Village Bank & Trust Financial Corp.
Form 10QSB
May 15, 2007

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

____

FORM 10-QSB

QUARTERLY REPORT UNDER SECTION 13 OR 15(d)

OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2007

TRANSITION REPORT UNDER SECTION 13 OR 15(d)

OF THE EXCHANGE ACT

For the transition period from ______ to ______

____

Commission file number: 0-50765

VILLAGE BANK AND TRUST FINANCIAL CORP.

(Exact name of small business issuer as specified in its charter)

Virginia (State or other jurisdiction of incorporation or organization)	**16-1694602** (I.R.S. Employer Identification No.)

1231 Alverser Drive, P.O. Box 330, Midlothian, Virginia 23113
(Address of principal executive offices)

804-897-3900
(Issuer s telephone number)

Check whether the issuer (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 o.

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

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

2,562,088 shares of common stock, $4.00 par value, outstanding as of April 30, 2007.

Village Bank and Trust Financial Corp.

Form 10-QSB

TABLE OF CONTENTS

Part I Financial Information

Item 1. Financial Statements

Consolidated Balance Sheets March 31, 2007 (unaudited) and December 31, 2006	3
Consolidated Statements of Income For the Three Months Ended March 31, 2007 and 2006 (unaudited)	4
Consolidated Statements of Stockholders Equity For the Three Months Ended March 31, 2007 and 2006 (unaudited)	5
Consolidated Statements of Cash Flows For the Three Months Ended March 31, 2007 and 2006 (unaudited)	6
Notes to Condensed Consolidated Financial Statements (unaudited)	7
Item 2. Management s Discussion and Analysis or Plan of Operation	10
Item 3. Controls and Procedures	25
Part II Other Information	
Item 1. Legal Proceedings	26
Item 2. Unregistered Sales of Equity Securities and Use of Proceeds	26
Item 3. Defaults Upon Senior Securities	26
Item 4. Submission of Matters to a Vote of Security Holders	26
Item 5. Other Information	26
Item 6. Exhibits	26
Signatures	27

PART I - FINANCIAL INFORMATION

ITEM 1 FINANCIAL STATEMENTS

Village Bank and Trust Financial Corp. and Subsidiary
Consolidated Balance Sheets
March 31, 2007 (Unaudited) and December 31, 2006

	March 31, 2007 (Unaudited)	December 31, 2006
Assets		
Cash and due from banks	$ 5,246,352	$ 5,702,401
Federal funds sold	5,210,829	11,496,102
Investment securities available for sale	23,171,854	12,787,644
Loans held for sale	3,379,231	3,149,178
Loans		
Outstandings	259,119,176	241,389,621
Allowance for loan losses	(2,717,661)	(2,552,607)
Deferred fees	(341,484)	(338,596)
	256,060,031	238,498,418
Premises and equipment, net	11,882,367	11,676,854
Accrued interest receivable	2,281,379	2,301,264
Goodwill	689,108	689,108
Other assets	6,581,509	4,916,791
	$ 314,502,660	$ 291,217,760
Liabilities and Stockholders' Equity		
Liabilities		
Deposits		
Noninterest bearing demand	$ 20,500,801	$ 22,381,251
Interest checking	10,814,038	9,414,544
Money market	20,870,126	17,941,940
Savings	3,929,610	4,106,949
Time deposits of $100,000 and over	69,065,666	61,883,307
Other time deposits	150,985,417	137,581,890
	276,165,658	253,309,881
FHLB advances	4,000,000	4,000,000
Long-term debt - trust preferred securities	5,155,000	5,155,000
Other borrowings	489,986	704,265
Accrued interest payable	463,644	429,986
Other liabilities	2,219,595	1,974,513
Total liabilities	288,493,883	265,573,645
Stockholders' equity		
Preferred stock, $1 par value - 1,000,000 shares authorized; no shares issued and outstanding	-	-
Common stock, $4 par value - 10,000,000 shares authorized; 2,562,088 shares issued and outstanding at March 31, 2007, 2,562,088 shares issued and outstanding at December 31, 2006	10,248,352	10,248,352
Additional paid-in capital	13,588,888	13,588,888
Accumulated other comprehensive income (loss)	(172,446)	(177,759)
Retained earnings	2,343,983	1,984,634
Total stockholders' equity	26,008,777	25,644,115
	$ 314,502,660	$ 291,217,760

See accompanying notes to consolidated financial statements.

Village Bank and Trust Financial Corp. and Subsidiary
Consolidated Statements of Income
Three Months Ended March 31, 2007 and 2006
(Unaudited)

	Three Months Ended March 31, 2007	2006
Interest income		
Loans	$ 5,317,081	$ 3,740,537
Investment securities	203,596	35,531
Federal funds sold	123,804	166,307
Total interest income	5,644,481	3,942,375
Interest expense		
Deposits	2,787,892	1,590,517
Borrowed funds	130,063	130,334
Total interest expense	2,917,955	1,720,851
Net interest income	2,726,526	2,221,524
Provision for loan losses	208,342	217,400
Net interest income after provision for loan losses	2,518,184	2,004,124
Noninterest income		
Service charges and fees	169,061	123,250
Gain on sale of loans	383,789	333,611
Other	112,058	120,691
Total noninterest income	664,908	577,552
Noninterest expense		
Salaries and benefits	1,565,483	1,231,924
Occupancy	198,407	159,669
Equipment	157,428	99,994
Supplies	75,235	71,566
Professional and outside services	273,213	235,006
Advertising and marketing	79,827	63,567
Other operating expense	289,030	291,764
Total noninterest expense	2,638,623	2,153,490
Net income before income taxes	544,469	428,186
Provision for income taxes	185,120	145,583
Net income	$ 359,349	$ 282,603
Earnings per share, basic	$ 0.14	$ 0.15
Earnings per share, diluted	$ 0.13	$ 0.13

See accompanying notes to consolidated financial statements.

