

SUMMIT FINANCIAL GROUP INC
Form 10-Q
May 10, 2007

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

FORM 10 - Q

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

For the quarterly period ended **March 31, 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 **0-16587**

Summit Financial Group, Inc.

(Exact name of registrant as specified in its charter)

West Virginia

(State or other jurisdiction of
incorporation or organization)

55-0672148

(IRS Employer
Identification No.)

300 North Main Street

Moorefield, West Virginia 26836

(Address of principal executive
offices) (Zip
Code)

(304) 530-1000

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Sections 13 or 15(d) of the Securities and Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant 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

Indicate the number of shares outstanding of each of the issuer's classes of Common Stock as of the latest practicable date.

Common Stock, \$2.50 par value
7,084,980 shares outstanding as of May 4, 2007

Summit Financial Group, Inc. and Subsidiaries**Table of Contents**

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| | Exhibits | |
| | Exhibit 3.1 By-Laws of Summit Financial Group, Inc. as last amended and restated on April 27, 2007 | |
| | Exhibit 10.1 Chief Banking Officer Incentive Plan | |
| Exhibit 11 | Statement re: Computation of Earnings per Share - Information contained in Note 4 to the Consolidated Financial Statements on page 11 of this Quarterly Report is incorporated herein by reference. | |
| Exhibit 31.1 | Sarbanes-Oxley Act Section 302 Certification of Chief Executive Officer | |
| Exhibit 31.2 | Sarbanes-Oxley Act Section 302 Certification of Chief Financial Officer | |
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Summit Financial Group, Inc. and Subsidiaries
Consolidated Balance Sheets (unaudited)

| | March 31, 2007 (unaudited) | December 31, 2006 (*) | March 31, 2006 (unaudited) |
|--|---|---------------------------------------|---|
| ASSETS | | | |
| Cash and due from banks | \$ 12,232,258 | \$ 12,030,969 | \$ 14,780,214 |
| Interest bearing deposits with other banks | 105,752 | 270,589 | 1,658,080 |
| Federal funds sold | 1,412,000 | 517,000 | 607,000 |
| Securities available for sale | 258,172,895 | 247,874,120 | 233,804,893 |
| Loans, net | 930,768,989 | 916,045,185 | 824,359,382 |
| Property held for sale | 42,000 | 41,000 | 268,287 |
| Premises and equipment, net | 22,178,553 | 22,445,635 | 22,782,107 |
| Accrued interest receivable | 6,656,344 | 6,351,575 | 4,845,037 |
| Intangible assets | 3,158,732 | 3,196,520 | 3,309,885 |
| Other assets | 17,027,641 | 16,343,431 | 16,699,264 |
| Assets related to discontinued operations | 2,169,610 | 9,714,749 | 14,577,381 |
| Total assets | \$ 1,253,924,774 | \$ 1,234,830,773 | \$ 1,137,691,530 |

**LIABILITIES AND SHAREHOLDERS'
EQUITY**

| | | | |
|---|----------------------|----------------------|----------------------|
| Liabilities | | | |
| Deposits | | | |
| Non interest bearing | \$ 60,644,647 | \$ 62,591,493 | \$ 62,860,714 |
| Interest bearing | 816,580,699 | 826,096,142 | 667,876,124 |
| Total deposits | 877,225,346 | 888,687,635 | 730,736,838 |
| Short-term borrowings | 79,886,486 | 60,427,675 | 136,482,684 |
| Long-term borrowings | 182,225,213 | 174,292,074 | 163,547,368 |
| Subordinated debentures owed to unconsolidated subsidiary trusts | 19,589,000 | 19,589,000 | 19,589,000 |
| Other liabilities | 10,959,819 | 9,849,834 | 10,763,518 |
| Liabilities related to discontinued operations | 1,104,319 | 2,109,320 | 755,962 |
| Total liabilities | 1,170,990,183 | 1,154,955,538 | 1,061,875,370 |

Commitments and Contingencies

Shareholders' Equity

Common stock and related surplus, \$2.50
par value;

authorized 20,000,000 shares, issued and
outstanding

2007 - 7,084,980 shares; issued December

2006 - 7,084,980

| | | |
|------------|------------|------------|
| 18,028,656 | 18,020,591 | 18,905,744 |
|------------|------------|------------|

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| | | | |
|---|-------------------------|-------------------------|-------------------------|
| shares; issued March 2006 - 7,134,920 | | | |
| shares | | | |
| Retained earnings | 64,807,164 | 62,206,325 | 59,186,406 |
| Accumulated other comprehensive income | 98,771 | (351,681) | (2,275,990) |
| Total shareholders' equity | 82,934,591 | 79,875,235 | 75,816,160 |
| Total liabilities and shareholders' equity | \$ 1,253,924,774 | \$ 1,234,830,773 | \$ 1,137,691,530 |

(*) - December 31, 2006 financial information has been extracted from audited consolidated financial statements

See Notes to Consolidated Financial Statements

Summit Financial Group, Inc. and Subsidiaries
Consolidated Statements of Income (unaudited)

| | Three Months Ended | |
|--|---------------------------|---------------------------|
| | March 31, 2007 | March 31, 2006 |
| Interest income | | |
| Interest and fees on loans | | |
| Taxable | \$ 18,597,172 | \$ 15,140,378 |
| Tax-exempt | 115,189 | 99,745 |
| Interest and dividends on securities | | |
| Taxable | 2,579,027 | 2,134,877 |
| Tax-exempt | 544,882 | 511,765 |
| Interest on interest bearing deposits with other banks | 2,692 | 16,457 |
| Interest on Federal funds sold | 3,185 | 7,768 |
| Total interest income | 21,842,147 | 17,910,990 |
| Interest expense | | |
| Interest on deposits | 9,028,100 | 5,153,192 |
| Interest on short-term borrowings | 958,063 | 1,963,989 |
| Interest on long-term borrowings and subordinated debentures | 2,831,973 | 2,414,469 |
| Total interest expense | 12,818,136 | 9,531,650 |
| Net interest income | 9,024,011 | 8,379,340 |
| Provision for loan losses | 390,000 | 325,000 |
| Net interest income after provision for loan losses | 8,634,011 | 8,054,340 |
| Other income | | |
| Insurance commissions | 206,083 | 230,066 |
| Service fees | 616,914 | 630,890 |
| Gain (loss) on sale of assets | 1,828 | (3,875) |
| Other | 187,623 | 146,279 |
| Total other income | 1,012,448 | 1,003,360 |
| Other expense | | |
| Salaries and employee benefits | 3,225,616 | 3,055,157 |
| Net occupancy expense | 418,298 | 401,119 |
| Equipment expense | 446,111 | 449,568 |
| Supplies | 172,118 | 165,879 |
| Professional fees | 174,334 | 207,534 |
| Postage | 67,224 | 55,700 |
| Advertising | 24,551 | 48,886 |
| Amortization of intangibles | 37,788 | 37,788 |
| Other | 1,083,306 | 939,498 |
| Total other expense | 5,649,346 | 5,361,129 |
| Income before income taxes | 3,997,113 | 3,696,571 |
| Income tax expense | 1,201,050 | 1,107,850 |
| Income from continuing operations | \$ 2,796,063 | \$ 2,588,721 |
| Discontinued Operations | | |
| Reversal of severance in exit costs | 80,011 | - |
| Operating income(loss) | (371,736) | 608,878 |

| | | |
|---|--------------|--------------|
| Income from discontinued operations before income tax expense(benefit) | (291,725) | 608,878 |
| Income tax expense(benefit) | (96,500) | 226,000 |
| Income from discontinued operations | (195,225) | 382,878 |
| Net Income | \$ 2,600,838 | \$ 2,971,599 |
| Basic earnings from continuing operations per common share | | |
| | \$ 0.40 | \$ 0.36 |
| Basic earnings per common share | \$ 0.37 | \$ 0.42 |
| Diluted earnings from continuing operations per common share | | |
| | \$ 0.39 | \$ 0.36 |
| Diluted earnings per common share | \$ 0.36 | \$ 0.41 |

See Notes to Consolidated Financial Statements

Summit Financial Group, Inc. and Subsidiaries**Consolidated Statements of Shareholders' Equity (unaudited)**

| | Common Stock and Related Surplus | Retained Earnings | Accumulated Other Compre- hensive Income | Total Share- holders' Equity |
|--|---|------------------------------|---|---|
| Balance, December 31, 2006 | \$ 18,020,591 | \$ 62,206,325 | \$ (351,681) | \$ 79,875,235 |
| Three Months Ended March 31, 2007 | | | | |
| Comprehensive income: | | | | |
| Net income | - | 2,600,838 | - | 2,600,838 |
| Other comprehensive income, net of deferred tax expense of \$276,083: | | | | |
| Net unrealized gain on securities of \$450,452, net of reclassification adjustment for gains included in net income of \$0 | - | - | 450,452 | 450,452 |
| Total comprehensive income | | | | 3,051,290 |
| Exercise of stock options | 8,065 | - | - | 8,065 |
| Balance, March 31, 2007 | \$ 18,028,656 | \$ 64,807,163 | \$ 98,771 | \$ 82,934,590 |
| Balance, December 31, 2005 | \$ 18,856,774 | \$ 56,214,807 | \$ (1,268,356) | \$ 73,803,225 |
| Three Months Ended March 31, 2006 | | | | |
| Comprehensive income: | | | | |
| Net income | - | 2,971,599 | - | 2,971,599 |
| Other comprehensive income, net of deferred tax benefit of (\$617,582): | | | | |
| Net unrealized (loss) on securities of (\$1,007,634) | - | - | (1,007,634) | (1,007,634) |
| Total comprehensive income | | | | 1,963,965 |
| Exercise of stock options | 48,970 | - | - | 48,970 |
| Balance, March 31, 2006 | \$ 18,905,744 | \$ 59,186,406 | \$ (2,275,990) | \$ 75,816,160 |

