SUMMIT FINANCIAL GROUP INC
Form 10-Q
May 11, 2009

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

FORM 10 – Q

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

For the quarterly period ended March 31, 2009.
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	55-0672148
(State or other jurisdiction of incorporation or organization)	(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 þ No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required

to submit and post such files).
Yes o No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of “large accelerated filer”, “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer o Accelerated filerþ Non-accelerated filer o Smaller reporting companyo

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

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
7,415,310 shares outstanding as of May 7, 2009

Summit Financial Group, Inc. and Subsidiaries
Table of Contents

		Page
PART I. FINANCIAL INFORMATION		
Item 1.	Financial Statements	
	Consolidated balance sheets March 31, 2009 (unaudited), December 31, 2008, and March 31, 2008 (unaudited)	4
	Consolidated statements of income for the three months ended March 31, 2009 and 2008 (unaudited)	5
	Consolidated statements of shareholders' equity for the three months ended March 31, 2009 and 2008 (unaudited)	6
	Consolidated statements of cash flows for the three months ended March 31, 2009 and 2008 (unaudited)	7-8
	Notes to consolidated financial statements (unaudited)	9-24
Item 2.	Management's Discussion and Analysis of Financial Condition and Results of Operations	25-36
Item 3.	Quantitative and Qualitative Disclosures about Market Risk	35
Item 4.	Controls and Procedures	36

Summit Financial Group, Inc. and Subsidiaries
Table of Contents

PART II. OTHER INFORMATION

Item 1.	Legal Proceedings		37
Item 1A.	Risk Factors		37
Item 2.	Changes in Securities and Use of Proceeds		None
Item 3.	Defaults upon Senior Securities		None
Item 4.	Submission of Matters to a Vote of Security Holders		None
Item 5.	Other Information		None
Item 6.	Exhibits		
	Exhibits		
	Exhibit 11	Statement re: Computation of Earnings per Share – Information contained in Note 4 to the Consolidated Financial Statements on page 13 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	
	Exhibit 32.1	Sarbanes-Oxley Act Section 906 Certification of Chief Executive Officer	
	Exhibit 32.2	Sarbanes-Oxley Act Section 906 Certification of Chief Financial Officer	
SIGNATURES			38

Summit Financial Group, Inc. and Subsidiaries
Consolidated Balance Sheets (unaudited)

Dollars in thousands	March 31, 2009 (unaudited)	December 31, 2008 (*)	March 31, 2008 (unaudited)
ASSETS			
Cash and due from banks	$ 15,358	$ 11,356	$ 21,912
Interest bearing deposits with other banks	114	108	103
Federal funds sold	-	2	1,514
Securities available for sale	295,706	327,606	284,082
Other investments	24,000	23,016	17,947
Loan held for sale, net	1,327	978	489
Loans, net	1,186,042	1,192,157	1,079,223
Property held for sale	7,807	8,110	2,183
Premises and equipment, net	23,407	22,434	22,055
Accrued interest receivable	6,991	7,217	6,851
Intangible assets	9,617	9,704	9,968
Other assets	28,599	24,428	18,783
Total assets	$ 1,598,968	$ 1,627,116	$ 1,465,110
LIABILITIES AND SHAREHOLDERS' EQUITY			
Liabilities			
Deposits			
Non interest bearing	$ 70,483	$ 69,808	$ 64,111
Interest bearing	884,875	896,042	772,833
Total deposits	955,358	965,850	836,944
Short-term borrowings	120,480	153,100	93,950
Long-term borrowings	411,098	392,748	412,329
Subordinated debentures owed to unconsolidated subsidiary trusts	19,589	19,589	19,589
Other liabilities	8,839	8,585	10,343
Total liabilities	1,515,364	1,539,872	1,373,155
Commitments and Contingencies			
Shareholders' Equity			
Preferred stock and related surplus, $1.00 par value;			
authorized 250,000 shares, no shares issued	-	-	-
Common stock and related surplus, $2.50 par value;			
authorized 20,000,000 shares, issued and outstanding			
2009 - 7,415,310 shares; issued December 2008 - 7,415,310			
shares; issued March 2008 - 7,408,941 shares	24,453	24,453	24,394
Retained earnings	66,475	64,709	68,901
Accumulated other comprehensive income	(7,324)	(1,918)	(1,340)
Total shareholders' equity	83,604	87,244	91,955
Total liabilities and shareholders' equity	$ 1,598,968	$ 1,627,116	$ 1,465,110

(*) - December 31, 2008 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,	March 31,
Dollars in thousands	2009	2008
Interest income		
Interest and fees on loans		
Taxable	$ 18,147	$ 19,948
Tax-exempt	107	121
Interest and dividends on securities		
Taxable	4,224	3,196
Tax-exempt	513	590
Interest on interest bearing deposits with other banks	-	2
Interest on Federal funds sold	-	2
Total interest income	22,991	23,859
Interest expense		
Interest on deposits	6,620	7,124
Interest on short-term borrowings	213	919
Interest on long-term borrowings and subordinated debentures	4,822	4,877
Total interest expense	11,655	12,920
Net interest income	11,336	10,939
Provision for loan losses	4,000	1,000
Net interest income after provision for loan losses	7,336	9,939
Other income		
Insurance commissions	1,344	1,327
Service fees	735	743
Realized securities gains (losses)	256	-
Unrealized securities gains (losses)	(215)	-
Gain (loss) on sale of assets	(9)	-
Net cash settlement on derivative instruments	-	(170)
Change in fair value of derivative instruments	-	705
Other	329	243
Total other income	2,440	2,848
Other expense		
Salaries and employee benefits	4,279	4,395
Net occupancy expense	597	476
Equipment expense	568	534
Supplies	194	194
Professional fees	334	118
Amortization of intangibles	88	88
FDIC premiums	383	174
Other	1,308	1,110