Village Bank and Trust Financial Corp.
Consolidated Statements of Stockholders' Equity
Three Months Ended March 31, 2007 and 2006
(Unaudited)

	Common Stock Number of Shares	Amount	Additional Paid-in Capital	Retained Earnings (Deficit)	Accumulated Other Comprehensive Income (loss)	Total
Balance, December 31, 2006	2,562,088	$10,248,352	$13,588,888	$1,984,634	$ (177,759)	$25,644,115
Issuance of common stock	-	-	-	-	-	-
Net income	-	-	-	359,349	-	359,349
Change in unrealized gain (loss) on securities available for sale	-	-	-	-	5,313	5,313
Total comprehensive income	-	-	-	-	-	364,662
Balance, March 31, 2007	2,562,088	$10,248,352	$13,588,888	$ 2,343,983	$ (172,446)	$26,008,777
Balance, December 31, 2005	1,854,618	$ 7,418,472	$ 9,191,567	$ 585,416	$ (43,562)	$17,151,893
Issuance of common stock	31,232	124,928	187,638	-	-	312,566
Net income	-	-	-	282,603	-	282,603
Change in unrealized gain (loss) on securities available for sale	-	-	-	-	(2,403)	(2,403)
Total comprehensive income	-	-	-	-	-	280,200
Balance, March 31, 2006	1,885,850	$ 7,543,400	$ 9,379,205	$ 868,019	$ (45,965)	$17,744,659

See accompanying notes to consolidated financial statements.

Village Bank and Trust Financial Corp. and Subsidiary
Consolidated Statements of Cash Flows
Three Months Ended March 31, 2007 and 2006
(Unaudited)

	2007	2006
Cash Flows from Operating Activities		
Net income	$ 359,349	$ 282,603
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Depreciation and amortization	170,947	95,226
Provision for loan losses	208,342	217,400
Gain on loans sold	(383,789)	(333,611)
Proceeds from sale of mortgage loans	17,144,190	14,034,623
Origination of mortgage loans for sale	(16,990,454)	(14,441,425)
Amortization of premiums and accretion of discounts on securities, net	(24,654)	(5,959)
Increase (decrease) in interest receivable	19,885	(104,704)
Increase in other assets	(1,667,118)	(427,915)
Increase in interest payable	33,658	42,949
Increase (decrease) in other liabilities	245,082	(328,091)
Net cash used in operating activities	(884,563)	(968,904)
Cash Flows from Investing Activities		
Purchases of available for sale securities	(10,967,860)	(597,889)
Maturities and calls of available for sale securities	616,018	629,435
Net increase in loans	(17,769,955)	(18,929,458)
Purchases of premises and equipment	(376,459)	(134,049)
Net cash used in investing activities	(28,498,257)	(19,031,961)
Cash Flows from Financing Activities		
Issuance of common stock	-	312,566
Net increase in deposits	22,855,777	506,107
Net increase (decrease) in other borrowings	(214,279)	2,363,160
Net cash provided by financing activities	22,641,498	3,181,833
Net decrease in cash and cash equivalents	(6,741,322)	(16,819,032)
Cash and cash equivalents, beginning of period	17,198,503	25,828,554
Cash and cash equivalents, end of period	$ 10,457,181	$ 9,009,522

See accompanying notes to consolidated financial statements.

Notes to Condensed Consolidated Financial Statements (Unaudited)

Note 1 - Principles of presentation

Village Bank and Trust Financial Corp. (the Company) is the holding company of Village Bank (the Bank). The consolidated financial statements include the accounts of the Company, the Bank and the Bank s three wholly-owned subsidiaries, Village Bank Mortgage Corporation, Village Insurance Agency, Inc., and Village Financial Services Corporation. All material intercompany balances and transactions have been eliminated in consolidation.

In the opinion of management, the accompanying condensed consolidated financial statements of the Company have been prepared on the accrual basis in accordance with generally accepted accounting principles for interim financial information. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. However, all adjustments that are, in the opinion of management, necessary for a fair presentation have been included. The results of operations for the three month period ended March 31, 2007 is not necessarily indicative of the results to be expected for the full year ending December 31, 2007. The unaudited interim financial statements should be read in conjunction with the audited financial statements and notes to financial statements that are presented in the Company s Annual Report on Form 10-KSB for the year ended December 31, 2006 as filed with the Securities and Exchange Commission.

Note 2 - Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the balance sheets and statements of income for the period. Actual results could differ significantly from those estimates.

Note 3 - Earnings per common share

Basic earnings per common share is computed by dividing the net income by the weighted-average number of common shares outstanding during the period. For the three month periods ended March 31, 2007 and 2006, the weighted-average number of common shares totaled 2,562,088 and 1,870,208, respectively. Diluted earnings per share reflects the potential dilution of securities that could share in the net income of the Company. Outstanding options and warrants to purchase common stock were considered in the computation of diluted earnings per share for the periods presented. For the three month periods ended March 31, 2007 and 2006, the weighted-average number of common shares on a fully diluted basis totaled 2,688,872 and 2,133,281, respectively. There were no options to acquire common stock that were anti-dilutive for the three month period ended March 31, 2007 and 2006.

Note 4 Stock warrant and incentive plans

On March 21, 2000, the Company approved the Organizational Investors Warrant Plan which made available 140,000 warrants for grant to the Company s initial (organizational) investors for certain risks associated with the establishment of the Bank. The warrants have an exercise price of $10 per share (which approximated the fair value per share of common stock at issuance date) and expire in April 2008. At March 31, 2007, 140,000 warrants had been issued and none had been exercised.

Also on March 21, 2000, the Company established the Incentive Plan, a stock incentive plan, which authorizes the issuance of up to 455,000 shares of common stock (increased from 255,000 shares by amendment to the Incentive Plan approved by the Company s shareholders at its 2006 annual meeting on May 23, 2006) to assist the Company in recruiting and retaining key personnel.