See Notes to Consolidated Financial Statements

Summit Financial Group, Inc. and Subsidiaries
Consolidated Statements of Cash Flows (unaudited)

| | Three Months Ended | |
|---|---------------------------|------------------|
| | March 31, | March 31, |
| | 2007 | 2006 |
| Cash Flows from Operating Activities | | |
| Net income | \$ 2,600,838 | \$ 2,971,599 |
| Adjustments to reconcile net earnings to net cash provided by operating activities: | | |
| Depreciation | 385,779 | 411,139 |
| Provision for loan losses | 640,000 | 395,000 |
| Stock compensation expense | 8,065 | 6,617 |
| Deferred income tax (benefit) | 28,200 | (127,450) |
| Loans originated for sale | (8,149,409) | (73,051,790) |
| Proceeds from loans sold | 15,674,280 | 80,031,236 |
| (Gain) on sales of loans held for sale | (286,302) | (2,737,342) |
| Securities (gains) | - | - |
| Reversal of exit costs accrual of discontinued operations | (80,192) | |
| Loss on disposal of other assets | (1,828) | 3,875 |
| Amortization of securities premiums, net | (14,781) | 66,874 |
| Amortization of goodwill and purchase accounting adjustments, net | 40,671 | 40,670 |
| (Decrease) in accrued interest receivable | (304,957) | (21,454) |
| (Increase) in other assets | (818,316) | (281,102) |
| Increase in other liabilities | 526,873 | 1,695,198 |
| Net cash provided by (used in) operating activities | 10,248,921 | 9,403,070 |
| Cash Flows from Investing Activities | | |
| Net (increase) decrease in interest bearing deposits with other banks | 164,837 | (121,574) |
| Proceeds from maturities and calls of securities available for sale | 4,484,392 | 955,937 |
| Proceeds from sales of securities available for sale | 1,623,800 | 2,905,400 |
| Principal payments received on securities available for sale | 6,817,338 | 5,585,097 |
| Purchases of securities available for sale | (22,498,098) | (21,145,507) |
| Net (increase) decrease in Federal funds sold | (895,000) | 3,043,000 |
| Net loans made to customers | (15,361,000) | (31,652,753) |
| Purchases of premises and equipment | (122,839) | (798,637) |
| Proceeds from sales of other assets | 85,675 | 16,695 |
| Purchase of life insurance contracts | - | (440,000) |
| | (25,700,895) | (41,652,342) |

| | | | |
|--|-------------------|----|-------------------|
| Net cash provided by (used in) investing activities | | | |
| Cash Flows from Financing Activities | | | |
| Net increase in demand deposit, NOW and savings accounts | 5,238,895 | | 8,955,789 |
| Net increase(decrease) in time deposits | (16,754,207) | | 47,937,426 |
| Net increase(decrease) in short-term borrowings | 19,458,811 | | (45,545,429) |
| Proceeds from long-term borrowings | 10,000,000 | | 15,000,000 |
| Repayment of long-term borrowings | (2,290,236) | | (1,896,415) |
| Exercise of stock options | - | | 42,354 |
| Net cash provided by financing activities | 15,653,263 | | 24,493,725 |
| Increase (decrease) in cash and due from banks | 201,289 | | (7,755,547) |
| Cash and due from banks: | | | |
| Beginning | 12,030,969 | | 22,535,761 |
| Ending | \$ 12,232,258 | \$ | 14,780,214 |

(Continued)

See Notes to Consolidated Financial Statements

Summit Financial Group, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (unaudited)

Note 1. Basis of Presentation

We, Summit Financial Group, Inc. and subsidiaries, prepare our consolidated financial statements in accordance with accounting principles generally accepted in the United States of America for interim financial information and with instructions to Form 10-Q and Regulation S-X. Accordingly, they do not include all the information and footnotes required by accounting principles generally accepted in the United States of America for annual year end financial statements. In our opinion, all adjustments considered necessary for a fair presentation have been included and are of a normal recurring nature.

The presentation of financial statements in conformity with accounting principles generally accepted in the United States of America requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ materially from these estimates.

The results of operations for the three months ended March 31, 2007 are not necessarily indicative of the results to be expected for the full year. The consolidated financial statements and notes included herein should be read in conjunction with our 2006 audited financial statements and Annual Report on Form 10-K. Certain accounts in the consolidated financial statements for December 31, 2006 and March 31, 2006, as previously presented, have been reclassified to conform to current year classifications.

Note 2. Significant New Accounting Pronouncements

In July 2006, the FASB issued FASB Interpretation No. 48, "Accounting for Uncertainty in Income Taxes--an interpretation of FASB Statement No. 109" (FIN 48), which clarifies the accounting and disclosure for uncertain tax positions, as defined. FIN 48 requires that a tax position meet a "probable recognition threshold" for the benefit of the uncertain tax position to be recognized in the financial statements. A tax position that fails to meet the probable recognition threshold will result in either reduction of a current or deferred tax asset or receivable, or recording a current or deferred tax liability. FIN 48 also provides guidance on measurement, derecognition of tax benefits, classification, interim period accounting disclosure, and transition requirements in accounting for uncertain tax positions. This interpretation is effective for fiscal years beginning after December 15, 2006. The Company will be required to apply the provisions of FIN 48 to all tax positions upon initial adoption with any cumulative effect adjustment to be recognized as an adjustment to retained earnings. We adopted the provisions of this statement January 1, 2007, which has not had a material effect on our financial statements.

Note 3. Discontinued Operations

The following table lists the assets and liabilities of Summit Mortgage included in the balance sheet as assets and liabilities related to discontinued operations.

Summit Financial Group, Inc. and Subsidiaries**Notes to Consolidated Financial Statements (unaudited)**

| | March 31, | December | March 31, |
|--|---------------------|-----------------|------------------|
| | 2007 | 31, | 2006 |
| | | 2006 | |
| Assets: | | | |
| Loans held for sale, net | \$ 1,189,966 | \$ 8,428,535 | \$ 12,342,886 |
| Loans, net | 133,838 | 179,642 | 662,208 |
| Premises and equipment, net | - | - | 694,803 |
| Property held for sale | - | 75,000 | 75,000 |
| Other assets | 845,806 | 1,031,572 | 802,483 |
| Total assets | \$ 2,169,610 | \$ 9,714,749 | \$ 14,577,380 |
| Liabilities: | | | |
| Accrued expenses and other liabilities | \$ 1,104,319 | \$ 2,109,320 | \$ 755,962 |
| Total liabilities | \$ 1,104,319 | \$ 2,109,320 | \$ 755,962 |

The results of Summit Mortgage are presented as discontinued operations in a separate category on the income statements following the results from continuing operations. The income (loss) from discontinued operations for the periods ended March 31, 2007 and 2006 is presented below.

Statements of Income from Discontinued Operations

| | For the Quarter Ended March | |
|---|------------------------------------|-------------|
| | 31, | |
| | 2007 | 2006 |
| Interest income | \$ 112,721 | \$ 562,351 |
| Interest expense | 45,411 | 310,548 |
| Net interest income | 67,310 | 251,803 |
| Provision for loan losses | 250,000 | 70,000 |
| Net interest income after provision for loan losses | (182,690) | 181,803 |
| Noninterest income | | |
| Mortgage origination revenue | 803,056 | 6,583,913 |
| (Loss) on sale of assets | (50,814) | - |
| Total noninterest income | 752,242 | 6,583,913 |
| Noninterest expense | | |
| Salaries and employee benefits | 442,368 | 2,102,875 |

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| | | |
|--|---------------------|-------------------|
| Net occupancy expense | (3,880) | 169,608 |
| Equipment expense | 21,892 | 70,291 |
| Professional fees | 97,422 | 77,507 |
| Postage | 33 | 1,735,774 |
| Advertising | 97,674 | 1,290,429 |
| Impairment of long-lived assets | - | - |
| Exit costs | (80,011) | - |
| Other | 285,780 | 710,354 |
| Total noninterest expense | 861,278 | 6,156,838 |
| Income (loss) before income tax expense | (291,726) | 608,878 |
| Income tax expense (benefit) | (96,500) | 226,000 |
| Income (loss) from discontinued operations | \$ (195,226) | \$ 382,878 |

Included in liabilities related to discontinued operations in the accompanying consolidated financial statements is an accrual for exit costs related to the discontinuance of the mortgage banking segment. During fourth quarter 2006, we accrued \$1,859,000 for exit costs, which was comprised of costs related to operating lease terminations, vendor contract terminations, and severance payments. The changes in that accrual are as follows:

Summit Financial Group, Inc. and Subsidiaries**Notes to Consolidated Financial Statements (unaudited)**

| | Operating Lease Terminations | Vendor Contract Termination | Severance Payments | Total |
|--------------------------------|---|--|-------------------------------|---------------------|
| Balance, December 31, 2006 | \$ 734,000 | \$ 740,000 | \$ 385,000 | \$ 1,859,000 |
| Less: | | | | |
| Payments from the accrual | (184,863) | - | (287,889) | (472,752) |
| Reversal of over accrual | - | - | (80,011) | (80,011) |
| Balance, March 31, 2007 | \$ 549,137 | \$ 740,000 | \$ 17,100 | \$ 1,306,237 |

Note 4. Earnings per Share

The computations of basic and diluted earnings per share follow:

| | For the Three Months Ended March 31, | |
|---|---|---------------|
| | 2007 | 2006 |
| Numerator for both basic and diluted earnings per share: | | |
| Income from continuing operations | \$ 2,796,063 | \$ 2,588,721 |
| Income (loss) from discontinued operations | (195,225) | 382,878 |
| Net Income | \$ 2,600,838 | \$ 2,971,599 |
| Denominator | | |
| Denominator for basic earnings per share - weighted average common shares outstanding | 7,084,980 | 7,128,076 |
| Effect of dilutive securities: | | |
| Stock options | 62,190 | 60,987 |
| | 62,190 | 60,987 |
| Denominator for diluted earnings per share - weighted average common shares outstanding and assumed conversions | 7,147,170 | 7,189,063 |
| Basic earnings per share from continuing operations | \$ 0.40 | \$ 0.36 |
| Basic earnings per share from discontinued operations | (0.03) | 0.06 |
| Basic earnings per share | \$ 0.37 | \$ 0.42 |
| Diluted earnings per share from continuing operations | \$ 0.39 | \$ 0.36 |
| Diluted earnings per share from discontinued operations | (0.03) | 0.05 |

| | | | | |
|----------------------------|----|-------------|----|-------------|
| Diluted earnings per share | \$ | 0.36 | \$ | 0.41 |
|----------------------------|----|-------------|----|-------------|

