GLEN BURNIE BANCORP
Form 10-K
March 14, 2008

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

x Annual report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the fiscal year ended December 31, 2007 or

o 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: 0-24047

GLEN BURNIE BANCORP
(Exact name of registrant as specified in its charter)

MARYLAND (State or other jurisdiction of incorporation or organization)	52-1782444 (I.R.S. Employer Identification No.)
101 Crain Highway, S.E., Glen Burnie, Maryland (Address of principal executive offices)	21061 (Zip Code)
Registrant's telephone number, including area code	(410) 766-3300

Securities registered pursuant to Section 12(b) of the Act:

Title of Class	Name of Each Exchange on Which Registered
None	None

Securities registered pursuant to Section 12(g) of the Act:

Title of Class
Common Stock, $1.00 par value
Common Stock Purchase Rights

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes o No x

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes o No x

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No o

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statement

incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. o

Indicate by check mark if 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 Filer o Non-Accelerated Filer o Smaller Reporting Company x

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

The aggregate market value of the voting stock held by non-affiliates of the registrant as of June 29, 2007 was $34,966,147.

The number of shares of common stock outstanding as of January 29, 2008 was 2,998,028.

DOCUMENTS INCORPORATED BY REFERENCE

To the extent specified, Part III of this Form 10-K incorporates information by reference to the Registrant's definitive proxy statement for its 2008 Annual Meeting of Shareholders (to be filed).

GLEN BURNIE BANCORP
2007 ANNUAL REPORT ON FORM 10-K

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PART I

ITEM 1. BUSINESS

General

Glen Burnie Bancorp (the "Company") is a bank holding company organized in 1990 under the laws of the State of Maryland. It presently owns all the outstanding shares of capital stock of The Bank of Glen Burnie (the "Bank"), a commercial bank organized in 1949 under the laws of the State of Maryland, serving northern Anne Arundel County and surrounding areas from its main office and branch in Glen Burnie, Maryland and branch offices in Glen Burnie (South Crain location), Odenton, Riviera Beach, Crownsville, Severn, Linthicum and Severna Park, Maryland. The Bank also maintains two remote Automated Teller Machine ("ATM") locations in Ferndale and Pasadena, Maryland. The Bank maintains a website at www.thebankofglenburnie.com. The Bank is the oldest independent commercial bank in Anne Arundel County. The Bank is engaged in the commercial and retail banking business as authorized by the banking statutes of the State of Maryland, including the acceptance of demand and time deposits, and the origination of loans to individuals, associations, partnerships and corporations. The Bank's real estate financing consists of residential first and second mortgage loans, home equity lines of credit and commercial mortgage loans. Commercial lending consists of both secured and unsecured loans. The Bank also originates automobile loans through arrangements with local automobile dealers. The Bank's deposits are insured up to applicable limits by the Federal Deposit Insurance Corporation ("FDIC").

The Company's principal executive office is located at 101 Crain Highway, S.E., Glen Burnie, Maryland 21061. Its telephone number at such office is (410) 766-3300.

Information on the Company and its subsidiary Bank may be obtained from the Company's website www.thebankofglenburnie.com. Copies of the Company's annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and all amendments thereto are available free of charge on the website as soon as they are filed with the SEC through a link to the SEC's EDGAR reporting system. Simply select the "Investor Relations" menu item, then click on the "All SEC Filings" or "Insider Transactions" link.

Market Area

The Bank considers its principal market area for lending and deposit products to consist of Northern Anne Arundel County, Maryland, which consists of those portions of the county north of U.S. Route 50. Northern Anne Arundel County includes mature suburbs of the City of Baltimore, which in recent years have experienced modest population growth and are characterized by an aging population. Management believes that the majority of the working population in its market area either commutes to Baltimore or is employed at businesses located at or around the nearby Baltimore Washington International Airport. Anne Arundel County is generally considered to have more affordable housing than other suburban Baltimore areas and attracts younger persons and minorities on this basis. This inflow, however, has not been sufficient to affect current population trends.

Lending Activities

The Bank offers a full range of consumer and commercial loans. The Bank's lending activities include residential and commercial real estate loans, construction loans, land acquisition and development loans, commercial loans and consumer installment lending including indirect automobile lending. Substantially all of the Bank's loan customers are residents of Anne Arundel County and surrounding areas of Central Maryland. The Bank solicits loan applications for commercial loans from small to medium sized businesses located in its market area. The Company believes that this is a market in which a relatively small community bank, like the Bank, has a competitive advantage in personal service and flexibility. The Bank's consumer lending currently consists primarily of indirect automobile loans originated

through arrangements with local dealers.

The Company’s total loan portfolio increased during the 2007, 2006, 2005, 2004, and 2003 fiscal years. In 2007, the increases were due to residential and commercial mortgages and construction, offset by a decrease in indirect lending and mortgage participations purchased and an increase in mortgage participations sold. In 2006, the increases were primarily due to an increase in commercial mortgages (due to an increase in participations), offset by decreases in residential mortgages and indirect automobile loans. In 2005, the increases were primarily due to an increase in commercial and industrial mortgages and indirect automobile loans. In 2003 and 2004, the increases in loans were primarily due to increases in residential mortgages. The commercial mortgage portfolio declined in 2003 as a result of softening loan demand and increased competition from large financial institutions. From 2003 to 2004, the residential mortgage portfolio achieved steady increases due to a strong housing market environment.

The following table provides information on the composition of the loan portfolio at the indicated dates.

	At December 31,									
	2007		2006		2005		2004		2003	
(Dollars in Thousands)	$	%	$	%	$	%	$	%	$	%
Mortgage:										
Residential	$ 76,781	37.98%	$ 68,341	34.88%	$ 71,841	37.17%	$ 71,039	38.27%	$ 64,471	36.62%
Commercial	47,843	23.66	53,164	27.13	37,666	19.50	31,983	17.23	28,525	16.20
Construction and land development	5,876	2.91	1,609	0.83	1,402	0.73	2,080	1.12	3,112	1.77
Consumer:										
Installment	17,087	8.45	15,044	7.67	15,748	8.15	19,019	10.25	19,767	11.23
Credit card	143	0.07	144	0.08	128	0.07	180	0.10	175	0.10
Indirect automobile	49,260	24.37	52,539	26.81	60,510	31.31	55,703	30.00	53,883	30.61
Commercial	5,184	2.56	5,077	2.60	5,932	3.07	5,618	3.03	6,113	3.47
Gross loans	202,174	100.00%	195,918	100.00%	193,227	100.00%	185,622	100.00%	176,046	100.00%
Unearned income on loans	(816)		(743)		(821)		(919)		(981)	
Gross loans net of unearned income	201,357		195,175		192,406		184,703		175,065	
Allowance for credit losses	(1,604)		(1,839)		(2,201)		(2,412)		(2,246)	
Loans, net	$ 199,753		$ 193,336		$ 190,205		$ 182,291		$ 172,819	

The following table sets forth the maturities for various categories of the loan portfolio at December 31, 2007. Demand loans and loans which have no stated maturity, are treated as due in one year or less. At December 31, 2007, the Bank had $23,356,106 in loans due after one year with variable rates and $153,419,843 in such loans with fixed rates.

	Due Within One Year	Due Over One To Five Years	Due Over Five Years	Total
		(In Thousands)		
Real Estate - mortgage:				
Residential	$ 4,843	$ 3,138	$ 68,800	$ 76,781
Commercial	10,010	20,667	17,166	47,843
Construction and land development	1,299	1,712	2,865	5,876
Installment	1,227	10,971	4,889	17,087
Credit Card	143	-	-	143
Indirect automobile	1,265	40,693	7,302	49,260
Commercial	5,177	7	-	5,184

	$ 23,964	$ 77,188	$ 101,022	$ 202,174

Real Estate Lending. The Bank offers long-term mortgage financing for residential and commercial real estate as well as shorter term construction and land development loans. Residential mortgage and residential construction loans are originated with fixed rates, while commercial mortgages may be originated on either a fixed or variable rate basis. Commercial construction loans are generally originated on a variable rate basis. Substantially all of the Bank's real estate loans are secured by properties in Anne Arundel County, Maryland**.** Under the Bank's loan policies, the maximum permissible loan-to-value ratio for owner-occupied residential mortgages is 80% of the lesser of the purchase price or appraised value. The Bank, however, will make loans secured by owner-occupied residential real estate with loan-to-value ratios up to 95% (some restrictions may apply), provided the borrower obtains private mortgage insurance for the portion of the loan in excess of 80%. For residential investment properties, the maximum loan-to-value ratio is 80%. The maximum permissible loan-to-value ratio for residential and residential construction loans is 80%. The maximum loan-to-value ratio for permanent commercial mortgages is 75%. The maximum loan-to-value ratio for land development loans is 70% and for unimproved land is 65%. The Bank also offers home equity loans secured by the borrower's primary residence, provided that the aggregate indebtedness on the property does not exceed 80% of its value. Because mortgage lending decisions are based on conservative lending policies, the Company has no exposure to the credit issues affecting the sub-prime residential mortgage market.

Commercial Lending. The Bank's commercial loan portfolio consists of demand, installment and time loans for commercial purposes. The Bank's business demand, installment and time lending includes various working capital loans, equipment, vehicles, lines of credit and letters of credit for commercial customers. Demand loans require the payment of interest until called, while installment loans require a monthly payment of principal and interest, and time loans require at maturity a single payment of principal and interest due monthly. Such loans may be made on a secured or an unsecured basis. All such loans are underwritten on the basis of the borrower's creditworthiness rather than the value of the collateral.

Installment Lending. The Bank makes consumer and commercial installment loans for the purchase of automobiles, boats, other consumer durable goods, capital goods and equipment. Such loans provide for repayment in regular installments and are secured by the goods financed. Also included in installment loans are overdraft loans and other credit repayable in installments. As of December 31, 2007, approximately 65.71% of the installment loans in the Bank's portfolio (other than indirect automobile lending) had been originated for commercial purposes and 34.29% had been originated for consumer purposes.

Indirect Automobile Lending. The Bank commenced its indirect automobile lending program in January 1998. The Bank finances new automobiles for terms of up to 72 months and used automobiles for terms of up to 60 months. For used vehicles, the age of the vehicle plus the term of the loan cannot exceed eight years. The Bank does not lend more than the MSRP on new vehicles. On used vehicles, the Bank will not lend more than 110% of the average wholesale published in a nationally recognized used vehicle pricing guide. The Bank requires all borrowers to obtain vendor's single interest coverage protecting the Bank against loss in the case a borrower's automobile insurance lapses. The Bank originates indirect loans through a network of approximately 48 dealers which are primarily new car dealers located in Anne Arundel County and the surrounding counties. Participating dealers take loan applications from their customers and transmit them to the Bank for approval.

Other Loans. The Bank offers overdraft protection lines of credit, tied to checking accounts, as a convenience to qualified customers.

Although the risk of non-payment for any reason exists with respect to all loans, certain other specific risks are associated with each type of loan. The primary risks associated with commercial loans, including commercial real estate loans, are the quality of the borrower's management and a number of economic and other factors which induce business failures and depreciate the value of business assets pledged to secure the loan, including competition, insufficient capital, product obsolescence, changes in the borrowers' cost, environmental hazards, weather, changes in laws and regulations and general changes in the marketplace. Primary risks associated with residential real estate loans include fluctuating land and property values and rising interest rates with respect to fixed-rate, long-term loans. Residential construction lending exposes the Company to risks related to builder performance. Consumer loans, including indirect automobile loans, are affected primarily by domestic economic instability and a variety of factors that may lead to the borrower's unemployment, including deteriorating economic conditions in one or more segments of a local or broader economy. Because the Bank deals with borrowers through an intermediary on indirect automobile loans, this form of lending potentially carries greater risks of defects in the application process for which claims may be made against the Bank. Indirect automobile lending may also involve the Bank in consumer disputes under state "lemon" or other laws. The Bank seeks to control these risks by following strict underwriting and documentation guidelines. In addition, dealerships are contractually obligated to indemnify the Bank for such losses for a limited period of time.

The Bank's lending activities are conducted pursuant to written policies approved by the Board of Directors intended to ensure proper management of credit risk. Loans are subject to a well defined credit process that includes credit evaluation of borrowers, establishment of lending limits and application of lending procedures, including the holding of adequate collateral and the maintenance of compensating balances, as well as procedures for on-going identification and management of credit deterioration. Regular portfolio reviews are performed by the Bank's Senior Credit Officer to identify potential underperforming loans and other credit facilities, estimate loss exposure and to ascertain compliance with the Bank's policies. On a quarterly basis, the Bank's Internal Auditor performs an independent loan review in accordance with the Bank's loan review policy. For significant problem loans, management review consists of evaluation of the financial strengths of the borrower and any guarantor, the related collateral, and the effects of economic conditions.

The Bank's loan approval policy provides for various levels of individual lending authority. The maximum aggregate lending authority granted by the Bank to any one Lending Officer is $750,000. A combination of approvals from

certain officers may be used to lend up to an aggregate of $1,000,000. The Bank's Executive Committee is authorized to approve loans up to $3.0 million. Larger loans must be approved by the full Board of Directors.

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Under Maryland law, the maximum amount which the Bank is permitted to lend to any one borrower and their related interests may generally not exceed 10% of the Bank's unimpaired capital and surplus, which is defined to include the Bank's capital, surplus, retained earnings and 50% of its allowance for possible loan losses. Under this authority, the Bank would have been permitted to lend up to $3.49 million to any one borrower at December 31, 2007. By interpretive ruling of the Commissioner of Financial Regulation, Maryland banks have the option of lending up to the amount that would be permissible for a national bank which is generally 15% of unimpaired capital and surplus (defined to include a bank's total capital for regulatory capital purposes plus any loan loss allowances not included in regulatory capital). Under this formula, the Bank would have been permitted to lend up to $5.22 million to any one borrower at December 31, 2007. At December 31, 2007, the largest amount outstanding to any one borrower and its related interests was $4,121,000.

Non-Performing Loans

It is the policy of the Bank to reverse accrued, and discontinue the accrual of, interest when a loan becomes 90 days or more delinquent and circumstances indicate that collection is doubtful.

The Bank seeks to control delinquencies through diligent collection procedures. For consumer loans, the Bank sends out payment reminders on the seventh and twelfth days after a payment is due. If a consumer loan becomes 15 days past due, the account is transferred to the Bank's collections department, which will contact the borrower by telephone and/or letter before the account becomes 30 days past due. If a consumer loan becomes more than 30 days past due, the Bank will continue its collection efforts and will move to repossession or foreclosure by the 45th day if the Bank has reason to believe that the collateral may be in jeopardy or the borrower has failed to respond to prior communications. The Bank will move to repossess or foreclose in all instances in which a consumer loan becomes more than 60 days delinquent. After repossession of a motor vehicle, the borrower has a 15-day statutory right to redeem the vehicle and is entitled to 10 days' notice before the sale of a repossessed vehicle. The Bank sells the vehicle as promptly as feasible after the expiration of these periods. If the amount realized from the sale of the vehicle is less than the loan amount, the Bank will seek a deficiency judgment against the borrower. The Bank follows similar collection procedures with respect to commercial loans.

The following table sets forth the amount of the Bank's restructured loans, non-accrual loans and accruing loans 90 days or more past due at the dates indicated:

	At December 31,				
	2007	2006	2005	2004	2003
	(Dollars In Thousands)				
Restructured Loans	$ 578	$ -	$ -	$ 95	$ -
Non-accrual loans:					
Real estate – mortgage:					
Residential	$ -	$ 3	$ 14	$ 122	$ 34
Commercial	-	-	-	255	265
Real estate - construction	-	-	-	-	-
Installment	212	46	159	205	250
Commercial	-	8	12	16	23
Total non-accrual loans	212	57	185	598	572
Accruing loans past due 90 days or more					
Real estate – mortgage:					
Residential	512	2	1	1	5

Commercial		-		-		-		-	-
Real estate - construction		-		-		3		6	6
Installment		-		-		-		-	-
Commercial		128		-		-		-	-
Total accruing loans past due 90 days or more		640		2		4		7	11
Total non-accrual and past due loans	$	852	$	59	$	189	$	605	$ 583
Non-accrual and past due loans to gross loans		0.43%		0.03%		0.10%		0.33%	0.33%
Allowance for credit losses to non-accrual and past due loans		188.27%		3,116.95%		1,164.55%		398.68%	385.25%

For the year ended December 31, 2007, interest of $20,037 would have been accrued on non-accrual loans if such loans had been current in accordance with their original terms. During that period, interest on non-accrual loans was not included in income. $209,789, or 99%, of the Bank’s total $212,416 non-accrual loans at December 31, 2007 were attributable to 12 borrowers. No charge-offs have previously been taken on these loans. One of these borrowers with a loan totaling $508 was in bankruptcy at that date. Because of the legal protections afforded to borrowers in bankruptcy, collections on such loans are difficult and the Bank anticipates that such loans may remain delinquent for an extended period of time. Each of these loans is secured by collateral with a value well in excess of the current active balance of the Bank’s loan.

At December 31, 2007, there were no loans outstanding not reflected in the above table as to which known information about the borrower's possible credit problems caused management to have serious doubts as to the ability of the borrowers to comply with present loan repayment terms. These loans consist of loans which were not 90 days or more past due but where the borrower is in bankruptcy or has a history of delinquency or the loan to value ratio is considered excessive due to deterioration of the collateral or other factors.

At December 31, 2007, the Company had $50,000 in real estate acquired in partial or total satisfaction of debt, compared to the same amount in such properties at December 31, 2006 and 2005, respectively. All such properties are recorded at the lower of cost or fair value at the date acquired and carried on the balance sheet as other real estate owned. Losses arising at the date of acquisition are charged against the allowance for credit losses. Subsequent write-downs that may be required and expense of operation are included in non-interest expense. Gains and losses realized from the sale of other real estate owned are included in non-interest income or expense. For a description of the properties comprising other real estate owned at December 31, 2007, see "Item 2. — Properties."

Allowance For Credit Losses

The Bank's allowance for credit losses is based on the probable estimated losses that may be sustained in its loan portfolio. The allowance is based on two basic principles of accounting. (1) Statement of Financial Accountings Standards (SFAS) No. 5 "Accounting for Contingencies", which requires that losses be accrued when they are probable of occurring and estimable, and (2) SFAS No. 114, "Accounting by Creditors for Impairment of a Loan", which requires that losses be accrued based on the differences between the value of collateral, present value of future cash flows or values that are observable in the secondary market and the loan balance.

The allowance for credit losses is established through a provision for credit losses charged to expense. Loans are charged against the allowance for credit losses when management believes that the collectibility of the principal is unlikely. The allowance, based on evaluations of the collectibility of loans and prior loan loss experience, is an amount that management believes will be adequate to absorb possible losses on existing loans that may become uncollectible. The evaluations take into consideration such factors as changes in the nature and volume of the loan portfolio, overall portfolio quality, review of specific problem loans, value of collateral, and current economic conditions and trends that may affect the borrower's ability to pay. Because mortgage lending decisions are based on conservative lending policies, the Company has no exposure to the credit issues affecting the sub-prime residential mortgage market.

Transactions in the allowance for credit losses during the last five fiscal years were as follows:

	Year Ended December 31,				
	2007	2006	2005	2004	2003
	(Dollars In Thousands)				
Beginning Balance	$ 1,839	$ 2,201	$ 2,412	$ 2,246	$ 2,515
Loans charged off					
Real estate - mortgage:					
Residential	0	1	-	-	-
Commercial	-	-	-	-	-
Real estate - construction	-	-	-	-	-
Installment	591	528	495	502	687
Credit card & related	-	-	-	-	42
Commercial	-	253	127	49	29
Total	591	782	622	551	758
Recoveries					
Real estate - mortgage:					
Residential	-	1	-	35	1
Commercial	-	-	-	-	-
Real estate - construction	-	-	-	-	-
Installment	258	335	276	293	369
Credit card & related	-	-	-	-	30
Commercial	48	22	185	49	49
Total	306	358	461	377	449
Net charge offs/(recoveries)	285	424	161	174	308
Provisions (credited) charged to operations	50	62	(50)	340	40
Ending balance	$ 1,604	$ 1,839	$ 2,201	$ 2,412	$ 2,246
Average loans	$ 199,632	$ 186,706	$ 191,706	$ 181,881	$ 166,786
Net charge-offs to average loans	0.14%	0.23%	0.09%	0.10%	0.18%

The following table shows the allowance for credit losses broken down by loan category as of December 31, 2007, 2006, 2005, 2004, and 2003:

	At December 31,			
	2007		2006	
Portfolio	Allowance For Each Category	Percentage Of Loans In Each Category To Total Loans	Allowance For Each Category	Percentage Of Loans In Each Category To Total Loans
	(Dollars In Thousands)			
Real Estate - mortgage:				
Residential	$ 117	37.98%	$ 149	34.88%
Commercial	163	23.66	314	27.13
Real Estate — construction	102	2.91	14	0.83
Installment	55	8.45	103	7.67
Credit Card	-	0.07	-	0.08
Indirect automobile	892	24.37	1,119	26.81
Commercial	257	2.56	260	2.60
Unallocated	18	-	120	-
Total	$ 1,604	100.00%	$ 1,839	100.00%

	At December 31,					
	2005		2004		2003	
Portfolio	Allowance For Each Category	Percentage Of Loans In Each Category To Total Loans	Allowance For Each Category	Percentage Of Loans In Each Category To Total Loans	Allowance For Each Category	Percentage Of Loans In Each Category To Total Loans
	(Dollars In Thousands)					
Real Estate – mortgage:						
Residential	$ 153	37.17%	$ 153	38.27%	$ 143	36.62%
Commercial	277	19.50	328	17.23	314	16.20
Real Estate – construction	8	0.73	13	1.12	29	1.77
Installment	103	8.15	136	10.25	137	11.23
Credit Card	-	0.07	-	0.10	-	0.10
Indirect automobile	1,260	31.31	1,254	30.00	1,357	30.61
Commercial	264	3.07	343	3.03	271	3.47
Unallocated	136	-	185	-	(5)	-
Total	$ 2,201	100.00%	$ 2,412	100.00%	$ 2,246	100.00%

Investment Securities

The Bank maintains a substantial portfolio of investment securities to provide liquidity as well as a source of earnings. The Bank's investment securities portfolio consists primarily of U.S. Treasury securities, securities issued by U.S. Government agencies including mortgage-backed securities, securities issued by certain states and their political subdivisions, and corporate trust preferred securities. The tax treatment of the Bank's portfolio of securities issued by certain states and their political subdivisions allows the Company to use the full tax advantage of this portfolio.

The following table presents at amortized cost the composition of the investment portfolio by major category at the dates indicated.