Prior to January 1, 2006, the Company applied Accounting Principles Board Opinion 25, Accounting for Stock Issued to Employees (APB 25), in accounting for stock based compensation granted to employees and directors pursuant to the stock incentive plan. Under APB 25, compensation expense was determined based upon the fair value of the awards at the grant date consistent with the method under Statement of Financial Accounting Standards No. 123, Accounting for Stock-Based Compensation (SFAS 123), and the impact of this expense on net income and earnings per share was disclosed in the notes to financial statements. Effective January 1, 2006, the Company adopted SFAS No. 123 (Revised 2004), Share-Based Payment, issued in December 2004, a revision of SFAS 123, and superseding APB 25, and its related implementation guidance. SFAS 123 (Revised 2004) requires an entity to measure the cost of employee services received in exchange for an award of equity instruments based on the grant-date fair value of the award (with limited exceptions). That cost is recognized over the period during which an employee is required to provide service in exchange for the award rather than disclosed in the financial statements.

The following table summarizes stock options outstanding under the stock incentive plan at the indicated dates:

	Three Months Ended March 31, 2007			2006		
	Options	Weighted Average Exercise Price	Fair Value Per Share	Options	Weighted Average Exercise Price	Fair Value Per Share
Options outstanding at beginning of period	251,910	$ 10.22	$ 4.67	241,660	$ 9.14	$ 4.47
Granted	-	-		-	-	
Forfeited	-	-		-	-	
Exercised	-	-		(3,000)	8.20	4.33
Options outstanding at end of period	251,910	$ 10.22	$ 4.67	238,660	$ 9.25	$ 4.47
Options exercisable at end of period	235,410			238,660		

During the first quarter of 2007, we granted to certain officers 5,725 restricted shares of common stock and 5,725 performance shares of common stock with a weighted average fair market value of $15.95 at the date of grant. The restricted stock awards have three-year graded vesting, and the performance shares cliff vest at the end of the three years. The number of performance shares that

ultimately vest is dependent upon achieving specific performance targets. Prior to vesting, these shares are subject to forfeiture to us without consideration upon termination of employment under certain circumstances. The total number of non-vested restricted stock and performance share awards was 11,092 at March 31, 2007.

Stock-based compensation expense was not material to the results of operations for the three months ended March 31, 2007 and 2006, respectively. Unamortized stock-based compensation as of March 31, 2007 was $82,669 for stock options and $176,921 for restricted stock and performance shares.

Note 5 Trust preferred securities

During the first quarter of 2005, Southern Community Financial Capital Trust I, a wholly-owned subsidiary of the Company, was formed for the purpose of issuing redeemable securities. On February 24, 2005, $5.2 million of Trust Preferred Capital Notes were issued through a pooled underwriting. The securities have a LIBOR-indexed floating rate of interest (three-month LIBOR plus 2.15%) which adjusts, and is payable, quarterly. The interest rate at March 31, 2007 was 7.49%. The securities may be redeemed at par beginning on March 15, 2010 and each quarter after such date until the securities mature on March 15, 2035. The principal asset of the Trust is $5.2 million of the Company s junior subordinated debt securities with like maturities and like interest rates to the Trust Preferred Capital Notes.

The Trust Preferred Capital Notes may be included in Tier 1 capital for regulatory capital adequacy determination purposes up to 25% of Tier 1 capital after its inclusion. The portion of the Trust Preferred Capital Notes not considered as Tier 1 capital may be included in Tier 2 capital.

The obligations of the Company with respect to the issuance of the Trust Preferred Capital Notes constitute a full and unconditional guarantee by the Company of the Trust s obligations with respect to the Trust Preferred Capital Notes. 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 Trust Preferred Capital Notes and require a deferral of common dividends.

ITEM 2 - MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

Forward-Looking Statements

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 we expect, we believe or words of similar import. Such forward-looking statements involve known and unknown risks including, but not limited to, the following factors:

- interest rate fluctuations;
- risk inherent in making loans such as repayment risks and fluctuating collateral values;
- economic conditions in the Richmond metropolitan area;
- the ability to continue to attract low cost core deposits to fund asset growth;
- changes in general economic and business conditions;
- changes in laws and regulations applicable to us;
- competition within and from outside the banking industry;
- the ability to successfully manage the Company s growth or implement its growth strategies if it is unable to identify attractive markets, locations or opportunities to expand in the future;
- maintaining capital levels adequate to support the Company s growth;
- reliance on the Company s management team, including its ability to attract and retain key personnel;
- new products and services in the banking industry;
- problems with our technology, and
- changing trends in customer profiles and behavior.

Although we believe that our expectations with respect to the forward-looking statements are based upon reliable assumptions within the bounds of our knowledge of our 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.

General

The Company was organized under the laws of the Commonwealth of Virginia as a bank holding company whose activities consist of investment in its wholly-owned subsidiary, the Bank. The Bank is engaged in commercial and retail banking. We opened to the public on December 13, 1999. We place special emphasis on serving the financial needs of individuals, small and medium sized businesses, entrepreneurs, and professional concerns.

The Bank has three subsidiaries: Village Bank Mortgage Company, Village Insurance Agency, Inc., and Village Financial Services Corporation. Through our combined companies, we offer a wide range of banking and related financial services, including checking, savings, certificates of deposit and other depository services, and commercial, real estate and consumer loans. We are a community-oriented and locally owned and managed financial institution focusing on providing a high level of responsive and personalized services to our customers, delivered in the context of a strong direct relationship with the customer. We conduct our operations from our main office/corporate headquarters location and eight branch offices.

Net interest income is our primary source of earnings and represents the difference between interest and fees earned on interest-earning assets and the interest paid on interest-bearing liabilities. The level of net interest income is affected primarily by variations in the volume and mix of those assets and liabilities, as well as changes in interest rates when compared to previous periods of operation. In addition, revenues are generated from fees charged on deposit accounts and gains from sale of mortgage loans to third-party investors.

