities from which it derives the greatest amount of interest income. Gross loans were \$387,039,000 and \$386,046,000 at September 30, 2007 and December 31, 2006, respectively. This represents an increase of \$993,000 or 0.3% for the first nine months of 2007. The ratio of loans to deposits increased during 2007 from 97.13% at December 31, 2006 to 100.14% at September 30, 2007. The loan portfolio consists primarily of loans for owner-occupied single family dwellings, loans to acquire consumer products such as automobiles, and loans to small farms and businesses. Note 5 to the Consolidated Financial Statements provides the composition of the loan portfolio at September 30, 2007 and December 31, 2006.

Loans secured by real estate were \$333,007,000 or 86.0% and \$328,700,000 or 85.2% of total loans at September 30, 2007 and December 31, 2006, respectively. This represents an increase of \$4,307,000 or 1.3% during the first nine months of 2007. These loans are well-secured and based on conservative appraisals in a stable market. Generally, the Company does not make real estate loans outside its primary market area. Consumer installment loans were \$25,558,000 or 6.6% and \$28,382,000 or 7.4% of total loans at September 30, 2007 and December 31, 2006, respectively. This represents a decrease of \$2,824,000 or 10.0% during the first nine months of 2007. This type of loan is primarily comprised of vehicle loans which have been difficult to increase due to manufacturer financing options and customers using alternative financing such as home equity lines of credit whose interest is tax-deductible. Commercial and industrial loans were \$26,105,000 or 6.7% and \$26,938,000 or 7.0% of total loans at September 30, 2007 and December 31, 2006, respectively. This represents a decrease of \$833,000 or 3.1% for the first nine months of 2007.

Allowance for Loan Losses

The purpose of and the methods for measuring the allowance for loan losses are discussed in the Critical Accounting Policies section above. Note 6 to the Consolidated Financial Statements shows the activity within the allowance for loan losses during the nine months ended September 30, 2007 and 2006 and the year ended December 31, 2006. Charged-off loans were \$405,000 and \$206,000 for the nine months ended September 30, 2007 and 2006, respectively. Recoveries were \$114,000 and \$144,000 for the nine months ended September 30, 2007 and 2006, respectively. This resulted in net charge-offs of \$291,000 and \$62,000 for the nine months ended September 30, 2007 and 2006, respectively. The allowance for loan losses as a percentage of loans was 0.84% at September 30, 2007 and 0.86% at December 31, 2006. Management believes that the allowance for loan losses is adequate based on the loan portfolio's current risk characteristics.

Risk Elements and Nonperforming Assets

Nonperforming assets consist of nonaccrual loans, restructured loans, and other real estate owned (foreclosed properties). There were no nonaccrual loans at September 30, 2007 and December 31, 2006, respectively. Other real estate owned was \$215,000 at September 30, 2007 and December 31, 2006, respectively. The percentage of nonperforming assets to loans and other real estate owned was 0.06% at each of September 30, 2007 and December 31, 2006. Total loans past due 90 days or more and still accruing interest were \$66,000 or 0.02% and \$484,000 or 0.13% of total loans at September 30, 2007 and December 31, 2006, respectively.

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The loans past due 90 days or more and still accruing interest are secured and in the process of collection; therefore, they are not classified as nonaccrual. Any loan over 90 days past due without being in the process of collection or where the collection of its principal or interest is doubtful would be placed on nonaccrual status. When a loan is placed on nonaccrual status, accrued interest is reversed from income and future accruals are discontinued with interest income being recognized on a cash basis. Management evaluates the financial condition of these borrowers and the value of any collateral on these loans. The results of these evaluations are used to estimate the amount of losses which may be realized on the disposition of these nonaccrual loans. Management evaluates certain loans within specific segments of the loan portfolio on an ongoing basis to identify those loans on which a loss may be realized. The methods for identifying these loans and establishing estimated losses for these loans are discussed in the Critical Accounting Policies section above. Once management determines that a loan requires a specific allowance, it becomes a potential problem loan. Although the evaluations are used to estimate losses, the volume of potential problem loans may not indicate an increase in the overall risk of the loan portfolio. The amount of potential problem loans was \$18,596,000 and \$9,816,000 at September 30, 2007 and December 31, 2006, respectively. This represents an increase of \$8,780,000 or 89.5% during the first nine months of 2007. At September 30, 2007, these loans were primarily well-secured and in the process of collection, and the allowance for loan losses includes \$1,306,000 in specific allocations for these loans.