	At December 31, 2007	2006	2005
	(In Thousands)		
U.S. Treasury securities	$ -	$ -	$ -
U.S. Government agencies and mortgage backed securities	44,094	57,119	52,402
Obligations of states and political subdivisions	32,311	36,811	30,277
Corporate trust preferred	2,167	3,080	4,976
Total investment securities	$ 78,572	$ 97,010	$ 87,655

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The following table sets forth the scheduled maturities, book values and weighted average yields for the Company's investment securities portfolio at December 31, 2007:

	One Year Or Less		One To Five Years		Five to Ten Years		More Than Ten Years		Total	
	Book Value	Weighted Average Yield	Book Value	Weighted Average Yield	Book Value	Weighted Average Yield	Book Value	Weighted Average Yield	Book Value	Weighted Average Yield
U.S. Treasury securities	$ -	-%	$ -	-%	$ -	-%	$ -	-%	$ -	-%
U.S. Government agencies and mortgage backed securities	1,000	3.53	2,495	4.28	5,235	5.01	35,364	5.13	44,094	5.03
Obligations of states and political subdivisions	-	-	7,144	3.29	3,092	3.78	22,075	4.54	32,311	4.19
Corporate trust preferred	-	-	-	-	-	-	2,167	8.70	2,167	8.70
Total investment securities	$ 1,000	3.53%	$ 9,639	3.55%	$ 8,327	4.55%	$ 59,606	5.04%	$ 78,572	4.79%

At December 31, 2007, the Bank had no investments in securities of a single issuer (other than the U.S. Government securities and securities of federal agencies and government-sponsored enterprises), which aggregated more than 10% of stockholders' equity.

Deposits And Other Sources of Funds

The funds needed by the Bank to make loans are primarily generated by deposit accounts solicited from the communities surrounding its branches in northern Anne Arundel County. Consolidated total deposits were $252,917,000 as of December 31, 2007. The Bank uses borrowings from the Federal Home Loan Bank ("FHLB") of Atlanta to supplement funding from deposits. The Bank was permitted to borrow up to $36.85 million under a line of credit from the FHLB of Atlanta as of December 31, 2007.

Deposits. The Bank's deposit products include regular savings accounts (statements), money market deposit accounts, demand deposit accounts, NOW checking accounts, IRA and SEP accounts, Christmas Club accounts and certificates of deposit. Variations in service charges, terms and interest rates are used to target specific markets. Ancillary products and services for deposit customers include safe deposit boxes, money orders and travelers checks, night depositories, automated clearinghouse transactions, wire transfers, ATMs, telephone banking, and a customer call center. The Bank is a member of the Cirrus(R) and Star(R) ATM networks.

As stated above, the Bank obtains deposits principally through its network of branch offices. The Bank does not solicit brokered deposits. At December 31, 2007, the Bank had approximately $27.9 million in certificates of deposit and other time deposits of $100,000 or more, including IRA accounts. The following table provides information as to the maturity of all time deposits of $100,000 or more at December 31, 2007:

	Amount (In Thousands)
Three months or less	$ 5,268

Over three through six months		2,694
Over six through 12 months		10,765
Over 12 months		9,157
Total	$	27,884

Borrowings. In addition to deposits, the Bank from time to time obtains advances from the FHLB of Atlanta of which it is a member. FHLB of Atlanta advances may be used to provide funds for residential housing finance, for small business lending, and to meet specific and anticipated needs. The Bank may draw on a $36.85 million line of credit from the FHLB of Atlanta, which is secured by a floating lien on the Bank's residential first mortgage loans and various federal and agency securities. There was $10 million in a convertible advance under this credit arrangement at December 31, 2007. The advance matures in November 1, 2017, is callable monthly, and bears a 3.28% rate of interest. There was $7 million in a long-term convertible advance under this credit arrangement at December 31, 2007. The advance matures in September 2010 and bears a 5.84% rate of interest. On September 7, 2000, the Company issued $5,155,000 of its 10.6% Junior Subordinated Deferrable Interest Debentures to Glen Burnie Statutory Trust I, a Connecticut statutory trust wholly owned by the Company. The Trust, in turn, issued $5 million of its 10.6% capital securities to institutional investors. The debentures are scheduled to mature on September 7, 2030, unless called by the Company not earlier than September 7, 2010. It is the Company's intention to call these debentures at the earliest opportunity. The Bank also has an unsecured line of credit in the amount of $7 million from another commercial bank but currently has no balance outstanding. The Bank has a mortgage note on the 103 Crain Highway address with a balance of $107,135 as of December 31, 2007. This note is payable monthly through October 2010 and has a 7% interest rate.

Competition

The Bank faces competition for deposits and loans from other community banks, branches or affiliates of larger banks, savings and loan associations, savings banks and credit unions, which compete vigorously (currently, sixteen FDIC-insured depository institutions operate within two miles of the Bank's headquarters). With respect to indirect lending, the Bank faces competition from other banks and the financing arms of automobile manufacturers. The Bank competes in this area by offering competitive rates and responsive service to dealers.

The Bank's interest rates, loan and deposit terms, and offered products and services are impacted, to a large extent, by such competition. The Bank attempts to provide superior service within its community and to know, and facilitate services, to, its customers. It seeks commercial relationships with small to medium size businesses, which the Bank believes would welcome personal service and flexibility. The bank believes its greatest competition comes from larger intra- and inter-state financial institutions.

Other Activities

The Company also owns all outstanding shares of capital stock of GBB Properties, Inc. ("GBB"), another Maryland corporation which was organized in 1994 and which is engaged in the business of acquiring, holding and disposing of real property, typically acquired in connection with foreclosure proceedings (or deeds in lieu of foreclosure) instituted by the Bank or acquired in connection with branch expansions by the Bank.

Employees

At December 31, 2007, the Bank had 118 full-time equivalent employees. Neither the Company nor GBB currently has any employees.

Regulation of the Company

General. The Company is a bank holding company within the meaning of the Bank Holding Company Act of 1956 (the "BHCA"). As such, the Company is registered with the Board of Governors of the Federal Reserve System (the "Federal Reserve Board") and subject to Federal Reserve Board regulation, examination, supervision and reporting requirements. As a bank holding company, the Company is required to furnish to the Federal Reserve Board annual and quarterly reports of its operations at the end of each period and to furnish such additional information as the Federal Reserve Board may require pursuant to the BHCA. The Company is also subject to regular inspection by Federal Reserve Board examiners.

Under the BHCA, a bank holding company must obtain the prior approval of the Federal Reserve Board before: (1) acquiring direct or indirect ownership or control of any voting shares of any bank or bank holding company if, after such acquisition, the bank holding company would directly or indirectly own or control more than 5% of such shares; (2) acquiring all or substantially all of the assets of another bank or bank holding company; or (3) merging or consolidating with another bank holding company.

The Riegle-Neal Interstate Banking and Branching Efficiency Act of 1994 (the "Riegle-Neal Act") authorizes the Federal Reserve Board to approve an application of an adequately capitalized and adequately managed bank holding company to acquire control of, or acquire all or substantially all of the assets of, a bank located in a state other than such holding company's home state, without regard to whether the transaction is prohibited by the laws of any state. The Federal Reserve Board may not approve the acquisition of a bank that has not been in existence for the minimum time period (not exceeding five years) specified by the statutory law of the host state. The Riegle-Neal Act also prohibits the Federal Reserve Board from approving such an application if the applicant (and its depository institution affiliates) controls or would control more than 10% of the insured deposits in the United States or 30% or more of the

deposits in the target bank's home state or in any state in which the target bank maintains a branch. The Riegle-Neal Act does not affect the authority of states to limit the percentage of total insured deposits in the state which may be held or controlled by a bank or bank holding company to the extent such limitation does not discriminate against out-of-state banks or bank holding companies. Individual states may also waive the 30% state-wide concentration limit contained in the Riegle-Neal Act. Under Maryland law, a bank holding company is prohibited from acquiring control of any bank if the bank holding company would control more than 30% of the total deposits of all depository institutions in the State of Maryland unless waived by the Maryland Commissioner of Financial Regulation.

Additionally, the federal banking agencies are authorized to approve interstate merger transactions without regard to whether such transaction is prohibited by the law of any state, unless the home state of one of the banks opted out of the Riegle-Neal Act by adopting a law after the date of enactment of the Riegle-Neal Act and prior to June 1, 1997 which applies equally to all out-of-state banks and expressly prohibits merger transactions involving out-of-state banks. The State of Maryland did not pass such a law during this period. Interstate acquisitions of branches will be permitted only if the law of the state in which the branch is located permits such acquisitions. Interstate mergers and branch acquisitions will also be subject to the nationwide and statewide insured deposit concentration amounts described above.

The BHCA also prohibits, with certain exceptions, a bank holding company from acquiring direct or indirect ownership or control of more than 5% of the voting shares of a company that is not a bank or a bank holding company, or from engaging directly or indirectly in activities other than those of banking, managing or controlling banks, or providing services for its subsidiaries. The principal exceptions to these prohibitions involve certain non-bank activities which, by statute or by Federal Reserve Board regulation or order, have been identified as activities closely related to the business of banking or managing or controlling banks. The activities of the Company are subject to these legal and regulatory limitations under the BHCA and the Federal Reserve Board's regulations thereunder. Notwithstanding the Federal Reserve Board's prior approval of specific nonbanking activities, the Federal Reserve Board has the power to order a holding company or its subsidiaries to terminate any activity, or to terminate its ownership or control of any subsidiary, when it has reasonable cause to believe that the continuation of such activity or such ownership or control constitutes a serious risk to the financial safety, soundness or stability of any bank subsidiary of that holding company.

Effective with the enactment of the Gramm-Leach-Bliley Act ("G-L-B") on November 12, 1999, bank holding companies whose financial institution subsidiaries are well capitalized and well managed and have satisfactory Community Reinvestment Act records can elect to become "financial holding companies" which will be permitted to engage in a broader range of financial activities than are currently permitted to bank holding companies. Financial holding companies are authorized to engage in, directly or indirectly, financial activities. A financial activity is an activity that is: (i) financial in nature; (ii) incidental to an activity that is financial in nature; or (iii) complementary to a financial activity and that does not pose a safety and soundness risk. The G-L-B Act includes a list of activities that are deemed to be financial in nature. Other activities also may be decided by the Federal Reserve Board to be financial in nature or incidental thereto if they meet specified criteria. A financial holding company that intends to engage in a new activity to acquire a company to engage in such an activity is required to give prior notice to the Federal Reserve Board. If the activity is not either specified in the G-L-B Act as being a financial activity or one that the Federal Reserve Board has determined by rule or regulation to be financial in nature, the prior approval of the Federal Reserve Board is required.

The Maryland Financial Institutions Code prohibits a bank holding company from acquiring more than 5% of any class of voting stock of a bank or bank holding company without the approval of the Commissioner of Financial Regulation except as otherwise expressly permitted by federal law or in certain other limited situations. The Maryland Financial Institutions Code additionally prohibits any person from acquiring voting stock in a bank or bank holding company without 60 days' prior notice to the Commissioner if such acquisition will give the person control of 25% or more of the voting stock of the bank or bank holding company or will affect the power to direct or to cause the direction of the policy or management of the bank or bank holding company. Any doubt whether the stock acquisition will affect the power to direct or cause the direction of policy or management shall be resolved in favor of reporting to the Commissioner. The Commissioner may deny approval of the acquisition if the Commissioner determines it to be anti-competitive or to threaten the safety or soundness of a banking institution. Voting stock acquired in violation of this statute may not be voted for five years.

Capital Adequacy. The Federal Reserve Board has adopted guidelines regarding the capital adequacy of bank holding companies, which require bank holding companies to maintain specified minimum ratios of capital to total

assets and capital to risk-weighted assets. See “Regulation of the Bank — Capital Adequacy.”

Dividends and Distributions. The Federal Reserve Board has the power to prohibit dividends by bank holding companies if their actions constitute unsafe or unsound practices. The Federal Reserve Board has issued a policy statement on the payment of cash dividends by bank holding companies, which expresses the Federal Reserve Board’s view that a bank holding company should pay cash dividends only to the extent that the company’s net income for the past year is sufficient to cover both the cash dividends and a rate of earning retention that is consistent with the company’s capital needs, asset quality, and overall financial condition.

Bank holding companies are required to give the Federal Reserve Board notice of any purchase or redemption of their outstanding equity securities if the gross consideration for the purchase or redemption, when combined with the net consideration paid for all such purchases or redemptions during the preceding 12 months, is equal to 10% or more of the bank holding company's consolidated net worth. The Federal Reserve Board may disapprove such a purchase or redemption if it determines that the proposal would violate any law, regulation, Federal Reserve Board order, directive, or any condition imposed by, or written agreement with, the Federal Reserve Board. Bank holding companies whose capital ratios exceed the thresholds for "well capitalized" banks on a consolidated basis are exempt from the foregoing requirement if they were rated composite 1 or 2 in their most recent inspection and are not the subject of any unresolved supervisory issues.

Regulation of the Bank

General. As a state-chartered bank with deposits insured by the FDIC but which is not a member of the Federal Reserve System (a "state non-member bank"), the Bank is subject to the supervision of the Maryland Commissioner of Financial Regulation and the FDIC. The Commissioner and FDIC regularly examine the operations of the Bank, including but not limited to capital adequacy, reserves, loans, investments and management practices. These examinations are for the protection of the Bank's depositors and not its stockholders. In addition, the Bank is required to furnish quarterly and annual call reports to the Commissioner and FDIC. The FDIC's enforcement authority includes the power to remove officers and directors and the authority to issue cease-and-desist orders to prevent a bank from engaging in unsafe or unsound practices or violating laws or regulations governing its business.

The Bank's deposits are insured by the FDIC to the legal maximum of $100,000 for each insured depositor. Some of the aspects of the lending and deposit business of the Bank that are subject to regulation by the Federal Reserve Board and the FDIC include reserve requirements and disclosure requirements in connection with personal and mortgage loans and savings deposit accounts. In addition, the Bank is subject to numerous Federal and state laws and regulations which set forth specific restrictions and procedural requirements with respect to the establishment of branches, investments, interest rates on loans, credit practices, the disclosure of customer information, the disclosure of credit terms and discrimination in credit transactions.

Patriot Act. The USA Patriot Act (the "Patriot Act"), includes provisions pertaining to domestic security, surveillance procedures, border protection, and terrorism laws to be administered by the Secretary of the Treasury. Title III of the Patriot Act entitled, "International Money Laundering Abatement and Anti-Terrorist Financing Act of 2001" includes amendments to the Bank Secrecy Act which expand the responsibilities of financial institutions in regard to anti-money laundering activities with particular emphasis upon international money laundering and terrorism financing activities through designated correspondent and private banking accounts.

Section 313(a) of the Patriot Act prohibits any insured financial institution such as the Bank, from providing correspondent accounts to foreign banks which do not have a physical presence in any country (designated as "shell banks"), subject to certain exceptions for regulated affiliates of foreign banks. Section 313(a) also requires financial institutions to take reasonable steps to ensure that foreign bank correspondent accounts are not being used to indirectly provide banking services to foreign shell banks, and Section 319(b) requires financial institutions to maintain records of the owners and agent for service of process of any such foreign banks with whom correspondent accounts have been established.

Section 312 of the Patriot Act creates a requirement for special due diligence for correspondent accounts and private banking accounts. Under Section 312, each financial institution that establishes, maintains, administers, or manages a private banking account or a correspondent account in the United States for a non-United States person, including a foreign individual visiting the United States, or a representative of a non-United States person shall establish appropriate, specific, and, where necessary, enhanced, due diligence policies, procedures, and controls that are reasonably designed to detect and record instances of money laundering through those accounts.

The Company and the Bank are not currently aware of any account relationships between the Bank and any foreign bank or other person or entity as described above under Sections 313(a) or 312 of the Patriot Act.

The terrorist attacks on September 11, 2001 have realigned national security priorities of the United States and it is reasonable to anticipate that the United States Congress may enact additional legislation in the future to combat terrorism including modifications to existing laws such as the Patriot Act to expand powers as deemed necessary. The enactment of the Patriot Act has increased the Bank's compliance costs, and the impact of any additional legislation enacted by Congress may have upon financial institutions is uncertain. However, such legislation would likely increase compliance costs and thereby potentially have an adverse effect upon the Company's results of operations.

Community Reinvestment Act. Community Reinvestment Act ("CRA") regulations evaluate banks' lending to low and moderate income individuals and businesses across a four-point scale from "outstanding" to "substantial noncompliance," and are a factor in regulatory review of applications to merge, establish new branch offices or form bank holding companies. In addition, any bank rated in "substantial noncompliance" with the CRA regulations may be subject to enforcement proceedings. The Bank has a current rating of "outstanding" for CRA compliance.

Capital Adequacy. The Federal Reserve Board and the FDIC have established guidelines with respect to the maintenance of appropriate levels of capital by bank holding companies and state non-member banks, respectively. The regulations impose two sets of capital adequacy requirements: minimum leverage rules, which require bank holding companies and banks to maintain a specified minimum ratio of capital to total assets, and risk-based capital rules, which require the maintenance of specified minimum ratios of capital to "risk-weighted" assets.

The regulations of the Federal Reserve Board and the FDIC require bank holding companies and state non-member banks, respectively, to maintain a minimum leverage ratio of "Tier 1 capital" (as defined in the risk-based capital guidelines discussed in the following paragraphs) to total assets of 3.0%. Although setting a minimum 3.0% leverage ratio, the capital regulations state that only the strongest bank holding companies and banks, with composite examination ratings of 1 under the rating system used by the Federal bank regulators, would be permitted to operate at or near such minimum level of capital. All other bank holding companies and banks are expected to maintain a leverage ratio of at least 1% to 2% above the minimum ratio, depending on the assessment of an individual organization's capital adequacy by its primary regulator. Any bank or bank holding company experiencing or anticipating significant growth would be expected to maintain capital well above the minimum levels. In addition, the Federal Reserve Board has indicated that whenever appropriate, and in particular when a bank holding company is undertaking expansion, seeking to engage in new activities or otherwise facing unusual or abnormal risks, it will consider, on a case-by-case basis, the level of an organization's ratio of tangible Tier 1 capital (after deducting all intangibles) to total assets in making an overall assessment of capital.

The risk-based capital rules of the Federal Reserve Board and the FDIC require bank holding companies and state non-member banks, respectively, to maintain minimum regulatory capital levels based upon a weighting of their assets and off-balance sheet obligations according to risk. Risk-based capital is composed of two elements: Tier 1 capital and Tier 2 capital. Tier 1 capital consists primarily of common stockholders' equity, certain perpetual preferred stock (which must be noncumulative in the case of banks), and minority interests in the equity accounts of consolidated subsidiaries; less all intangible assets, except for certain purchased mortgage servicing rights and credit card relationships. Tier 2 capital elements include, subject to certain limitations, the allowance for losses on loans and leases; perpetual preferred stock that does not qualify as Tier 1 capital and long-term preferred stock with an original maturity of at least 20 years from issuance; hybrid capital instruments, including perpetual debt and mandatory convertible securities; and subordinated debt and intermediate-term preferred stock.

The risk-based capital regulations assign balance sheet assets and credit equivalent amounts of off-balance sheet obligations to one of four broad risk categories based principally on the degree of credit risk associated with the obligor. The assets and off-balance sheet items in the four risk categories are weighted at 0%, 20%, 50% and 100%. These computations result in the total risk-weighted assets. The risk-based capital regulations require all banks and bank holding companies to maintain a minimum ratio of total capital (Tier 1 capital plus Tier 2 capital) to total risk-weighted assets of 8%, with at least 4% as Tier 1 capital. For the purpose of calculating these ratios: (i) Tier 2 capital is limited to no more than 100% of Tier 1 capital; and (ii) the aggregate amount of certain types of Tier 2 capital is limited. In addition, the risk-based capital regulations limit the allowance for loan losses includable as capital to 1.25% of total risk-weighted assets.

FDIC regulations and guidelines additionally specify that state non-member banks with significant exposure to declines in the economic value of their capital due to changes in interest rates may be required to maintain higher risk-based capital ratios. The Federal banking agencies, including the FDIC, have proposed a system for measuring

and assessing the exposure of a bank's net economic value to changes in interest rates. The Federal banking agencies, including the FDIC, have stated their intention to propose a rule establishing an explicit capital charge for interest rate risk based upon the level of a bank's measured interest rate risk exposure after more experience has been gained with the proposed measurement process. Federal Reserve Board regulations do not specifically take into account interest rate risk in measuring the capital adequacy of bank holding companies.

The FDIC has issued regulations which classify state non-member banks by capital levels and which authorize the FDIC to take various prompt corrective actions to resolve the problems of any bank that fails to satisfy the capital standards. Under such regulations, a well-capitalized bank is one that is not subject to any regulatory order or directive to meet any specific capital level and that has or exceeds the following capital levels: a total risk-based capital ratio of 10%, a Tier 1 risk-based capital ratio of 6%, and a leverage ratio of 5%. An adequately capitalized bank is one that does not qualify as well-capitalized but meets or exceeds the following capital requirements: a total risk-based capital ratio of 8%, a Tier 1 risk-based capital ratio of 4%, and a leverage ratio of either (i) 4% or (ii) 3% if the bank has the highest composite examination rating. A bank not meeting these criteria is treated as undercapitalized, significantly undercapitalized, or critically undercapitalized depending on the extent to which the bank's capital levels are below these standards. A state non-member bank that falls within any of the three undercapitalized categories established by the prompt corrective action regulation will be subject to severe regulatory sanctions. As of December 31, 2007, the Bank was well capitalized as defined by the FDIC's regulations.

Branching. Maryland law provides that, with the approval of the Commissioner, Maryland banks may establish branches within the State of Maryland without geographic restriction and may establish branches in other states by any means permitted by the laws of such state or by federal law. The Riegle-Neal Act authorizes the FDIC to approve interstate branching de novo by state banks, only in states that specifically allow for such branching.

Dividend Limitations. Pursuant to the Maryland Financial Institutions Code, Maryland banks may only pay dividends from undivided profits or, with the prior approval of the Commissioner, their surplus in excess of 100% of required capital stock. The Maryland Financial Institutions Code further restricts the payment of dividends by prohibiting a Maryland bank from declaring a dividend on its shares of common stock until its surplus fund equals the amount of required capital stock or, if the surplus fund does not equal the amount of capital stock, in an amount in excess of 90% of net earnings. In addition, the Bank is prohibited by federal statute from paying dividends or making any other capital distribution that would cause the Bank to fail to meet its regulatory capital requirements. Further, the FDIC also has authority to prohibit the payment of dividends by a state non-member bank when it determines such payment to be an unsafe and unsound banking practice.