Our total assets increased to $314,503,000 at March 31, 2007 from $291,218,000 at December 31, 2006, an increase of $23,285,000, or 8%. The increase in assets resulted primarily from increases in net loans of $17,562,000, liquid assets (cash and due from banks, federal funds sold and investment securities available for sale) of $3,643,000, and other assets of $1,665,000. These increases in assets were funded by an increase in deposits of $22,856,000.

The following presents management s discussion and analysis of the financial condition of the Company at March 31, 2007 and December 31, 2006, and results of operations for the Company for the three month periods ended March 31, 2007 and 2006. This discussion should be read in conjunction with the Company s Annual Report on Form 10-KSB for the year ended December 31, 2006 as filed with the Securities and Exchange Commission as well as the first quarter 2007 financial statements and notes thereto appearing elsewhere in this report.

Results of operations

Net income totaled $359,000, or $0.13 per share on a fully diluted basis, in the first quarter of 2007 compared to net income of $283,000, or $0.13 per share on a fully diluted basis, in the first quarter of 2006. This represents an increase in net income of $76,000, or 27%.

The Company s primary source of income, net interest income, increased by $505,000, or 23%, from $2,221,000 in the first quarter of 2006 to $2,726,000 in the first quarter of 2007. Noninterest income increased by $87,000, or 15%, from $578,000 in the first quarter of 2006 to $665,000 in the first quarter of 2007. Noninterest expense increased by $486,000, or 23%, from $2,153,000 in the first quarter of 2006 to $2,639,000 in the first quarter of 2007. These increases in the components of our earnings are attributable to the growth and expansion of the Bank. This growth is demonstrated in the following schedule (dollars in thousands):

	March 31, 2007	2006	Increase Amount	Percent
Total assets				
At period end	$ 314,503	$ 218,152	$ 96,351	44%
Average for the quarter	298,570	218,659	79,911	37%
Loans, net of deferred fees				
At period end	258,778	191,308	67,470	35%
Average for the quarter	250,540	182,099	68,441	38%
Deposits				
At period end	276,166	187,259	88,907	47%
Average for the quarter	261,463	172,522	88,941	52%
Number of offices	9	7	2	29%

While we believe that the Company will continue to grow, we do not anticipate growth rates reflected in the above schedule to be the same in the future, as increasing interest rates and the decline in real estate development are expected to slow down loan growth.

Net interest income

Net interest income is our primary source of earnings and represents the difference between interest and fees earned on interest-earning assets and the interest paid on interest-bearing liabilities. The level of net interest income is affected primarily by variations in the volume and mix of those assets and liabilities, as well as changes in interest rates when compared to previous periods of operation.

Net interest income for the three months ended March 31, 2007 and 2006 was $2,726,000 and $2,221,000, respectively. This increase of $505,000, or 23%, occurred despite a 46 basis point decline in our net interest margin. The increase in net interest income resulted from the significant growth in our loan portfolio. Loans net of deferred fees increased by $67,470,000, or 35%, from $191,308,000 at March 31, 2006 to $258,778,000 at March 31, 2007. Loans net of deferred fees averaged $250,540,000 in the first quarter of 2007 as compared to $182,099,000 in the first quarter of 2006, an increase of $68,441,000, or 38%. Our net interest margin (net interest margin is calculated by dividing net interest income by average earning assets) for the three months ended March 31, 2007 was 4.01% compared to 4.47% for the first three months of 2006. The declining net interest margin is a result of increasing cost of funds as rates on liabilities reprice upwards. While we believe that our net interest margin will not decline significantly during the remainder of 2007 as interest rates have stabilized, we can provide no assurance that it will not.

Average interest-earning assets for the first three months of 2007 increased by $74,409,000, or 37%, compared to the first three months of 2006. The increase in interest-earning assets was due primarily to the growth of our loan portfolio. The average yield on interest-earning assets increased to 8.29% for the first three months of 2007 compared to 7.93% for the first three months of 2006. The increase in the average yields from 2006 to 2007 was due primarily to an improvement in the yield on loans.

Our average interest-bearing liabilities increased by $67,193,000, or 37%, for the first three months of 2007 compared to the first three months of 2006. The growth in interest-bearing liabilities was primarily due to growth in deposits. The average cost of interest-bearing liabilities increased to 4.75% for the first three months of 2007 from 3.84% for the first three months of 2006. The principal reason for the increase in liability costs was increasing interest rates as liabilities reprice. The increasing interest rates were a result of increases in short term interest rates by the Federal Reserve. See our discussion of interest rate sensitivity below for more information.

The following table illustrates average balances of total interest-earning assets and total interest-bearing liabilities for the periods indicated, showing the average distribution of assets, liabilities, shareholders' equity and related income, expense and corresponding weighted-average yields and rates. The average balances used in these tables and other statistical data were calculated using daily average balances. We had no tax exempt assets for the periods presented.

Average Balance Sheets
(In thousands)