Note 5. Securities

The amortized cost, unrealized gains, unrealized losses and estimated fair values of securities at March 31, 2007, December 31, 2006, and March 31, 2006 are summarized as follows:

Summit Financial Group, Inc. and Subsidiaries**Notes to Consolidated Financial Statements (unaudited)**

| | Amortized Cost | March 31, 2007 | | Estimated Fair Value |
|---|-----------------------|---------------------|---------------------|-------------------------|
| | | Unrealized Gains | Losses | |
| Available for Sale | | | | |
| Taxable: | | | | |
| U. S. Government agencies and corporations | \$ 36,774,275 | \$ 7,704 | \$ 263,509 | \$ 36,518,470 |
| Mortgage-backed securities | 153,538,946 | 649,600 | 1,876,262 | 152,312,284 |
| State and political subdivisions | 3,758,987 | 25,684 | - | 3,784,671 |
| Corporate debt securities | 1,679,740 | 17,968 | 1,551 | 1,696,157 |
| Federal Reserve Bank stock | 729,000 | - | - | 729,000 |
| Federal Home Loan Bank stock | 13,735,100 | - | - | 13,735,100 |
| Other equity securities | 150,410 | - | - | 150,410 |
| Total taxable | 210,366,458 | 700,956 | 2,141,322 | 208,926,092 |
| Tax-exempt: | | | | |
| State and political subdivisions | 41,685,349 | 1,046,096 | 60,783 | 42,670,662 |
| Other equity securities | 5,973,746 | 614,134 | 11,739 | 6,576,141 |
| Total tax-exempt | 47,659,095 | 1,660,230 | 72,522 | 49,246,803 |
| Total | \$ 258,025,553 | \$ 2,361,186 | \$ 2,213,844 | \$ 258,172,895 |

| | Amortized Cost | December 31, 2006 | | Estimated Fair Value |
|---|-----------------------|---------------------|---------------------|-------------------------|
| | | Unrealized Gains | Losses | |
| Available for Sale | | | | |
| Taxable: | | | | |
| U. S. Government agencies and corporations | \$ 37,671,345 | \$ 2,727 | \$ 333,799 | \$ 37,340,273 |
| Mortgage-backed securities | 146,108,268 | 470,268 | 2,262,050 | 144,316,486 |
| State and political subdivisions | 3,758,978 | 25,225 | - | 3,784,203 |
| Corporate debt securities | 1,682,275 | 18,908 | 2,274 | 1,698,909 |
| Federal Reserve Bank stock | 669,000 | - | - | 669,000 |
| Federal Home Loan Bank stock | 12,093,900 | - | - | 12,093,900 |
| Other equity securities | 150,410 | - | - | 150,410 |
| Total taxable | 202,134,176 | 517,128 | 2,598,123 | 200,053,181 |
| Tax-exempt: | | | | |
| State and political subdivisions | 40,329,315 | 1,026,437 | 67,709 | 41,288,043 |
| Other equity securities | 5,974,719 | 572,752 | 14,575 | 6,532,896 |
| Total tax-exempt | 46,304,034 | 1,599,189 | 82,284 | 47,820,939 |
| Total | \$ 248,438,210 | \$ 2,116,317 | \$ 2,680,407 | \$ 247,874,120 |

Summit Financial Group, Inc. and Subsidiaries**Notes to Consolidated Financial Statements (unaudited)**

| | Amortized Cost | March 31, 2006 Unrealized Gains Losses | | Estimated Fair Value |
|---|---------------------------|--|---------------------|---------------------------------|
| Available for Sale | | | | |
| Taxable: | | | | |
| U. S. Government agencies and corporations | \$ 42,089,023 | \$ 13,026 | \$ 671,421 | \$ 41,430,628 |
| Mortgage-backed securities | 127,013,475 | 87,964 | 4,000,383 | 123,101,056 |
| State and political subdivisions | 3,889,504 | - | 15,969 | 3,873,535 |
| Corporate debt securities | 3,290,502 | 24,114 | 3,893 | 3,310,723 |
| Federal Reserve Bank stock | 639,000 | - | - | 639,000 |
| Federal Home Loan Bank stock | 16,384,900 | - | - | 16,384,900 |
| Other equity securities | 150,410 | - | - | 150,410 |
| Total taxable | 193,456,814 | 125,104 | 4,691,666 | 188,890,252 |
| Tax-exempt: | | | | |
| State and political subdivisions | 37,981,230 | 832,995 | 127,911 | 38,686,314 |
| Other equity securities | 5,977,638 | 269,909 | 19,220 | 6,228,327 |
| Total tax-exempt | 43,958,868 | 1,102,904 | 147,131 | 44,914,641 |
| Total | \$ 237,415,682 | \$ 1,228,008 | \$ 4,838,797 | \$ 233,804,893 |

The maturities, amortized cost and estimated fair values of securities at March 31, 2007, are summarized as follows:

| | Available for Sale | |
|-------------------------------|---------------------------|---------------------------------|
| | Amortized Cost | Estimated Fair Value |
| Due in one year or less | \$ 57,430,744 | \$ 56,497,112 |
| Due from one to five years | 106,222,649 | 105,669,469 |
| Due from five to ten years | 38,674,141 | 38,946,187 |
| Due after ten years | 35,109,763 | 35,869,476 |
| Equity securities | 20,588,256 | 21,190,651 |
| | \$ 258,025,553 | \$ 258,172,895 |

Summit Financial Group, Inc. and Subsidiaries
Notes to Consolidated Financial Statements (unaudited)

Note 6. Loans

Loans are summarized as follows:

| | March 31, 2007 | December 31, 2006 | March 31, 2006 |
|---------------------------------------|---------------------------------|-----------------------|-----------------------|
| Commercial | \$ 69,700,489 | \$ 69,469,550 | \$ 66,563,444 |
| Commercial real estate | 329,561,244 | 314,198,436 | 275,896,117 |
| Construction and development | 220,429,701 | 215,820,164 | 165,026,192 |
| Residential real estate | 279,563,537 | 282,512,334 | 281,300,798 |
| Consumer | 33,845,269 | 36,455,257 | 37,356,618 |
| Other | 7,208,600 | 6,968,465 | 6,381,884 |
| Total loans | 940,308,840 | 925,424,206 | 832,525,053 |
| Less unearned income | 1,757,328 | 1,867,613 | 1,730,728 |
| Total loans net of unearned income | 938,551,512 | 923,556,593 | 830,794,325 |
| Less allowance for loan losses | 7,782,523 | 7,511,408 | 6,434,943 |
| Loans, net | \$ 930,768,989 | \$ 916,045,185 | \$ 824,359,382 |

Note 7. Allowance for Loan Losses

An analysis of the allowance for loan losses for the three month periods ended March 31, 2007 and 2006, and for the year ended December 31, 2006 is as follows:

| | Three Months Ended | | Year Ended |
|-------------------------------------|---------------------------|--------------|---------------------------|
| | March 31, | | December |
| | 2007 | 2006 | 31, 2006 |
| Balance, beginning of period | \$ 7,511,408 | \$ 6,111,713 | \$ 6,111,713 |
| Losses: | | | |
| Commercial | 50,000 | - | 31,744 |
| Commercial real estate | 40,000 | - | 185,436 |
| Real estate - mortgage | - | - | 35,011 |
| Consumer | 49,416 | 72,724 | 199,505 |
| Other | 67,028 | 47,410 | 289,159 |
| Total | 206,444 | 120,134 | 740,855 |
| Recoveries: | | | |
| Commercial | 20,737 | 1,025 | 1,269 |
| Commercial real estate | 4,400 | 19,447 | 45,918 |
| Real estate - mortgage | 123 | 82 | 6,518 |
| Consumer | 14,240 | 15,970 | 62,535 |

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| | | | |
|-------------------------------|--------------|--------------|--------------|
| Other | 48,059 | 81,840 | 179,310 |
| Total | 87,559 | 118,364 | 295,550 |
| Net losses | 118,885 | 1,770 | 445,305 |
| Provision for loan losses | 390,000 | 325,000 | 1,845,000 |
| Balance, end of period | \$ 7,782,523 | \$ 6,434,943 | \$ 7,511,408 |

Summit Financial Group, Inc. and Subsidiaries**Notes to Consolidated Financial Statements (unaudited)****Note 8. Goodwill and Other Intangible Assets**

The following tables present our goodwill at March 31, 2007 and other intangible assets at March 31, 2007, December 31, 2006, and March 31, 2006.

| | Goodwill Activity |
|-----------------------------|------------------------------|
| Balance, January 1, 2007 | \$ 2,088,030 |
| Acquired goodwill, net | - |
| Balance, March 31, 2007 | \$ 2,088,030 |

| | Unidentifiable Intangible Assets | | |
|----------------------------------|---|---------------------|---------------------------|
| | December | | |
| | March 31, 2007 | 31, 2006 | March 31, 2006 |
| Unidentifiable intangible assets | | | |
| Gross carrying amount | \$ 2,267,323 | \$ 2,267,323 | \$ 2,267,323 |
| Less: accumulated amortization | 1,196,621 | 1,158,833 | 1,045,468 |
| Net carrying amount | \$ 1,070,702 | \$ 1,108,490 | \$ 1,221,855 |

We recorded amortization expense of approximately \$38,000 for the three months ended March 31, 2007 relative to our unidentifiable intangible assets. Annual amortization is expected to be approximately \$151,000 for each of the years ending 2007 through 2011.