Deposit Insurance. The Bank is required to pay semi-annual assessments based on a percentage of its insured deposits to the FDIC for insurance of its deposits by the Bank Insurance Fund ("BIF"). Under the Federal Deposit Insurance Act, the FDIC is required to set semi-annual assessments for BIF-insured institutions to maintain the designated reserve ratio of the BIF at 1.25% of estimated insured deposits or at a higher percentage of estimated insured deposits that the FDIC determines to be justified for that year by circumstances raising a significant risk of substantial future losses to the BIF.

Under the risk-based deposit insurance assessment system adopted by the FDIC, the assessment rate for an insured depository institution depends on the assessment risk classification assigned to the institution by the FDIC, which is determined by the institution's capital level and supervisory evaluations. Based on the data reported to regulators for the date closest to the last day of the seventh month preceding the semi-annual assessment period, institutions are assigned to one of three capital groups — "well capitalized, adequately capitalized or undercapitalized." Within each capital group, institutions are assigned to one of three subgroups on the basis of supervisory evaluations by the institution's primary supervisory authority and such other information as the FDIC determines to be relevant to the institution's financial condition and the risk posed to the deposit insurance fund. Under the current assessment schedule, well-capitalized banks with the best supervisory ratings are not required to pay any premium for deposit insurance. All BIF-insured banks, however, will be required to begin paying an assessment to the FDIC in an amount equal to 2.12 basis points times their assessable deposits to help fund interest payments on certain bonds issued by the Financing Corporation, an agency established by the federal government to finance takeovers of insolvent thrifts.

Transactions with Affiliates. A state non-member bank or its subsidiaries may not engage in "covered transactions" with any one affiliate in an amount greater than 10% of such bank's capital stock and surplus, and for all such

transactions with all affiliates a state non-member bank is limited to an amount equal to 20% of capital stock and surplus. All such transactions must also be on terms substantially the same, or at least as favorable, to the bank or subsidiary as those provided to a non-affiliate. The term "covered transaction" includes the making of loans, purchase of assets, issuance of a guarantee and similar other types of transactions. An affiliate of a state non-member bank is any company or entity which controls or is under common control with the state non-member bank and, for purposes of the aggregate limit on transactions with affiliates, any subsidiary that would be deemed a financial subsidiary of a national bank. In a holding company context, the parent holding company of a state non-member bank (such as the Company) and any companies which are controlled by such parent holding company are affiliates of the state non-member bank. The BHCA further prohibits a depository institution from extending credit to or offering any other services, or fixing or varying the consideration for such extension of credit or service, on the condition that the customer obtain some additional service from the institution or certain of its affiliates or not obtain services of a competitor of the institution, subject to certain limited exceptions.

Loans to Directors, Executive Officers and Principal Stockholders. Loans to directors, executive officers and principal stockholders of a state non-member bank must be made on substantially the same terms as those prevailing for comparable transactions with persons who are not executive officers, directors, principal stockholders or employees of the Bank unless the loan is made pursuant to a compensation or benefit plan that is widely available to employees and does not favor insiders. Loans to any executive officer, director and principal stockholder together with all other outstanding loans to such person and affiliated interests generally may not exceed 15% of the bank's unimpaired capital and surplus and all loans to such persons may not exceed the institution's unimpaired capital and unimpaired surplus. Loans to directors, executive officers and principal stockholders, and their respective affiliates, in excess of the greater of $100,000 or 5% of capital and surplus (up to $500,000) must be approved in advance by a majority of the board of directors of the bank with any "interested" director not participating in the voting. State non-member banks are prohibited from paying the overdrafts of any of their executive officers or directors. In addition, loans to executive officers may not be made on terms more favorable than those afforded other borrowers and are restricted as to type, amount and terms of credit.

ITEM 1A. RISK FACTORS

An investment in the Common Stock is subject to risks inherent to the Bank's business. The material risk and uncertainties that management believes affect the Bank are described below. Additional risks and uncertainties that management is not aware of or focused on or that management currently deems immaterial may also impair the Company's business operations.

Risk Factors Relating to our Business Generally

Fluctuations in interest rates could reduce the Bank's profitability and affect the value of its assets.

Like other financial institutions, the Bank is subject to interest rate risk. The Company's income and cash flow depend to a great extent on the difference between the interest rates earned on the Bank's interest-earning assets such as loans and investment securities, and the interest rates paid on the Bank's interest-bearing liabilities such as deposits and borrowings. These rates are highly sensitive to many factors that are beyond the Company's control, including general economic conditions and the policies of various government agencies, in particular the Federal Reserve Bank. Changes in interest rates will influence the origination of loans, the prepayment speed of loans, the purchase of investments, the generation of deposits and the rates received on loans and investment securities and paid on deposits or other sources of funding. The impact of these changes may be magnified if the Company does not effectively manage the relative sensitivity of its assets and liabilities to changes in market interest rates. Fluctuations in these areas may adversely affect the Company and its shareholders.

Until recently, interest rates have been at historically low levels. However, since June 30, 2004, the Federal Reserve has increased its target for Federal funds rate numerous times. While these short-term market interest rates (which are used as a guide for pricing deposits) have increased, longer-term market interest rates (which are used as a guide for pricing longer-term loans and leases) have not. This "flattening" of the market yield curve has had a negative impact on the Bank's interest rate spread and net interest margin to date. If short-term interest rates continue to rise, and if rates on its deposits and borrowings continue to reprice upwards faster than the rates on long-term loans and investments, the Bank could experience compression of its interest rate spread and net interest margin, which could have a negative effect on the Bank's profitability.

The Bank is subject to credit risks relating to its loan portfolio.

The Bank has certain lending policies and procedures in place that are designed to maximize loan income within an acceptable level of risk. Management reviews and approves these policies and procedures on a regular basis. A reporting system supplements the review process by providing management with frequent reports related to loan

production, loan quality, concentrations of credit, loan delinquencies, and nonperforming and potential problem loans. Diversification in the loan portfolio is a means of managing risk associated with fluctuations and economic conditions.

The Bank maintains an independent loan review department that reviews and validates the credit risk program on a periodic basis. Results of these reviews are presented to management. The loan review process complements and reinforces the risk identification and assessment decisions made by lenders and credit personnel, as well as the Bank's policies and procedures.

In the financial services industry, there is always a risk that certain borrowers may not repay borrowings. The Bank's allowance for credit losses may not be sufficient to cover the loan losses that it may actually incur. If the Bank experiences defaults by borrowers in any of its businesses, the Bank's earnings could be negatively affected. Changes in local economic conditions could adversely affect credit quality, particularly in its local business loan portfolio. Changes in national economic conditions could also adversely affect the quality of its loan portfolio.

Commercial and commercial real estate loans generally involve higher credit risks than residential real estate and consumer loans. Because payments on loans secured by commercial real estate or equipment are often dependent upon the successful operation and management of the underlying assets, repayment of such loans may be influenced to a great extent by conditions in the market or the economy. The Bank seeks to minimize these risks through its underwriting standards. The Bank obtains financial information and performs credit risk analysis on its customers. Underwriting standards are designed to promote relationship banking rather than transactional banking. Most commercial and industrial loans are secured by the assets being financed or other business assets; however, some loans may be made on an unsecured basis. The Bank's credit policy sets different maximum exposure limits both by business sector and its current and historical relationship and previous experience with each customer.

The Bank offers both fixed-rate and adjustable-rate consumer mortgage loans secured by properties, substantially all of which are located in the Bank's primary market area. Adjustable-rate mortgage loans help reduce the Bank's exposure to changes in interest rates; however, during periods of rising interest rates, the risk of default on adjustable-rate mortgage loans may increase as a result of repricing and the increased payments required from the borrower.

Consumer loans are primarily all other non-real estate loans to individuals in the Bank's regional market area. Consumer loans can entail risk, particularly in the case of loans that are unsecured or secured by rapidly depreciating assets. In these cases, any repossessed collateral may not provide an adequate source of repayment of the outstanding loan balance. The remaining deficiency often does not warrant further substantial collection efforts against the borrower beyond obtaining a deficiency judgment. In addition, consumer loan collections are dependent on the borrower's continuing financial stability, and thus are more likely to be adversely affected by job loss, divorce, illness, or personal bankruptcy.

General economic conditions nationally and in the Bank's market are less than favorable.

The Company is affected by general economic conditions in the United States and, in particular, in the Bank's market area. These conditions include short-term and long-term interest rates, inflation, money supply, political issues, legislative and regulatory changes, and the strength of both the U.S. economy and the local economy in which the Bank operates, all of which are beyond the Company's control. Deterioration in economic conditions could result in an increase in loan delinquencies and non-performing assets, decreases in loan collateral values and a decrease in demand for the bank's products and services, any of which could have a material adverse impact on the Company's financial condition and results of operations. While the Bank's conservative lending policies have prevented the Bank from exposure to the credit issues affecting the sub-prime residential mortgage market, the full impact of the current credit crisis on the economy and the Bank's market are unknown.

The financial services industry is very competitive.

The Bank faces competition in attracting and retaining deposits, making loans, and providing other financial services throughout the Bank's market area. The Bank's competitors include other community banks, larger banking institutions, and wide range of other financial institutions such as credit unions, government sponsored enterprises, mutual fund companies, insurance companies and other non-bank enterprises. Many of these competitors have substantially greater resources than the Company. If the Bank is unable to compete effectively, it will lose market share and income from deposits, loans, and other products may be reduced.

Legislative or regulatory changes or actions, or significant litigation, could adversely impact the Company or the businesses in which the Company is engaged.

The Company and the Bank are subject to extensive state and federal regulation, supervision and legislation that govern almost all aspects of operations. Law and regulations may change from time to time and are primarily intended for the protection of consumers, depositors and the deposit insurance funds. The current credit crisis resulting from issues affecting the sub-prime residential mortgage market may lead to additional legislation and regulatory actions, as well. The impact of any changes to laws and regulations or other actions by regulatory agencies may negatively impact the Company or its ability to increase the value of its business. Additionally, actions by regulatory agencies or significant litigation against the Company or the Bank may cause the Company to devote significant time and resources to defending itself and may lead to penalties that materially affect the Company and its shareholders. Future changes in the laws or regulations or their interpretations or enforcement could be materially adverse to the Company and its stockholders.

The Company is subject to environmental liability risk associated with lending activities.

A portion of the Bank's loan portfolio is secured by real property. During the ordinary course of business, the Bank may foreclose on and take title to properties securing certain loans. In doing so, there is a risk that hazardous or toxic substances could be found on these properties. If hazardous or toxic substances are found, the Company may be liable for remediation costs, as well as for personal injury and property damage. Environmental laws may require the Company to incur substantial expenses and may materially reduce the affected property's value or limit the Company's ability to use or sell the affected property. In addition, future laws or more stringent interpretations or enforcement policies with respect to existing laws may increase the Company's exposure to environmental liability. Although the Company has policies and procedures to perform an environmental review before initiating any foreclosure action on real property, these reviews may not be sufficient to detect all potential environmental hazards. The remediation costs and any other financial liabilities associated with an environmental hazard could have a material adverse effect on the Company's financial condition and results of operations.

The Bank's information systems may experience an interruption or breach in security.

The Bank relies heavily on communications and information systems to conduct its business. Any failure interruption or breach in security of these systems could result in failures or disruptions in the Bank's customer relationship management, general ledger, deposit, loan and other system. While the Bank has policies and procedures designed to prevent or limit the effect of the failure, interruption or security breach of its information systems, there can be no assurance that any such failures, interruptions or security breaches will not occur, or if they do occur, that they will be adequately addressed. The occurrence, of any failures, interruptions or security breaches of the Bank's information systems could damage the Bank's reputation, result in a loss of customer business, subject the Bank to additional regulatory scrutiny, or expose the Bank to civil litigation and possible financial liability, any of which could have a material adverse effect on the Company's financial condition and results of operation.

Financial services companies depend on the accuracy and completeness of information about customers and counterparties.

In deciding whether to extend credit or enter into other transactions, the Bank may rely on information furnished by or on behalf of customers and counterparties, including financial statements, credit reports and other financial information. The Bank may also rely on representations of those customers, counterparties or other third parties, such as independent auditors, as to the accuracy and completeness of that information. Reliance on inaccurate or misleading financial statements, credit reports or other financial information could have a material adverse impact on the Bank's business and, in turn, the Company's financial condition and results of operations.

The inability to hire or retain certain key professionals, management and staff could adversely affect the Company's revenues and net income.

The Bank relies on key personnel to manage and operate our business, including major revenue generating functions such as our loan and deposit portfolios. The loss of key staff may adversely affect the Bank's ability to maintain and mange these portfolios effectively, which could negatively affect the Company's revenues. In addition, loss of key personnel could result in increased recruiting and hiring expenses, which could cause a decrease in the Company's net income.

Severe weather, acts of war and terrorism and other adverse external events could significantly impact the Company's business.

Severe weather, acts of war or terrorism and other adverse external events could have a significant impact on the Bank's ability to conduct business. Such events could affect the stability of the Bank's deposit base, impair the ability

of borrowers to repay outstanding loans, impair the value of collateral securing loans, cause significant property damage, result in loss of revenue and/or cause the Company to incur additional expenses. The occurrence of any such event could have a material adverse effect on the Bank's business, which, in turn, could have a material adverse effect on the Company's financial condition and results of operations. The close proximity of the all of the Company's branch locations to Washington, D.C. may put it at an especially high risk of being impacted by terrorism.

Risk Factors Relating to the Company's Articles of Incorporation and the Common Stock

The liability of our directors is limited.

Our Articles of Incorporation limit the liability of directors to the maximum extent permitted by Maryland law.

The trading volume in the Common Stock is less than that of other larger services companies.

Although the Common Stock is listed for trading on the Nasdaq SmallCap Market, the trading volume in the Common Stock is less than that of other larger financial services companies. A public trading market having the desired characteristics of depth, liquidity and orderliness depends on the presence in the marketplace of willing buyers and sellers of the Common Stock at any given time. This presence depends on the individual decisions of investors and general economic and market conditions over which the Company has no control. Given the lower trading volume of the Common Stock, significant sales of the Common Stock, or the expectation of these sales, could negatively impact the Company's stock price.

It may be difficult for a third party to acquire the Company, which could affect the price of the Common Stock.

Our charter and Bylaws contain certain anti-takeover provisions pursuant to the Maryland General Corporation Law. In addition, the Company has a shareholders rights plan that could make it more difficult to acquire the Company. As a result, we may be a less attractive target to a potential acquirer who otherwise may be willing to pay a premium for our common stock above its market price. These provisions effectively inhibit a non-negotiated merger or other business combination, even if doing so would be perceived to be beneficial to the Company's stockholders and could adversely affect the market price of the Common Stock.

ITEM 1B. UNRESOLVED STAFF COMMENTS

Not applicable.

ITEM 2. PROPERTIES

The following table sets forth certain information with respect to the Bank's offices:

	Year Opened	Owned/ Leased	Book Value	Approximate Square Footage	Deposits
Main Office:					
101 Crain Highway, S.E. Glen Burnie, MD 21061	1953	Owned	$ 614,545	10,000	$ 78,055,586
Branches:					
Odenton 1405 Annapolis Road Odenton, MD 21113	1969	Owned	182,985	6,000	35,628,870
Riviera Beach 8707 Ft. Smallwood Road Pasadena, MD 21122	1973	Owned	132,438	2,500	28,698,788
Crownsville 1221 Generals Highway Crownsville, MD 21032	1979	Owned	316,735	3,000	43,152,583
Severn 811 Reece Road Severn, MD 21144	1984	Owned	189,541	2,500	27,135,168
South Crain 7984 Crain Highway Glen Burnie, MD 21061	1995	Leased	90,031	2,600	20,905,285
Linthicum Burwood Village Shopping Center Glen Burnie, MD 21060	2005	Leased	196,650	2,500	8,525,456
Severna Park 534 Ritchie Highway Severna Park, MD 21146	2002	Leased	153,546	2,184	10,815,029
Operations Centers:					
106 Padfield Blvd. Glen Burnie, MD 21061	1991	Owned	927,468	16,200	N/A
103 Crain Highway, S.E. Glen Burnie, MD 21061	2000	Owned	283,969	3,727	N/A

At December 31, 2007, the Bank owned one foreclosed real estate property with a total book value of $50,000. The Bank is awaiting settlement on this commercial property.

ITEM 3. LEGAL PROCEEDINGS

From time to time, the Company and the Bank are involved in various legal actions relating to their business activities. At December 31, 2007, there were no actions to which the Company or the Bank was a party which involved claims for money damages exceeding 10% of the Company's consolidated current assets in any one case or in any group of proceedings presenting in large degree the same legal and factual issues.

ITEM 4. SUBMISSION OF MATTERS TO VOTE OF SECURITY HOLDERS

Not applicable.

EXECUTIVE OFFICERS OF THE REGISTRANT

Set forth below is information about the Company's executive officers.

NAME	AGE	POSITIONS
F. William Kuethe, Jr.	75	President Emeritus
Michael G. Livingston	54	President and Chief Executive Officer
John E. Porter	54	Senior Vice President and Chief Financial Officer

F. WILLIAM KUETHE, JR. was appointed to the honorary position of President Emeritus of the Company and the Bank effective January 1, 2008 when he retired and stepped down from his positions of President and Chief Executive Officer of the Company and the Bank which he held since 1995. Mr. Kuethe has been a director of the Company and the Bank since 1995 and was President of Glen Burnie Mutual Savings Bank from 1960 through 1995. Mr. Kuethe is a former licensed appraiser and real estate broker with banking experience from 1960 to present, at all levels. He is the father of Frederick W. Kuethe, III, a director of the Company.

MICHAEL G. LIVINGSTON was appointed President and Chief Executive Officer of the Company and the Bank effective January 1, 2008. Prior to that date, Mr. Livingston was Deputy Chief Executive Officer and Executive Vice President since August 2004, Chief Operating Officer since January 2004, Deputy Chief Operating Officer from February 2003 through December 2003, Senior Vice President from January 1998 until August 2004, and Chief Lending Officer of the Bank from 1996 until August 2004. Mr. Livingston was elected as a director of the Company and the Bank on January 1, 2005.

JOHN E. PORTER was appointed Senior Vice President in January 1998. He has been Treasurer and Chief Financial Officer of the Company since 1995 and Vice President, Treasurer and Chief Financial Officer of the Bank since 1990.

PART II

ITEM 5. MARKET FOR THE REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

The Common Stock is traded on the Nasdaq SmallCap Market under the symbol "GLBZ". As of January 29, 2008, there were 460 record holders of the Common Stock. The closing price for the Common Stock on that date was $10.55. A 20% stock dividend has been declared for stockholders' of record on January 12, 2008, payable January 18, 2008.

The following table sets forth the high and low sales prices for the Common Stock for each full quarterly period during 2007 and 2006 as reported by Nasdaq. The quotations represent prices between dealers and do not reflect the retailer markups, markdowns or commissions, and may not represent actual transactions. Also shown are dividends declared per share for these periods.

	2007			2006		
Quarter Ended	High	Low	Dividends	High	Low	Dividends
March 31,	$ 18.50	$ 17.05	$ 0.12	$ 17.61	$ 16.42	$ 0.12
June 30,	17.75	17.25	0.12	17.22	16.32	0.12
September 30	17.78	15.41	0.12	17.49	16.49	0.12
December 31	17.00	15.37	0.18	17.25	17.00	0.18

A regular dividend of $0.12 and a bonus dividend of $0.06 were declared for stockholders' of record on December 28, 2007, payable on January 10, 2008 and January 14, 2008, respectively.

The Company intends to pay dividends approximating forty percent (40%) of its profits for each quarter. However, dividends remain subject to declaration by the Board of Directors in its sole discretion and there can be no assurance that the Company will be legally or financially able to make such payments. Payment of dividends may be limited by federal and state regulations which impose general restrictions on a bank's and bank holding company's right to pay dividends (or to make loans or advances to affiliates which could be used to pay dividends). Generally, dividend payments are prohibited unless a bank or bank holding company has sufficient net (or retained) earnings and capital as determined by its regulators. See "Item 1. Business - Supervision and Regulation - Regulation of the Company - Dividends and Distributions" and "Item 1. Business— Supervision and Regulation - Regulation of the Bank - Dividend Limitations." The Company does not believe that those restrictions will materially limit its ability to pay dividends.

Performance Graph

The following graph compares the cumulative total return on the Common Stock during the five years ended December 31, 2007 with that of a broad market index (Nasdaq Composite), and a peer group consisting of publicly traded Maryland, Virginia and District of Columbia commercial banks with total assets between $200 million and $500 million ("Peer Group"). The Peer Group is comprised of Fauquier Bankshares, Inc., BOE Financial Services of Virginia, Inc., Central Virginia Bankshares, Inc., Bay National Corp., Annapolis Bancorp, Inc., Shore Financial Corporation, Abigail Adams National Bancorp, Inc., and Carrollton Bancorp. The graph assumes $100 was invested on December 31, 2002 in the Common Stock and in each of the indices and assumes reinvestment of dividends. The following information shall not be deemed to be "soliciting material" or to be "filed" with the SEC or subject to Regulation 14A under the Securities Exchange Act of 1934, as amended (the "Exchange Act") or to the liabilities of Section 18 of the Exchange Act, except to the extent that the Company specifically incorporates it by reference into a later filing with the SEC.

Total Return Analysis

	12/31/2002	12/31/2003	12/31/2004	12/31/2005	12/31/2006	12/31/2007
Glen Burnie Bancorp	**$ 100.00**	**$ 173.89**	**$ 168.68**	**$ 152.60**	**$ 149.89**	**$ 139.62**
Peer Group	**$ 100.00**	**$ 148.42**	**$ 170.81**	**$ 168.41**	**$ 171.05**	**$ 133.20**
Nasdaq Composite	**$ 100.00**	**$ 150.79**	**$ 164.60**	**$ 168.08**	**$ 185.55**	**$ 211.29**

Source: Zacks Investment Research.

ITEM 6. **SELECTED FINANCIAL DATA**

The following table presents consolidated selected financial data for the Company and its subsidiaries for each of the periods indicated. Dividends and earnings per share have been adjusted to give retroactive effect to a 20% stock dividend paid on January 23, 2006 and a six-for-five stock split effected through a stock dividend paid on January 6, 2004.