	Three Months Ended March 31, 2007			Three Months Ended March 31, 2006		
	Average Balance	Interest Income/ Expense	Annualized Yield Rate	Average Balance	Interest Income/ Expense	Annualized Yield Rate
Loans net of deferred fees	$ 250,540	$ 5,285	8.55%	$ 182,099	$ 3,716	8.28%
Investment securities	14,099	204	5.87%	2,987	36	4.82%
Loans held for sale	2,025	32	6.41%	1,501	24	6.53%
Federal funds and other	9,429	124	5.33%	15,097	166	4.47%
Total interest earning assets	276,093	5,645	8.29%	201,684	3,942	7.93%
Allowance for loan losses	(2,605)			(2,000)		
Cash and due from banks	5,069			5,912		
Premises and equipment, net	11,845			7,354		
Other assets	8,168			5,709		
Total assets	$ 298,570			$ 218,659		
Interest bearing deposits						
Interest checking	$ 9,815	$ 22	0.91%	$ 6,611	$ 9	0.58%
Money market	19,846	157	3.21%	34,675	323	3.78%
Savings	4,110	12	1.14%	4,245	12	1.13%
Certificates	205,832	2,597	5.12%	126,991	1,246	3.98%
Total deposits	239,603	2,788	4.72%	172,522	1,590	3.74%
Borrowings	9,559	130	5.52%	9,447	130	5.60%
Total interest bearing liabilities	249,162	2,918	4.75%	181,969	1,720	3.84%
Noninterest bearing deposits	21,860			18,008		
Other liabilities	1,550			1,061		
Total liabilities	272,572			201,038		
Equity capital	25,998			17,621		
Total liabilities and capital	$ 298,570			$ 218,659		
Net interest income before provision for loan losses		$ 2,727			$ 2,222	
Interest spread - average yield on interest earning assets, less average rate on interest bearing liabilities			3.54%			4.09%
Annualized net interest margin (net interest income expressed as percentage of average earning assets)			4.01%			4.47%

Provision for loan losses

The provision for loan losses for the three months ended March 31, 2007 was $208,000, compared to $217,000 for the three months ended March 31, 2006. The 4% decrease from 2006 to 2007 was due to a lower loan volume in 2007 as compared to 2006. Loans net of deferred fees increased by $17,727,000 in the first three months of 2007 compared to an increase of $18,929,000 in the first three months of 2006. The amount of the loan loss provision is determined by an evaluation of the level of loans outstanding, the level of non-performing loans, historical loan loss experience, delinquency trends, the amount of actual losses charged to the reserve in a given period and assessment of present and anticipated economic conditions. See our discussion of the allowance for loan losses under *Allowance for loan losses* and *Critical accounting policies* below.

Noninterest income

Noninterest income increased from $578,000 for the first three months of 2006 to $665,000 for the first three months of 2007, an $87,000, or 15%, increase. This increase was attributable to an increase in loan originations in the mortgage company and increased service charges and fees resulting from a larger deposit base. Gains on loan sales increased from $334,000 for the first three months of 2006 to $384,000 for the first three months of 2007, a $50,000, or 15% increase. Service charges and fees increased by $46,000, or 37%, from $123,000 for the first three months of 2006 to $169,000 for the first three months of 2007. If the housing market continues to slow down, it will have a negative effect on our noninterest income as a significant amount of noninterest income is derived from gain on sale and fees from mortgage lending.

Noninterest expense

Noninterest expense for the three months ended March 31, 2007 totaled $2,639,000, an increase of $486,000, or 23%, from $2,153,000 for the three months ended March 31, 2006. Salaries and benefits represented the largest increase, increasing by $334,000, or 27%, from $1,232,000 for the first three months of 2006 to $1,565,000 for the first three months of 2007. This increase and other increases in noninterest expense were primarily attributable to the growth of the Company both in personnel and in new branches.

Income taxes

The provision for income taxes of $185,120 for the three months ended March 31, 2007 is based upon the results of operations. Certain items of income and expense are reported in different periods for financial reporting and tax return purposes. The tax effects of these temporary differences are recognized currently in the deferred income tax provision or benefit. Deferred tax assets or liabilities are computed based on the difference between the financial statement and income tax bases of assets and liabilities using the applicable enacted marginal tax rate.

The Company must also evaluate the likelihood that deferred tax assets will be recovered from future taxable income. If any such assets are not likely to be recovered, a valuation allowance must be recognized. We determined that a valuation allowance was not required for deferred tax assets as of March 31, 2007. The assessment of the carrying value of deferred tax assets is based on certain assumptions, changes in which could have a material impact on the Company s financial statements.

Commercial banking organizations conducting business in Virginia are not subject to Virginia income taxes. Instead, they are subject to a franchise tax based on bank capital. The Company recorded a franchise tax expense of $53,000 and $30,000 for the three months ended March

31, 2007 and 2006, respectively.

Loan portfolio

The following table presents the composition of our loan portfolio (excluding mortgage loans held for sale) at the dates indicated.

Loan Portfolio, Net
(In thousands)

	March 31, 2007		December 31, 2006	
	Amount	%	Amount	%
Commercial	$ 18,469	7.1%	$ 17,889	7.4%
Real estate - residential	39,232	15.1%	36,408	15.1%
Real estate - commercial	108,416	41.8%	100,039	41.4%
Real estate - construction	86,359	33.3%	80,324	33.3%
Consumer	6,643	2.6%	6,730	2.8%
Total loans	259,119	100.0%	241,390	100.0%
Less: unearned income, net	(341)		(339)	
Less: Allowance for loan losses	(2,718)		(2,553)	
Total loans, net	$ 256,060		$ 238,498	

Allowance for loan losses

The allowance for loan losses at March 31, 2007 was $2,718,000, compared to $2,553,000 at December 31, 2006. The ratio of the allowance for loan losses to gross portfolio loans (net of unearned income and excluding mortgage loans held for sale) at March 31, 2007 and December 31, 2006 was 1.05% and 1.06%, respectively. The amount of the loan loss provision is determined by an evaluation of the level of loans outstanding, the level of non-performing loans, historical loan loss experience, delinquency trends, the amount of actual losses charged to the reserve in a given period and assessment of present and anticipated economic conditions. See our discussion of the allowance for loan losses under *Critical accounting policies* below.

The following table presents an analysis of the changes in the allowance for loan losses for the periods indicated.