Total other expense		7,751		7,089
Income before income taxes		2,025		5,698
Income tax expense		260		1,874
Net Income	$	1,765	$	3,824
Basic earnings per common share	$	0.24	$	0.52
Diluted earnings per common share	$	0.24	$	0.51

See Notes to Consolidated Financial Statements

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

Dollars in thousands	Common Stock and Related Surplus	Retained Earnings	Accumulated Other Comprehensive Income	Total Shareholders' Equity
Balance, December 31, 2008	$ 24,453	$ 64,709	$ (1,918)	$ 87,244
Three Months Ended March 31, 2009				
Comprehensive income:				
Net income	-	1,765	-	1,765
Other comprehensive income, net of deferred tax benefit of $3,175:				
Net unrealized loss on securities of ($5,662), net of reclassification adjustment for gains included in net income of $256	-	-	(5,406)	(5,406)
Stock compensation expense	-	-	-	-
Total comprehensive income				(3,641)
Exercise of stock options	-	-	-	-
Balance, March 31, 2009	$ 24,453	$ 66,474	$ (7,324)	$ 83,603
Balance, December 31, 2007	$ 24,391	$ 65,077	$ (48)	$ 89,420
Three Months Ended March 31, 2008				
Comprehensive income:				
Net income	-	3,824	-	3,824
Other comprehensive income, net of deferred tax expense of $792:				
Net unrealized gain on securities of $(1,292), net of reclassification adjustment for gains included in net income of $0	-	-	(1,292)	(1,292)
Stock compensation expense	3	-	-	3
Total comprehensive income				2,535
Exercise of stock options	-	-	-	-
Balance, March 31, 2008	$ 24,394	$ 68,901	$ (1,340)	$ 91,955

See Notes to Consolidated Financial Statements

6

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

	Three Months Ended	
	March 31,	March 31,
Dollars in thousands	2009	2008
Cash Flows from Operating Activities		
Net income	$ 1,765	$ 3,824
Adjustments to reconcile net earnings to net cash		
provided by operating activities:		
Depreciation	406	398
Provision for loan losses	4,000	1,000
Stock compensation expense	-	3
Deferred income tax (benefit)	(537)	(26)
Loans originated for sale	(4,821)	(1,608)
Proceeds from loans sold	4,485	2,523
(Gain) on sales of loans held for sale	(13)	(28)
Change in fair value of derivative instruments	-	(705)
Securities (gains)	(256)	-
Writedown of an equity investment	215	-
Loss on disposal of other assets	9	-
Amortization of securities premiums, net	(586)	(104)
Amortization of goodwill and purchase accounting		
adjustments, net	91	91
Decrease in accrued interest receivable	225	340
(Increase) decrease in other assets	193	(945)
Increase in other liabilities	254	2,430
Net cash provided by (used in) operating activities	5,430	7,193
Cash Flows from Investing Activities		
Net (increase) in interest bearing deposits		
with other banks	(6)	(26)
Proceeds from maturities and calls of securities available for sale	3,367	13,814
Proceeds from sales of securities available for sale	9,730	-
Principal payments received on securities available for sale	16,729	7,169
Purchases of securities available for sale	(6,020)	(24,029)
Purchases of other investments	(982)	(3,935)
Redemption of Federal Home Loan Bank stock	-	3,039
Net (increase) decrease in federal funds sold	2	(1,333)
Net loans made to customers	1,885	(27,881)
Purchases of premises and equipment	(1,379)	(324)
Proceeds from sales of other assets	45	-
Proceeds from early termination of interest rate swap	-	212
Net cash provided by (used in) investing activities	23,371	(33,294)
Cash Flows from Financing Activities		
Net increase (decrease) in demand deposit, NOW and		
savings accounts	31,448	(10,040)
Net increase(decrease) in time deposits	(41,940)	18,293
Net (decrease) in short-term borrowings	(32,620)	(78,105)

Proceeds from long-term borrowings	40,000	100,000
Repayment of long-term borrowings	(26,649)	(13,408)
Proceeds from issuance of subordinated debentures	4,962	9,988
Net cash provided by financing activities	(24,799)	26,728
Increase (decrease) in cash and due from banks	4,002	627
Cash and due from banks:		
Beginning	11,356	21,285
Ending	$ 15,358	$ 21,912

(Continued)

See Notes to Consolidated Financial Statements

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

	Three Months Ended	
Dollars in thousands	March 31, 2009	March 31, 2008
Supplemental Disclosures of Cash Flow Information		
Cash payments for:		
Interest	$ 11,832	$ 12,561
Income taxes	$ -	$ -
Supplemental Schedule of Noncash Investing and Financing Activities		
Other assets acquired in settlement of loans	$ 230	$ 147

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, 2009 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 2008 audited financial statements and Annual Report on Form 10-K and Form 10-K/A. Certain accounts in the consolidated financial statements for December 31, 2008 and March 31, 2008, as previously presented, have been reclassified to conform to current year classifications.