Deposits

Total deposits were \$386,496,000 and \$397,450,000 at September 30, 2007 and December 31, 2006, respectively. This represents a decrease of \$10,954,000 or 2.8% during the first nine months of 2007. Note 7 to the Consolidated Financial Statements provides the composition of total deposits at September 30, 2007 and December 31, 2006.

Noninterest-bearing demand deposits, which are comprised of checking accounts, decreased \$2,768,000 or 3.3% from \$83,736,000 at December 31, 2006 to \$80,968,000 at September 30, 2007. Savings and interest-bearing demand deposits, which include NOW accounts, money market accounts and regular savings accounts, decreased \$6,040,000 or 4.0% from \$151,116,000 at December 31, 2006 to \$145,076,000 at September 30, 2007. Time deposits decreased \$2,146,000 or 1.3% from \$162,598,000 at December 31, 2006 to \$160,452,000 at September 30, 2007. This reflects an increase in time deposits of \$100,000 and more of \$9,099,000 or 12.4% and a decrease in time deposits of less than \$100,000 of \$11,245,000 or 12.6%. Certificates of deposit of less than \$100,000 also include brokered certificates of deposit. Brokered certificates of deposit decreased \$4,469,000 or 44.7% from \$10,000,000 at December 31, 2006 to \$5,531,000 at September 30, 2007.

The Company attempts to fund asset growth with deposit accounts and focus upon core deposit growth as its primary source of funding. Core deposits consist of checking accounts, NOW accounts, money market accounts, regular savings accounts, and time deposits of less than \$100,000. Core deposits totaled \$298,220,000 or 77.2% and \$313,804,000 or 79.0% of total deposits at September 30, 2007 and December 31, 2006, respectively.

CAPITAL RESOURCES

At September 30, 2007, the Company continued to be well capitalized under federal regulatory capital guidelines. Total shareholders' equity at September 30, 2007 was \$44,376,000, reflecting a percentage of total assets of 8.77%, as compared to \$40,937,000 and 7.98% at December 31, 2006. Shareholders' equity per share increased \$0.97 or 7.3% to \$14.20 per share at September 30, 2007 from \$13.23 per share at December 31, 2006. During the third quarter of 2007, the Company paid a dividend of \$0.16 per share as compared to \$0.15 per share for the same period of 2006. Total dividends paid during the first three quarters of 2007 and 2006 were \$0.48 and \$0.44, respectively. Total dividends paid during 2006 were \$0.60 per share. The Company has a Dividend Investment Plan that permits the reinvestment of dividends of participating shareholders in Company common stock.

Federal regulatory risk-based capital guidelines require percentages to be applied to various assets, including off-balance sheet assets, based on their perceived risk in order to calculate risk-weighted assets. Tier 1 capital consists of total shareholders' equity plus qualifying trust preferred securities outstanding less net unrealized gains and losses on available for sale securities, goodwill and other intangible assets. Total capital is comprised of Tier 1 capital plus the allowable portion of the allowance for loan losses and any excess trust preferred securities that do not qualify as Tier 1 capital. The \$7,000,000 in trust preferred securities qualify as Tier 1 capital because this amount does not exceed 25% of total capital, including the trust preferred securities. Financial institutions must maintain a Tier 1 risk-based capital ratio of at least 4%, a total risk-based capital ratio of at least 8% and a minimum Tier 1 leverage ratio of 4%. The Company's policy requires a Tier 1 risk-based capital ratio of at least 8%, a total risk-based capital ratio of at least 10% and a minimum Tier 1 leverage ratio of 5%. The Company's Tier 1 risk-based capital ratio was 13.14% at September 30, 2007 as compared to 12.45% at December 31, 2006. The Company's total risk-based capital ratio was 13.97% at September 30, 2007 as compared to 13.30% at December 31, 2006. The Company's Tier 1 leverage ratio was 10.25% at September 30, 2007 as compared to 9.59% at December 31, 2006. The Company monitors these ratios on a quarterly basis and has several strategies, including without limitation the issuance of common stock or trust preferred securities, to ensure that these ratios remain above regulatory minimums.