Note 9. Deposits

The following is a summary of interest bearing deposits by type as of March 31, 2007 and 2006 and December 31, 2006:

| | March 31, 2007 | December 31, 2006 | March 31, 2006 |
|----------------------------------|---------------------------|------------------------------|---------------------------|
| Interest bearing demand deposits | \$ 230,634,293 | \$ 220,166,660 | \$ 214,571,646 |
| Savings deposits | 44,712,689 | 47,983,961 | 39,474,064 |
| Retail time deposits | 287,439,479 | 278,321,917 | 243,645,391 |
| Brokered time deposits | 253,794,238 | 279,623,604 | 170,185,023 |
| Total | \$ 816,580,699 | \$ 826,096,142 | \$ 667,876,124 |

Brokered deposits represent certificates of deposit acquired through a third party. The following is a summary of the maturity distribution of certificates of deposit in denominations of \$100,000 or more as of March 31, 2007:

| | Amount | Percent |
|---------------------------|----------------|----------------|
| Three months or less | \$ 67,885,301 | 23.3% |
| Three through six months | 58,151,193 | 20.0% |
| Six through twelve months | 53,407,632 | 18.4% |
| Over twelve months | 111,555,130 | 38.3% |
| Total | \$ 290,999,256 | 100.0% |

Summit Financial Group, Inc. and Subsidiaries**Notes to Consolidated Financial Statements (unaudited)**

A summary of the scheduled maturities for all time deposits as of March 31, 2007 is as follows:

| | |
|-------------------------------|----------------|
| Nine month period ending | |
| December 31, 2007 | \$ 375,116,669 |
| Year Ending December 31, 2008 | 97,064,945 |
| Year Ending December 31, 2009 | 42,130,644 |
| Year Ending December 31, 2010 | 23,265,877 |
| Year Ending December 31, 2011 | 2,118,020 |
| Thereafter | 1,537,562 |
| | \$ 541,233,717 |

Note 10. Borrowed Funds

Short-term borrowings: A summary of short-term borrowings is presented below:

| | Quarter Ended March 31, 2007 | | |
|---|---|----------------------------------|--|
| | Short-term FHLB Advances | Repurchase Agreements | Federal Funds Purchased and Lines of Credit |
| Balance at March 31 | \$ 71,132,900 | \$ 7,358,186 | \$ 1,395,400 |
| Average balance outstanding for the period | 64,449,678 | 6,507,188 | 1,458,241 |
| Maximum balance outstanding at any month end during period | 71,132,900 | 7,358,185 | 1,625,900 |
| Weighted average interest rate for the period | 5.36% | 4.09% | 7.51% |
| Weighted average interest rate for balances outstanding at March 31 | 5.35% | 4.13% | 7.75% |

| | Year Ended December 31, 2006 | | |
|------------------------|---|----------------------------------|--|
| | Short-term FHLB Advances | Repurchase Agreements | Federal Funds Purchased and Lines of Credit |
| Balance at December 31 | \$ 54,765,000 | \$ 4,730,575 | \$ 932,100 |

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| | | | |
|--|-------------|-----------|-----------|
| Average balance outstanding for the period | 123,952,970 | 5,792,863 | 1,025,717 |
| Maximum balance outstanding at any month end during period | 175,407,800 | 7,036,562 | 1,171,200 |
| Weighted average interest rate for the period | 5.08% | 4.03% | 7.49% |
| Weighted average interest rate for balances outstanding at December 31 | 5.39% | 4.08% | 7.75% |

Summit Financial Group, Inc. and Subsidiaries
Notes to Consolidated Financial Statements (unaudited)

| | Quarter Ended March 31, 2006 | | |
|---|---|----------------------------------|--|
| | Short-term FHLB Advances | Repurchase Agreements | Federal Funds Purchased and Lines of Credit |
| Balance at March 31 | \$ 128,538,400 | \$ 7,036,562 | \$ 907,722 |
| Average balance outstanding for the period | 165,480,730 | 6,594,377 | 305,069 |
| Maximum balance outstanding at any month end during period | 175,407,800 | 7,036,562 | 907,722 |
| Weighted average interest rate for the period | 4.56% | 3.72% | 6.40% |
| Weighted average interest rate for balances outstanding at March 31 | 4.79% | 4.00% | 7.25% |

Long-term borrowings: Our long-term borrowings of \$182,225,213, \$174,292,074 and \$163,547,368 at March 31, 2007, December 31, 2006, and March 31, 2006 respectively, consisted primarily of advances from the Federal Home Loan Bank (“FHLB”).

These borrowings bear both fixed and variable rates and mature in varying amounts through the year 2016.

The average interest rate paid on long-term borrowings for the three month period ended March 31, 2007 was 5.54% compared to 5.03% for the first three months of 2006.

Subordinated Debentures: We have three statutory business trusts that were formed for the purpose of issuing mandatorily redeemable securities (the “capital securities”) for which we are obligated to third party investors and investing the proceeds from the sale of the capital securities in our junior subordinated debentures (the “debentures”). The debentures held by the trusts are their sole assets. Our subordinated debentures totaled \$19,589,000 at March 31, 2007, December 31, 2006, and March 31, 2006.

In October 2002, we sponsored SFG Capital Trust I, in March 2004, we sponsored SFG Capital Trust II, and in December 2005, we sponsored SFG Capital Trust III, of which 100% of the common equity of each trust is owned by us. SFG Capital Trust I issued \$3,500,000 in capital securities and \$109,000 in common securities and invested the proceeds in \$3,609,000 of debentures. SFG Capital Trust II issued \$7,500,000 in capital securities and \$232,000 in common securities and invested the proceeds in \$7,732,000 of debentures. SFG Capital Trust III issued \$8,000,000 in capital securities and \$248,000 in common securities and invested the proceeds in \$8,248,000 of debentures. Distributions on the capital securities issued by the trusts are payable quarterly at a variable interest rate equal to 3 month LIBOR plus 345 basis points for SFG Capital Trust I, 3 month LIBOR plus 280 basis points for SFG Capital

Trust II, and 3 month LIBOR plus 145 basis points for SFG Capital Trust III, and equals the interest rate earned on the debentures held by the trusts, and is recorded as interest expense by us. The capital securities are subject to mandatory redemption in whole or in part, upon repayment of the debentures. We have entered into agreements which, taken collectively, fully and unconditionally guarantee the capital securities subject to the terms of the guarantee. The debentures of SFG Capital Trust I, SFG Capital Trust II, and SFG Capital Trust III are first redeemable by us in November 2007, March 2009, and March 2011, respectively.

The capital securities held by SFG Capital Trust I, SFG Capital Trust II, and SFG Capital Trust III qualify as Tier 1 capital under Federal Reserve Board guidelines. In accordance with these Guidelines, trust preferred securities generally are limited to 25% of Tier 1 capital elements, net of goodwill. The amount of trust preferred securities and certain other elements in excess of the limit can be included in Tier 2 capital.

Summit Financial Group, Inc. and Subsidiaries**Notes to Consolidated Financial Statements (unaudited)**

A summary of the maturities of all long-term borrowings and subordinated debentures for the next five years and thereafter is as follows:

| Year Ending December 31, | Amount |
|---|----------------|
| 2007 | \$ 21,029,707 |
| 2008 | 52,376,851 |
| 2009 | 28,911,094 |
| 2010 | 52,939,159 |
| 2011 | 2,465,409 |
| Thereafter | 44,091,993 |
| | \$ 201,814,213 |

Note 11. Stock Option Plan

On January 1, 2006, we adopted SFAS No. 123R, *Share-Based Payment (Revised 2004)*, which is a revision of SFAS No. 123, *Accounting for Stock Issued for Employees*. SFAS No. 123R establishes accounting requirements for share-based compensation to employees and carries forward prior guidance on accounting for awards to non-employees. Prior to the adoption of SFAS No. 123R, we reported employee compensation expense under stock option plans only if options were granted below market prices at grant date in accordance with the intrinsic value method of Accounting Principles Board Opinion (“APB”) No. 25, *Accounting for Stock Issued to Employees*, and related interpretations. In accordance with APB No. 25, we reported no compensation expense on options granted as the exercise price of the options granted always equaled the market price of the underlying stock on the date of grant. SFAS No. 123R eliminates the ability to account for stock-based compensation using APB No. 25 and requires that such transactions be recognized as compensation cost in the income statement based on their fair values on the measurement date, which is generally the date of the grant.

We transitioned to SFAS No. 123R using the modified prospective application method (“modified prospective application”). As permitted under modified prospective application, SFAS No. 123R applies to new awards and to awards modified, repurchased, or cancelled after January 1, 2006. Additionally, compensation cost for non-vested awards that were outstanding as of January 1, 2006 will be recognized as the remaining requisite service is rendered during the period of and/or the periods after the adoption of SFAS No. 123R, adjusted for estimated forfeitures. The recognition of compensation cost for those earlier awards is based on the same method and on the same grant-date fair values previously determined for the pro forma disclosures reported by us for periods prior to January 1, 2006.

The Officer Stock Option Plan, which provides for the granting of stock options for up to 960,000 shares of common stock to our key officers, was adopted in 1998 and expires in 2008. Each option granted under the plan vests according to a schedule designated at the grant date and shall have a term of no more than 10 years following the vesting date. Also, the option price per share shall not be less than the fair market value of our common stock on the date of grant.

The fair value of our employee stock options granted is estimated at the date of grant using the Black-Scholes option-pricing model. This model requires the input of highly subjective assumptions, changes to which can materially

affect the fair value estimate. Additionally, there may be other factors that would otherwise have a significant effect on the value of employee stock options granted but are not considered by the model. Because our employee stock options have characteristics significantly different from those of traded options and because changes in the subjective input assumptions can materially affect the fair value estimate, in management's opinion, the existing models do not necessarily provide a reliable single measure of the fair value of its employee stock options at the time of grant. There were no option grants during the first three months of 2007 or 2006.

Summit Financial Group, Inc. and Subsidiaries**Notes to Consolidated Financial Statements (unaudited)**

During first quarter 2007, we recognized \$8,000 of compensation expense for share-based payment arrangements in our income statement, with a deferred tax asset of \$3,000, compared to \$6,600 compensation expense for first quarter 2006 with a deferred tax asset of \$2,250. At March 31, 2007, we had approximately \$36,000 total compensation cost related to nonvested awards not yet recognized and we expect to recognize it over the next two years.