Note 2. Significant New Accounting Pronouncements

In April 2009, FASB issued FASB Staff Position ("FSP") No. FAS 157-4, Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly. Effective for interim and annual reporting periods ending after June 15, 2009, with early adoption permitted for periods ending after March 15, 2009, FSP FAS 157-4 provides guidelines for making fair value measurements more consistent with the principles presented in SFAS 157, "Fair Value Measurements," when the volume and level of activity for assets or liabilities have significantly decreased. FSP FAS 157-4 relates to determining fair values when there is no active market or where the price inputs being used represent distressed sales. It reaffirms what SFAS 157 states is the objective of fair value measurement – to reflect how much an asset would be sold for in an orderly transaction (as opposed to a distressed or forced transaction) at the date of the financial statements under current market conditions. Specifically, it reaffirms the need to use judgment to ascertain if a formerly active market has become inactive and in determining fair values when markets have become inactive. We will adopt FSP FAS 157-4 at June 30, 2009, and do not anticipate the adoption will have material impact on our financial condition or results of operations.

In April 2009, FASB issued FASB Staff Position ("FSP") No. FAS 115-2 and FAS 124-2, Recognition and Presentation of Other-Than-Temporary Impairments. Effective for interim and annual reporting periods ending after June 15, 2009, with early adoption permitted for periods ending after March 15, 2009, FSP FAS 115-2 and FAS 124-2 amended Other-Than-Temporary Impairment guidance in U.S. GAAP to make the guidance more operational and to improve the presentation and disclosure of other-than-temporary impairment on debt and equity securities in the financial statements. FSP FAS 115-2 and FAS 124-2 is intended to bring greater consistency to the timing of impairment recognition, and provide greater clarity to investors about the credit and noncredit components of impaired debt securities that are not expected to be sold. The measure of impairment in comprehensive income remains fair value. The FSP also requires increased and more timely disclosures sought by investors regarding expected cash flows, credit losses, and an aging of securities with unrealized losses. We will adopt FSP FAS 115-2 and FAS 124-2 on June 30, 2009 and do not expect that the adoption will have a material effect on our financial statements.

In April 2009, FASB issued FASB Staff Position ("FSP") No. FAS 107-1 and APB 28-1, Interim Disclosures about Fair Value of Financial Instruments. Effective for interim and annual reporting periods ending after June 15, 2009, with early adoption permitted for periods ending after March 15, 2009, FSP FAS 107-1 and APB 28-1 amends SFAS 107, Disclosures about Fair Value of Financial Instruments, to require disclosures about fair value of financial instruments for interim reporting periods of publicly traded companies as well as in annual financial statements. This FSP also amends APB Opinion No. 28, Interim Financial Reporting, to require those disclosures in summarized financial information at interim reporting periods. FSP FAS 107-1 and APB 28-1 only relates to disclosures and therefore will not have an impact on our financial condition or results of operations. We will adopt FSP FAS 107-1 and APB 28-1 on June 30, 2009.

In March 2008, FASB issued Statement of Financial Accounting Standards No. 161 ("SFAS 161"), Disclosures about Derivative Instruments and Hedging Activities-an amendment of FASB Statement No. 133. Effective for fiscal years and interim periods beginning after November 15, 2008, SFAS 161 amends and expands the disclosure requirements of Statement No. 133 by requiring enhanced disclosures for how and why an entity uses derivative instruments; how derivative instruments and related hedged items are accounted for under Statement No. 133 and its related interpretations; and how derivative instruments and related items affect an entity's financial position, financial performance and cash flows. The adoption of SFAS 161 did not have a material impact on our financial condition or results of operations as it only relates to disclosures.

In December 2007, the FASB issued Statement 141 (revised 2007) (SFAS 141R), Business Combinations. SFAS 141R will significantly change how the acquisition method will be applied to business combinations. SFAS 141R requires an acquirer, upon initially obtaining control of another entity, to recognize the assets, liabilities and any non-controlling interest in the acquiree at fair value as of the acquisition date. Contingent consideration is required to be recognized and measured at fair value on the date of acquisition rather than at a later date when the amount of that consideration may be determinable beyond a reasonable doubt. This fair value approach replaces the cost-allocation process required under SFAS 141 whereby the cost of an acquisition was allocated to the individual assets acquired and liabilities assumed based on their estimated fair value. SFAS 141R requires acquirers to expense acquisition-related costs as incurred rather than allocating such costs to the assets acquired and liabilities assumed, as was previously the case under SFAS 141. Under SFAS 141R, the requirements of SFAS 146, Accounting for Costs Associated with Exit or Disposal Activities, would have to be met in order to accrue for a restructuring plan in purchase accounting. Pre-acquisition contingencies are to be recognized at fair value, unless it is a non-contractual contingency that is not likely to materialize, in which case, nothing should be recognized in purchase accounting and, instead, that contingency would be subject to the probable and estimable recognition criteria of SFAS 5, Accounting for Contingencies. Reversals of deferred income tax valuation allowances and income tax contingencies will be recognized in earnings subsequent to the measurement period. The allowance for loan losses of an acquiree will not be permitted to be recognized by the acquirer. Additionally, SFAS 141(R) will require new and modified disclosures surrounding subsequent changes to acquisition-related contingencies, contingent consideration, noncontrolling interests, acquisition-related transaction costs, fair values and cash flows not expected to be collected for acquired loans, and an enhanced goodwill rollforward. We will be required to prospectively apply SFAS 141(R) to all business combinations completed on or after January 1, 2009. Early adoption is not permitted. We are currently evaluating SFAS 141(R) and have not determined the impact it will have on our financial statements.

Note 3. Fair Value Measurements

SFAS 157 defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. SFAS 157 also establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value.