Analysis of Allowance for Loan Losses
(In thousands)

	Three Months Ended March 31, 2007	2006
Beginning balance	$ 2,553	$ 1,931
Provision for loan losses	208	217
Charge-offs - comercial	(43)	-
Recoveries	-	-
Ending balance	$ 2,718	$ 2,148
Loans outstanding at end of period (1)	$ 258,778	$ 191,308
Ratio of allowance for loan losses as a percent of loans outstanding at end of period	1.05%	1.12%
Average loans outstanding for the period (1)	$ 250,540	$ 182,099
Ratio of net charge-offs to average loans outstanding for the period	0.02%	N/A

Investment portfolio

At March 31, 2007 and December 31, 2006, all of our securities were classified as available-for-sale. The following table presents the composition of our investment portfolio at the dates indicated.

Investment Securities Available-for-Sale
(in thousands)

	Par Value	Amortized Cost	Unrealized Gain (Loss)	Estimated Fair Value	Average Yield
March 31, 2007					
US Government Agencies					
Within one year	$ 11,000	$ 10,985	$ (7)	$ 10,978	5.13%
One to five years	360	360	(6)	354	4.65%
More than five years	11,789	11,789	(15)	11,774	5.83%
Total	23,149	23,134	(28)	23,106	5.48%
Mortgage-backed securities					
More than five years	66	66	-	66	3.60%
Other investments					
More than five years	-	-	-	-	
Total investment securities	$ 23,215	$ 23,200	$ (28)	$ 23,172	5.47%
December 31, 2006					
US Government Agencies					
Within one year	$ 605	$ 597	$ -	$ 597	5.22%
One to five years	360	360	(9)	351	4.65%
More than five years	11,789	11,789	(27)	11,762	5.83%
Total	12,754	12,746	(36)	12,710	5.77%
Mortgage-backed securities					
More than five years	77	77	-	77	3.57%
Other investments					
More than five years	-	-	-	-	
Total investment securities	$ 12,831	$ 12,823	$ (36)	$ 12,787	5.75%

Goodwill

Goodwill, which represents the excess of purchase price over fair value of net assets acquired, is evaluated at least annually for impairment by comparing its fair value with its recorded amount and is written down when appropriate. Projected net operating cash flows are compared to the carrying amount of the goodwill recorded and, if the estimated net operating cash flows are less than the carrying amount, a loss is recognized to reduce the carrying amount to fair value.

Goodwill of $689,000 at March 31, 2007 was related to the Bank s acquisition of Village Bank Mortgage in 2003. There was no impairment of goodwill at March 31, 2007.

Deposits

Total deposits increased by $22,856,000, or 9%, during the first three months of 2007 as compared to an increase of $506,000, or less than 1%, during the first three months of 2006. The increase in deposits in 2007 resulted primarily from an increase in certificates of deposit of $20,586,000. The increase in certificates of deposit was due primarily to efforts to increase liquidity to fund the large increase in loans discussed previously.

The mix of our deposits continues to be weighted toward time deposits, which represent 80% of our total deposits at March 31, 2007 as compared to 79% at December 31, 2006. As our branch network increases and becomes more convenient to a larger segment of our targeted customer base, we believe that a move to a higher percentage of our deposits in checking accounts will occur. Additionally, we are emphasizing checking account deposit growth at our existing branches by providing incentives to branch personnel for reaching new checking account growth goals.

The average cost of interest-bearing deposits for the three months ended March 31, 2007 and 2006 was 4.72% and 3.74%, respectively. This increase in our average cost of interest-bearing deposits has mirrored the overall increase in interest rates resulting from the actions by the Federal Reserve to increase short-term interest rates. We expect this increase in our cost of deposits to increase if the Federal Reserve continues to increase short-term interest rates.

The variety of deposit accounts that we offer has allowed us to be competitive in obtaining funds and has allowed us to respond with flexibility to, although not to eliminate, the threat of disintermediation (the flow of funds away from depository institutions such as banking institutions into direct investment vehicles such as government and corporate securities). Our ability to attract and retain deposits, and our cost of funds, has been, and is expected to continue to be, significantly affected by money market conditions.

Borrowings

We use borrowings to supplement deposits when they are available at a lower overall cost to us or they can be invested at a positive rate of return.

As a member of the Federal Home Loan Bank of Atlanta (FHLB), the Bank is required to own capital stock in the FHLB and is authorized to apply for borrowings from the FHLB. Each FHLB credit program has its own interest rate, which may be fixed or variable, and range of maturities. The FHLB may prescribe the acceptable uses to which the advances may be put, as well as on the size of the advances and repayment provisions. Borrowings from the FHLB were $4,000,000 at March 31, 2007 and December 31, 2006. The FHLB advances are secured by the pledge of first mortgage loans and the pledge of our FHLB stock.

Capital resources

Stockholders equity at March 31, 2007 was $26,009,000, compared to $25,644,000 at December 31, 2006. The $365,000 increase in equity during the first three months of 2007 was primarily due to net income of $359,000. Stockholders equity at March 31, 2006 was $17,745,000 compared to $17,152,000 at December 31, 2005. The $593,000 increase in equity during the first three months of 2006 was due to proceeds from the issuance of common stock of $313,000 from the exercise of options and warrants and net income of $283,000.

During the first quarter of 2005, the Company issued $5.2 million in Trust Preferred Capital Notes. The Trust Preferred Capital Notes may be included in Tier 1 capital for regulatory capital adequacy determination purposes up to 25% of Tier 1 capital after its inclusion.

The following table presents the composition of regulatory capital and the capital ratios at the dates indicated.

Analysis of Capital
(*In thousands*)

	March 31, 2007	December 31, 2006
Tier 1 capital		
Common stock	$ 10,248	$ 10,248
Additional paid-in capital	13,589	13,589
Retained earnings	2,344	1,985
Qualifying trust preferred securities	5,000	5,000
Total equity	31,181	30,822
Less: goodwill	(689)	(689)
Total Tier 1 capital	30,492	30,133
Tier 2 capital		
Allowance for loan losses	2,718	2,553
Total Tier 2 capital	2,718	2,553
Total risk-based capital	33,210	32,686
Risk-weighted assets	$ 297,026	$ 275,323
Capital ratios		
Tier 1 capital to risk-weighted assets	10.3%	10.9%
Total capital to risk-weighted assets	11.2%	11.9%
Leverage ratio (Tier 1 capital to average assets)	10.2%	10.6%
Equity to total assets	8.3%	8.8%

Liquidity

Liquidity provides us with the ability to meet normal deposit withdrawals, while also providing for the credit needs of customers. We are committed to maintaining liquidity at a level sufficient to protect depositors, provide for reasonable growth, and fully comply with all regulatory requirements.