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LIQUIDITY

Liquidity management involves meeting the present and future financial obligations of the Company with the sale or maturity of assets or with the occurrence of additional liabilities. Liquidity needs are met with cash on hand, deposits in banks, federal funds sold, securities classified as available for sale and loans maturing within one year. At September 30, 2007, liquid assets totaled \$148,350,000 as compared to \$168,641,000 at December 31, 2006. These amounts represent 32.1% and 35.7% of total liabilities at September 30, 2007 and December 31, 2006, respectively. The Company minimizes liquidity demand by utilizing core deposits to fund asset growth. Securities provide a constant source of liquidity through paydowns and maturities. Also, the Company maintains short-term borrowing arrangements, namely federal funds lines of credit, with larger financial institutions as an additional source of liquidity. Finally, the Bank's membership with the Federal Home Loan Bank of Atlanta provides a source of borrowings with numerous rate and term structures. The Company's senior management monitors the liquidity position regularly and attempts to maintain a position which utilizes available funds most efficiently. As a result of the Company's management of liquid assets and the ability to generate liquidity through liability funding, management believes that the Company maintains overall liquidity sufficient to satisfy its depositors' requirements and meet its customers' credit needs.

FORWARD LOOKING STATEMENTS

The Company makes forward looking statements in this report that are subject to risks and uncertainties. These forward looking statements include statements regarding our profitability, liquidity, allowance for loan losses, interest rate sensitivity, market risk, growth strategy, and financial and other goals. The words believes, expects, may, will, should, projects, contemplates, anticipates, forecasts, intends, words or terms are intended to identify forward looking statements. These forward looking statements are subject to significant uncertainties because they are based upon or are affected by factors including:

the ability to successfully manage growth or implement growth strategies if the Bank is unable to identify attractive markets, locations or opportunities to expand in the future;

competition with other banks and financial institutions, and companies outside of the banking industry, including those companies that have substantially greater access to capital and other resources;

the successful management of interest rate risk;

risks inherent in making loans such as repayment risks and fluctuating collateral values;

changes in general economic and business conditions in the market area;

reliance on the management team, including the ability to attract and retain key personnel;

changes in interest rates and interest rate policies;

maintaining capital levels adequate to support growth;

maintaining cost controls and asset qualities as new branches are opened or acquired;

demand, development and acceptance of new products and services;

problems with technology utilized by the Bank;

changing trends in customer profiles and behavior;

changes in banking and other laws and regulations; and

other factors described in Item 1A., Risk Factors, in the 2006 Form 10-K.

Because of these uncertainties, actual future results may be materially different from the results indicated by these forward looking statements. In addition, past results of operations do not necessarily indicate future results.

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Item 3. Quantitative and Qualitative Disclosures about Market Risk

There have been no material changes in Quantitative and Qualitative Disclosures about Market Risk as reported in the 2006 Form 10-K.

Item 4. Controls and Procedures

Disclosure Controls and Procedures

The Company, under the supervision and with the participation of management, including the Company's Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the design and operation of its disclosure controls and procedures as of the end of the period covered by this Quarterly Report on Form 10-Q. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that the Company's disclosure controls and procedures were effective as of September 30, 2007 to ensure that information required to be disclosed by the Company in reports that it files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms.

Internal Control over Financial Reporting

Management is also responsible for establishing and maintaining adequate internal control over the Company's financial reporting (as defined in Rule 13a-15(f) promulgated under the Securities Exchange Act of 1934, as amended).

There were no changes in the Company's internal control over financial reporting during the Company's quarter ended September 30, 2007 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

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PART II - OTHER INFORMATION

Item 1. Legal Proceedings

There are no material pending legal proceedings to which the Company is a party or of which the property of the Company is subject.

Item 1A. Risk Factors

There have been no material changes from the risk factors disclosed in the Company's Annual Report on Form 10-K for the year ended December 31, 2006.

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

None.

Item 3. Defaults Upon Senior Securities

None.

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

None.

Item 5. Other Information

None.

Item 6. Exhibits

The following exhibits are filed with this Form 10-Q and this list includes the exhibit index:

| Exhibit No. | Description |
|--------------------|--|
| 31.1 | Certification by Chief Executive Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 31.2 | Certification by Chief Financial Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 32.1 | Certification by Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted 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, this 8th day of November, 2007.

Eagle Financial Services, Inc.

By: /S/ JOHN R. MILLESON
John R. Milleson

President and Chief Executive Officer

By: /S/ JAMES W. MCCARTY, JR.
James W. McCarty, Jr.

Vice President, Chief Financial Officer

and Secretary-Treasurer