	Year Ended December 31,				
	2007	2006	2005	2004	2003
	(Dollars In Thousand Except Per Share Data)				
Operations Data:					
Net Interest Income	$ 11,866	$ 11,821	$ 11,966	$ 12,016	$ 11,263
Provision for Credit Losses	50	62	(50)	340	40
Other Income	2,157	2,244	2,114	2,372	2,289
Other Expense	10,433	10,682	10,625	10,360	9,748
Net Income	2,782	2,720	2,775	3,056	3,077
Share Data:					
Basic Net Income Per Share	$ 1.12	$ 1.10	$ 1.13	$ 1.25	$ 1.27
Diluted Net Income Per Share	1.12	1.10	1.13	1.25	1.27
Cash Dividends Declared Per Common Share	0.54	0.54	0.49	0.43	0.36
Weighted Average Common Shares Outstanding:					
Basic	2,489,237	2,472,803	2,456,723	2,442,944	2,430,603
Diluted	2,489,237	2,472,803	2,456,723	2,442,944	2,430,603
Financial Condition Data:					
Total Assets	$ 307,274	$ 317,746	$ 306,561	$ 302,312	$ 302,252
Loans Receivable, Net	199,753	193,337	190,205	182,291	172,819
Total Deposits	252,917	274,833	265,248	261,674	256,908
Long Term Borrowings	17,107	7,140	7,171	7,200	7,227
Junior Subordinated Debentures	5,155	5,155	5,155	5,155	5,155
Total Stockholders’ Equity	29,736	28,201	26,625	25,744	23,948
Performance Ratios:					
Return on Average Assets	0.89%	0.84%	0.89%	1.00%	1.05%
Return on Average Equity	9.60	10.00	10.50	12.51	13.56
Net Interest Margin (1)	4.39	4.31	4.46	4.61	4.48
Dividend Payout Ratio	48.33	49.18	43.52	34.67	29.53
Capital Ratios:					
Average Equity to Average Assets	9.28%	8.36%	8.47%	8.16%	7.76%
Leverage Ratio	11.34	10.30	10.17	9.85	9.25
Total Risk-Based Capital Ratio	17.50	17.07	16.98	16.40	15.79
Asset Quality Ratios:					
	0.80%	0.94%	1.14%	1.30%	1.28%

Allowance for Credit Losses to Gross Loans					
Non-accrual and Past Due Loans to Gross Loans	0.43%	0.03%	0.10%	0.33%	0.33%
Allowance for Credit Losses to Non-Accrual and Past Due Loans	188.27%	3,116.95%	1,164.55%	398.68%	385.25%
Net Loan Charge-offs (Recoveries) to Average Loans	0.14%	0.23%	0.09%	0.10%	0.18%

(1) Presented on a tax-equivalent basis

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Forward-Looking Statements

When used in this discussion and elsewhere in this Annual Report on Form 10-K, the words or phrases "will likely result," "are expected to," "will continue," "is anticipated," "intends", "estimate," "project" or similar expressions are inten identify "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. The Company cautions readers not to place undue reliance on any such forward-looking statements, which speak only as of the date made, and readers are advised that various factors, including regional and national economic conditions, unfavorable judicial decisions, substantial changes in levels of market interest rates, credit and other risks of lending and investment activities and competitive and regulatory factors could affect the Company's financial performance and could cause the Company's actual results for future periods to differ materially from those anticipated or projected. The Company does not undertake and specifically disclaims any obligation to update any forward-looking statements to reflect occurrence of anticipated or unanticipated events or circumstances after the date of such statements.

Overview

During 2007, net interest income before provision for credit losses increased to $11,866,208 from $11,821,431 in 2006, and net income increased to $2,782,141 from $2,720,045 in 2006. In 2007, the Company saw continued growth in the loan portfolio. The loan portfolio increased by $6,417,000, primarily due to increases in residential mortgage, construction and land development and installment loans. Because mortgage lending decisions are based on conservative lending policies, the Company has no exposure to the credit issues affecting the sub-prime residential mortgage market.

All per share amounts throughout this report have been adjusted to give retroactive effect to a 20% stock dividend paid on January 23, 2006.

Comparison of Results of Operations for the Years Ended December 31, 2007, 2006 and 2005

General. For the year ended December 31, 2007, the Company reported consolidated net income of $2,782,141 ($1.12 basic and diluted earnings per share) compared to consolidated net income of $2,720,045 ($1.10 basic and diluted earnings per share) for the year ended December 31, 2006 and consolidated net income of $2,774,741 ($1.13 basic and diluted earnings per share) for the year ended December 31, 2005.

Net Interest Income. The primary component of the Company's net income is its net interest income, which is the difference between income earned on assets and interest paid on the deposits and borrowings used to fund income producing assets. Net interest income is determined by the spread between the yields earned on the Company's interest-earning assets and the rates paid on interest-bearing liabilities as well as the relative amounts of such assets and liabilities. Net interest income, divided by average interest-earning assets, represents the Company's net interest margin.

Net interest income is affected by the mix of loans in the Bank's loan portfolio. Currently a majority of the Bank's loans are mortgage and construction loans secured by real estate and indirect automobile loans secured by automobiles. These types of loans are made at interest rates lower than unsecured loans. While the Bank's loan volume increased in 2005, this loan mix produced lower yields on the Company's interest-earning assets. Meanwhile, market forces resulted in higher rates of interest being paid by the Bank on deposits and borrowings used to fund income producing assets resulting in a decline in net interest income for 2005. In January of 2006, the Bank initiated a plan to increase net interest income by reducing its portfolio of lower yielding loans, acquiring additional deposits, expanding its customer base and increasing the Bank's higher yielding commercial loan portfolio. As part of this plan, the Bank

attracted additional deposits by temporarily offering above market rate savings products which resulted in over $27 million in additional deposits which were invested in marketable securities and overnight deposits making them readily available to fund loans. The Bank also hired a new commercial loan officer to increase its ability to reach this market segment. In accordance with this plan, the Bank successfully increased its higher yield commercial loans resulting in increased loan volume and yield on commercial mortgages, although the commercial loan volume increase was less than anticipated. Over the same period, yields on new indirect automobile loans increased as outstanding lower interest indirect loans matured. As a result, the Bank earned higher yields on its interest earning assets. However, market forces required us to pay higher rates of interest on deposits and borrowings used to fund income producing assets resulting in an overall decline in net interest income for 2006.

In 2007, the Bank reduced its portfolio of above market rate savings products and continued to direct its efforts to increase higher yielding commercial loans. This strategy produced significant increases in the Bank's commercial loan portfolio through the first three quarters of 2007. While the Bank has no exposure to the credit issues affecting the sub-prime residential mortgage market, the overall credit tightening due to the mortgage crisis in the fourth quarter, made it more difficult for the Bank to replace maturing commercial mortgages with new loans. As a result, the Bank saw a decline in its portfolio of commercial mortgages as of December 31, 2007 from the prior year. At the same time the Bank realized an increase in construction and land development secured loans.

Consolidated net interest income for the year ended December 31, 2007 was $11,866,208 compared to $11,821,431 for the year ended December 31, 2006 and $11,966,103 for the year ended December 31, 2005. The $44,777 increase for the most recent year was primarily due to an increase in loan income partially offset by decreases in interest income on securities and increases in interest expense on deposits, short term borrowings and long term borrowings. The $114,672 decrease for 2006 compared to 2005 was primarily due to an increase in deposit expense partially offset by increases in U.S. Government agency securities, state and municipal securities, other income and loan income. The after tax net interest income for 2007 was $12,623,208, a $117,935 or 0.92% decrease from the after tax net interest income for 2006, which was $12,741,143, a $9,019 or 0.07% decrease from the $12,750,162 after tax net interest income for 2005.

Interest expense increased from $5,833,765 in 2006 to $5,971,048 in 2007, a $137,283 or a 2.35% increase, primarily due to increased borrowings used to fund the outflow from maturing higher rate 15-month certificates of deposit and IRAs and the interest paid on the 15-month certificates of deposit and IRAs. Interest expense increased from $4,131,459 in 2005 to $5,833,765 in 2006, a $1,702,306 or a 41.21 % increase, primarily due to an increase in deposit expense due to rates rising and a special offered on 15-month certificates of deposit and IRAs. Net interest margin for the year ended December 31, 2007 was 4.39% compared to 4.31% and 4.46% for the years ended December 31, 2006 and 2005, respectively.

The following table allocates changes in income and expense attributable to the Company's interest-earning assets and interest-bearing liabilities for the periods indicated between changes due to changes in rate and changes in volume. Changes due to rate/volume are allocated to changes due to volume.

	Year Ended December 31, 2007 VS. 2006			2006 VS. 2005		
		Change Due To:			Change Due To:	
	Increase/ Decrease	Rate	Volume	Increase/ Decrease	Rate	Volume
	(In Thousands)					
ASSETS:						
Interest-earning assets:						
Federal funds sold	$ (61)	$ 0	$ (61)	$ 87	$ 82	$ 5
Interest-bearing deposits	(134)	7	(141)	156	45	111
Investment securities:						
U.S. Treasury securities, obligations of U.S. government agencies and mortgage-backed securities	(793)	14	(807)	933	352	581
Obligations of states and political subdivisions(1)	(307)	(20)	(287)	258	(27)	285
All other investment securities	(124)	1	(125)	(3)	53	(56)
Total investment securities	(1,224)	(5)	(1,219)	1,188	378	810
Loans, net of unearned income:						
Demand, time and lease	(8)	17	(25)	24	65	(41)
Mortgage and construction	719	(265)	984	339	178	161
Installment and credit card	406	504	(98)	(157)	218	(375)
Total gross loans(2)	1,117	256	861	206	461	(255)
Allowance for credit losses	-	-	-	-	-	-
Total net loans	1,117	256	861	206	461	(255)
Total interest-earning assets	$ (302)	$ 258	$ (560)	$ 1,637	$ 966	$ 671
LIABILITIES:						
Interest-bearing deposits:						
Savings and NOW	$ (11)	$ 0	$ (11)	$ (7)	$ 23	$ (30)
Money market	(3)	0	(3)	1	16	(15)
Other time deposits	57	298	(241)	1,696	953	743
Total interest-bearing deposits	43	298	(255)	1,690	992	698
Non-interest-bearing deposits	-	-	-	-	-	-
Borrowed funds	94	(71)	165	13	23	(10)
Total interest-bearing liabilities	$ 137	$ 227	$ (90)	$ 1,703	$ 1,015	$ 688

(1) Tax equivalent basis.

(2) Non-accrual loans included in average balances.

The following table provides information for the designated periods with respect to the average balances, income and expense and annualized yields and costs associated with various categories of interest-earning assets and interest-bearing liabilities.

	Year Ended December 31,								
	2007			2006			2005		
	Average Balance	Interest	Yield/ Cost	Average Balance	Interest	Yield/ Cost	Average Balance	Interest	Yield/ Cost
	(Dollars In Thousands)								
ASSETS:									
Interest-earning assets:									
Federal funds sold	$ 2,665	$ 139	5.22%	$ 3,848	$ 200	5.20%	$ 3,682	$ 113	3.07%
Interest-bearing deposits	1,929	99	5.13	4,901	233	4.76	2,008	77	3.84
Investment securities:									
U.S. Treasury securities, obligations of U.S. government agencies and mortgage-backed securities	50,392	2,554	5.07	66,501	3,347	5.04	53,521	2,414	4.51
Obligations of states and political subdivisions(1)	34,288	2,209	6.45	38,723	2,516	6.50	34,391	2,258	6.57
All other investment securities	2,839	251	8.84	4,257	375	8.81	4,996	378	7.57
Total investment securities	87,519	5,014	5.73	109,481	6,238	5.70	92,908	5,050	5.44
Loans, net of unearned income:									
Demand, time and lease	4,788	448	9.36	5,064	456	9.01	5,597	432	7.72
Mortgage and construction	126,391	8,026	6.35	111,426	7,307	6.56	109,025	6,968	6.40
Installment and credit card	68,453	4,474	6.54	70,216	4,068	5.80	77,084	4,225	5.49
Total gross loans(2)	199,632	12,948	6.49	186,706	11,831	6.34	191,706	11,625	6.07
Allowance for credit losses	(1,766)			(2,071)			(2,301)		
Total net loans	197,866	12,948	6.54	184,635	11,831	6.41	189,404	11,625	6.14
Total interest-earning assets	289,979	18,200	6.28	302,865	18,502	6.11	288,002	16,865	5.86
Cash and due from banks	8,862			9,493			11,020		
Other assets	13,661			13,045			13,275		
Total assets	$ 312,502			$ 325,403			$ 312,297		
LIABILITIES AND STOCKHOLDERS' EQUITY:									
Interest-bearing deposits:									
Savings and NOW	$ 72,831	263	0.36%	$ 77,761	274	0.36%	$ 85,005	281	0.33%
Money market	15,918	103	0.65	16,415	106	0.65	19,389	105	0.55

Other time deposits	103,491	4,458	4.31	109,499	4,401	4.02	86,051	2,705	3.15
Total interest-bearing deposits	192,240	4,824	2.51	203,675	4,781	2.35	190,445	3,091	1.63
Short-term borrowed funds	2,294	119	5.19	1,603	81	5.06	1,815	66	3.64
Long-term borrowed funds	13,949	1,028	7.37	12,309	972	7.90	12,339	974	7.90
Total interest-bearing liabilities	208,483	5,971	2.86	217,587	5,834	2.69	204,599	4,131	2.02
Non-interest-bearing deposits	73,415			79,199			79,843		
Other liabilities	1,609			1,407			1,395		
Stockholders' equity	28,995			27,210			26,460		
Total liabilities and equity	$ 312,502			$ 325,403			$ 312,297		
Net interest income		$ 12,229			$ 12,668			$ 12,734	
Net interest spread			3.42%			3.42%			3.84%
Net interest margin			4.39%			4.31%			4.46%

1 Tax equivalent basis. The incremental tax rate applied was 34.27% for 2007 and 35.90% for 2006.

2 Non-accrual loans included in average balance.

Provision For Credit Losses. During the year ended December 31, 2007, the Company made a provision of $50,000 for credit losses, compared to a provision of $62,000 for credit losses for the year ended December 31, 2006, and a reverse provision of $50,000 for the year ended December 31, 2005. At December 31, 2007, the allowance for credit losses equaled 188.27% of non-accrual and past due loans compared to 3,116.95% and 1,164.55% at December 31, 2006 and 2005, respectively. During the year ended December 31, 2007, the Company recorded net charge-offs of $285,000 compared to $424,256 and $160,544 in net charge-offs during the years ended December 31, 2006 and 2005, respectively.

Other Income. Other income includes service charges on deposit accounts, other fees and commissions, net gains on investment securities, and income on life insurance. Other income decreased from $2,244,390 in 2006 to $2,157,292 in 2007, an $87,098, or 3.88% decrease. The decrease was primarily due to a decrease in gains on investment securities with lesser decreases in service charges and other fees and commissions. Other income increased from $2,113,824 in 2005 to $2,244,390 in 2006, a $130,566, or 6.18% increase. The increase was primarily due to an increase in other fees and commissions and an increase in gains on investment securities.

Other Expenses. Other expenses decreased from $10,596,661 in 2006 to $10,433,019 in 2007, a $163,190 or 1.55% decrease. This decrease, which consists of non-interest operating expenses, was primarily due to a decrease in salaries, employee benefits, and furniture and equipment costs partially offset by an increase in occupancy and other miscellaneous expenses. Other expenses decreased from $10,624,797 in 2005 to $10,596,661 in 2006, a $28,136 or 0.26% decrease. This decrease, which consists of non-interest operating expenses, was primarily due to a decrease in employee benefits and other miscellaneous expenses partially offset by an increase in salaries and occupancy costs.

Income Taxes. During the year ended December 31, 2007, the Company recorded income tax expense of $758,340, compared to income tax expense of $687,115 for the year ended December 31, 2006. This increase was primarily due to less tax exempt income on municipal securities. During the year ended December 31, 2006, the Company recorded income tax expense of $687,115, compared to income tax expense of $730,389 for the year ended December 31, 2005 due to an increase in tax exempt income on municipal securities.

Comparison of Financial Condition at December 31, 2007, 2006 and 2005

The Company's total assets decreased to $307,273,868 at December 31, 2007 from $317,745,601 at December 31, 2006. The Company's total assets increased to $317,745,601 at December 31, 2006 from $306,560,991 at December 31, 2005.

The Company's net loan portfolio increased to $199,753,132 at December 31, 2007 compared to 193,336,604 at December 31, 2006 and $190,204,998 at December 31, 2005. The increase in the loan portfolio during the 2007 period is primarily due to an increase in refinanced mortgage loans, commercial and residential construction loans, personal and commercial secured installment loans. They were partially offset by a decline in indirect automobile loans and mortgage participations purchased. The increase in the loan portfolio during the 2006 period is primarily due to an increase in commercial mortgages, and mortgage participations purchased partially offset by a decline in indirect automobile loans.

During 2007, the Company's total investment securities portfolio (including both investment securities available for sale and investment securities held to maturity) totaled $77,866,013, a $18,628,646 or 19.31%, decrease from $96,494,659 at December 31, 2006. This decrease is primarily attributable to a decrease in mortgage backed securities and government agencies. During 2006, the Company's total investment securities portfolio (including both investment securities available for sale and investment securities held to maturity) totaled $96,494,659, a $9,214,772 or 10.56%, increase from $87,279,887 at December 31, 2005. This increase is primarily attributable to an increase in state and municipal securities and mortgage backed securities, offset by a decrease in corporate trust preferred securities.

Deposits as of December 31, 2007 totaled $252,916,766, a decrease of $21,916,691, or 7.98%, from the $274,833,457 total as of December 31, 2006. Deposits as of December 31, 2006 totaled $274,833,457, an increase of $9,585,189, or 3.61%, from the $265,248,268 total as of December 31, 2005. Demand deposits as of December 31, 2007 totaled $68,760,373, a $5,968,925, or 8.00%, decrease from $74,729,298 at December 31, 2006. NOW and Super NOW accounts, as of December 31, 2007, increased by $880,525, or 3.95% from their 2006 level to $23,154,540. Money market accounts decreased by $2,392,879, or 15.60%, from their 2006 level, to total $12,948,352 at December 31, 2007. Savings deposits decreased by $2,852,625, or 5.68%, from their 2006 level, to $47,381,613 at December 31, 2007. Time deposits over $100,000 totaled $27,883,774 on December 31, 2007, a decrease of $2,294,965, or 7.60%

from December 31, 2006. Other time deposits (made up of certificates of deposit less than $100,000 and individual retirement accounts) totaled $72,786,723 on December 31, 2007, a $9,290,223 or 11.32% decrease from December 31, 2006.

Total stockholders' equity as of December 31, 2007 increased by $1,535,641, or 5.45%, from the 2006 period. The increase was attributed to an increase in retained earnings, common stock and surplus, offset by a decrease in accumulated other comprehensive income, net of tax. Total stockholders' equity as of December 31, 2006 increased by $1,575,072, or 5.92%, from the 2005 period. The increase was attributed to an increase in retained earnings, common stock and surplus, offset by a decrease in accumulated other comprehensive income, net of tax.

Off-Balance Sheet Arrangements, Contractual Obligations, and Commitments

Off-Balance Sheet Arrangements. The Bank is a party to financial instruments in the normal course of business to meet the financing needs of its customers. These financial instruments include commitments to extend credit and standby letters of credit, which involve, to varying degrees, elements of credit and interest rate risk in excess of the amounts recognized in the consolidated financial statements.

Loan commitments and lines of credit are agreements to lend to customers as long as there is no violation of any conditions of the contracts. Loan commitments generally have interest rates fixed at current market amounts, fixed expiration dates, and may require payment of a fee. Lines of credit generally have variable interest rates. Many of the loan commitments and lines of credit are expected to expire without being drawn upon; accordingly, the total commitment amounts do not necessarily represent future cash requirements. The Bank evaluates each customer's creditworthiness on a case-by-case basis. The amount of collateral or other security obtained, if deemed necessary by the Bank upon extension of credit, is based on management's credit evaluation. Collateral held varies but may include deposits held in financial institutions, U.S. Treasury securities, other marketable securities, accounts receivable, inventory, property and equipment, personal residences, income-producing commercial properties, and land under development. Personal guarantees are also obtained to provide added security for certain commitments.

Letters of credit are conditional commitments issued by the Bank to guarantee the performance of a customer to a third party. Those guarantees are primarily issued to guarantee the installation of real property improvements and similar transactions. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loan facilities to customers. The Bank holds collateral and obtains personal guarantees supporting those commitments for which collateral or other securities is deemed necessary.

The Bank's exposure to credit loss in the event of nonperformance by the customer is the contractual amount of the commitment. Loan commitments, lines of credit, and letters of credit are made on the same terms, including collateral, as outstanding loans. As of December 31, 2007, the Bank has accrued $200,000 for unfunded commitments related to these financial instruments with off balance sheet risk, which is included in other liabilities.

Contractual Obligations. The following table presents, as of December 31, 2007, significant fixed and determinable contractual obligations to third parties by payment date. Further discussion of the nature of each obligation is included in the referenced note to the consolidated financial statements.

		PAYMENTS DUE IN				
(IN THOUSANDS)	NOTE REFERENCE	ONE YEAR OR LESS	ONE TO THREE YEARS	THREE TO FIVE YEARS	OVER FIVE YEARS	TOTAL
Deposits without a stated maturity (a),(c)	9	$ 152,245	$ -	$ -	$ -	$ 152,245
Time deposits (a)	9	63,671	27,924	6,862	2,214	100,671
Short-term borrowings (a)	6	503	-	-	-	503
Long-term borrowings (b)	7,8	582	13,319	-	10,000	23,901
Operating leases	5	244	352	271	1,618	2,485

(a) Excludes interest

(b)

Includes Junior Subordinated Debentures and semi-annual payments (made in March and September) of $273,215. This is also assuming that the Debentures will be paid off in September 2010. Includes convertible advance which can be called at any time but has a final maturity of 11/1/2017

(c) Includes non-interest bearing deposits

Commitments. The following table details the amounts and expected maturities of significant commitments as of December 31, 2007. Further discussion of these commitments is included in Note 16 to the consolidated financial statements.

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(IN THOUSANDS)	ONE YEAR OR LESS	ONE TO THREE YEARS	THREE TO FIVE YEARS	OVER FIVE YEARS	TOTAL
	PAYMENTS DUE IN				
Loan commitments:					
Other mortgage loans	$ 685	$ -	$ -	$ -	$ 685
Construction & land development	-	-	-	-	-
Unused lines of credit:					
Home-equity lines	630	298	582	4,898	5,778
Commercial lines	18,336	-	-	-	18,336
Unsecured consumer lines	816	-	-	-	816
Secured consumer lines	11	-	-	-	11
Letters of credit	11	-	-	186	197

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 or equity pricing. The Company’s principal market risk is interest rate risk that arises from its lending, investing and deposit taking activities. The Company’s profitability is dependent on the Bank’s net interest income. Interest rate risk can significantly affect net interest income to the degree that interest bearing liabilities mature or reprice at different intervals than interest earning assets. The Bank’s Asset/Liability and Risk Management Committee oversees the management of interest rate risk. The primary purpose of the committee is to manage the exposure of net interest margins to unexpected changes due to interest rate fluctuations. The Company does not utilize derivative financial or commodity instruments or hedging strategies in its management of interest rate risk. The primary tool used by the committee to monitor interest rate risk is a “gap” report which measures the dollar difference between the amount of interest bearing assets and interest bearing liabilities subject to repricing within a given time period. These efforts affect the loan pricing and deposit rate policies of the Company as well as the asset mix, volume guidelines, and liquidity and capital planning.