Level 1: Quoted prices (unadjusted) or identical assets or liabilities in active markets that the entity has the ability to access as of the measurement date.

Level 2: Significant other observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, and other inputs that are observable or can be corroborated by observable market data.

Level 3: Significant unobservable inputs that reflect a company's own assumptions about the assumptions that market participants would use in pricing an asset or liability.

Accordingly, securities available-for-sale and derivatives are recorded at fair value on a recurring basis. Additionally, from time to time, we may be required to record other assets at fair value on a nonrecurring basis, such as loans held for sale, and impaired loans held for investment. These nonrecurring fair value adjustments typically involve application of lower of cost or market accounting or write-downs of individual assets.

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

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

Loans Held for Sale: Loans held for sale are carried at the lower of cost or market value. The fair value of loans held for sale is based on what secondary markets are currently offering for portfolios with similar characteristics. As such, we classify loans subject to nonrecurring fair value adjustments as Level 2.

Loans: We do not record loans at fair value on a recurring basis. However, from time to time, a loan is considered impaired and an allowance for loan losses is established. Loans for which it is probable that payment of interest and principal will not be made in accordance with the contractual terms of the loan agreement are considered impaired. Once a loan is identified as individually impaired, management measures impairment in accordance with SFAS 114, "Accounting by Creditors for Impairment of a Loan," (SFAS 114). The fair value of impaired loans is estimated using one of several methods, including collateral value, liquidation value and discounted cash flows. Those impaired loans not requiring an allowance represent loans for which the fair value of the expected repayments or collateral exceed the recorded investments in such loans. At March 31, 2009, substantially all of the total impaired loans were evaluated based on the fair value of the collateral. In accordance with SFAS 157, impaired loans where an allowance is established based on the fair value of collateral require classification in the fair value hierarchy. When the fair value of the collateral is based on an observable market price or a current appraised value, we record the impaired loan as nonrecurring Level 2. When an appraised value is not available or management

determines the fair value of the collateral is further impaired below the appraised value and there is no observable market price, we record the impaired loan as nonrecurring Level 3.

Derivative Assets and Liabilities: Substantially all derivative instruments held or issued by us for risk management or customer-initiated activities are traded in over-the-counter markets where quoted market prices are not readily available. For those derivatives, we measure fair value using models that use primarily market observable inputs, such as yield curves and option volatilities, and include the value associated with counterparty credit risk. We classify derivative instruments held or issued for risk management or customer-initiated activities as Level 2. Examples of Level 2 derivatives are interest rate swaps.

Assets and Liabilities Recorded at Fair Value on a Recurring Basis

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

Dollars in thousands	Total at March 31, 2009	Fair Value Measurements Using: Level 1	Level 2	Level 3
Assets:				
Available for sale securities	$ 295,706	$ -	$ 287,965	$ 7,741
Derivatives	13	-	13	-
Liabilities:				
Derivatives	$ 14	$ -	$ 14	$ -

The table below presents a reconciliation of all assets measured at fair value on a recurring basis using significant unobservable inputs (Level 3) for the period ended March 31, 2009. There were no gains or losses recorded in earnings attributable to unrealized gains or losses relating to those securities still held at March 31, 2009.

Dollars in thousands	Securities
Balance Jan. 1, 2009	$ 11,711
Unrealized gains/(losses) recorded in other comprehensive income	(1,315)
Purchases, issuances, and settlements	(900)
Transfers in and/or out of Level 3	(1,755)
Balance March 31, 2009	$ 7,741

Assets and Liabilities Recorded at Fair Value on a Nonrecurring Basis

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

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

Dollars in thousands	Total at March 31, 2009	Fair Value Measurements Using: Level 1	Level 2	Level 3
Loans held for sale	$ 1,327	$ -	$ 1,327	$ -
Impaired loans	69,033	-	-	69,033

Impaired loans, which are measured for impairment using the fair value of the collateral for collateral-dependent loans, had a carrying amount of $82,341,000, with a valuation allowance of $13,308,000, resulting in an additional provision for loan losses of $5,661,000 for the period.

Note 4. Earnings per Share

The computations of basic and diluted earnings per share follow:

Dollars in thousands	For the Three Months Ended March 31, 2009	2008
Numerator for both basic and diluted earnings per share:		
Net income	$ 1,765	$ 3,824
Denominator		
Denominator for basic earnings per share -		
weighted average common shares outstanding	7,415,310	7,408,941
Effect of dilutive securities:		
Stock options	20,200	40,164
	20,200	40,164
Denominator for diluted earnings per share -		
weighted average common shares outstanding and		
assumed conversions	7,435,510	7,449,105
Basic earnings per share	$ 0.24	$ 0.52
Diluted earnings per share	$ 0.24	$ 0.51

Note 5. Securities

The amortized cost, unrealized gains, unrealized losses and estimated fair values of securities at March 31, 2009, December 31, 2008, and March 31, 2008 are summarized as follows:

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

	March 31, 2009			
	Amortized	Unrealized		Estimated Fair
Dollars in thousands	Cost	Gains	Losses	Value
Available for Sale				
Taxable:				
U. S. Government agencies and corporations	$ 35,340	$ 1,210	$ 3	$ 36,547
Residential mortgage-backed securities:				
Government-sponsored agencies	131,035	5,047	10	136,072
Nongovernment-sponsored entities	92,008	470	18,078	74,400
State and political subdivisions	3,760	28	3	3,785
Corporate debt securities	349	-	13	336
Other equity securities	77	-	-	77
Total taxable	262,569	6,755	18,107	251,217
Tax-exempt:				
State and political subdivisions	44,845	732	1,217	44,360
Other equity securities	102	27	-	129
Total tax-exempt	44,947	759	1,217	44,489
Total	$ 307,516	$ 7,514	$ 19,324	$ 295,706