A summary of activity in our Officer Stock Option Plan during the first quarters of 2007 and 2006 is as follows:

| | March 31, 2007 | | March 31, 2006 | |
|-------------------------------|-----------------------|--|-----------------------|--|
| | Options | Weighted-Average Exercise Price | Options | Weighted-Average Exercise Price |
| Outstanding, January 1 | 349,080 | \$ 17.83 | 361,740 | \$ 17.41 |
| Granted | - | - | - | - |
| Exercised | - | - | (8,700) | 4.87 |
| Forfeited | - | - | - | - |
| Outstanding, March 31 | 349,080 | \$ 17.83 | 353,040 | \$ 17.72 |

Other information regarding options outstanding and exercisable at March 31, 2007 is as follows:

| Range of exercise price | # of shares | Options Outstanding | | | Options Exercisable | | |
|--------------------------------|--------------------|--|-----------------------------------|----------------------------------|----------------------------|-----------------------------------|----------------------------------|
| | | Wted. Avg. Remaining Contractual Life | Wted. Avg. Intrinsic Value | Aggregate Intrinsic Value | # of shares | Wted. Avg. Intrinsic Value | Aggregate Intrinsic Value |
| price | shares | WAEP | (yrs) | (in thousands) | shares | WAEP | (in thousands) |
| \$4.63 - \$6.00 | 83,600 | \$ 5.34 | 5.60 | 1297 | 83,600 | \$ 5.34 | 1,297 |
| 6.01 - 10.00 | 31,680 | 9.49 | 8.76 | 360 | 24,480 | 9.49 | 278 |
| 10.01 - 17.50 | 3,500 | 17.43 | 6.92 | 12 | 3,500 | 17.43 | 12 |
| 17.51 - 20.00 | 51,800 | 17.79 | 9.72 | 159 | 31,000 | 17.79 | 95 |
| 20.01 - 25.93 | 178,500 | 25.19 | 8.32 | - | 178,500 | 25.19 | - |
| | 349,080 | 17.83 | | 1,828 | 321,080 | 18.02 | 1,682 |

Note 12. Commitments and Contingencies

Off-Balance Sheet Arrangements

We are a party to certain financial instruments with off-balance-sheet risk in the normal course of business to meet the financing needs of our customers. These instruments involve, to varying degrees, elements of credit and interest rate risk in excess of the amount recognized in the statement of financial position. The contract amounts of these instruments reflect the extent of involvement that we have in this class of financial instruments.

Many of our lending relationships contain both funded and unfunded elements. The funded portion is reflected on our balance sheet. The unfunded portion of these commitments is not recorded on our balance sheet until a draw is made under the loan facility. Since many of the commitments to extend credit may expire without being drawn upon, the total commitment amounts do not necessarily represent future cash flow requirements.

Summit Financial Group, Inc. and Subsidiaries**Notes to Consolidated Financial Statements (unaudited)**

A summary of the total unfunded, or off-balance sheet, credit extension commitments follows:

| March 31, 2007 | |
|---|-----------------------|
| Commitments to extend credit: | |
| Revolving home equity and credit card lines | \$ 34,023,333 |
| Construction loans | 88,947,000 |
| Other loans | 32,560,000 |
| Standby letters of credit | 13,928,392 |
| Total | \$ 169,458,725 |

Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. We evaluate each customer's credit worthiness on a case-by-case basis. The amount of collateral obtained, if we deem necessary upon extension of credit, is based on our credit evaluation. Collateral held varies but may include accounts receivable, inventory, equipment or real estate.

Standby letters of credit are conditional commitments issued to guarantee the performance of a customer to a third party. Standby letters of credit generally are contingent upon the failure of the customer to perform according to the terms of the underlying contract with the third party.

Our exposure to credit loss in the event of nonperformance by the other party to the financial instrument for commitments to extend credit is represented by the contractual amount of those instruments. We use the same credit policies in making commitments and conditional obligations as we do for on-balance sheet instruments.

Note 13. Restrictions on Capital

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

Quantitative measures established by regulation to ensure capital adequacy require us and each of our subsidiaries to maintain minimum amounts and ratios of total and Tier I capital (as defined in the regulations) to risk-weighted assets (as defined), and of Tier I capital (as defined) to average assets (as defined). We believe, as of March 31, 2007, that we and each of our subsidiaries met all capital adequacy requirements to which they were subject.

The most recent notifications from the banking regulatory agencies categorized us and each of our subsidiaries as well capitalized under the regulatory framework for prompt corrective action. To be categorized as well capitalized, we and each of our subsidiaries must maintain minimum total risk-based, Tier I risk-based, and Tier I leverage ratios as set

forth in the table below.

Our actual capital amounts and ratios as well as our subsidiaries', Summit Community Bank's ("Summit Community"), and Shenandoah Valley National Bank's ("Shenandoah") are presented in the following table.

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Summit Financial Group, Inc. and Subsidiaries**Notes to Consolidated Financial Statements (unaudited)****(Dollars in thousands)**

| | Actual | | Minimum Required Regulatory Capital | | To be Well Capitalized under Prompt Corrective Action Provisions | |
|--|---------------|--------------|--|--------------|---|--------------|
| | Amount | Ratio | Amount | Ratio | Amount | Ratio |
| As of March 31, 2007 | | | | | | |
| Total Capital (to risk weighted assets) | | | | | | |
| Summit | \$ 107,421 | 11.0% | \$ 78,105 | 8.0% | \$ 97,631 | 10.0% |
| Summit Community | 63,062 | 10.9% | 46,107 | 8.0% | 57,634 | 10.0% |
| Shenandoah | 42,518 | 10.9% | 31,335 | 8.0% | 39,168 | 10.0% |
| Tier I Capital (to risk weighted assets) | | | | | | |
| Summit | 98,676 | 10.1% | 39,052 | 4.0% | 58,579 | 6.0% |
| Summit Community | 58,381 | 10.1% | 23,053 | 4.0% | 34,580 | 6.0% |
| Shenandoah | 38,454 | 9.8% | 15,667 | 4.0% | 23,501 | 6.0% |
| Tier I Capital (to average assets) | | | | | | |
| Summit | 98,676 | 8.0% | 37,101 | 3.0% | 61,835 | 5.0% |
| Summit Community | 58,381 | 7.7% | 22,745 | 3.0% | 37,908 | 5.0% |
| Shenandoah | 38,454 | 8.0% | 14,345 | 3.0% | 23,909 | 5.0% |
| As of December 31, 2006 | | | | | | |
| Total Capital (to risk weighted assets) | | | | | | |
| Summit | \$ 104,231 | 10.8% | 76,991 | 8.0% | 96,239 | 10.0% |
| Summit Community | 60,813 | 10.6% | 46,032 | 8.0% | 57,540 | 10.0% |
| Shenandoah | 41,243 | 10.9% | 30,355 | 8.0% | 37,944 | 10.0% |
| Tier I Capital (to risk weighted assets) | | | | | | |
| Summit | 96,028 | 10.0% | 38,495 | 4.0% | 57,743 | 6.0% |
| Summit Community | 56,170 | 9.8% | 23,016 | 4.0% | 34,524 | 6.0% |
| Shenandoah | 37,683 | 9.9% | 15,178 | 4.0% | 22,766 | 6.0% |
| Tier I Capital (to average assets) | | | | | | |
| Summit | 96,028 | 7.9% | 36,492 | 3.0% | 60,820 | 5.0% |
| Summit Community | 56,170 | 7.5% | 22,383 | 3.0% | 37,305 | 5.0% |
| Shenandoah | 37,683 | 8.0% | 14,097 | 3.0% | 23,495 | 5.0% |

Note 14. Subsequent Events

As announced on April 12, 2007, we entered into an Agreement and Plan of Reorganization (the "Agreement") with Greater Atlantic Financial Corporation, Inc. ("Greater Atlantic"), headquartered in Reston, Virginia.

Under the terms of the Agreement, we will pay \$4.60 per share in cash and stock for the outstanding common stock of Greater Atlantic, subject to adjustment based on Greater Atlantic's shareholders' equity at the end of the month in which the sale of the Pasadena branch office is completed. If, at that month-end, Greater Atlantic's shareholders' equity, as adjusted in accordance with the terms of the Agreement, is less than \$6.7 million, then the total aggregate value of the transaction consideration will be decreased dollar-for-dollar. If Greater Atlantic's month end adjusted shareholders' equity exceeds \$6.7 million, then the aggregate value of the transaction consideration will be increased dollar-for-dollar, but only to the extent that the amount in excess of \$6.7 million is attributable to the sale of the Pasadena branch office, net of all taxes, if any, Greater Atlantic would be required to pay. Greater Atlantic has entered into a definitive agreement with another financial institution to sell its Pasadena, Maryland branch office for a deposit premium of 8.5%, prior to the close to of its transaction with Summit. At March 31, 2007, the deposits at the Pasadena branch office approximated \$50.9 million, resulting in a present deposit premium of \$4.3 million. The aggregate value of the final transaction consideration will be determined before proxy solicitation materials are sent to Greater Atlantic's shareholders for purposes of soliciting their vote on the transaction.

Summit Financial Group, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (unaudited)

The final transaction consideration will be paid 70% in the form of Summit common stock and 30% in cash. The exchange ratio for determining the number of shares of Summit common stock to be issued for each share of Greater Atlantic's common stock will be based on the average closing price of Summit's common stock for the twenty trading days before the closing date of the transaction ("Summit's Average Closing Stock Price"), subject to a "collar". The collar ranges from \$17.82 per share to \$24.10 per share. If Summit's Average Closing Stock Price falls within this range, then Greater Atlantic shareholders will receive shares of Summit's common stock based on an exchange ratio equal to 70% of the final per share transaction consideration divided by Summit's Average Closing Stock Price. However, if Summit's Average Closing Stock Price is less than \$17.82 per share, the exchange ratio will equal 70% of the final per share transaction consideration divided by \$17.82; and if Summit's Average Closing Stock Price is more than \$24.10 per share, then the exchange ratio will equal 70% of the final per share transaction consideration divided by \$24.10.

Consummation of the Merger is subject to approval of the shareholders of Greater Atlantic and the receipt of all required regulatory approvals, as well as other customary conditions. This acquisition is expected to close during fourth quarter of this year.

Also, as previously announced on April 27, 2007, we entered into an Agreement and Plan of Reorganization (the "Agreement") with Kelly Insurance Agency, Inc. and Kelly Property and Casualty Inc. (collectively, the "Kelly Agencies") headquartered in Leesburg, Virginia.