The following table sets forth the Bank’s interest-rate sensitivity at December 31, 2007.

	0-3 Months	**Over 3 To 12 Months**	**Over 1 Through 5 Years**	**Over 5 Years**	**Total**
			(Dollars In Thousands)		
Assets:					
Cash and due from banks	$ -	$ -	$ -	$ -	$ 14,068
Federal funds and overnight deposits	727	-	-	-	727
Securities	-	996	9,635	67,235	77,866
Loans	12,197	11,467	79,188	101,022	202,174
Fixed Assets	-	-	-	-	3,088
Other Assets	-	-	-	-	9,351
Total assets	$ 13,224	$ 12,463	$ 86,823	$ 168,257	$ 307,274
Liabilities:					
Demand deposit accounts	$ -	$ -	$ -	$ -	$ 68,760

NOW accounts		23,155		-		-		-		23,155
Money market deposit accounts		12,948		-		-		-		12,948
Savings accounts		47,382		193		-		-		47,575
IRA accounts		1,362		11,040		14,779		2,094		29,275
Certificates of deposit		12,731		38,345		20,006		120		71,202
Other liabilities		-		-		-		-		19,467
Junior Subordinated Debenture		-		-		-		-		5,155
Stockholders' equity		-		-		-		-		29,736
Total liabilities and Stockholders' equity	$	97,579	$	49,578	$	34,785	$	2,214	$	307,274
GAP	$	(84,355)	$	(37,115)	$	52,038	$	166,043		
Cumulative GAP		(84,355)		(121,470)		(69,432)		96,611		
Cumulative GAP as a % of total assets		(27.46%)		(39.54%)		(22.60%)		31.45%		

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The foregoing analysis assumes that the Bank's assets and liabilities move with rates at their earliest repricing opportunities based on final maturity. Mortgage backed securities are assumed to mature during the period in which they are estimated to prepay and it is assumed that loans and other securities are not called prior to maturity. Certificates of deposit and IRA accounts are presumed to reprice at maturity. NOW savings accounts are assumed to reprice at within three months although it is the Company's experience that such accounts may be less sensitive to changes in market rates.

In addition to gap analysis, the Bank utilizes a simulation model to quantify the effect a hypothetical immediate plus or minus 200 basis point change in rates would have on net interest income and the economic value of equity. The model takes into consideration the effect of call features of investments as well as prepayments of loans in periods of declining rates. When actual changes in interest rates occur, the changes in interest earning assets and interest bearing liabilities may differ from the assumptions used in the model and, in the Bank's experience, the changes historically realized have been narrower than those projected by the model. However, the Bank believes that the model is a prudent forecasting tool. As of December 31, 2007, the model produced the following sensitivity profile for net interest income and the economic value of equity.

	Immediate Change in Rates			
	-200 Basis Points	**-100 Basis Points**	**+100 Basis Points**	**+200 Basis Points**
% Change in Net Interest Income	-9.8%	-3.4%	-1.1%	-2.3%
% Change in Economic Value of Equity	-17.8%	-7.9%	-1.3%	-6.2%

Liquidity and Capital Resources

The Company currently has no business other than that of the Bank and does not currently have any material funding commitments. The Company's principal sources of liquidity are cash on hand and dividends received from the Bank. The Bank is subject to various regulatory restrictions on the payment of dividends.

The Bank's principal sources of funds for investments and operations are net income, deposits from its primary market area, principal and interest payments on loans, interest received on investment securities and proceeds from maturing investment securities. Its principal funding commitments are for the origination or purchase of loans and the payment of maturing deposits. Deposits are considered the primary source of funds supporting the Bank's lending and investment activities. The Bank also uses borrowings from the FHLB of Atlanta to supplement deposits, residential and small business lending, and to meet specific and anticipated needs.

The Bank's most liquid assets are cash and cash equivalents, which are cash on hand, amounts due from financial institutions, federal funds sold and money market mutual funds. The levels of such assets are dependent on the Bank's operating financing and investment activities at any given time. The variations in levels of cash and cash equivalents are influenced by deposit flows and anticipated future deposit flows.

Cash and cash equivalents (cash due from banks, interest-bearing deposits in other financial institutions, and federal funds sold), as of December 31, 2007, totaled $14,795,060, an increase of $1,475,082 or 11.07%, from the December 31, 2006 total of $13,319,978. Most of this increase was due to interest-bearing deposits in FHLB but was offset by a decrease in federal funds sold.

As of December 31, 2007, the Bank was permitted to draw on a $36.85 million line of credit from the FHLB of Atlanta. Borrowings under the line are secured by a floating lien on the Bank's residential mortgage loans and its portfolio of U.S. Government and agency securities. As of December 31, 2007, a $7 million long-term convertible

advance was outstanding under this line. There was also a $10 million convertible advance (callable monthly and with a final maturity of November 1, 2017.) In addition the Bank has an unsecured line of credit in the amount of $7 million from another commercial bank on which there is no outstanding balance at December 31, 2007. Furthermore, on September 7, 2000, the Company issued $5,155,000 of its 10.6% Junior Subordinated Deferrable Interest Debentures to Glen Burnie Statutory Trust I, a Connecticut statutory trust wholly owned by the Company. The Trust, in turn, issued $5,000,000 of its 10.6% capital securities to institutional investors. The debentures are scheduled to mature on September 7, 2030, unless called by the Company not earlier than September 7, 2010. As of December 31, 2007, the full $5,155,000 was outstanding.

Federal banking regulations require the Company and the Bank to maintain specified levels of capital. At December 31, 2007, the Company was in compliance with these requirements with a leverage ratio of 11.26%, a Tier 1 risk-based capital ratio of 16.80% and total risk-based capital ratio of 17.57 %. At December 31, 2007, the Bank met the criteria for designation as a well capitalized depository institution under FDIC regulations.

Impact of Inflation and Changing Prices

The consolidated financial statements and notes thereto presented herein have been prepared in accordance with generally accepted accounting principles, which require the measurement of financial position and operating results in terms of historical dollars without considering the changes in the relative purchasing power of money over time due to inflation. Unlike most industrial companies, nearly all of the Company's assets and liabilities are monetary in mature. As a result, interest rates have a greater impact on the Company's performance than do the effects of general levels of inflation. Interest rates do not necessarily move in the same direction or to the same extent as the prices of goods and services.

Critical Accounting Policies

The Company's accounting policies are more fully described in Note 1 of the Notes to the Consolidated Financial Statements, starting on page F-8 and are essential to understanding Management's Discussion and Analysis of Financial Condition and Results of Operations. As discussed there, the preparation of financial statements in conformity with accounting principles generally accepted in the U.S. requires management to make estimates and assumptions about future events that affect the amounts reported in the financial statements and accompanying notes. Since future events and their effects cannot be determined with absolute certainty, the determination of estimates requires the exercise of judgment. Management has used the best information available to make the estimations necessary to value the related assets and liabilities based on historical experience and on various assumptions which are believed to be reasonable under the circumstances. Actual results could differ from those estimates, and such differences may be material to the financial statements. The Company reevaluates these variables as facts and circumstances change. Historically, actual results have not differed significantly from the Company's estimates. The following is a summary of the more judgmental accounting estimates and principles involved in the preparation of the Company's financial statements, including the identification of the variables most important in the estimation process:

Allowance for Credit Losses. The Bank's allowance for credit losses is determined based upon estimates that can and do change when the actual events occur, including historical losses as an indicator of future losses, fair market value of collateral, and various general or industry or geographic specific economic events. The use of these estimates and values is inherently subjective and the actual losses could be greater or less than the estimates. For further information regarding our allowance for credit losses, see "Allowance for Credit Losses" under Item 1- "Business" of this Annual Report.

Accrued Taxes. Management estimates income tax expense based on the amount it expects to owe various tax authorities. Income taxes are discussed in more detail in Note 10 to the consolidated financial statements. Accrued taxes represent the net estimated amount due or to be received from taxing authorities. In estimating accrued taxes, management assesses the relative merits and risks of the appropriate tax treatment of transactions taking into account statutory, judicial and regulatory guidance in the context of the Company's tax position.

Recently Issued Accounting Pronouncements

In December 2007, the FASB issued Statement No. 141 Revised 2007 (SFAS 141R), *Business Combinations.* SFAS 141R's objective is to improve the relevance, representational faithfulness, and comparability of the information that a reporting entity provides in its financial reports about a business combination and its effects. SFAS 141R applies prospectively to business combinations for which the acquisition date is on or after December 31, 2008. The Company

does not expect the implementation of SFAS 141R to have a material impact on its consolidated financial statements.

In February 2006, the FASB issued Statement No. 155 (SFAS 155), *Accounting for Certain Hybrid Financial Instruments - an amendment of FASB Statements No. 133 and 140*. SFAS No. 155 simplifies accounting for certain hybrid instruments currently governed by SFAS No. 133, *Accounting for Derivative Instruments and Hedging Activities*, by allowing fair value remeasurement of hybrid instruments that contain an embedded derivative that otherwise would require bifurcation. SFAS No. 155 also eliminates the guidance in SFAS No. 133 Implementation Issue No. D1, *Application of Statement 133 to Beneficial Interests in Securitized Financial Assets*, which provides such beneficial interests are not subject to SFAS No. 133. SFAS No. 155 amends SFAS No. 140, *Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities - a Replacement of FASB Statement No. 125*, by eliminating the restriction on passive derivative instruments that a qualifying special-purpose entity may hold. On January 1, 2007, the Company adopted SFAS No. 155. The Company has determined that the adoption of this pronouncement did not have a significant impact on the financial statements.

In March 2006, the FASB issued Statement No. 156 (SFAS 156), *Accounting for Servicing of Financial Assets- an amendment of FASB Statement No. 140*. SFAS No. 156 requires an entity to recognize a servicing asset or servicing liability each time it undertakes an obligation to service a financial asset by entering into a servicing contract in specific situations. Additionally, the servicing asset or servicing liability shall be initially measured at fair value; however, an entity may elect the “amortization method” or “fair value method” for subsequent balance sheet reporting periods. On January 1, 2007, the Company adopted SFAS No. 156. The Company has determined that the adoption of this pronouncement did not have a significant impact on the financial statements.

In September 2006, the FASB issued Statement No. 157 (SFAS 157), *Fair Value Measurements*. SFAS 157 defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements. SFAS 157 applies whenever other standards require (or permit) assets or liabilities to be measured at fair value but does not expand the use of fair value in any new circumstances. In this standard, the FASB clarifies the principle that fair value should be based on the assumptions market participants would use when pricing the asset or liability. In support of this principle, SFAS 157 establishes a fair value hierarchy that prioritizes the information used to develop those assumptions. The provisions of SFAS 157 are effective for financial statements issued for fiscal years beginning after November 15, 2007 and interim periods within those fiscal years. The provisions should be applied prospectively, except for certain specifically identified financial instruments. The Company is currently reviewing this pronouncement.

In February 2007, the FASB issued Statement No. 159 (SFAS 159), *The Fair Value Option for Financial Assets and Financial Liabilities-including an amendment of FASB Statement No. 115* which is effective as of the beginning of the first fiscal year that begins after November 15, 2007. Management will continue to evaluate the impact of adopting this Statement on the Company’s financial statements for future periods.

In December 2007, the FASB issued SFAS 160, *Noncontrolling Interests in Consolidated Financial Statements.* SFAS 160’s objective is to improve the relevance, comparability, and transparency of the financial information that a reporting entity provides in its consolidated financial statements by establishing accounting and reporting standards for the noncontrolling interest in a subsidiary and for the deconsolidation of a subsidiary. SFAS 160 shall be effective for fiscal years and interim periods within those fiscal years, beginning on or after December 15, 2008. The Company does not expect the implementation of SFAS 160 to have a material impact on its consolidated financial statements.

In July 2006, the Financial Accounting Standards Board (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 uncertainty in tax positions, as defined. FIN 48 seeks to reduce the diversity in practice associated with certain aspects of the recognition and measurement related to accounting for income taxes. The Company is subject to the provisions of FIN 48 as of January 1, 2007, and has analyzed filing positions in all of the federal and state jurisdictions where it is required to file income tax returns, as well as all open tax years in these jurisdictions. The Company believes that its income tax filing positions and deductions will be sustained on audit and does not anticipate any adjustments that will result in a material adverse effect on the Company's financial condition, results of operations, or cash flow. Therefore, no reserves for uncertain income tax positions have been recorded pursuant to FIN 48. In addition, the Company did not record a cumulative effect adjustment related to the adoption of FIN 48.

In September 2006, the FASB ratified the consensus reached by the Emerging Issues Task Force (“EITF”) on Issue No. 06-5, *Accounting for Purchases of Life Insurance — Determining the Amount That Could Be Realized in Accordance with FASB Technical Bulletin No. 85-4, Accounting for Purchases of Life Insurance*. FASB Technical Bulletin No. 85-4 requires that the amount that could be realized under the insurance contract as of the date of the statement of financial position should be reported as an asset. Since the issuance of FASB Technical Bulletin No. 85-4, questions arose regarding whether “the amount that could be realized” should consider 1) any additional amounts included in the contractual terms of the insurance policy other than the cash surrender value and 2) the contractual ability to surrender all of the individual-life policies (or certificates in a group policy) at the same time.

EITF 06-5 determined that “the amount that could be realized” should 1) consider any additional amounts included in the contractual terms of the policy and 2) assume the surrender of an individual-life by individual-life policy (or certificate by certificate in a group policy). Any amount that is ultimately realized by the policy holder upon the assumed surrender of the final policy (or final certificate in a group policy) shall be included in the “amount that could be realized.” An entity should apply the provisions of EITF 06-5 through either a change in accounting principle through a cumulative-effect adjustment to retained earnings as of the beginning of the year of adoption or a change in accounting principle through retrospective application to all prior periods. On January 1, 2007, the Company adopted EITF 06-5. The Company has determined that the adoption of this pronouncement did not have a significant impact on the financial statements.

In September 2006, the FASB ratified the consensus reached by the Emerging Issued Task Force (EITF) on Issue No. 06-04, *Accounting for Deferred Compensation and Postretirement Benefit Aspects of Endorsement Split-Dollar Life Insurance Arrangements.* The scope of this Issue is limited to the recognition of a liability and related compensation costs for endorsement split-dollar life insurance arrangements that provide a benefit to an employee that extends to postretirement periods. Therefore, this Issue would not apply to a split-dollar life insurance arrangement that provides a specified benefit to an employee that is limited to the employee's active service period with an employer.

The consensus in this Issue is effective for fiscal years beginning after December 15, 2007, with earlier application permitted. Entities should recognize the effects of applying the consensus in this Issue through either (a) a change in accounting principle through a cumulative-effect adjustment to retained earnings or to other components of equity or net assets in the statement of financial position as of the beginning of the year of adoption or (b) a change in accounting principle through retrospective application to all prior periods. The effects of this Issue have been analyzed by the Company and disclosed in Note 23. The Company will apply option (a) as a cumulative-effect adjustment to retained earnings effective January 1, 2008.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The information required by this item may be found in Item 7 of Part II of this report under the caption "Management's Discussion and Analysis of Financial Condition and Results of Operation-Market Risk Management", which is incorporated herein by reference.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The financial statements and supplementary data required by this Item 8 are included in the Company's Consolidated Financial Statements and set forth in the pages indicated in Item 16(a) of this Annual Report.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

Not applicable.

ITEM 9A. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

The Company maintains a system of disclosure controls and procedures that is designed to provide reasonable assurance that information, which is required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission, and is accumulated and communicated to management in a timely manner. The Company's Chief Executive Officer and Chief Financial Officer have evaluated this system of disclosure controls and procedures as of the end of the period covered by this annual report, and believe that the system is effective.

Management's Annual Report on Internal Control over Financial Reporting

The Company's management, including its Chief Executive Officer and Chief Financial Officer, is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. The Company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of our financial statements for external reporting purposes in accordance with U.S. generally accepted accounting

principles (GAAP). Internal control over financial reporting includes those policies and procedures that: (i) pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the Company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with GAAP, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the Company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with policies or procedures may deteriorate.

Management (with the participation of the Company's Chief Executive Officer and Chief Financial Officer) conducted an evaluation of the effectiveness of the Company's internal control over financial reporting based on the framework in *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this evaluation, management concluded that the Company's internal control over financial reporting was effective as of December 31, 2007.

This Annual Report does not include an attestation report of the Company's registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the Company's registered public accounting firm pursuant to temporary rules of the Securities and Exchange Commission that permit the Company to provide only management's report in this Annual Report.

Changes in Internal Control Over Financial Reporting

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

ITEM 9B. OTHER INFORMATION

Not applicable.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The information with respect to the identity and business experience of the directors of the Company and their remuneration set forth in the section captioned “Proposal I — Election of Directors” in the Company’s definitive Proxy Statement to be filed pursuant to Regulation 14A and issued in conjunction with the 2008 Annual Meeting of Stockholders (the “Proxy Statement”) is incorporated herein by reference. The information with respect to the identity and business experience of executive officers of the Company is set forth in Part I of this Form 10-K. The information with respect to the Company’s Audit Committee is incorporated herein by reference to the section captioned “Meetings and Committees of the Board of Directors” in the Proxy Statement. The information with respect to compliance with Section 16(a) of the Exchange Act is incorporated herein by reference to the section captioned “Section 16(a) Beneficial Ownership Reporting Compliance” in the Proxy Statement. The information with respect to the Company’s Code of Ethics is incorporated herein by reference to the section captioned “Code of Ethics” in the Proxy Statement.

ITEM 11. EXECUTIVE COMPENSATION

The information required by this item is incorporated herein by reference to the sections captioned “Director Compensation” and “Executive Compensation” in the Proxy Statement.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The information required by this item is incorporated herein by reference to the sections captioned “Voting Securities and Principal Holders Thereof” and “Securities Ownership of Management” in the Proxy Statement.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE

The information required by this item is incorporated herein by reference to the section captioned “Election of Directors” and “Transactions with Management” in the Proxy Statement.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information required by this item is incorporated herein by reference to the section captioned “Authorization for Appointment of Auditors – Disclosure of Independent Auditor Fees” in the Proxy Statement.

(a) 2. Financial Statement Schedules.

All schedules for which provision is made in the applicable accounting regulations of the Securities and Exchange Commission are omitted because of the absence of conditions under which they are required or because the required information is included in the consolidated financial statements and related notes thereto.

(a) 3. Exhibits required to be filed by Item 601 of Regulation S-K.

Exhibit No.

3.1 Articles of Incorporation (incorporated by reference to Exhibit 3.1 to Amendment No. 1 to the Registrant's Form 8-A filed December 27, 1999, File No. 0-24047)

3.2 Articles of Amendment, dated October 8, 2003 (incorporated by reference to Exhibit 3.2 to the Registrant's Quarterly Report on Form 10-Q for the Quarter ended September 30, 2003, File No. 0-24047)

3.3 Articles Supplementary, dated November 16, 1999 (incorporated by reference to Exhibit 3.3 to the Registrant's Current Report on Form 8-K filed December 8, 1999, File No. 0-24047)

3.4 By-Laws (incorporated by reference to Exhibit 3.4 to the Registrant's Quarterly Report on Form 10-Q for the Quarter ended September 30, 2003, File No. 0-24047)

4.1 Rights Agreement, dated as of February 13, 1998, between Glen Burnie Bancorp and The Bank of Glen Burnie, as Rights Agent, as amended and restated as of December 27, 1999 (incorporated by reference to Exhibit 4.1 to Amendment No. 1 to the Registrant's Form 8-A filed December 27, 1999, File No. 0-24047)

10.1 Glen Burnie Bancorp Director Stock Purchase Plan (incorporated by reference to Exhibit 99.1 to Post-Effective Amendment No. 1 to the Registrant's Registration Statement on Form S-8, File No.33-62280)

10.2 The Bank of Glen Burnie Employee Stock Purchase Plan (incorporated by reference to Exhibit 99.1 to Post-Effective Amendment No. 1 to the Registrant's Registration Statement on Form S-8, File No. 333-46943)

10.3 Amended and Restated Change-in-Control Severance Plan (incorporated by reference to Exhibit 3.2 to the Registrant's Annual Report on Form 10-K for the Fiscal Year Ended December 31, 2001, File No. 0-24047)

10.4 The Bank of Glen Burnie Executive and Director Deferred Compensation Plan (incorporated by reference to Exhibit 10.4 to the Registrant's Annual Report on Form 10-K for the Fiscal Year Ended December 31, 1999, File No. 0-24047)

21 Subsidiaries of the Registrant (incorporated by reference to Exhibit 3.2 to the Registrant's Annual Report on Form 10-K for the Fiscal Year Ended December 31, 2001, File No. 0-24047)

23 Consent of Trice Geary & Myers LLC

31.1 Rule 15d-14(a) Certification of Chief Executive Officer

31.2 Rule 15d-14(a) Certification of Chief Financial Officer

32.1 Section 1350 Certifications

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

GLEN BURNIE BANCORP

March 13, 2008 By: /s/ Michael G. Livingston
Michael G. Livingston
President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Michael G. Livingston Michael G. Livingston	President, Chief Executive Officer and Director	March 13, 2008
/s/ F. William Kuethe, Jr. F. William Kuethe, Jr.	President Emeritus and Director	March 13, 2008
/s/ John E. Porter John E. Porter	Senior Vice President and Chief Financial Officer	March 13, 2008
/s/ John E. Demyan John E. Demyan	Chairman of the Board and Director	March 13, 2008
/s/ Shirley E. Boyer Shirley E. Boyer	Director	March 13, 2008
/s/ Thomas Clocker Thomas Clocker	Director	March 13, 2008
/s/ Norman E. Harrison, Jr. Norman E. Harrison, Jr.	Director	March 13, 2008
/s/ F. W. Kuethe, III F. W. Kuethe, III	Director	March 13, 2008
/s/ Charles Lynch Charles Lynch	Director	March 13, 2008
/s/ Edward L. Maddox Edward L. Maddox	Director	March 13, 2008
/s/ William N. Scherer, Sr. William N. Scherer, Sr.	Director	March 13, 2008

/s/ Karen B. Thorwarth Karen B. Thorwarth	Director	March 13, 2008
/s/ Mary Lou Wilcox Mary Lou Wilcox	Director	March 13, 2008

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) 1. Financial Statements.