	December 31, 2008			
	Amortized	Unrealized		Estimated Fair
Dollars in thousands	Cost	Gains	Losses	Value
Available for Sale				
Taxable:				
U. S. Government agencies and corporations	$ 36,934	$ 1,172	$ 3	$ 38,103
Residential mortgage-backed securities:				
Government-sponsored agencies	147,074	4,291	71	151,294
Nongovernment-sponsored entities	95,568	2,335	10,020	87,883
State and political subdivisions	3,760	19	-	3,779
Corporate debt securities	349	5	-	354
Other equity securities	293	-	-	293
Total taxable	283,978	7,822	10,094	281,706
Tax-exempt:				
State and political subdivisions	46,617	639	1,459	45,797

Other equity securities	103	-	-	103
Total tax-exempt	46,720	639	1,459	45,900
Total	$ 330,698	$ 8,461	$ 11,553	$ 327,606

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

	March 31, 2008			
	Amortized	Unrealized		Estimated
Dollars in thousands	Cost	Gains	Losses	Fair Value
Available for Sale				
Taxable:				
U. S. Government agencies				
and corporations	$ 42,453	$ 1,041	$ 54	$ 43,440
Residential mortgage-backed securities:				
Government-sponsored agencies	122,771	2,421	263	124,929
Nongovernment-sponsored entities	63,749	74	4,618	59,205
State and political subdivisions	3,759	35	7	3,787
Corporate debt securities	1,349	22	39	1,332
Federal Reserve Bank stock	-	-	-	-
Other equity securities	844	-	-	844
Total taxable	234,925	3,593	4,981	233,537
Tax-exempt:				
State and political subdivisions	44,846	1,050	163	45,733
Other equity securities	6,470	-	1,658	4,812
Total tax-exempt	51,316	1,050	1,821	50,545
Total	$ 286,241	$ 4,643	$ 6,802	$ 284,082

The maturities, amortized cost and estimated fair values of securities at March 31, 2009, are summarized as follows:

	Available for Sale	
	Amortized	Estimated
Dollars in thousands	Cost	Fair Value
Due in one year or less	$ 78,185	$ 77,852
Due from one to five years	124,422	121,845
Due from five to ten years	57,953	52,950
Due after ten years	46,777	42,852
Equity securities	179	207
	$ 307,516	$ 295,706

At March 31, 2009 we had $18.1 million in unrealized losses related to residential mortgage backed securities issued by nongovernment sponsored entities. We monitor the performance of the mortgages underlying these bonds. Although there has been some deterioration in collateral performance, we primarily hold the most senior tranches of each issue which provides protection against defaults. We attribute the unrealized loss on these mortgage backed securities held largely to the current absence of liquidity in the credit markets and not to deterioration in credit quality. We expect to receive all contractual principal and interest payments due on our debt securities and have the ability and intent to hold these investments until their fair value recovers or until maturity. The mortgages in these asset pools have been made to borrowers with strong credit history and significant equity invested in their homes. Nonetheless, significant further weakening of economic fundamentals coupled with significant increases in unemployment and substantial deterioration in the value of high end residential properties could extend distress to this borrower population. This could increase default rates and put additional pressure on property values. Should these conditions occur, the value of these securities could decline and trigger the recognition of an other-than-temporary impairment charge.

Note 6. Loans

Loans are summarized as follows:

Dollars in thousands	March 31, 2009	December 31, 2008	March 31, 2008
Commercial	$ 128,707	$ 130,106	$ 111,442
Commercial real estate	452,987	452,264	396,414
Construction and development	211,849	215,465	209,257
Residential real estate	380,351	376,026	336,985
Consumer	30,201	31,519	30,206
Other	6,133	6,061	6,395
Total loans	1,210,228	1,211,441	1,090,699
Less unearned income	2,190	2,351	1,878
Total loans net of unearned income	1,208,038	1,209,090	1,088,821
Less allowance for loan losses	21,996	16,933	9,598
Loans, net	$ 1,186,042	$ 1,192,157	$ 1,079,223

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

Note 7. Allowance for Loan Losses

An analysis of the allowance for loan losses for the three month periods ended March 31, 2009 and 2008, and for the year ended December 31, 2008 is as follows:

	Three Months Ended March 31,		Year Ended December 31,
Dollars in thousands	2009	2008	2008
Balance, beginning of period	$ 16,933	$ 9,192	$ 9,192
Losses:			
Commercial	35	-	198
Commercial real estate	106	-	1,131
Construction and development	7	-	4,529
Residential real estate	279	550	1,608
Consumer	38	50	375
Other	57	46	203
Total	522	646	8,044
Recoveries:			
Commercial	4	-	4
Commercial real estate	5	3	17
Construction and development	1,502	-	-
Residential real estate	7	3	64
Consumer	19	17	72
Other	48	29	128
Total	1,585	52	285
Net losses	(1,063)	594	7,759
Provision for loan losses	4,000	1,000	15,500
Balance, end of period	$ 21,996	$ 9,598	$ 16,933

Note 8. Goodwill and Other Intangible Assets

The following tables present our goodwill at March 31, 2009 and other intangible assets at March 31, 2009, December 31, 2008, and March 31, 2008.