Under the terms of the Agreement, we will pay \$6.2 million for the outstanding common stock of the Kelly Agencies, subject to adjustment based on the Kelly Agencies' working capital as of the closing date. If, at closing, the Kelly Agencies' working capital, determined in accordance with the terms of the Agreement, is less than \$135,000, then the deal's aggregate consideration will be decreased dollar-for-dollar. If the Kelly Agencies' working capital at closing exceeds \$135,000, then the deal's aggregate consideration will be increased dollar-for-dollar.

The final transaction consideration will be paid 100% in the form of Summit common stock. The exchange ratio for determining the number of shares of Summit common stock to be issued for each share of Kelly Agencies' common stock will be based on the average closing price of Summit's common stock for the five trading days before the closing date of the transaction ("Summit's Average Closing Stock Price"). The Kelly Insurance Agencies' shareholders will receive shares of Summit's common stock based on an exchange ratio equal to the final per share transaction consideration divided by Summit's Average Closing Stock Price.

Consummation of the Agreement is subject to approval of the shareholders of the Kelly Agencies and the receipt of all required regulatory approvals, as well as other customary conditions. This acquisition is expected to close during third quarter of this year.

Summit Financial Group, Inc. and Subsidiaries

Management's Discussion and Analysis of Financial Condition and Results of Operations

INTRODUCTION

The following discussion and analysis focuses on significant changes in our financial condition and results of operations of Summit Financial Group, Inc. ("Company" or "Summit") and our operating units, Summit Community Bank ("Summit Community"), Shenandoah Valley National Bank ("Shenandoah"), and Summit Insurance Services, LLC for the periods indicated. This discussion and analysis should be read in conjunction with our 2006 audited financial statements and Annual Report on Form 10-K.

The Private Securities Litigation Act of 1995 indicates that the disclosure of forward-looking information is desirable for investors and encourages such disclosure by providing a safe harbor for forward-looking statements by us. Our following discussion and analysis of financial condition and results of operations contains certain forward-looking statements that involve risk and uncertainty. In order to comply with the terms of the safe harbor, we note that a variety of factors could cause our actual results and experience to differ materially from the anticipated results or other expectations expressed in those forward-looking statements.

OVERVIEW

Our primary source of income is net interest income from loans and deposits. Business volumes tend to be influenced by the overall economic factors including market interest rates, business spending, and consumer confidence, as well as competitive conditions within the marketplace.

Growth in our interest earning assets resulted in an increase of 5.37%, or \$480,000, in our net interest earnings on a tax equivalent basis for the first three months in 2007 compared to the same period of 2006.

CRITICAL ACCOUNTING POLICIES

Our consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States of America and follow general practices within the financial services industry. Application of these principles requires us to make estimates, assumptions, and judgments that affect the amounts reported in our financial statements and accompanying notes. These estimates, assumptions, and judgments are based on information available as of the date of the financial statements; accordingly, as this information changes, the financial statements could reflect different estimates, assumptions, and judgments. Certain policies inherently have a greater reliance on the use of estimates, assumptions, and judgments and as such have a greater possibility of producing results that could be materially different than originally reported.

Our most significant accounting policies are presented in Note 1 to the consolidated financial statements of our 2006 Annual Report on Form 10-K. These policies, along with the disclosures presented in the other financial statement notes and in this financial review, provide information on how significant assets and liabilities are valued in the financial statements and how those values are determined.

Based on the valuation techniques used and the sensitivity of financial statement amounts to the methods, assumptions, and estimates underlying those amounts, we have identified the determination of the allowance for loan losses and the valuation of goodwill to be the accounting areas that require the most subjective or complex judgments, and as such could be most subject to revision as new information becomes available.

The allowance for loan losses represents our estimate of probable credit losses inherent in the loan portfolio. Determining the amount of the allowance for loan losses is considered a critical accounting estimate because it requires significant judgment and the use of estimates related to the amount and timing of expected future cash flows on impaired loans, estimated losses on pools of homogeneous loans based on historical loss experience, and consideration of current economic trends and conditions, all of which may be susceptible to significant change. The loan portfolio also represents the largest asset type on our consolidated balance sheet. To the extent actual outcomes differ from our estimates, additional provisions for loan losses may be required that would negatively impact earnings in future periods. Note 1 to the consolidated financial statements of our 2006 Annual Report on Form 10-K describes the methodology used to determine the allowance for loan losses and a discussion of the factors driving changes in the amount of the allowance for loan losses is included in the Asset Quality section of the financial review of the 2006 Annual Report on Form 10-K.

Summit Financial Group, Inc. and Subsidiaries

Management's Discussion and Analysis of Financial Condition and Results of Operations

Goodwill is subject to impairment testing at least annually to determine whether write-downs of the recorded balances are necessary. A fair value is determined based on at least one of three various market valuation methodologies. If the fair value equals or exceeds the book value, no write-down of recorded goodwill is necessary. If the fair value is less than the book value, an expense may be required on our books to write down the goodwill to the proper carrying value. During the third quarter, we will complete the required annual impairment test for 2007. We cannot assure you that future goodwill impairment tests will not result in a charge to earnings. See Notes 1 and 9 of the consolidated financial statements of our Annual Report on Form 10-K for further discussion of our intangible assets, which include goodwill.

Summit Financial Group, Inc. and Subsidiaries

Management's Discussion and Analysis of Financial Condition and Results of Operations

RESULTS OF OPERATIONS

Earnings Summary

Income from continuing operations for the quarter ended March 31, 2007 grew 8.00% to \$2,796,000, or \$0.39 per diluted share as compared to \$2,589,000, or \$0.36 per diluted share for the quarter ended March 31, 2006.

Consolidated net income, which includes the results of discontinued operations, for the periods ended March 31, 2007 and 2006 was \$2,601,000 and 2,972,000, respectively. Returns on average equity and assets for the first three months of 2007 were 12.72% and 0.83%, respectively, compared with 15.60% and 1.05% for the same period of 2006.

Net Interest Income

Net interest income is the principal component of our earnings and represents the difference between interest and fee income generated from earning assets and the interest expense paid on deposits and borrowed funds. Fluctuations in interest rates as well as changes in the volume and mix of earning assets and interest bearing liabilities can materially impact net interest income.

Our consolidated net interest income on a fully tax-equivalent basis totaled \$9,416,000 for the three month period ended March 31, 2007 compared to \$8,936,000 for the same period of 2006, representing an increase of \$480,000 or 5.37%. This increase resulted from growth in interest earning assets, primarily loans, which served to more than offset the 80 basis points increase in the cost of interest bearing liabilities during the same period. Average interest earning assets grew 11.52% from \$1,070,582,000 during the first three months of 2006 to \$1,193,946,000 for the first three months of 2007. Average interest bearing liabilities grew 11.81% from \$977,829,000 at March 31, 2006 to \$1,093,276,000 at March 31, 2007, at an average yield for the first three months of 2007 of 4.75% compared to 3.95% for the same period of 2006.

Our consolidated net interest margin decreased to 3.20% for the three month period ended March 31, 2007, compared to 3.39% for the same period in 2006. Our net interest margin decreased 5 basis points compared to the linked quarter. Our margin continues to be affected by our loan growth in an extremely competitive environment. The current competitive pressures are causing loan rates to be lower. Also, our loan growth is at a faster pace than we have been able to grow lower cost retail funds, causing us to rely more on higher cost, non-retail deposit funding vehicles. The current competitive and market conditions are also causing deposit rates to be higher. For the three months ended March 31, 2007 compared to March 31, 2006, the yields on earning assets increased 55 basis points, while the cost of our interest bearing funds increased by 80 basis points.

We anticipate modest growth in our net interest income to continue over the near term as the growth in the volume of interest earning assets will more than offset the expected continued decline in our net interest margin. However, if market interest rates remain significantly unchanged, or go lower over the next 12 to 18 months, the spread between interest earning assets and interest bearing liabilities could narrow such that its impact could not be offset by growth in earning assets. See the "Market Risk Management" section for further discussion of the impact changes in market interest rates could have on us. Further analysis of our yields on interest earning assets and interest bearing liabilities are presented in Tables I and II below.

Summit Financial Group, Inc. and Subsidiaries**Management's Discussion and Analysis of Financial Condition and Results of Operations****Table I - Average Balance Sheet and Net Interest Income Analysis**
(Dollars in thousands)

| | For the Three Months Ended | | | | | |
|---|----------------------------|----------------------|----------------|---------------------|----------------------|----------------|
| | March 31, 2007 | | | March 31, 2006 | | |
| | Average Balance | Earnings/ Expense | Yield/ Rate | Average Balance | Earnings/ Expense | Yield/ Rate |
| Interest earning assets | | | | | | |
| Loans, net of unearned income | | | | | | |
| Taxable | \$ 928,979 | \$ 18,665 | 8.15% | \$ 829,381 | \$ 15,392 | 7.53% |
| Tax-exempt (1) | 8,917 | 173 | 7.87% | 8,244 | 150 | 7.38% |
| Securities | | | | | | |
| Taxable | 208,315 | 2,577 | 5.02% | 186,586 | 2,135 | 4.64% |
| Tax-exempt (1) | 47,289 | 814 | 6.98% | 44,077 | 767 | 7.06% |
| Federal funds sold and interest bearing deposits with other banks | 446 | 5 | 4.55% | 2,294 | 24 | 4.24% |
| Total interest earning assets | 1,193,946 | 22,234 | 7.55% | 1,070,582 | 18,468 | 7.00% |
| Noninterest earning assets | | | | | | |
| Cash & due from banks | 13,099 | | | 14,449 | | |
| Premises and equipment | 22,332 | | | 23,361 | | |
| Other assets | 26,993 | | | 24,659 | | |
| Allowance for loan losses | (8,135) | | | (6,338) | | |
| Total assets | \$ 1,248,235 | | | \$ 1,126,713 | | |
| Interest bearing liabilities | | | | | | |
| Interest bearing demand deposits | \$ 221,924 | \$ 2,066 | 3.78% | \$ 204,161 | \$ 1,543 | 3.07% |
| Savings deposits | 46,407 | 217 | 1.90% | 43,067 | 73 | 0.69% |
| Time deposits | 556,525 | 6,745 | 4.92% | 374,170 | 3,537 | 3.83% |
| Short-term borrowings | 72,415 | 958 | 5.37% | 172,380 | 1,964 | 4.62% |
| Long-term borrowings and capital trust securities | 196,005 | 2,832 | 5.86% | 184,051 | 2,415 | 5.32% |
| Total interest bearing liabilities | 1,093,276 | 12,818 | 4.75% | 977,829 | 9,532 | 3.95% |

| | | | |
|---|---------------------|-----------------|---------------------|
| Noninterest bearing liabilities and shareholders' equity | | | |
| Demand deposits | 61,288 | | 63,308 |
| Other liabilities | 11,881 | | 9,395 |
| Shareholders' equity | 81,790 | | 76,181 |
| Total liabilities and shareholders' equity | \$ 1,248,235 | | \$ 1,126,713 |
| Net interest earnings | | \$ 9,416 | \$ 8,936 |
| Net yield on interest earning assets | | 3.20% | 3.39% |

(1) - Interest income on tax-exempt securities has been adjusted assuming an effective tax rate of 34% for all periods presented.