At March 31, 2007, cash, cash equivalents and investment securities available for sale totaled $33,629,000, or 10.7% of total assets, which we believe is adequate to meet short-term liquidity needs.

At March 31, 2007, we had commitments to originate $77,189,000 of loans. Fixed commitments to incur capital expenditures were less than $25,000 at March 31, 2007. Time deposits scheduled to mature in the 12-month period ending March 31, 2008 totaled $143,738,000 at March 31, 2007. Based on past experience, we believe that a significant portion of such deposits will remain with us. We further believe that loan repayments and other sources of funds such as deposit growth will be adequate to meet our foreseeable short- and long-term liquidity needs.

20

Interest rate sensitivity

An important element of asset/liability management is the monitoring of our sensitivity to interest rate movements. In order to measure the effects of interest rates on our net interest income, management takes into consideration the expected cash flows from the securities and loan portfolios and the expected magnitude of the repricing of specific asset and liability categories. We evaluate interest sensitivity risk and then formulate guidelines to manage this risk based on management s outlook regarding the economy, forecasted interest rate movements and other business factors. Our goal is to maximize and stabilize the net interest margin by limiting exposure to interest rate changes.

Contractual principal repayments of loans do not necessarily reflect the actual term of our loan portfolio. The average lives of mortgage loans are substantially less than their contractual terms because of loan prepayments and because of enforcement of due-on-sale clauses, which gives us the right to declare a loan immediately due and payable in the event, among other things, the borrower sells the real property subject to the mortgage and the loan is not repaid. In addition, certain borrowers increase their equity in the security property by making payments in excess of those required under the terms of the mortgage.

The sale of fixed rate loans is intended to protect us from precipitous changes in the general level of interest rates. The valuation of adjustable rate mortgage loans is not as directly dependent on the level of interest rates as is the value of fixed rate loans. As with other investments, we regularly monitor the appropriateness of the level of adjustable rate mortgage loans in our portfolio and may decide from time to time to sell such loans and reinvest the proceeds in other adjustable rate investments.

The data in the following table reflects repricing or expected maturities of various assets and liabilities at March 31, 2007. The gap analysis represents the difference between interest-sensitive assets and liabilities in a specific time interval. Interest sensitivity gap analysis presents a position that existed at one particular point in time, and assumes that assets and liabilities with similar repricing characteristics will reprice at the same time and to the same degree.

Interest Rate Sensitivity GAP Analysis
March 31, 2007
(*In thousands*)

	Within 3 Months	3 to 6 Months	6 to 12 Months	13 to 36 Months	More than 36 Months	Total
Interest Rate Sensitive Assets						
Loans (1)						
Fixed rate	$ 2,355	$ 2,378	$ 8,044	$ 8,005	$ 40,469	$ 61,251
Variable rate	136,661	7,395	5,424	13,930	34,458	197,868
Investment securities	10,978	-	-	-	12,194	23,172
Loans held for sale	3,379	-	-	-	-	3,379
Federal funds sold	5,211	-	-	-	-	5,211
Total rate sensitive assets	158,584	9,773	13,468	21,935	87,121	290,881
Cumulative rate sensitive assets	158,584	168,357	181,825	203,760	290,881	
Interest Rate Sensitive Liabilities						
Interest checking (2)	-	-	-	10,814	-	10,814
Money market accounts	20,870	-	-	-	-	20,870
Savings (2)	-	-	-	3,930	-	3,930
Certificates of deposit	51,353	43,173	49,212	60,059	16,254	220,051
FHLB advances	-	-	-	4,000	-	4,000
Trust Preferred Securities	-	-	-	-	5,155	5,155
Other borrowings	490	-	-	-	-	490
Total rate sensitive liabilities	72,713	43,173	49,212	78,803	21,409	265,310
Cumulative rate sensitive liabilities	72,713	115,886	165,098	243,901	265,310	
Rate sensitivity gap for period	$85,871	$(33,400)	$(35,744)	$(56,868)	$ 65,712	$ 25,571
Cumulative rate sensitivity gap	$85,871	$ 52,471	$ 16,727	$(40,141)	$ 25,571	
Ratio of cumulative gap to total assets	27.3%	16.7%	5.3%	(12.8)%	8.1%	
Ratio of cumulative rate sensitive assets to cumulative rate sensitive liabilities	218.1%	145.3%	110.1%	83.5%	109.6%	
Ratio of cumulative gap to cumulative rate sensitive assets	54.1%	31.2%	9.2%	(19.7)%	8.8%	

(1) Includes nonaccrual loans of approximately $3,382,000, which are spread throughout the categories.
(2) Management believes that interest checking and savings accounts are generally not sensitive to changes in interest

rates and therefore has placed such deposits in the "13 to 36 months" category.

At March 31, 2007, our assets that reprice within one year exceeded liabilities that reprice within one year by $16,727,000 and therefore we were in an asset positive position. An asset positive position, or positive gap, can adversely affect earnings in periods of falling interest rates, but can improve earnings in periods of rising interest rates. This positive position is due primarily to our adjustable rate loan portfolio.

Critical accounting policies

The financial condition and results of operations presented in the financial statements, accompanying notes to the financial statements and management's discussion and analysis are, to a large degree, dependent upon our accounting policies. The selection and application of these accounting policies involve judgments, estimates, and uncertainties that are susceptible to change.