Dollars in thousands	Goodwill Activity
Balance, January 1, 2009	$ 6,198
Acquired goodwill, net	-
Balance, March 31, 2009	$ 6,198

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

	Other Intangible Assets		
Dollars in thousands	March 31, 2009	December 31, 2008	March 31, 2008
Unidentifiable intangible assets			
Gross carrying amount	$ 2,267	$ 2,267	$ 2,267
Less: accumulated amortization	1,499	1,461	1,347
Net carrying amount	$ 768	$ 806	$ 920
Identifiable intangible assets			
Gross carrying amount	$ 3,000	$ 3,000	$ 3,000
Less: accumulated amortization	350	300	150
Net carrying amount	$ 2,650	$ 2,700	$ 2,850

We recorded amortization expense of approximately $88,000 for the three months ended March 31, 2009 relative to our other intangible assets. Annual amortization is expected to be approximately $351,000 for each of the years ending 2009 through 2011.

Note 9. Deposits

The following is a summary of interest bearing deposits by type as of March 31, 2009 and 2008 and December 31, 2008:

Dollars in thousands	March 31, 2009	December 31, 2008	March 31, 2008
Interest bearing demand deposits	$ 155,157	$ 156,990	$ 201,820
Savings deposits	94,294	61,689	53,427
Retail time deposits	379,131	380,774	332,790
Brokered time deposits	256,293	296,589	184,796
Total	$ 884,875	$ 896,042	$ 772,833

Brokered deposits represent certificates of deposit acquired through third parties. The following is a summary of the maturity distribution of all certificates of deposit in denominations of $100,000 or more as of March 31, 2009:

Dollars in thousands	Amount	Percent
Three months or less	$ 63,285	16.2%
Three through six months	72,215	18.5%
Six through twelve months	76,560	19.6%

Over twelve months		178,194	45.7%
Total	$	390,254	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, 2009 is as follows:

Dollars in thousands	
Nine month period ending December 31, 2009	$ 330,232
Year Ending December 31, 2010	149,882
Year Ending December 31, 2011	92,900
Year Ending December 31, 2012	55,887
Year Ending December 31, 2013	4,625
Thereafter	1,898
	$ 635,424

Note 10. Borrowed Funds

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

	Quarter Ended March 31, 2009		
Dollars in thousands	Short-term FHLB Advances	Repurchase Agreements	Federal Funds Purchased and Lines of Credit
Balance at March 31	$ 110,000	$ 965	$ 9,515
Average balance outstanding for the period	141,044	1,505	9,633
Maximum balance outstanding at any month end during period	184,825	2,433	9,515
Weighted average interest rate for the period	0.52%	0.39%	1.24%
Weighted average interest rate for balances outstanding at March 31	0.44%	0.35%	1.26%

Year Ended December 31, 2008

Short-term		Federal Funds Purchased

Dollars in thousands	FHLB Advances	Repurchase Agreements	and Lines of Credit
Balance at December 31	$ 142,346	$ 1,613	$ 9,141
Average balance outstanding for the period	106,308	3,208	2,867
Maximum balance outstanding at any month end during period	146,821	11,458	9,141
Weighted average interest rate for the period	2.13%	1.74%	2.37%
Weighted average interest rate for balances outstanding at December 31	0.57%	0.48%	0.85%

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

	Quarter Ended March 31, 2008		
Dollars in thousands	Short-term FHLB Advances	Repurchase Agreements	Federal Funds Purchased and Lines of Credit
Balance at March 31	$ 81,534	$ 11,458	$ 958
Average balance outstanding for the period	98,829	9,206	863
Maximum balance outstanding at any month end during period	82,894	11,458	958
Weighted average interest rate for the period	3.47%	2.11%	5.41%
Weighted average interest rate for balances outstanding at March 31	2.26%	1.18%	4.75%

Long-term borrowings: Our long-term borrowings of $411,098,000, $392,748,000 and $412,329,000 at March 31, 2009, December 31, 2008, and March 31, 2008 respectively, consisted primarily of advances from the Federal Home Loan Bank (“FHLB”). Included in the total is also $15 million of subordinated debt. During first quarter 2009, we issued $5 million of subordinated debt which qualifies as Tier 2 capital. This debt has an interest rate of 10 percent per annum, a term of 10 years, and is not prepayable by us within the first five years.

These borrowings bear both fixed and variable rates and mature in varying amounts through the year 2019.

The average interest rate paid on long-term borrowings for the three month period ended March 31, 2009 was 4.59% compared to 4.65% for the first three months of 2008.

Subordinated Debentures Owed to Unconsolidated Subsidiary Trusts: 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, 2009, December 31, 2008, and March 31, 2008.

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 and SFG Capital Trust II are redeemable by us quarterly, and the debentures of SFG Capital Trust III are first redeemable by us in March 2011.

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

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.

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

Dollars in thousands

Year Ending December 31,	Amount
2009	$ 57,262
2010	76,481
2011	32,459
2012	64,915
2013	40,080
Thereafter	159,490
	$ 430,687

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 provided for the granting of stock options for up to 960,000 shares of common stock to our key officers, was adopted in 1998 and expired in May, 2008. Each option granted under the plan vested according to a schedule designated at the grant date and had a term of no more than 10 years following the vesting date. Also, the option price per share was not to be less than the fair market value of our common stock on the date of grant.

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

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 2009 or 2008.

All compensation cost related to nonvested awards was previously recognized prior to January 1, 2009. During first quarter 2008, we recognized $3,000 of compensation expense for share-based payment arrangements in our income statement, with a deferred tax asset of $1,000.