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors
Glen Burnie Bancorp and Subsidiaries
Glen Burnie, Maryland

We have audited the accompanying consolidated balance sheets of Glen Burnie Bancorp and subsidiaries as of December 31, 2007, 2006, and 2005, and the related consolidated statements of income, comprehensive income, changes in stockholders' equity, and cash flows for each of the years then ended. Glen Burnie Bancorp and subsidiaries' management is responsible for these consolidated financial statements. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of Glen Burnie Bancorp and subsidiaries as of December 31, 2007, 2006, and 2005, and the consolidated results of their operations and their consolidated cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Salisbury, Maryland
March 13, 2008

Glen Burnie Bancorp and Subsidiaries

Consolidated Balance Sheets

December 31,	**2007**	2006	2005
Assets			
Cash and due from banks	**$ 8,220,582**	$ 9,005,691	$ 9,405,148
Interest-bearing deposits in other financial institutions	**5,847,562**	342,309	3,711,524
Federal funds sold	**726,916**	3,971,978	2,333,055
Cash and cash equivalents	**14,795,060**	13,319,978	15,449,727
Investment securities available for sale, at fair value	**77,182,181**	95,811,296	86,128,724
Investment securities held to maturity (fair value **2007 $726,193;** 2006 $729,960; 2005 $1,238,740)	**683,832**	683,363	1,151,163
Federal Home Loan Bank stock, at cost	**1,381,900**	928,000	918,900
Maryland Financial Bank stock, at cost	**100,000**	100,000	100,000
Common stock in the Glen Burnie Statutory Trust I	**155,000**	155,000	155,000
Ground rents, at cost	**202,900**	219,100	235,700
Loans, less allowance for credit losses **2007 $1,604,491;** 2006 $1,839,094; 2005 $2,201,350;	**199,753,132**	193,336,604	190,204,998
Premises and equipment, at cost, less accumulated depreciation	**3,087,908**	3,406,014	3,863,275
Accrued interest receivable on loans and investment securities	**1,508,640**	1,627,433	1,451,806
Deferred income tax benefits	**453,512**	292,131	264,139
Other real estate owned	**50,000**	50,000	50,000
Cash value of life insurance	**7,161,403**	6,892,455	5,681,802
Other assets	**758,400**	924,227	905,757
Total assets	**$ 307,273,868**	$ 317,745,601	$ 306,560,991
Liabilities and Stockholders' Equity			
Liabilities:			
Deposits:			
Noninterest-bearing	**$ 68,760,373**	$ 74,729,298	$ 79,313,921
Interest-bearing	**184,156,393**	200,104,159	185,934,347
Total deposits	**252,916,766**	274,833,457	265,248,268
Short-term borrowings	**502,529**	545,349	622,050
Long-term borrowings	**17,107,135**	7,140,170	7,170,977
Junior subordinated debentures owed to unconsolidated subsidiary trust	**5,155,000**	5,155,000	5,155,000
Dividends payable	**385,010**	366,580	339,005
Accrued interest payable on deposits	**134,274**	145,642	83,111
	171,518	171,518	171,518

Accrued interest payable on junior subordinated debentures			
Other liabilities	**1,165,482**	1,187,372	1,145,621
Total liabilities	**277,537,714**	289,545,088	279,935,550
Commitments, contingencies, and subsequent events			
Stockholders' equity:			
Common stock, par value $1, authorized 15,000,000 shares; issued and outstanding **2007 2,498,465** shares;2006 2,484,633 shares; 2005 2,056,024 shares;	**2,498,465**	2,484,633	2,056,024
Surplus	**11,921,129**	11,719,907	11,458,465
Retained earnings	**15,750,156**	14,312,496	13,341,097
Accumulated other comprehensive loss, net of tax	**(433,596)**	(316,523)	(230,145)
Total stockholders' equity	**29,736,154**	28,200,513	26,625,441
Total liabilities and stockholders' equity	**$ 307,273,868**	$ 317,745,601	$ 306,560,991

The Notes to Consolidated Financial Statements are an integral part of these consolidated financial statements.

Glen Burnie Bancorp and Subsidiaries

Consolidated Statements of Income

Years Ended December 31,	**2007**	2006	2005
Interest income on:			
Loans, including fees	**$ 13,326,693**	$ 11,830,676	$ 11,625,147
U.S. Government agency securities	**2,553,527**	3,347,090	2,413,687
State and municipal securities	**1,451,540**	1,653,109	1,473,550
Corporate trust preferred securities	**250,526**	374,588	378,167
Federal funds sold	**139,075**	200,418	113,246
Other	**115,895**	249,315	93,765
Total interest income	**17,837,256**	17,655,196	16,097,562
Interest expense on:			
Deposits	**4,824,425**	4,780,871	3,091,576
Short-term borrowings	**119,101**	80,994	65,906
Long-term borrowings	**481,092**	425,470	427,547
Junior subordinated debentures	**546,430**	546,430	546,430
Total interest expense	**5,971,048**	5,833,765	4,131,459
Net interest income	**11,866,208**	11,821,431	11,966,103
Provision for credit losses	**50,000**	62,000	(50,000)
Net interest income after provision for credit losses	**11,816,208**	11,759,431	12,016,103
Other income:			
Service charges on deposit accounts	**814,392**	831,140	864,823
Other fees and commissions	**953,873**	1,026,144	948,580
Gains on investment securities, net	**120,079**	176,453	102,300
Income on life insurance	**268,948**	210,653	198,121
Total other income	**2,157,292**	2,244,390	2,113,824
Other expenses:			
Salaries and wages	**4,623,067**	4,769,495	4,620,793
Employee benefits	**1,702,535**	1,748,294	1,788,453
Occupancy	**886,345**	850,843	793,903
Furniture and equipment	**844,147**	864,151	885,203
Other expenses	**2,376,925**	2,363,878	2,536,445
Total other expenses	**10,433,019**	10,596,661	10,624,797
Income before income taxes	**3,540,481**	3,407,160	3,505,130
Federal and state income tax expense	**758,340**	687,115	730,389
Net income	**$ 2,782,141**	$ 2,720,045	$ 2,774,741

Basic and diluted earnings per share of common stock	**$ 1.12**	$ 1.10	$ 1.13

The Notes to Consolidated Financial Statements are an integral part of these consolidated financial statements.

Glen Burnie Bancorp and Subsidiaries

Consolidated Statements of Comprehensive Income

Years Ended December 31,		**2007**		2006		2005
Net income	**$**	**2,782,141**	$	2,720,045	$	2,774,741
Other comprehensive loss, net of tax						
Unrealized holding losses arising during the period (net of deferred tax benefits **2007 $23,422**; 2006 $6,826; 2005 $583,598)		**(37,231)**		(10,849)		(927,530)
Reclassification adjustment for gains included in net income (net of deferred taxes **2007 $50,237**; 2006 $47,522; 2005 $39,508)		**(79,842)**		(75,529)		(62,792)
Total other comprehensive loss		**(117,073)**		(86,378)		(990,322)
Comprehensive income	**$**	**2,665,068**	$	2,633,667	$	1,784,419

The Notes to Consolidated Financial Statements are an integral part of these consolidated financial statements.

Glen Burnie Bancorp and Subsidiaries

Consolidated Statements of Changes in Stockholders' Equity

Years Ended December 31, 2007, 2006, and 2005

	Common Stock			Retained	Accumulated Other Comprehensive Income	Total Stockholders'
	Shares	Par Value	Surplus	Earnings	(Loss)	Equity
Balances, December 31, 2004	2,041,033	$ 2,041,033	$ 11,169,283	$ 11,773,915	$ 760,177	$ 25,744,408
Net income	-	-	-	2,774,741	-	2,774,741
Cash dividends, $.49 per share	-	-	-	(1,207,559)	-	(1,207,559)
Dividends reinvested under dividend reinvestment plan	12,708	12,708	243,407	-	-	256,115
Shares issued under employee stock purchase plan	2,283	2,283	38,584	-	-	40,867
Vested stock options, net	-	-	7,191	-	-	7,191
Other comprehensive loss, net of tax	-	-	-	-	(990,322)	(990,322)
Balances, December 31, 2005	2,056,024	2,056,024	11,458,465	13,341,097	(230,145)	26,625,441
Net income	-	-	-	2,720,045	-	2,720,045
Cash dividends, $.54 per share	-	-	-	(1,337,545)	-	(1,337,545)
Dividends reinvested under dividend reinvestment plan	15,113	15,113	229,946	-	-	245,059
Shares issued under employee stock purchase plan	2,395	2,395	31,496	-	-	33,891
Stock split effected in form of 20% stock dividend	411,101	411,101		(411,101)		-
Other comprehensive loss, net of tax	-	-	-	-	(86,378)	(86,378)
Balances, December 31, 2006	**2,484,633**	**2,484,633**	**11,719,907**	**14,312,496**	**(316,523)**	**28,200,513**
Net income	**-**	**-**	**-**	**2,782,141**	**-**	**2,782,141**

Cash dividends, $.54 per share	**-**	**-**	**-**	**(1,344,481)**	**-**	**(1,344,481)**
Dividends reinvested under dividend reinvestment plan	**12,791**	**12,791**	**187,668**	**-**	**-**	**200,459**
Shares issued under employee stock purchase plan	**1,041**	**1,041**	**13,554**	**-**	**-**	**14,595**
Other comprehensive loss, net of tax	**-**	**-**	**-**	**-**	**(117,073)**	**(117,073)**
Balances, December 31, 2007	**2,498,465**	**$ 2,498,465**	**$ 11,921,129**	**$ 15,750,156**	**$ (433,596)**	**$ 29,736,154**

The Notes to Consolidated Financial Statements are an integral part of these consolidated financial statements.

Glen Burnie Bancorp and Subsidiaries

Consolidated Statements of Cash Flows

Years Ended December 31,	**2007**	2006	2005
Cash flows from operating activities:			
Net income	**$ 2,782,141**	$ 2,720,045	$ 2,774,741
Adjustments to reconcile net income to net cash provided by operating activities			
Depreciation, amortization, and accretion	**496,172**	571,741	761,402
Compensation expense from vested stock options, net	**-**	-	7,191
Provision for credit losses	**50,000**	62,000	(50,000)
Provision for unfunded commitments	**-**	-	50,000
Deferred income (benefits) taxes, net	**(87,720)**	26,357	28,383
Gains on disposals of assets, net	**(119,652)**	(175,634)	(100,866)
Income on investment in life insurance	**(268,948)**	(210,653)	(198,121)
Changes in assets and liabilities:			
Decrease (increase) in accrued interest receivable	**118,793**	(175,627)	33,063
Decrease in other assets	**106,163**	38,161	238,828
(Decrease) increase in accrued interest payable	**(11,368)**	62,531	27,131
(Decrease) increase in other liabilities	**(21,890)**	41,751	(5,655)
Net cash provided by operating activities	**3,043,691**	2,960,672	3,566,097
Cash flows from investing activities:			
Maturities of held to maturity mortgage-backed securities	**-**	468,199	476,502
Maturities of available for sale mortgage-backed securities	**7,301,634**	9,331,430	7,810,035
Maturities of other available for sale investment securities	**300,000**	4,330,544	4,111,320
Sales of available for sale debt securities	**17,889,342**	22,431,078	16,951,413
Purchases of available for sale mortgage-backed securities	**-**	(25,365,231)	(12,488,670)
Purchases of other available for sale investment securities	**(6,907,162)**	(20,398,575)	(10,874,843)
(Purchase) sale of FHLB stock	**(453,900)**	(9,100)	100
Purchase of life insurance contracts	**-**	(1,000,000)	-
Increase in loans, net	**(6,466,528)**	(3,193,606)	(7,863,706)
Purchases of premises and equipment	**(128,452)**	(131,821)	(378,774)
Net cash provided (used) by investing activities	**11,534,934**	(13,537,082)	(2,256,623)
Cash flows from financing activities:			
(Decrease) increase in noninterest-bearing deposits, NOW accounts, money market accounts, and savings accounts, net	**(5,968,925)**	(4,584,623)	5,886,555
(Decrease) increase in time deposits, net	**(15,947,766)**	14,169,812	(2,312,330)

(Decrease) increase in short-term borrowings	**(42,820)**	(76,701)	80,378
Proceeds from long-term borrowings	**10,000,000**	-	-
Repayments of long-term borrowings	**(33,035)**	(30,807)	(28,731)
Cash dividends paid	**(1,326,051)**	(1,309,970)	(1,156,492)
Common stock dividends reinvested	**200,459**	245,059	256,115
Issuance of common stock	**14,595**	33,891	40,867
Net cash (used) provided by financing activities	**(13,103,543)**	8,446,661	2,766,362
Increase (decrease) in cash and cash equivalents	**1,475,082**	(2,129,749)	4,075,836
Cash and cash equivalents, beginning of year	**13,319,978**	15,449,727	11,373,891
Cash and cash equivalents, end of year	**$ 14,795,060**	$ 13,319,978	$ 15,449,727

The Notes to Consolidated Financial Statements are an integral part of these consolidated financial statements.

Glen Burnie Bancorp and Subsidiaries

Consolidated Statements of Cash Flows
(Continued)

Years Ended December 31,	**2007**	2006	2005
Supplementary Cash Flow Information:			
Interest paid	**$ 5,982,416**	$ 5,771,234	$ 4,104,328
Income taxes paid	**886,156**	626,374	741,717
Total decrease in unrealized depreciation on available for sale securities	**(190,732)**	(140,725)	(1,613,427)

The Notes to Consolidated Financial Statements are an integral part of these consolidated financial statements.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 1. Summary of Significant Accounting Policies

The Bank of Glen Burnie (the "Bank") provides financial services to individuals and corporate customers located in Anne Arundel County and surrounding areas of Central Maryland, and is subject to competition from other financial institutions. The Bank is also subject to the regulations of certain Federal and State of Maryland (the "State") agencies and undergoes periodic examinations by those regulatory authorities. The accounting and financial reporting policies of the Bank conform, in all material respects, to accounting principles generally accepted in the United States and to general practices within the banking industry.

Significant accounting policies not disclosed elsewhere in the consolidated financial statements are as follows:

Principles of Consolidation:

The consolidated financial statements include the accounts of Glen Burnie Bancorp ("Bancorp" or the "Company") and its subsidiaries, The Bank of Glen Burnie and GBB Properties, Inc., a company engaged in the acquisition and disposition of other real estate. Intercompany balances and transactions have been eliminated. The Parent Only financial statements (see Note 21) of the Company account for the subsidiaries using the equity method of accounting.

The Company determines whether it has a controlling financial interest in an entity by first evaluating whether the entity is a voting interest entity or a variable interest entity under accounting principles generally accepted in the United States. Voting interest entities are entities, in which the total equity investment at risk is sufficient to enable the entity to finance itself independently and provides the equity holders with the obligation to absorb losses, the right to receive residual returns and the right to make decisions about the entity's activities. The Company consolidates voting interest entities in which it has all, or at least a majority of, the voting interest. As defined in applicable accounting standards, variable interest entities (VIE's) are entities that lack one or more of the characteristics of a voting interest entity. A controlling financial interest in an entity is present when an enterprise has a variable interest, or a combination of variable interest, that will absorb a majority of the entity's expected losses, receive a majority of the entity's expected residual returns, or both. The enterprise with a controlling financial interest, known as the primary beneficiary, consolidates the VIE. The Company's wholly owned subsidiary, Glen Burnie Statutory Trust I, is a VIE for which the Company is not the primary beneficiary. Accordingly, the accounts of this entity are not included in the Company's consolidated financial statements.

Use of Estimates:

The preparation of the consolidated financial statements in conformity with accounting principles generally accepted within the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the dates of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates.

Securities Held to Maturity:

Bonds, notes, and debentures for which the Bank has the positive intent and ability to hold to maturity are reported at cost, adjusted for premiums and discounts that are recognized in interest income using the effective interest rate method over the period to maturity. Securities transferred into held to maturity from the available for sale portfolio are recorded at fair value at time of transfer with unrealized gains or losses reflected in equity and amortized over the remaining life of the security.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 1. Summary of Significant Accounting Policies (continued)

Securities Available for Sale:

Marketable debt securities not classified as held to maturity are classified as available for sale. Securities available for sale may be sold in response to changes in interest rates, loan demand, changes in prepayment risk, and other factors. Changes in unrealized appreciation (depreciation) on securities available for sale are reported in other comprehensive income, net of tax. Realized gains (losses) on securities available for sale are included in other income (expense) and, when applicable, are reported as a reclassification adjustment, net of tax, in other comprehensive income. The gains and losses on securities sold are determined by the specific identification method. Premiums and discounts are recognized in interest income using the effective interest rate method over the period to maturity. Additionally, declines in the fair value of individual investment securities below their cost that are other than temporary are reflected as realized losses in the consolidated statements of income.

Other Securities:

Federal Home Loan Bank (“FHLB”) and Maryland Financial Bank (“MFB”) stocks are equity interests that do not necessarily have readily determinable fair values for purposes of Statement of Financial Accounting Standards (“SFAS”) No 115, *Accounting for Certain Investments in Debt and Equity Securities*, because their ownership is restricted and they lack a market. FHLB stock can be sold back only at its par value of $100 per share and only to the FHLB or another member institution.

Loans and Allowance for Credit Losses:

Loans are generally carried at the amount of unpaid principal, adjusted for deferred loan fees, which are amortized over the term of the loan using the effective interest rate method. Interest on loans is accrued based on the principal amounts outstanding. It is the Bank’s policy to discontinue the accrual of interest when a loan is specifically determined to be impaired or when principal or interest is delinquent for ninety days or more. When a loan is placed on nonaccrual status all interest previously accrued but not collected is reversed against current period interest income. Interest income generally is not recognized on specific impaired loans unless the likelihood of further loss is remote. Cash collections on such loans are applied as reductions of the loan principal balance and no interest income is recognized on those loans until the principal balance has been collected. Interest income on other nonaccrual loans is recognized only to the extent of interest payments received. The carrying value of impaired loans is based on the present value of the loan’s expected future cash flows or, alternatively, the observable market price of the loan or the fair value of the collateral.

The allowance for loan losses is maintained at a level believed adequate by management to absorb probable losses inherent in the loan portfolio and is based on the size and current risk characteristics of the loan portfolio, an assessment of individual problem loans and actual loss experience, current economic events in specific industries and geographical areas, including unemployment levels, and other pertinent factors, including regulatory guidance and general economic conditions. Determination of the allowance is inherently subjective as it requires significant estimates, including the amounts 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, all of which may be susceptible to significant change. Loan losses are charged off against the allowance, while recoveries of amounts previously charged off are credited to the allowance. A provision for loan losses is charged to operations based on management’s periodic evaluation of the factors previously mentioned, as well as other pertinent factors. Evaluations are conducted at least quarterly and more often if deemed necessary.

The allowance for loan losses typically consists of an allocated component and an unallocated component. The components of the allowance for loan losses represent an estimation done pursuant to either SFAS No 5, Accounting for Contingencies, or SFAS No 114, Accounting by Creditors for Impairment of a Loan. The allocated component of the allowance for loan losses reflects expected losses resulting from analyses developed through specific credit allocations for individual loans and historical loss experience for each loan category. The specific credit allocations are based on regular analyses of all loans over a fixed-dollar amount where the internal credit rating is at or below a predetermined classification. The historical loan loss element is determined statistically using a loss migration analysis that examines loss experience and the related internal gradings of loans charged off. The loss migration analysis is performed quarterly and loss factors are updated regularly based on actual experience. The allocated component of the allowance for loan losses also includes consideration of concentrations and changes in portfolio mix and volume.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 1. Summary of Significant Accounting Policies (continued)

Any unallocated portion of the allowance reflects management's estimate of probable inherent but undetected losses within the portfolio due to uncertainties in economic conditions, delays in obtaining information, including unfavorable information about a borrower's financial condition, the difficulty in identifying triggering events that correlate perfectly to subsequent loss rates, and risk factors that have not yet manifested themselves in loss allocation factors. In addition, the unallocated allowance includes a component that explicitly accounts for the inherent imprecision in loan loss migration models. The historical losses used in the migration analysis may not be representative of actual unrealized losses inherent in the portfolio. At December 31, 2007, there was no unallocated component of the allowance reflected in the allowance for credit losses.

Reserve for Unfunded Commitments:

The reserve for unfunded commitments is established through a provision for unfunded commitments charged to other expenses. The reserve is calculated by utilizing the same methodology and factors as the allowance for credit losses. The reserve, based on evaluations of the collectibiltiy of loans and prior loan loss experience, is an amount that management believes will be adequate to absorb possible losses on unfunded commitments (off-balance sheet financial instruments) that may become uncollectible in the future.

Other Real Estate Owned ("OREO"):

OREO comprises properties acquired in partial or total satisfaction of problem loans. The properties are recorded at the lower of cost or fair value (appraised value) at the date acquired. Losses arising at the time of acquisition of such properties are charged against the allowance for credit losses. Subsequent write-downs that may be required and expenses of operation are included in other income or expenses. Gains and losses realized from the sale of OREO are included in other income or expenses. No loans were converted to OREO in 2007, 2006, or 2005. The Bank financed no sales of OREO for 2007, 2006, or 2005.

Bank Premises and Equipment:

Bank premises and equipment are stated at cost less accumulated depreciation. The provision for depreciation is computed using the straight-line method over the estimated useful lives of the assets. Leasehold improvements are depreciated over the lesser of the terms of the leases or their estimated useful lives. Expenditures for improvements that extend the life of an asset are capitalized and depreciated over the asset's remaining useful life. Gains or losses realized on the disposition of premises and equipment are reflected in the consolidated statements of income. Expenditures for repairs and maintenance are charged to other expenses as incurred. Computer software is recorded at cost and amortized over three to five years.

Intangible Assets:

A core deposit intangible asset of **$544,652**, relating to a branch acquisition, has been amortized on the straight-line method over 10 years. Accumulated amortization totaled **$544,652** at December 31, 2007, 2006, and 2005. Amortization expense totaled **$0**, $0, and $40,850 for the years ended December 2007, 2006, and 2005, respectively.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 1. Summary of Significant Accounting Policies (continued)

Long-Lived Assets:

The carrying value of long-lived assets and certain identifiable intangibles, including goodwill, is reviewed by the Bank for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable, as prescribed in SFAS No. 144, *Accounting for the Impairment or Disposal of Long-Lived Asset*. As of December 31, 2007, 2006, and 2005, certain loans existed which management considered impaired (See Note 4).

Income Taxes:

The provision for Federal and state income taxes is based upon the results of operations, adjusted for tax-exempt income. Deferred income taxes are provided by applying enacted statutory tax rates to temporary differences between financial and taxable bases.

Temporary differences which give rise to deferred tax benefits relate principally to deferred compensation and benefit plans, allowance for credit losses, alternative minimum tax credits, net unrealized depreciation on investment securities available for sale, and reserve for unfunded commitments.

Temporary differences which give rise to deferred tax liabilities relate principally to accumulated depreciation, and accumulated securities discount accretion.