Presented below is a discussion of those accounting policies that management believes are the most important accounting policies to the portrayal and understanding of our financial condition and results of operations. These critical accounting policies require management's most difficult, subjective and complex judgments about matters that are inherently uncertain. In the event that different assumptions or conditions were to prevail, and depending upon the severity of such changes, the possibility of materially different financial condition or results of operations is a reasonable likelihood. See also Note 1 of the *Notes to Consolidated Financial Statements* filed with the Company s Annual Report on Form 10-KSB for the year ended December 31, 2006.

We monitor and maintain an allowance for loan losses to absorb an estimate of probable losses inherent in the loan portfolio. We maintain policies and procedures that address the systems of controls over the following areas of maintenance of the allowance: the systematic methodology used to determine the appropriate level of the allowance to provide assurance they are maintained in accordance with accounting principles generally accepted in the United States of America; the accounting policies for loan charge-offs and recoveries; the assessment and measurement of impairment in the loan portfolio; and the loan grading system.

We evaluate various loans individually for impairment as required by Statement of Financial Accounting Standards (SFAS) 114, *Accounting by Creditors for Impairment of a Loan*, and SFAS 118, *Accounting by Creditors for Impairment of a Loan - Income Recognition and Disclosures*. Loans evaluated individually for impairment include non-performing loans, such as loans on non-accrual, loans past due by 90 days or more, restructured loans and other loans selected by management. The evaluations are based upon discounted expected cash flows or collateral valuations. If the evaluation shows that a loan is individually impaired, then a specific reserve is established for the amount of impairment. If a loan evaluated individually is not impaired, then the loan is assessed for impairment under SFAS 5, *Accounting for Contingencies*, with a group of loans that have similar characteristics.

For loans without individual measures of impairment, we make estimates of losses for groups of loans as required by SFAS 5. Loans are grouped by similar characteristics, including the type of loan, the assigned loan classification and the general collateral type. A loss rate reflecting the expected loss inherent in a group of loans is derived based upon estimates of default rates for a given loan grade, the predominant collateral type for the group and the terms of the loan. The resulting estimate of losses for groups of loans is adjusted for relevant environmental factors and other conditions of the portfolio of loans and leases, including: borrower and industry concentrations; levels and trends in delinquencies, charge-offs and recoveries; changes in underwriting standards and risk selection; level of experience, ability and depth of lending management; and national and local economic conditions.

The amounts of estimated impairment for individually evaluated loans and groups of loans are added together for a total estimate of loan losses. This estimate of losses is compared to our allowance for loan losses as of the evaluation date and, if the estimate of losses is greater than the allowance, an additional provision to the allowance would be made. If the estimate of losses is less than the allowance, the degree to which the allowance exceeds the estimate is evaluated to determine whether the allowance falls outside a range of estimates. If the estimate of losses is

below the range of reasonable estimates, the allowance would be reduced by way of a credit to the provision for loan losses. We recognize the inherent imprecision in estimates of losses due to various uncertainties and variability related to the factors used, and therefore a reasonable range around the estimate of losses is derived and used to ascertain whether the allowance is too high. If different assumptions or conditions were to prevail and it is determined that the allowance is not adequate to absorb the new estimate of probable losses, an additional provision for loan losses would be made, which amount may be material to the financial statements.

Impact of inflation and changing prices and seasonality

The financial statements in this document have been prepared in accordance with generally accepted accounting principles which require the measurement of financial position and operating results in terms of historical dollars, without consideration of changes in the relative purchasing power of money over time due to inflation.

Unlike industrial companies, most of the assets and liabilities of a financial institution are monetary in nature. As a result, interest rates have a more significant impact on a financial institution s performance than the effects of general levels of inflation. Interest rates do not necessarily move in the same direction or in the same magnitude as the price of goods and services, since such prices are affected by inflation.

ITEM 3 CONTROLS AND PROCEDURES

Based upon an evaluation as of March 31, 2007 under the supervision and with the participation of the Company s Chief Executive Officer and Chief Financial Officer of the effectiveness of the design and operation of the Company s disclosure controls and procedures, they have concluded that our disclosure controls and procedures, as defined in Rule 13a-15 under the Securities Exchange Act of 1934, as amended, are effective in ensuring that all material information required to be disclosed in reports that it files or submits under such Act are made known to them in a timely fashion.

Our management is also responsible for establishing and maintaining adequate internal control over financial reporting. There were no changes in our internal control over financial reporting identified in connection with the evaluation of it that occurred during the Company s last fiscal quarter that materially affected, or are reasonably likely to materially affect, internal control over financial reporting.

PART II OTHER INFORMATION

ITEM 1 LEGAL PROCEEDINGS

Not applicable.

ITEM 2 UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Not applicable.

ITEM 3 DEFAULTS UPON SENIOR SECURITIES

Not applicable.

ITEM 4 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

Not applicable.

ITEM 5 OTHER INFORMATION

Not applicable.

ITEM 6 EXHIBITS

31.1	Certification of Chief Executive Officer
31.2	Certification of Chief Financial Officer

32.1	Statement of Chief Executive Officer and Chief Financial Officer Pursuant to 18 U.S.C. Section 1350

SIGNATURES

In accordance with the requirements of the Exchange Act, the Registrant caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

VILLAGE BANK AND TRUST FINANCIAL CORP.
(Registrant)

Date: May 11, 2007

By: /s/ Thomas W. Winfree
Thomas W. Winfree
President and
Chief Executive Officer

Date: May 11, 2007

By: /s/ C. Harril Whitehurst, Jr.
C. Harril Whitehurst, Jr.
Senior Vice President and
Chief Financial Officer

Exhibit Index

Exhibit Number	Document
31.1	Certification of Chief Executive Officer
31.2	Certification of Chief Financial Officer
32.1	Statement of Chief Executive Officer and Chief Financial Officer Pursuant to 18 U.S.C. Section 1350