A summary of activity in our Officer Stock Option Plan during the first quarters of 2009 and 2008 is as follows:

	For the Quarter Ended			
	March 31, 2009		March 31, 2008	
	Options	Weighted-Average Exercise Price	Options	Weighted-Average Exercise Price
Outstanding, January 1	335,730	$ 18.36	337,580	$ 18.28
Granted	-	-	-	-
Exercised	-	-	-	-
Forfeited	-	-	-	-
Outstanding, March 31	335,730	$ 18.36	337,580	$ 18.28

Other information regarding options outstanding and exercisable at March 31, 2009 is as follows:

	Options Outstanding				Options Exercisable		
Range of exercise price	# of shares	WAEP	Wted. Avg. Remaining Contractual Life (yrs)	Aggregate Intrinsic Value (in thousands)	# of shares	WAEP	Aggregate Intrinsic Value (in thousands)
$ 4.63 - $6.00	69,750	$ 5.37	3.81	$ 175	69,750	$ 5.37	$ 175
6.01 - 10.00	31,680	9.49	6.76	0	31,680	9.49	-
	3,500	17.43	4.92	-	3,500	17.43	-

10.01 - 17.50									
17.51 - 20.00	52,300	17.79	7.75		-	51,900	17.79		-
20.01 - 25.93	178,500	25.19	6.32		-	178,500	25.19		-
	335,730	18.36		$	175	335,330	18.36	$	175

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.

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

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.

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

Dollars in thousands	March 31, 2009
Commitments to extend credit:	
Revolving home equity and credit card lines	$ 44,676
Construction loans	55,506
Other loans	41,139
Standby letters of credit	9,440
Total	$ 150,761

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, 2009, that we and each of our subsidiaries met all capital adequacy requirements to which they were subject.

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

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 subsidiary, Summit Community Bank's ("Summit Community"), are presented in the following table.

	Actual		Minimum Required Regulatory Capital		To be Well Capitalized under Prompt Corrective Action Provisions	
Dollars in thousands	Amount	Ratio	Amount	Ratio	Amount	Ratio
As of March 31, 2009						
Total Capital (to risk-weighted assets)						
Summit	$ 131,644	10.8%	$ 97,201	8.0%	$ 121,501	10.0%
Summit Community	131,080	10.9%	96,594	8.0%	120,743	10.0%
Tier 1 Capital (to risk-weighted assets)						
Summit	101,360	8.3%	48,600	4.0%	72,901	6.0%
Summit Community	115,890	9.6%	48,297	4.0%	72,446	6.0%
Tier 1 Capital (to average assets)						
Summit	101,360	6.2%	48,699	3.0%	81,165	5.0%
Summit Community	115,890	7.2%	48,045	3.0%	80,074	5.0%
As of December 31, 2008						
Total Capital (to risk-weighted assets)						
Summit	$ 125,091	10.0%	$ 99,694	8.0%	$ 124,618	10.0%
Summit Community	129,369	10.4%	99,225	8.0%	124,031	10.0%
Tier 1 Capital (to risk-weighted assets)						
Summit	99,497	8.0%	49,847	4.0%	74,771	6.0%
Summit Community	113,841	9.2%	49,612	4.0%	74,418	6.0%
Tier 1 Capital (to average assets)						
Summit	99,497	6.3%	47,707	3.0%	79,512	5.0%
Summit Community	113,841	7.2%	47,143	3.0%	78,571	5.0%

24

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"), and Summit Insurance Services, LLC for the periods indicated. Although our business operates as two separate segments, the insurance segment is not a reportable segment as it is immaterial, and thus our financial information is presented on an aggregated basis. This discussion and analysis should be read in conjunction with our 2008 audited financial statements and Annual Report on Form 10-K and Form 10-K/A.

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 for the first three months in 2009 compared to the same period of 2008 resulted in an increase of 3.22%, or $364,000, in our net interest earnings on a tax equivalent basis. Increased nonaccrual loans continue to negatively impact our net interest earnings and margin.

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 2008 Annual Report on Form 10-K/A. 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, the valuation of goodwill, and fair value measurements 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.

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

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 2008 Annual Report on Form 10-K/A 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 2008 Annual Report on Form 10-K/A.

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 2009. We cannot assure you that future goodwill impairment tests will not result in a charge to earnings. See Notes 1 and 10 of the consolidated financial statements of our Annual Report on Form 10-K/A for further discussion of our intangible assets, which include goodwill.

Statement of Financial Accounting Standards No. 157 ("SFAS 157"), Fair Value Measurements, provides a definition of fair value, establishes a framework for measuring fair value, and requires expanded disclosures about fair value measurements. Fair value is the price that could be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. Based on the observability of the inputs used in the valuation techniques, we classify our financial assets and liabilities measured and disclosed at fair value in accordance with the three-level hierarchy (e.g., Level 1, Level 2 and Level 3) established under SFAS 157. Fair value determination in accordance with SFAS 157 requires that we make a number of significant judgments. In determining the fair value of financial instruments, we use market prices of the same or similar instruments whenever such prices are available. We do not use prices involving distressed sellers in determining fair value. If observable market prices are unavailable or impracticable to obtain, then fair value is estimated using modeling techniques such as discounted cash flow analyses. These modeling techniques incorporate our assessments regarding assumptions that market participants would use in pricing the asset or the liability, including assumptions about the risks inherent in a particular valuation technique and the risk of nonperformance.