The tax equivalent adjustment resulted in an increase in interest income of \$319,000 and \$305,000 for the periods ended

March 31, 2007 and March 31, 2006, respectively.

Summit Financial Group, Inc. and Subsidiaries**Management's Discussion and Analysis of Financial Condition and Results of Operations****Table II - Changes in Interest Margin Attributable to Rate and Volume**

(Dollars in thousands)

| | For the Quarter Ended March 31, 2007 versus March 31, 2006 | | |
|---|---|-----------------|---------------|
| | Increase (Decrease) Due to Change in: | | |
| | Volume | Rate | Net |
| Interest earned on: | | | |
| Loans | | | |
| Taxable | \$ 1,938 | \$ 1,335 | \$ 3,273 |
| Tax-exempt | 12 | 11 | 23 |
| Securities | | | |
| Taxable | 261 | 181 | 442 |
| Tax-exempt | 55 | (8) | 47 |
| Federal funds sold and interest bearing deposits with other banks | | | |
| | (20) | 1 | (19) |
| Total interest earned on interest earning assets | 2,246 | 1,520 | 3,766 |
| Interest paid on: | | | |
| Interest bearing demand deposits | | | |
| | 142 | 381 | 523 |
| Savings deposits | 6 | 138 | 144 |
| Time deposits | 2,032 | 1,176 | 3,208 |
| Short-term borrowings | (1,283) | 277 | (1,006) |
| Long-term borrowings and capital trust securities | | | |
| | 163 | 254 | 417 |
| Total interest paid on interest bearing liabilities | 1,060 | 2,226 | 3,286 |
| Net interest income | \$ 1,186 | \$ (706) | \$ 480 |

Noninterest Income

Total noninterest income from continuing operations increased to \$1,012,000 for the first quarter of 2007, compared to \$1,003,000 for the same period of 2006. Other income increased \$41,000 for the first quarter 2007 due to increases in financial services revenue and debit card income due to increased customer activity. Further detail regarding

noninterest income is reflected in the following table.

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Summit Financial Group, Inc. and Subsidiaries**Management's Discussion and Analysis of Financial Condition and Results of Operations****Noninterest Income**

| <i>Dollars in thousands</i> | For the Quarter Ended March 31, | |
|-----------------------------|--|-----------------|
| | 2007 | 2006 |
| Insurance commissions | \$ 206 | \$ 230 |
| Service fees | 617 | 631 |
| (Loss) on sale of assets | 2 | (4) |
| Other | 187 | 146 |
| Total | \$ 1,012 | \$ 1,003 |

Noninterest Expense

Total noninterest expense for continuing operations increased approximately \$288,000, or 5.4% to \$5,649,000 during the first three months of 2007 as compared to the same period in 2006. Salaries and employee benefits expense represented the largest category of expense growth. Table III below shows the breakdown of these increases.

**Table III -
Noninterest
Expense**
Dollars in thousands

| | For the Quarter Ended March 31, | | | |
|--------------------------------|--|---------------|-------------|-----------------|
| | 2007 | Change | | 2006 |
| | | \$ | % | |
| Salaries and employee benefits | \$ 3,226 | \$ 171 | 5.6% | \$ 3,055 |
| Net occupancy expense | 418 | 17 | 4.2% | 401 |
| Equipment expense | 446 | (4) | -0.9% | 450 |
| Supplies | 172 | 6 | 3.6% | 166 |
| Professional fees | 174 | (33) | -15.9% | 207 |
| Amortization of intangibles | 38 | - | 0.0% | 38 |
| Other | 1,175 | 131 | 12.5% | 1,044 |
| Total | \$ 5,649 | \$ 288 | 5.4% | \$ 5,361 |

Salaries and employee benefits: The 5.6% growth in salaries and employee benefits was primarily due to general merit raises.

Other: Other expenses increased 12.5% for first quarter 2007 compared to first quarter 2006. This increase includes \$30,000 of merger expenses related to the upcoming merger of our two subsidiary banks, an increase of \$60,000 in

FDIC insurance premiums, and an increase of \$30,000 in ATM expense.

Credit Experience

The provision for loan losses represents charges to earnings necessary to maintain an adequate allowance for potential future loan losses. Our determination of the appropriate level of the allowance is based on an ongoing analysis of credit quality and loss potential in the loan portfolio, change in the composition and risk characteristics of the loan portfolio, and the anticipated influence of national and local economic conditions. The adequacy of the allowance for loan losses is reviewed quarterly and adjustments are made as considered necessary.

We recorded a \$390,000 provision for loan losses for the first three months of 2007, compared to \$325,000 for the same period in 2006. Net loan charge offs for the first three months of 2007 were \$119,000, as compared to \$2,000 over the same period of 2006. At March 31, 2007, the allowance for loan losses totaled \$7,783,000 or 0.83% of loans, net of unearned income, compared to \$7,511,000 or 0.81% of loans, net of unearned income at December 31, 2006.

Summit Financial Group, Inc. and Subsidiaries**Management's Discussion and Analysis of Financial Condition and Results of Operations**

Overall, our asset quality remains sound. As illustrated in Table IV below, our non-performing assets and loans past due 90 days or more and still accruing interest have increased during the past 12 months, but have shown a slight decrease between December 31, 2006 and March 31, 2007, and still remain at a historically moderate level.

Table IV - Summary of Past Due Loans and Non-Performing Assets
(Dollars in thousands)

| | March 31, | | December |
|---|------------------|-------------|-----------------|
| | 2007 | 2006 | 31, |
| | | | 2006 |
| Accruing loans past due 90 days or more | \$ 4,233 | \$ 1,046 | \$ 4,638 |
| Nonperforming assets: | | | |
| Nonaccrual loans | 241 | 401 | 638 |
| Foreclosed properties | 42 | 268 | 77 |
| Repossessed assets | 1 | 3 | - |
| Total | \$ 4,517 | \$ 1,718 | \$ 5,353 |
| Total nonperforming loans as a | | | |
| percentage of total loans | 0.48% | 0.17% | 0.57% |
| Total nonperforming assets as a | | | |
| percentage of total assets | 0.36% | 0.15% | 0.43% |

However, we have experienced an upward trend in our internally classified assets. This trend has primarily been in residential real estate development loans due to the recent slowdown in the sales of newly constructed homes. The ratio of internally classified loans to total loans increased from 4.13% at December 31, 2006 to 6.45% at March 31, 2007. This increase is primarily due to two customer relationships. Management downgraded these two relationships, as they fell outside of our internal lending policy guidelines but does not expect any material future losses related to these two relationships. Refer to the Asset Quality section of the financial review of the 2006 Annual Report on Form 10-K for further discussion of the processes related to internally classified loans

FINANCIAL CONDITION

Our total assets were \$1,253,925,000 at March 31, 2007, compared to \$1,234,831,000 at December 31, 2006, representing a 1.5% increase. Table V below serves to illustrate significant changes in our financial position between December 31, 2006 and March 31, 2007.

Summit Financial Group, Inc. and Subsidiaries**Management's Discussion and Analysis of Financial Condition and Results of Operations****Table V - Summary of Significant Changes in Financial Position
(Dollars in thousands)**

| | Balance December 31, 2006 | Increase (Decrease) Amount Percentage | | Balance March 31, 2007 |
|---|--|---|-------|---------------------------------------|
| Assets | | | | |
| Securities available for sale | \$ 247,874 | 10,299 | 4.2% | \$ 258,173 |
| Loans, net of unearned income | 916,045 | 14,724 | 1.6% | 930,769 |
| Liabilities | | | | |
| Deposits | \$ 888,688 | \$ (11,463) | -1.3% | \$ 877,225 |
| Short-term borrowings | 60,428 | 19,458 | 32.2% | 79,886 |
| Long-term borrowings and subordinated debentures | 193,881 | 7,933 | 4.1% | 201,814 |

Loan growth during the first three months of 2007, occurring principally in the commercial and real estate portfolios, was funded both by borrowings from the FHLB and deposits, including brokered certificates of deposit.

Deposits decreased approximately \$11 million during the first quarter of 2007. This decrease was primarily in brokered deposits, which were replaced with FHLB short-term borrowings, which is reflected in their \$19 million increase.

Refer to Notes 6, 7, 9, and 10 of the notes to the accompanying consolidated financial statements for additional information with regard to changes in the composition of our securities, loans, deposits and borrowings between March 31, 2007 and December 31, 2006.

LIQUIDITY

Liquidity reflects our ability to ensure the availability of adequate funds to meet loan commitments and deposit withdrawals, as well as provide for other transactional requirements. Liquidity is provided primarily by funds invested in cash and due from banks, Federal funds sold, non-pledged securities, and available lines of credit with the FHLB, the total of which approximated \$215 million, or 17.2% of total assets at March 31, 2007 versus \$275 million, or 22.3% of total assets at December 31, 2006.

Our liquidity position is monitored continuously to ensure that day-to-day as well as anticipated funding needs are met. We are not aware of any trends, commitments, events or uncertainties that have resulted in or are reasonably likely to result in a material change to our liquidity.