Credit Risk:

The Bank has deposits in other financial institutions in excess of amounts insured by the Federal Deposit Insurance Corporation ("FDIC"). At December 31, 2007, the Bank had unsecured deposits and Federal funds sold with two separate financial institutions of approximately **$784,734**.

Cash and Cash Equivalents:

The Bank has included cash and due from banks, interest-bearing deposits in other financial institutions, and Federal funds sold as cash and cash equivalents for the purpose of reporting cash flows.

Accounting for Stock Options:

On January 1, 2006, the Company adopted SFAS No. 123R, *Share-Based Payments*, for accounting and reporting for stock-based compensation plans. SFAS No. 123R defines a fair value at grant date based method of accounting for measuring compensation expense for stock-based plans to be recognized in the statement of income. For 2005, the Company applied Accounting Principles Board Opinion (APB) No. 25 and related Interpretations for accounting and reporting for these plans. If compensation cost for this period had been determined based on the fair value at the grant date for awards under this plan consistent with the methods outlined in SFAS No. 123R, there would be no change in reported net income for the year ending December 31, 2005 (See Note 17).

Earnings per share:

Basic earnings per common share are determined by dividing net income by the weighted average number of shares of common stock outstanding. Diluted earnings per share are calculated including the average dilutive common stock equivalents outstanding during the period. Dilutive common equivalent shares consist of stock options, calculated

using the treasury stock method.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 1. Summary of Significant Accounting Policies (continued)

Financial Statement Presentation:

Certain amounts in the prior years' financial statements have been reclassified to conform to the current year's presentation.

Note 2. Restrictions on Cash and Due from Banks

The Federal Reserve requires the Bank to maintain noninterest-bearing cash reserves against certain categories of average deposit liabilities. Such reserves averaged approximately **$5,368,000**, $5,530,000, and $5,976,000 during the years ended December 31, 2007, 2006, and 2005, respectively.

Note 3. Investment Securities

Investment securities are summarized as follows:

December 31, 2007	**Amortized Cost**	**Gross Unrealized Gains**	**Gross Unrealized Losses**	**Fair Value**
Available for sale:				
U.S. Government agencies	**$ 8,489,126**	**$ 44,593**	**$ 761,906**	**$ 7,771,813**
State and municipal	**31,627,159**	**272,449**	**164,764**	**31,734,844**
Corporate trust preferred	**2,167,271**	**253,283**	**-**	**2,420,554**
Mortgage-backed	**35,605,038**	**110,145**	**460,213**	**35,254,970**
	$ 77,888,594	**$ 680,470**	**$ 1,386,883**	**$ 77,182,181**
Held to maturity:				
State and municipal	**$ 683,832**	**$ 42,361**	**$ -**	**$ 726,193**
	$ 683,832	**$ 42,361**	**$ -**	**$ 726,193**

December 31, 2006	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Available for sale:				
U.S. Government agencies	$ 11,484,102	$ 6,250	$ 299,634	$ 11,190,718
State and municipal	36,127,782	429,062	179,207	36,377,637
Corporate trust preferred	3,079,958	372,316	-	3,452,274
Mortgage-backed	45,635,133	39,152	883,618	44,790,667
	$ 96,326,975	$ 846,780	$ 1,362,459	$ 95,811,296
Held to maturity:				
State and municipal	$ 683,363	$ 46,597	$ -	$ 729,960

$ 683,363	$ 46,597	$ -	$ 729,960

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 3. Investment Securities (continued)

December 31, 2005	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Available for sale:				
U.S. Government agencies	$ 11,978,348	$ -	$ 476,568	$ 11,501,780
State and municipal	29,593,236	634,992	228,381	29,999,847
Corporate trust preferred	4,976,388	475,487	-	5,451,875
Mortgage-backed	39,955,704	26,808	807,290	39,175,222
	$ 86,503,676	$ 1,137,287	$ 1,512,239	$ 86,128,724
Held to maturity:				
State and municipal	$ 683,073	$ 63,670	$ -	$ 746,743
Mortgage-backed	468,090	23,907	-	491,997
	$ 1,151,163	$ 87,577	$ -	$ 1,238,740

The gross unrealized losses and fair value, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position, at December 31, 2007 are as follows:

Securities available for sale:

	Less than 12 months		**12 months or more**		**Total**	
	Fair Value	**Unrealized Loss**	**Fair Value**	**Unrealized Loss**	**Fair Value**	**Unrealized Loss**
Obligations of U.S. Government agencies	**$ -**	**$ -**	**$ 1,738,094**	**$ 761,907**	**$ 1,738,094**	**$ 761,907**
State and Municipal	**7,999,068**	**104,284**	**4,812,950**	**52,668**	**12,812,018**	**156,952**
Mortgaged-backed	**3,383,137**	**22,804**	**26,661,570**	**445,220**	**30,044,707**	**468,024**
	$ 11,382,205	**$ 127,088**	**$ 33,212,614**	**$ 1,259,795**	**$ 44,594,819**	**$ 1,386,883**

Declines in the fair value of held to maturity and available for sale securities below their cost that are deemed to be other than temporary are reflected in earnings as realized losses. In estimating other-than-temporary impairment losses, management considers, among other things, (i) the length of time and the extent to which the fair value has been less than cost, (ii) the financial condition and near-term prospects of the issuer, and (iii) the intent and ability of the Company to retain its investment in the issuer for a period of time sufficient to allow for any anticipated recovery in fair value.

Management has the ability and intent to hold the securities classified as held to maturity until they mature, at which time the Company will receive full value for the securities. Furthermore, as of December 31, 2007, management also had the ability and intent to hold the securities classified as available for sale for a period of time sufficient for a recovery of cost. On December 31, 2007, the Bank held 58 investment securities having continuous unrealized loss positions for more than 12 months. Management has determined that all unrealized losses are either due to increases in market interest rates over the yields available at the time the underlying securities were purchased, current call features that are nearing, and the effect the sub-prime market has had on all mortgaged-backed securities. The Bank

has no mortgaged-backed securities collateralized by sub-prime mortgages. The fair value is expected to recover as the bonds approach their maturity date or repricing date or if market yields for such investments decline. Management does not believe any of the securities are impaired due to reasons of credit quality. Accordingly, as of December 31, 2007, management believes the impairments detailed in the table above are temporary and no impairment loss has been realized in the Company's consolidated income statement.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 3. Investment Securities (continued)

Contractual maturities of investment securities at December 31, 2007, 2006, and 2005 are shown below. Actual maturities may differ from contractual maturities because debtors may have the right to call or prepay obligations with or without call or prepayment penalties. Mortgage-backed securities have no stated maturity and primarily reflect investments in various Pass-through and Participation Certificates issued by the Federal National Mortgage Association and the Government National Mortgage Association. Repayment of mortgage-backed securities is affected by the contractual repayment terms of the underlying mortgages collateralizing these obligations and the current level of interest rates.

	Available for Sale		***Held to Maturity***	
December 31, 2007	**Amortized Cost**	**Fair Value**	**Amortized Cost**	**Fair Value**
Due within one year	**$ 1,000,000**	**$ 996,094**	**$ -**	**$ -**
Due over one to five years	**9,638,992**	**9,635,177**	**-**	**-**
Due over five to ten years	**4,089,402**	**4,068,131**	**-**	**-**
Due over ten years	**27,555,162**	**27,227,809**	**683,832**	**726,193**
Mortgage-backed, due in monthly installments	**35,605,038**	**35,254,970**	**-**	**-**
	$ 77,888,594	**$ 77,182,181**	**$ 683,832**	**$ 726,193**

	Available for Sale		*Held to Maturity*	
December 31, 2006	Amortized Cost	Fair Value	Amortized Cost	Fair Value
Due within one year	$ 300,989	$ 298,897	$ -	$ -
Due over one to five years	10,355,087	10,221,909	-	-
Due over five to ten years	9,938,119	9,826,970	-	-
Due over ten years	30,097,647	30,672,853	683,363	729,960
Mortgage-backed, due in monthly installments	45,635,133	44,790,667	-	-
	$ 96,326,975	$ 95,811,296	$ 683,363	$ 729,960

	Available for Sale		*Held to Maturity*	
December 31, 2005	Amortized Cost	Fair Value	Amortized Cost	Fair Value
Due within one year	$ 500,000	$ 494,687	$ -	$ -
Due over one to five years	11,628,697	11,489,621	-	-
Due over five to ten years	12,395,207	12,265,866	-	-
Due over ten years	22,024,068	22,703,328	683,073	746,743
Mortgage-backed, due in monthly installments	39,955,704	39,175,222	468,090	491,997
	$ 86,503,676	$ 86,128,724	$ 1,151,163	$ 1,238,740

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 3. Investment Securities (continued)

Proceeds from sales of available for sale securities prior to maturity totaled **$17,889,342**, $22,431,078, and $16,951,413 for the years ended December 31, 2007, 2006, and 2005, respectively. The Bank realized gains of **$230,038** and losses of **$109,959** on those sales for 2007. The Bank realized gains of $225,438 and losses of $48,985 on those sales for 2006. The Bank realized gains of $198,360 and losses of $96,060 on those sales for 2005. Realized gains and losses were calculated based on the amortized cost of the securities at the date of trade. Income tax expense relating to net gains on sales of investment securities totaled **$47,761**, $68,146, and $39,509 for the years ended December 31, 2007, 2006, and 2005, respectively.

The Bank has no derivative financial instruments required to be disclosed under SFAS No. 119, *Disclosure about Derivative Financial Instruments and Fair Value of Financial Instruments.*

Note 4. Loans

Major categories of loans are as follows:

	2007	2006	2005
Mortgage:			
Residential	**$ 76,780,857**	$ 68,340,050	$ 71,841,084
Commercial	**47,842,942**	53,164,479	37,666,243
Construction and land development	**5,876,285**	1,609,132	1,402,203
Demand and time	**5,184,349**	5,077,680	5,932,460
Installment	**66,490,020**	67,726,942	76,385,365
	202,174,453	195,918,283	193,227,355
Unearned income on loans	**(816,830)**	(742,585)	(821,007)
	201,357,623	195,175,698	192,406,348
Allowance for credit losses	**(1,604,491)**	(1,839,094)	(2,201,350)
	$ 199,753,132	$ 193,336,604	$ 190,204,998

The Bank has an automotive indirect lending program where vehicle collateralized loans made by dealers to consumers are acquired by the Bank. The Bank’s installment loan portfolio included approximately **$49,260,000**, $52,539,000, and $60,510,000 of such loans at December 31, 2007, 2006, and 2005, respectively.

The Bank makes loans to customers located primarily in Anne Arundel County and surrounding areas of Central Maryland. Although the loan portfolio is diversified, its performance will be influenced by the economy of the region.

Executive officers, directors, and their affiliated interests enter into loan transactions with the Bank in the ordinary course of business. These loans are made on the same terms, including interest rates and collateral, as those prevailing at the time for comparable loans with unrelated borrowers. They do not involve more than normal risk of collectibility or present other unfavorable terms. At December 31, 2007, 2006, and 2005, the amounts of such loans outstanding totaled **$4,009,224**, $3,293,148, and $1,970,926, respectively. During 2007, loan additions and repayments totaled **$1,461,000** and **$744,924**, respectively.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 4. Loans (continued)

The allowance for credit losses is as follows:

	2007	2006	2005
Balance, beginning of year	**$ 1,839,094**	$ 2,201,350	$ 2,411,894
Provision for credit losses	**50,000**	62,000	(50,000)
Recoveries	**305,841**	357,803	461,033
Loans charged off	**(590,444)**	(782,059)	(621,577)
Balance, end of year	**$ 1,604,491**	$ 1,839,094	$ 2,201,350

Loans on which the accrual of interest has been discontinued totaled **$212,416**, $57,429, and $185,430 at December 31, 2007, 2006, and 2005, respectively. Interest that would have been accrued under the terms of these loans totaled **$20,037**, $10,658, and $15,552 for the years ended December 31, 2007, 2006, and 2005, respectively. Loans past due 90 days or more and still accruing interest totaled **$639,982**, $1,751 and $3,500 at December 31, 2007, 2006 and 2005, respectively.

Information regarding loans classified by the Bank as impaired is summarized as follows:

	2007	2006	2005
Loans classified as impaired	**$ 212,416**	$ 49,441	$ 185,930
Allowance for credit losses on impaired loans	**159,312**	35,423	93,054
Average balance of impaired loans	**95,605**	6,846	104,906
Following is a summary of cash receipts on impaired loans and how they were applied:			
Cash receipts applied to reduce principal balance	**$ -**	$ 9,723	$ 14,054
Cash receipts recognized as interest income	**-**	-	2,790
Total cash receipts	**$ -**	$ 9,723	$ 16,844

At December 31, 2007, the recorded investment in new troubled debt restructurings totaled $578,345. The allowance for credit losses relating to troubled debt restructurings totaled $0 at December 31, 2007. The average recorded investment in troubled debt restructurings totaled $611,379 for the year ended December 31, 2007. The Bank recognized $51,742 in interest income on troubled debt restructurings for cash payments received in 2007. All prior investments in troubled debt were performing under the terms of the modified agreement.

No troubled debt restructurings transpired in 2006. All prior investments in troubled debt were performing under the terms of the modified agreement.

No troubled debt restructurings transpired in 2005. The remaining prior investment in troubled debt was not performing under the terms of the modified agreement in the amount of $12,508 as of December 31, 2005.

The Bank has no commitments to loan additional funds to the borrowers of restructured, impaired, or non-accrual loans.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 5. Premises and Equipment

A summary of premises and equipment is as follows:

	Useful lives		**2007**		2006		2005
Land		**$**	**684,977**	$	684,977	$	684,977
Buildings	5-50 years		**4,738,733**		4,710,503		4,672,579
Equipment and fixtures	5-30 years		**5,450,210**		5,456,049		5,426,032
Construction in progress			**60,226**		26,088		122,652
			10,934,146		10,877,617		10,906,240
Accumulated depreciation			**(7,846,238)**		(7,471,603)		(7,042,965)
		$	**3,087,908**	$	3,406,014	$	3,863,275

Construction in progress at December 31, 2007 relates primarily to a future branch site.

Depreciation expense totaled **$412,198**, $450,278, and $493,484 for the years ended December 31, 2007, 2006, and 2005, respectively. Amortization of software and intangible assets totaled **$109,797**, $97,954, and $138,642 for the years ended December 31, 2007, 2006, and 2005, respectively.

The Bank leases its South Crain Highway, Severna Park, and Linthicum branches. Minimum lease obligations under the South Crain Highway branch are $115,400 per year through September 2009, adjusted annually by the CPI. Minimum lease obligations under the Severna Park branch were $30,000 per year through September 2012. Minimum lease obligations under the Linthicum branch are $92,700 per year through December 2014, adjusted annually on a pre-determined basis, with one ten year extension option. The Bank is also required to pay all maintenance costs under all these leasing arrangements. Rent expense totaled **$252,087**, $236,166, and $200,596 for the years ended December 31, 2007, 2006, and 2005, respectively.

Note 6. Short-term borrowings

Short-term borrowings are as follows:

		2007		2006		2005
Notes payable - U.S. Treasury	**$**	**502,529**	$	545,349	$	622,050

Notes payable to the U.S. Treasury represents Federal treasury tax and loan deposits accepted by the Bank from its customers to be remitted on demand to the Federal Reserve Bank. The Bank pays interest on these balances at a slight discount to the Federal funds rate. This arrangement is secured by investment securities with an amortized cost of approximately **$500,000** at December 31, 2007 and $1,000,000 at December 31, 2006 and 2005.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 6. Short-term borrowings (continued)

The Bank owned 13,819 shares of common stock of the FHLB at December 31, 2007. The Bank is required to maintain an investment of .2% of total assets, adjusted annually, plus 4.5% of total advances, adjusted for advances and repayments. The credit available under this facility is determined at 12% of the Bank's total assets, or approximately $36,850,000 at December 31, 2007. Long-term advances totaled $17,000,000 under this credit arrangement at December 31, 2007 (see Note 7). This credit facility is secured by a floating lien on the Bank's residential mortgage loan portfolio. Average short-term borrowings under this facility approximated **$1,616,000,** $1,047,000 and $1,482,000 for 2007, 2006, and 2005, respectively.

The Bank also has available $7,000,000 in a short-term credit facility, an unsecured line of credit, from another bank for short-term liquidity needs, if necessary. No outstanding borrowings existed under this credit arrangement at December 31, 2007, 2006, and 2005.

Note 7. Long-term Borrowings

Long-term borrowings are as follows:

	2007	2006	2005
Federal Home Loan Bank of Atlanta, convertible advance	**$ 7,000,000**	$ 7,000,000	$ 7,000,000
Federal Home Loan Bank of Atlanta, convertible advance	**10,000,000**	-	-
Mortgage payable-individual, interest at 7%, payments of $3,483, including principal and interest, due monthly through October 2010, secured by real estate	**107,135**	140,170	170,977
	$ 17,107,135	$ 7,140,170	$ 7,170,977

The Federal Home Loan Bank of Atlanta $7,000,000 convertible advance matures in September 2010, with interest at 5.84%, payable quarterly. The Federal Home Loan Bank of Atlanta has the option of converting the rate to a three-month LIBOR; however, if converted, the borrowing can be repaid without penalty. The proceeds of the convertible advance were used to purchase higher yielding investment securities.

The Federal Home Loan Bank of Atlanta $10,000,000 convertible advance has a final maturity of November, 1, 2017, but is callable monthly. This advance has a 3.28% interest rate, with interest payable monthly. The proceeds of the convertible advance were used to fund loans and purchase investment securities.

At December 31, 2007, the scheduled maturities of long-term borrowings are approximately as follows:

	2007
2008	**$ 35,000**
2009	**38,000**
2010	**7,034,000**
2013 and thereafter	**10,000,000**

	$	**17,107,000**

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 8. Junior Subordinated Debentures owed to Unconsolidated Subsidiary Trust

The Bancorp sponsored a trust, Glen Burnie Statutory Trust I, of which 100% of the common equity is owned by the Company. The trust was formed for the purpose of issuing Company-obligated mandatorily redeemable capital securities (the capital securities) to third-party investors and investing the proceeds from the sale of such capital securities solely in junior subordinated debt securities of the Company (the debentures). The debentures held by the trust are the sole assets of that trust. Distributions on the capital securities issued by the trust are payable semi-annually at a 10.6% rate per annum equal to the interest rate being earned by the trust on the debentures held by that trust. The capital securities are subject to mandatory redemption, in whole or in part, upon repayment of the debentures. The Company has entered into agreements which, taken collectively, fully and unconditionally guarantee the capital securities subject to the terms of each of the guarantees. The debentures held by the trust carry non-call provisions over the first 10 year period, and a declining 10 year premium call thereafter. Both the capital securities of the statutory trust and the junior subordinated debentures are scheduled to mature on September 7, 2030, unless called by the Bancorp not earlier than September 7, 2010.

Despite the fact that Trust I is not included in the Company’s consolidated financial statements, the $5.0 million in trust preferred securities issued by the trust are included in the Tier 1 capital of the Bank for regulatory capital purposes as allowed by the Federal Reserve Board (the “Board”). In April 2005, the Board amended its risk-based capital standards for bank holding companies to allow the continued inclusion of outstanding and prospective issuances of trust preferred securities in the Tier 1 capital of bank holding companies, subject to stricter quantitative limits and qualitative standards. The Board also revised the quantitative limits applied to the aggregate amount of cumulative perpetual preferred stock, trust preferred securities, and minority interest in the equity accounts of most consolidated subsidiaries (collectively, restricted core capital elements) included in the Tier 1 capital of bank holding companies. The new quantitative limits become effective after a five-year transition period, ending March 31, 2009. In addition, the Board also revised the qualitative standards for capital instruments included in regulatory capital consistent with longstanding Board policies. The Board has adopted this final rule to address supervisory concerns, competitive equity considerations and changes in generally accepted accounting principles and to strengthen the definition of regulatory capital for bank holding companies. The Company does not expect that the quantitative limits will preclude it from including the $5.0 million in trust preferred securities in Tier 1 capital in the future.

Note 9. Deposits

Major classifications of interest-bearing deposits are as follows:

	2007	2006	2005
NOW and SuperNOW	**$ 23,154,540**	$ 22,274,015	$ 25,391,363
Money Market	**12,948,342**	15,341,221	16,746,954
Savings	**47,381,613**	50,234,238	55,220,132
Certificates of Deposit, $100,000 or more	**20,654,230**	22,380,391	16,758,682
Other time deposits	**80,017,668**	89,874,294	71,817,216
	$ 184,156,393	$ 200,104,159	$ 185,934,347

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 9. Deposits (continued)

Interest expense on deposits is as follows:

	2007	2006	2005
NOW and SuperNOW	**$ 47,885**	$ 52,047	$ 39,315
Money Market	**103,472**	106,264	105,166
Savings	**214,998**	222,018	241,845
Certificates of Deposit, $100,000 or more	**915,889**	859,707	490,436
Other time deposits	**3,542,181**	3,540,835	2,214,814
	$ 4,824,425	$ 4,780,871	$ 3,091,576

At December 31, 2007, the scheduled maturities of time deposits are approximately as follows:

	2007
2008	**$ 63,669,000**
2009	**19,893,000**
2010	**8,030,000**
2011	**3,819,000**
2012	**3,043,000**
2013 and thereafter	**2,218,000**
	$ 100,672,000

Deposit balances of executive officers and directors and their affiliated interests totaled approximately **$2,213,000**, $2,308,000, and $1,967,000 at December 31, 2007, 2006, and 2005, respectively.

The Bank had no brokered deposits at December 31, 2007, 2006, and 2005.