Fair value is used on a recurring basis for certain assets and liabilities in which fair value is the primary basis of accounting. Additionally, fair value is used on a non-recurring basis to evaluate assets or liabilities for impairment or for disclosure purposes in accordance with SFAS No. 107, Disclosures About Fair Value of Financial Instruments.

RESULTS OF OPERATIONS

Earnings Summary

Net income for the quarter ended March 31, 2009 declined 53.84% to $1,765,000, or $0.24 per diluted share as compared to $3,824,000, or $0.51 per diluted share for the quarter ended March 31, 2008. Returns on average equity and assets for the first three months of 2009 were 7.94% and 0.43%, respectively, compared with 16.55% and 1.06% for the same period of 2008. This decrease is primarily attributable to the $4.0 million loan loss provision during first quarter 2009 compared to $1.0 million in first quarter 2008 due to our increased nonperforming loans.

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

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 $11,654,000 for the three month period ended March 31, 2009 compared to $11,290,000 for the same period of 2008, representing an increase of $364,000 or 3.22%. This increase resulted from growth in interest earning assets, primarily loans. Average interest earning assets grew 12.30% from $1,384,816,000 during the first three months of 2008 to $1,555,109,000 for the first three months of 2009. The yield on interest earning assets declined to 6.08% for the quarter ended March 31, 2009 from 7.03% for the comparable period of 2008. Average interest bearing liabilities grew 13.51% from $1,279,084,000 at March 31, 2008 to $1,451,892,000 at March 31, 2009, at an average yield for the first three months of 2009 of 3.26% compared to 4.06% for the same period of 2008.

Our consolidated net interest margin decreased to 3.04% for the three month period ended March 31, 2009, compared to 3.28% for the same period in 2008. Our net interest margin remained unchanged compared to the linked quarter. The decline in margin when compared to March 31, 2008 was driven primarily by the reversal of loan interest income related to nonaccrual loans placed on nonaccrual status during first quarter 2009 and the continued reduction in interest income as a result of higher levels of loans remaining on nonaccrual. In addition, our margin continues to be pressured by an extremely competitive environment, both for loans and deposits. The present continued low interest rate environment has served to positively impact our net interest margin due to our liability sensitive balance sheet. For the three months ended March 31, 2009 compared to March 31, 2008, the yields on earning assets decreased 95 basis points, while the cost of our interest bearing funds decreased by 80 basis points.

We anticipate a stable net interest margin in the near term as we do not expect interest rates to rise in the near future, we do not expect significant growth in our interest earning assets, nor do we expect our nonperforming asset balances to decline significantly in the near future. We continue to monitor the net interest margin through net interest income simulation to minimize the potential for any significant negative impact. 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, 2009			March 31, 2008		
	Average Balance	Earnings/ Expense	Yield/ Rate	Average Balance	Earnings/ Expense	Yield/ Rate
Interest earning assets						
Loans, net of unearned income						
Taxable	$ 1,202,666	$ 18,146	6.12%	$ 1,073,218	$ 19,948	7.48%
Tax-exempt (1)	7,954	162	8.26%	8,949	183	8.22%
Securities						
Taxable	298,157	4,224	5.75%	251,767	3,196	5.11%
Tax-exempt (1)	46,040	777	6.84%	50,426	879	7.01%
Federal funds sold and interest bearing deposits with other banks	292	-	0.00%	456	4	3.53%
Total interest earning assets	1,555,109	23,309	6.08%	1,384,816	24,210	7.03%
Noninterest earning assets						
Cash & due from banks	17,376			12,613		
Premises and equipment	22,720			22,110		
Other assets	47,453			35,585		
Allowance for loan losses	(19,367)			(9,533)		
Total assets	$ 1,623,291			$ 1,445,591		
Interest bearing liabilities						
Interest bearing demand deposits	$ 153,938	$ 195	0.51%	$ 207,661	$ 930	1.80%
Savings deposits	75,096	341	1.84%	46,551	195	1.68%
Time deposits	646,913	6,084	3.81%	506,036	5,999	4.77%
Short-term borrowings	152,181	213	0.57%	108,898	919	3.39%
Long-term borrowings						
	423,764	4,822	4.61%	409,938	4,877	4.78%

and capital trust securities								
Total interest bearing liabilities		1,451,892		11,655	3.26%	1,279,084	12,920	4.06%
Noninterest bearing liabilities								
and shareholders' equity								
Demand deposits		74,492				64,472		
Other liabilities		8,017				9,604		
Shareholders' equity		88,890				92,431		
Total liabilities and								
shareholders' equity	$	1,623,291				$ 1,445,591		
Net interest earnings			$	11,654			$ 11,290	
Net yield on interest earning assets					3.04%			3.28%

(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 $351,000 and $319,000 for the periods ended
March 31, 2009 and March 31, 2008, 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, 2009 versus March 31, 2008 Increase (Decrease) Due to Change in:		
	Volume	Rate	Net
Interest earned on:			
Loans			
Taxable	$ 2,180	$ (3,982)	$ (1,802)
Tax-exempt	(21)	-	(21)
Securities			
Taxable	612	416	1,028
Tax-exempt	(80)	(22)	(102)
Federal funds sold and interest bearing deposits with other banks	(1)	(3)	(4)
Total interest earned on interest earning assets	2,690	(3,591)	(901)
Interest paid on:			
Interest bearing demand deposits	(195)	(540)	(735)
Savings deposits	127	19	146
Time deposits	1,450	(1,365)	85
Short-term borrowings	268	(974)	(706)
Long-term borrowings and capital			