Summit Financial Group, Inc. and Subsidiaries**Management's Discussion and Analysis of Financial Condition and Results of Operations****CAPITAL RESOURCES**

One of our continuous goals is maintenance of a strong capital position. Through management of our capital resources, we seek to provide an attractive financial return to our shareholders while retaining sufficient capital to support future growth. Shareholders' equity at March 31, 2007 totaled \$82,935,000 compared to \$79,875,000 at December 31, 2006.

Refer to Note 11 of the notes to the accompanying consolidated financial statements for information regarding regulatory restrictions on our capital as well as our subsidiaries' capital.

CONTRACTUAL CASH OBLIGATIONS

During our normal course of business, we incur contractual cash obligations. The following table summarizes our contractual cash obligations at March 31, 2007.

| | Long Term Debt | Capital Trust Securities | Operating Leases |
|--------------|-------------------------------|---|-----------------------------|
| 2007 | \$ 21,029,707 | \$ - | \$ 836,447 |
| 2008 | 52,376,851 | - | 997,070 |
| 2009 | 28,911,094 | - | 431,349 |
| 2010 | 52,939,159 | - | 123,389 |
| 2011 | 2,465,409 | - | 88,620 |
| Thereafter | 24,502,993 | 19,589,000 | 199,395 |
| Total | \$ 182,225,213 | \$ 19,589,000 | \$ 2,676,270 |

OFF-BALANCE SHEET ARRANGEMENTS

We are involved with some off-balance sheet arrangements that have or are reasonably likely to have an effect on our financial condition, liquidity, or capital. These arrangements at March 31, 2007 are presented in the following table.

| | March 31, 2007 |
|---|---------------------------|
| Commitments to extend credit: | |
| Revolving home equity and credit card lines | \$ 34,023,333 |
| Construction loans | 88,947,000 |
| Other loans | 32,560,000 |
| Standby letters of credit | 13,928,392 |
| Total | \$ 169,458,725 |

Summit Financial Group, Inc. and Subsidiaries**Management's Discussion and Analysis of Financial Condition and Results of Operations****MARKET RISK MANAGEMENT**

Market risk is the risk of loss arising from adverse changes in the fair value of financial instruments due to changes in interest rates, exchange rates and equity prices. Interest rate risk is our primary market risk and results from timing differences in the repricing of assets, liabilities and off-balance sheet instruments, changes in relationships between rate indices and the potential exercise of imbedded options. The principal objective of asset/liability management is to minimize interest rate risk and our actions in this regard are taken under the guidance of our Asset/Liability Management Committee ("ALCO"), which is comprised of members of senior management and members of the Board of Directors. The ALCO actively formulates the economic assumptions that we use in our financial planning and budgeting process and establishes policies which control and monitor our sources, uses and prices of funds.

Some amount of interest rate risk is inherent and appropriate to the banking business. Our net income is affected by changes in the absolute level of interest rates. Our interest rate risk position is liability sensitive. That is, absent any changes in the volumes of our interest earning assets or interest bearing liabilities, liabilities are likely to reprice faster than assets, resulting in a decrease in net income in a rising rate environment. Net income would increase in a falling interest rate environment. Net income is also subject to changes in the shape of the yield curve. In general, a flattening yield curve would result in a decline in our earnings due to the compression of earning asset yields and funding rates, while a steepening would result in increased earnings as margins widen.

Several techniques are available to monitor and control the level of interest rate risk. We primarily use earnings simulations modeling to monitor interest rate risk. The earnings simulation model forecasts the effects on net interest income under a variety of interest rate scenarios that incorporate changes in the absolute level of interest rates and changes in the shape of the yield curve. Each increase or decrease in interest rates is assumed to gradually take place over the next 12 months, and then remain stable. Assumptions used to project yields and rates for new loans and deposits are derived from historical analysis. Securities portfolio maturities and prepayments are reinvested in like instruments. Mortgage loan prepayment assumptions are developed from industry estimates of prepayment speeds. Noncontractual deposit repricings are modeled on historical patterns.

The following table shows our projected earnings sensitivity as of March 31, 2007 which is well within our ALCO policy limit of +/- 10%:

| Change in Interest Rates | Estimated % Change in Net | |
|--|--------------------------------------|---------------------------|
| | Interest Income Over: | |
| (basis points) | 0 - 12 Months | 13 - 24 Months |
| Down 200 (1) | 1.60% | 4.70% |
| Down 200, steepening yield curve (2) | 2.59% | 9.23% |
| Up 100 (1) | -0.80% | -0.82% |
| Up 200 (1) | -2.03% | -7.09% |

(1) assumes
a parallel
shift in the
yield curve
(2) assumes
steepening curve
whereby short term
rates decline by
200 basis points,
while long term
rates decline by 50
basis points

Summit Financial Group, Inc. and Subsidiaries

Management's Discussion and Analysis of Financial Condition and Results of Operations

CONTROLS AND PROCEDURES

Our management, including the Chief Executive Officer and Chief Financial Officer, has conducted as of March 31, 2007, an evaluation of the effectiveness of disclosure controls and procedures as defined in Exchange Act Rule 13a-15(e). Based on that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the disclosure controls and procedures as of March 31, 2007 were effective. There were no changes in our internal control over financial reporting that occurred during the quarter ended March 31, 2007 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Summit Financial Group, Inc. and Subsidiaries

Management's Discussion and Analysis of Financial Condition and Results of Operations

Item 1. Legal Proceedings

We are involved in various legal actions arising in the ordinary course of business. In the opinion of counsel, the outcome of these matters will not have a significant adverse effect on the consolidated financial statements.

On December 26, 2003, two of our subsidiaries, Summit Financial, LLC and Shenandoah Valley National Bank, and various employees of Summit Financial, LLC were served with a Petition for Temporary Injunction and a Bill of Complaint filed in the Circuit Court of Fairfax County, Virginia by Corinthian Mortgage Corporation. The filings allege various claims against Summit Financial, LLC and Shenandoah Valley National Bank arising out of the hiring of former employees of Corinthian Mortgage Corporation ("Corinthian") and the alleged use of its proprietary information. The individual defendants have also been sued based on allegations arising out of their former employment relationship with Corinthian and their employment with Summit Financial, LLC. In an 8-K filed on November 15, 2006, Summit announced it would close its mortgage operations which at the time operated as Summit Mortgage, a division of Shenandoah Valley National Bank .

The plaintiff seeks damages in the amount proven at trial on each claim and punitive damages in the amount of \$350,000.. Plaintiff also seeks permanent and temporary injunctive relief prohibiting the alleged use of proprietary information by Summit Financial and the alleged solicitation of Corinthian's employees. On January 22, 2004, the Circuit Court of Fairfax County, Virginia denied Corinthian's petition for a temporary injunction

On November 20, 2006, Corinthian filed an Amended Complaint. Among other things, Corinthian sought to add Summit Financial Group, Inc as a defendant in the case and requested damages in the amount of \$20 million dollars. After consultation with legal counsel, we believe that significant and meritorious defenses exist as to all the claims including with respect to plaintiff's claim for damages. We will continue to evaluate the claims in the Corinthian lawsuit and intend to vigorously defend against them. Management, at the present time, is unable to estimate the impact, if any, an adverse decision may have on our results of operations or financial condition. However, an adverse decision resulting in a large damage award could have a significant negative impact on Summit's regulatory capital thereby limiting Summit's near term growth and its ability to pay dividends to its shareholders.

We are involved in various legal actions arising in the ordinary course of business. In the opinion of counsel, the outcome of these matters will not have a significant adverse effect on the consolidated financial statements.

On January 4, 2006, Mary Forrest, an individual, filed suit in the United States District Court for the Eastern District of Wisconsin, Milwaukee Division, against our subsidiary, Shenandoah Valley National Bank ("Shenandoah"). Further, on May 19, 2006, Marti L. Klutho, an individual, filed suit in the United States District Court for the Eastern District of Missouri, Eastern Division, also against Shenandoah. The plaintiffs in each case claim that Shenandoah violated the Federal Fair Credit Reporting Act ("FCRA") alleging that Shenandoah used information contained in their consumer reports, without extending a "firm offer of credit" within the meaning of the FCRA. Plaintiffs request statutory damages.

In the Forrest case, responsive pleadings have been filed, written discovery has been exchanged by the parties, and plaintiff's deposition has been taken. Plaintiff moved for to certify the case as a class action. Her motion was denied on the ground that plaintiff is not an adequate class representative. Plaintiff thereafter requested permission to appeal to the United States Court of Appeals for the Seventh Circuit, and her request was denied. Although the denial does not dispose of the certification issue with finality, this is currently a single plaintiff case. This case and certain other similar cases pending in the Eastern District of Wisconsin have been stayed awaiting a ruling from the United States Supreme Court on the issue of what constitutes a "willful" violation under the FCRA. The prosecution and defense of

these cases will resume when the Supreme Court case is decided. The Company intends to vigorously defend this case. However, because the Company's investigation and discovery are not complete and the Supreme Court case has not been decided, management is unable to estimate the impact, in any, of an adverse decision.

Summit Financial Group, Inc. and Subsidiaries

Management's Discussion and Analysis of Financial Condition and Results of Operations

In the Klutho case, responsive pleadings have been filed. No discovery has been undertaken. Plaintiff has not moved for class certification. The Company moved for judgment on the pleadings, claiming that plaintiff has no legally viable claim. The Company's motion has been taken under advisement and awaits ruling. The Company intends to vigorously defend this case. However, because the Company's motion has not yet been decided and investigation and discovery, if necessary, are not complete, management is unable to estimate the impact, if any, of an adverse decision.

Item 1A. Risk Factors

In addition to the other information set forth in this report, you should carefully consider the factors discussed in Part I, "Item 1A. Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2006, which could materially affect our business, financial condition or future results. The risks described in our Annual Report on Form 10-K are not the only risks facing our Company. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition and/or operating results.

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.

SUMMIT FINANCIAL GROUP, INC.
(registrant)

By: /s/ H. Charles Maddy, III
H. Charles Maddy, III,
President and Chief Executive Officer

By: /s/ Robert S. Tissue
Robert S. Tissue,
Senior Vice President and Chief Financial Officer

By: /s/ Julie R. Cook
Julie R. Cook,
Vice President and Chief Accounting Officer

Date: May 9, 2007