Note 10. Income Taxes

The components of income tax expense for the years ended December 31, 2007, 2006, and 2005 are as follows:

	2007	2006	2005
Current:			
Federal	**$ 646,449**	$ 493,052	$ 635,576
State	**199,611**	167,706	66,430
Total current	**846,060**	660,758	702,006
Deferred income taxes (benefits):			
Federal	**(80,277)**	25,655	18,967
State	**(7,443)**	702	9,416
Total deferred	**(87,720)**	26,357	28,383
Income tax expense	**$ 758,340**	$ 687,115	$ 730,389

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 10. Income Taxes (continued)

A reconciliation of income tax expense computed at the statutory rate of 34% to the actual income tax expense for the years ended December 31, 2007, 2006, and 2005 is as follows:

	2007	2006	2005
Income before income taxes	**$ 3,540,481**	$ 3,407,160	$ 3,505,130
Taxes computed at Federal income tax rate	**$ 1,203,764**	$ 1,158,434	$ 1,191,745
Increase (decrease) resulting from:			
Tax-exempt income	**(581,208)**	(610,541)	(556,922)
State income taxes, net of Federal income tax benefit	**126,832**	110,686	43,844
Other	**8,952**	28,536	51,722
Income tax expense	**$ 758,340**	$ 687,115	$ 730,389

The components of the net deferred income tax benefits as of December 31, 2007, 2006, and 2005 are as follows:

	2007	2006	2005
Deferred income tax benefits:			
Accrued deferred compensation and benefit plan obligations	**$ -**	$ -	$ 32,876
Allowance for credit losses	**80,300**	90,186	127,467
Alternative minimum tax credits	**94,642**	37,678	-
Net unrealized depreciation on investment securities available for sale	**272,816**	199,155	144,806
Reserve for unfunded commitments	**78,890**	77,240	77,240
Total deferred income tax benefits	**526,648**	404,259	382,389
Deferred income tax liabilities:			
Accumulated depreciation	**15,769**	42,991	109,270
Accumulated securities discount accretion	**57,367**	69,137	8,980
Total deferred income tax liabilities	**73,136**	112,128	118,250
Net deferred income tax benefits	**$ 453,512**	$ 292,131	$ 264,139

Note 11. Pension and Profit Sharing Plans

The Bank has a money purchase pension plan, which provides for annual employer contributions based on employee compensation, and covers substantially all employees. Annual contributions, included in employee benefit expense, totaled **$201,321**, $200,005 and $180,514 for the years ended December 31, 2007, 2006 and 2005, respectively. The Bank is also making additional contributions under this plan for the benefit of certain employees, whose retirement funds were negatively affected by the termination of a prior defined benefit pension plan. These additional contributions, also included in employee benefit expense, totaled **$37,105**, $47,495, and $40,769 for the years ended December 31, 2007, 2006, and 2005, respectively.

The Bank also has a defined contribution retirement plan qualifying under Section 401(k) of the Internal Revenue Code that is funded through a profit sharing agreement and voluntary employee contributions.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 11. Pension and Profit Sharing Plans (continued)

The plan provides for discretionary employer matching contributions to be determined annually by the Board of Directors. The plan covers substantially all employees. The Bank's contributions to the plan, included in employee benefit expense, totaled **$340,254**, $335,724, and $343,729 for the years ended December 31, 2007, 2006, and 2005, respectively.

Note 12. Post-Retirement Health Care Benefits

The Bank has previously provided health care benefits to employees who retire at age 65 with five years of full time service immediately prior to retirement and two years of participation in the medical benefits plan. In 2001, the Bank amended the plan to include the current Board of Directors and their spouses and the spouses of current retirees. In the first quarter of 2002, the Bank again amended the plan so that all post-retirement healthcare benefits currently provided by the Bank to the above qualified participants terminated on December 31, 2006. The plan was funded only to the extent of the Bank's monthly payments of insurance premiums, which totaled $50,483 and $62,425 for the years ended December 31, 2006, and 2005, respectively.

The following table sets forth the financial status of the plan at December 31, 2006 and 2005:

	2006	2005
Accumulated post-retirement benefit obligation:		
Retirees	$ -	$ 63,489
Unrecognized net gain (loss)	-	21,636
Accrued post-retirement benefit cost	$ -	$ 85,125

Net post-retirement benefit (income) expense for the years ended December 31, 2007, 2006, and 2005 includes the following:

	2006	2005
Interest cost	$ 3,081	$ 7,685
Amortization of net (gain) loss	(37,723)	(9,814)
Net post-retirement benefit (income) expense	$ (34,642)	$ (2,129)

Assumptions used in the accounting for net post-retirement benefit expense were as follows:

	2006	2005
Health care cost trend rate	5.0%	5.0%
Discount rate	6.5%	6.5%

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 12. Post-Retirement Health Care Benefits (continued)

If the assumed health cost trend rate were increased to 6% for 2006 and 2005, the total of the service and interest cost components of net periodic post-retirement health care income cost would increase (decrease) by $0 and ($35) to ($34,642) and ($2,094) as of for the years ended December 31, 2006 and 2005, respectively.

Note 13. Other Benefit Plans

The Bank has life insurance contracts on several officers and is the sole owner and beneficiary of the policies. Cash value totaled **$7,161,403**, $6,892,455, and $5,681,802 at December 31, 2007, 2006, and 2005, respectively. Income on their insurance investment totaled **$268,948**, $210,653, and $198,121 for 2007, 2006, and 2005, respectively.

The Bank has an unfunded grantor trust, as part of a change in control severance plan, covering substantially all employees (See Note 15). Participants in the plan are entitled to cash severance benefits upon termination of employment, for any reason other than just cause, should a “change in control” of the Company occur.

Note 14. Other Operating Expenses

Other operating expenses include the following:

	2007	2006	2005
Professional services	**$ 479,877**	$ 434,465	$ 465,905
Stationery, printing and supplies	**225,709**	209,385	246,882
Postage and delivery	**222,642**	224,856	233,403
FDIC assessment	**31,605**	33,847	34,953
Directors fees and expenses	**210,097**	207,796	192,227
Marketing	**236,917**	232,258	240,177
Data processing	**109,797**	104,976	105,994
Correspondent bank services	**95,407**	89,924	87,784
Telephone	**157,811**	165,529	151,440
Liability insurance	**67,959**	81,508	96,832
Provision for unfunded commitments	**-**	-	50,000
Losses and expenses on real estate owned (OREO)	**2,905**	922	681
Other ATM expense	**242,429**	235,116	228,710
Other	**293,770**	343,296	401,457
	$ 2,376,925	$ 2,363,878	$ 2,536,445

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 15. Standstill Agreement

During 1998, the Company was pursued by another competing financial institution (the "Institution") in a hostile take-over attempt. As part of a negotiation settlement, the Company and the Institution entered into a standstill agreement through November 2008.

Note 16. Commitments and Contingencies

Financial instruments:

The Bank is a party to financial instruments in the normal course of business to meet the financing needs of its customers. These financial instruments include commitments to extend credit and standby letters of credit, which involve, to varying degrees, elements of credit and interest rate risk in excess of the amounts recognized in the consolidated financial statements.

Outstanding loan commitments, unused lines of credit and letters of credit are as follows:

		2007		2006		2005
Loan commitments:						
Construction and land development	**$**	**-**	$	482,000	$	224,000
Other mortgage loans		**685,000**		528,000		1,881,400
	$	**685,000**	$	1,010,000	$	2,105,400
Unused lines of credit:						
Home-equity lines	**$**	**7,507,778**	$	6,410,947	$	6,341,738
Commercial lines		**18,335,771**		10,805,449		7,581,877
Unsecured consumer lines		**815,960**		809,802		866,091
	$	**26,659,509**	$	18,026,198	$	14,789,706
Letters of credit:	**$**	**197,000**	$	296,136	$	343,320

Loan commitments and lines of credit are agreements to lend to customers as long as there is no violation of any conditions of the contracts. Loan commitments generally have interest rates fixed at current market amounts, fixed expiration dates, and may require payment of a fee. Lines of credit generally have variable interest rates. Many of the loan commitments and lines of credit are expected to expire without being drawn upon; accordingly, the total commitment amounts do not necessarily represent future cash requirements. The Bank evaluates each customer's creditworthiness on a case-by-case basis. The amount of collateral or other security obtained, if deemed necessary by the Bank upon extension of credit, is based on management's credit evaluation. Collateral held varies but may include deposits held in financial institutions, U.S. Treasury securities, other marketable securities, accounts receivable, inventory, property and equipment, personal residences, income-producing commercial properties, and land under development. Personal guarantees are also obtained to provide added security for certain commitments.

Letters of credit are conditional commitments issued by the Bank to guarantee the performance of a customer to a third party. Those guarantees are primarily issued to guarantee the installation of real property improvements and similar transactions. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loan facilities to customers. The Bank holds collateral and obtains personal guarantees supporting those commitments for which collateral or other securities is deemed necessary.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 16. Commitments and Contingencies (continued)

The Bank's exposure to credit loss in the event of nonperformance by the customer is the contractual amount of the commitment. Loan commitments, lines of credit, and letters of credit are made on the same terms, including collateral, as outstanding loans. As of December 31, 2007, the Bank has accrued **$200,000** as a reserve for losses on unfunded commitments related to these financial instruments with off balance sheet risk, which is included in other liabilities.

Note 17. Stockholders' Equity

Restrictions on dividends:

Banking regulations limit the amount of dividends that may be paid without prior approval of the Bank's regulatory agencies. Regulatory approval is required to pay dividends that exceed the Bank's net profits for the current year plus its retained net profits for the preceding two years. Retained earnings from which dividends may not be paid without prior approval totaled approximately **$11,363,000**, $9,367,000, and $7,609,000 at December 31, 2007, 2006, and 2005, respectively, based on the earnings restrictions and minimum capital ratio requirements noted below.

Employee stock purchase benefit plans:

The Company has a stock-based compensation plan, which is described below. As determined under SFAS No. 123R utilizing the Black-Scholes option pricing model, management of the Company has not recorded any compensation expense for options issued during the years ended December 31, 2007 and 2006, as there would be no material impact in the reported net income. As determined under APB No. 25, net compensation cost of $7,191 has been recognized in the accompanying consolidated financial statements in 2005 (See Note 1).

Employees who have completed one year of service are eligible to participate in the employee stock purchase plan. The number of shares of common stock granted under options will bear a uniform relationship to compensation. The plan allows employees to buy stock under options granted at 85% of the fair market value of the stock on the date of grant. Options are vested when granted and will expire no later than 27 months from the grant date or upon termination of employment. Activity under this plan is as follows:

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 17. Stockholders' Equity (continued)

	Shares		Grant Price
Outstanding December 31, 2004	-		
Granted on April 13, 2005, expiring December 2, 2005	5,683	$	14.92
Exercised	(2,740)		
Expired	(2,943)	$	14.92
Outstanding December 31, 2005	-		
Granted on June 8, 2006, expiring December 11, 2006	4,755	$	14.15
Exercised	(2,395)		
Expired	(2,360)	$	14.15
Outstanding December 31, 2006	-		
Granted on August 9, 2007, expiring December 10, 2007	**3,126**	**$**	**14.02**
Exercised	**(1,041)**		
Expired	**(2,085)**	**$**	**14.02**
Outstanding December 31, 2007	**-**		

At December 31, 2007, shares of common stock reserved for issuance under the plan totaled **40,009**.

The Board of Directors may suspend or discontinue the plan at its discretion.

Dividend reinvestment and stock purchase plan:

The Company's dividend reinvestment and stock purchase plan allows all participating stockholders the opportunity to receive additional shares of common stock in lieu of cash dividends at 95% of the fair market value on the dividend payment date.

During 2007, 2006, and 2005, shares of common stock purchased under the plan totaled **12,791**, 15,113, and 12,708, respectively. At December 31, 2007, shares of common stock reserved for issuance under the plan totaled **138,195**.

The Board of Directors may suspend or discontinue the plan at its discretion.

Stockholder purchase plan:

The Company's stockholder purchase plan allows participating stockholders an option to purchase newly issued shares of common stock. The Board of Directors shall determine the number of shares that may be purchased pursuant to options. Options granted will expire no later than three months from the grant date. Each option will entitle the stockholder to purchase one share of common stock, and will be granted in proportion to stockholder share holdings. At the discretion of the Board of Directors, stockholders may be given the opportunity to purchase unsubscribed shares.

There was no activity under this plan for the years ended December 31, 2007, 2006, and 2005.

At December 31, 2007, shares of common stock reserved for issuance under the plan totaled **261,599.**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 17. Stockholders' Equity (continued)

The Board of Directors may suspend or discontinue the plan at its discretion.

Under all three plans, options granted, exercised, and expired, shares issued and reserved, and grant prices have been restated for the effects of any stock dividends or stock splits.

Regulatory capital requirements:

The Company and Bank are subject to various regulatory capital requirements administered by Federal and State banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory, and possibly additional discretionary actions by regulators that, if undertaken, could have a direct material effect on the Company's financial statements. The Company and Bank must meet specific capital guidelines that involve quantitative measures of their respective assets, liabilities, and certain off-balance sheet items as calculated under regulatory accounting principles. The Company's and Bank's capital amounts and classification 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 the Company and Bank to maintain minimum amounts and ratios (as defined in the regulations) of total and Tier I capital to risk-weighted assets and of Tier I capital to average assets. Management believes, as of December 31, 2007, 2006, and 2005, that both the Company and Bank meet all capital adequacy requirements to which they are subject.

The Bank has been notified by its regulator that, as of its most recent regulatory examination, it is regarded as well capitalized under the regulatory framework for prompt corrective action. To be categorized as well capitalized the Bank must maintain minimum total risk-based, Tier I risk-based, and Tier I leverage ratios. There have been no conditions or events since that notification that management believes have changed the Bank's category.

As discussed in Note 8, the capital securities held by the Glen Burnie Statutory Trust I qualifies as Tier I capital for the Company under Federal Reserve Board guidelines.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 17. Stockholders' Equity (continued)

A comparison of capital as of December 31, 2007, 2006, and 2005 with minimum requirements is approximately as follows:

	Actual		*For Capital Adequacy Purposes*		*To Be Well Capitalized Under Prompt Corrective Action Provisions*	
	Amount	*Ratio*	*Amount*	*Ratio*	*Amount*	*Ratio*
As of December 31, 2007						
Total Capital (to Risk Weighted Assets)						
Company	**$ 36,774,000**	**17.6%**	**$ 16,744,000**	**8.0%**	**N/A**	
Bank	**36,592,000**	**17.5%**	**16,728,000**	**8.0%**	**$ 20,910,000**	**10.0%**
Tier I Capital (to Risk Weighted Assets)						
Company	**35,170,000**	**16.8%**	**8,374,000**	**4.0%**	**N/A**	
Bank	**34,788,000**	**16.6%**	**8,363,000**	**4.0%**	**12,544,000**	**6.0%**
Tier I Capital (to Average Assets)						
Company	**35,170,000**	**11.3%**	**12,494,000**	**4.0%**	**N/A**	
Bank	**34,788,000**	**11.3%**	**12,271,000**	**4.0%**	**15,339,000**	**5.0%**
As of December 31, 2006						
Total Capital (to Risk Weighted Assets)						
Company	$ 35,357,000	17.1%	$ 16,570,000	8.0%	N/A	
Bank	35,240,000	17.0%	16,564,000	8.0%	$ 20,705,000	10.0%
Tier I Capital (to Risk Weighted Assets)						
Company	33,518,000	16.2%	8,281,000	4.0%	N/A	
Bank	33,201,000	16.0%	8,285,000	4.0%	12,427,000	6.0%
Tier I Capital (to Average Assets)						
Company	33,518,000	10.3%	13,017,000	4.0%	N/A	
Bank	33,201,000	10.2%	13,046,000	4.0%	16,307,000	5.0%

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 17. Stockholders' Equity (continued)

	Actual		*For Capital Adequacy Purposes*		*To Be Well Capitalized Under Prompt Corrective Action Provisions*	
	Amount	*Ratio*	*Amount*	*Ratio*	*Amount*	*Ratio*
As of December 31, 2005						
Total Capital (to Risk Weighted Assets)						
Company	$ 34,257,000	17.0%	$ 16,121,000	8.0%	N/A	
Bank	33,868,000	16.8%	16,128,000	8.0%	$ 20,160,000	10.0%
Tier I Capital (to Risk Weighted Assets)						
Company	31,856,000	15.8%	8,065,000	4.0%	N/A	
Bank	31,467,000	15.6%	8,068,000	4.0%	12,102,693	6.0%
Tier I Capital (to Average Assets)						
Company	31,856,000	10.2%	12,493,000	4.0%	N/A	
Bank	31,467,000	10.1%	12,462,000	4.0%	15,578,000	5.0%

Note 18. Earnings Per Common Share

Earnings per common share are calculated as follows:

	2007	2006	2005
Basic:			
Net income	**$ 2,782,141**	$ 2,720,045	$ 2,774,741
Weighted average common shares outstanding	**2,489,237**	2,472,803	2,456,723
Basic net income per share	**$ 1.12**	$ 1.10	$ 1.13

Diluted earnings per share calculations were not required for 2007, 2006, and 2005 as there were no options outstanding at December 31, 2007, 2006, and 2005.

In January 2008, the Company declared a six for five stock split effected in the form of a 20% stock dividend.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 19. Fair Values of Financial Instruments

In accordance with the disclosure requirements of SFAS No. 107, the estimated fair value and the related carrying values of the Company's financial instruments are as follows:

	2007		2006		2005	
	Carrying Amount	**Fair Value**	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial assets:						
Cash and due from banks	**$ 8,220,582**	**$ 8,220,582**	$ 9,005,691	$ 9,005,691	$ 9,405,148	$ 9,405,148
Interest-bearing deposits in other financial institutions	**5,847,562**	**5,847,562**	342,309	342,309	3,711,524	3,711,524
Federal funds sold	**726,916**	**726,916**	3,971,978	3,971,978	2,333,055	2,333,055
Investment securities available for sale	**77,182,181**	**77,182,181**	95,811,296	95,811,296	86,128,724	86,128,724
Investment securities held to maturity	**683,832**	**726,193**	683,363	729,960	1,151,163	1,238,740
Federal Home Loan Bank Stock	**1,381,900**	**1,381,900**	928,000	928,000	918,900	918,900
Maryland Financial Bank Stock	**100,000**	**100,000**	100,000	100,000	100,000	100,000
Common stock-Statutory Trust I	**155,000**	**155,000**	155,000	155,000	155,000	155,000
Ground rents	**202,900**	**202,900**	219,100	219,100	235,700	235,700
Loans, less allowance for credit losses	**199,753,132**	**203,326,000**	193,336,604	192,492,000	190,204,998	190,206,000
Accrued interest receivable	**1,508,640**	**1,508,640**	1,627,433	1,627,433	1,451,806	1,451,806
Financial liabilities:						
Deposits	**252,916,766**	**251,088,000**	274,833,457	273,033,000	265,248,268	264,846,000
Short-term borrowings	**502,529**	**502,529**	545,349	545,349	622,050	622,050
Long-term borrowings	**17,107,135**	**16,982,135**	7,140,170	7,151,651	7,170,977	7,533,950

Dividends payable	**385,010**	**385,010**	366,580	366,580	339,005	339,005
Accrued interest payable	**134,274**	**134,274**	145,642	145,642	83,111	83,111
Accrued interest payable on junior subordinated debentures	**171,518**	**171,518**	171,518	171,518	171,518	171,518
Junior subordinated debentures owed to unconsolidated subsidiary trust	**5,155,000**	**6,031,097**	5,155,000	5,155,000	5,155,000	5,155,000
Unrecognized financial instruments:						
Commitments to extend credit	**27,344,509**	**27,344,509**	19,036,198	19,036,198	16,895,106	16,895,106
Standby letters of credit	**197,000**	**197,000**	296,136	296,136	343,320	343,320

For purposes of the disclosures of estimated fair value, the following assumptions were used.

Loans:

The estimated fair value for loans is determined by discounting future cash flows using current rates at which similar loans would be made to borrowers with similar credit ratings and for the same remaining maturities.

Investment securities:

Estimated fair values are based on quoted market prices.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 19. Fair Values of Financial Instruments (continued)

Deposits:

The estimated fair value of deposits with no stated maturity, such as noninterest-bearing demand deposits, savings, NOW accounts and money market accounts, is equal to the amount payable on demand at the reporting date (that is, their carrying amounts). The fair value of certificates of deposit is based on the rates currently offered for deposits of similar maturities. The fair value estimates do not include the benefit that results from the low-cost funding provided by the deposit liabilities compared to the cost of borrowing funds in the market.

Other assets and liabilities:

The estimated fair values for cash and due from banks, interest-bearing deposits in other financial institutions, Federal funds sold, accrued interest receivable and payable, and short-term borrowings are considered to approximate cost because of their short-term nature.

Other assets and liabilities of the Bank that are not defined as financial instruments are not included in the above disclosures, such as property and equipment. In addition, non-financial instruments typically not recognized in the financial statements nevertheless may have value but are not included in the above disclosures. These include, among other items, the estimated earnings power of core deposit accounts, the trained work force, customer goodwill, and similar items.

Note 20. Recently Issued Accounting Pronouncements

In December 2007, the FASB issued Statement No. 141 Revised 2007 (SFAS 141R), *Business Combinations.* SFAS 141R's objective is to improve the relevance, representational faithfulness, and comparability of the information that a reporting entity provides in its financial reports about a business combination and its effects. SFAS 141R applies prospectively to business combinations for which the acquisition date is on or after December 31, 2008. The Company does not expect the implementation of SFAS 141R to have a material impact on its consolidated financial statements.

In February 2006, the FASB issued Statement No. 155 (SFAS 155), *Accounting for Certain Hybrid Financial Instruments - an amendment of FASB Statements No. 133 and 140*. SFAS No. 155 simplifies accounting for certain hybrid instruments currently governed by SFAS No. 133, *Accounting for Derivative Instruments and Hedging Activities*, by allowing fair value remeasurement of hybrid instruments that contain an embedded derivative that otherwise would require bifurcation. SFAS No. 155 also eliminates the guidance in SFAS No. 133 Implementation Issue No. D1, *Application of Statement 133 to Beneficial Interests in Securitized Financial Assets*, which provides such beneficial interests are not subject to SFAS No. 133. SFAS No. 155 amends SFAS No. 140, *Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities - a Replacement of FASB Statement No. 125*, by eliminating the restriction on passive derivative instruments that a qualifying special-purpose entity may hold. On January 1, 2007, the Company adopted SFAS No. 155. The Company has determined that the adoption of this pronouncement did not have a significant impact on the financial statements.

In March 2006, the FASB issued Statement No. 156 (SFAS 156), *Accounting for Servicing of Financial Assets- an amendment of FASB Statement No. 140*. SFAS No. 156 requires an entity to recognize a servicing asset or servicing liability each time it undertakes an obligation to service a financial asset by entering into a servicing contract in specific situations. Additionally, the servicing asset or servicing liability shall be initially measured at fair value; however, an entity may elect the "amortization method" or "fair value method" for subsequent balance sheet reporting periods. On January 1, 2007, the Company adopted SFAS No. 156. The Company has determined that the adoption of this pronouncement did not have a significant impact on the financial statements.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 20. Recently Issued Accounting Pronouncements (continued)

In September 2006, the FASB issued Statement No. 157 (SFAS 157), *Fair Value Measurements*. SFAS 157 defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements. SFAS 157 applies whenever other standards require (or permit) assets or liabilities to be measured at fair value but does not expand the use of fair value in any new circumstances. In this standard, the FASB clarifies the principle that fair value should be based on the assumptions market participants would use when pricing the asset or liability. In support of this principle, SFAS 157 establishes a fair value hierarchy that prioritizes the information used to develop those assumptions. The provisions of SFAS 157 are effective for financial statements issued for fiscal years beginning after November 15, 2007 and interim periods within those fiscal years. The provisions should be applied prospectively, except for certain specifically identified financial instruments. The Company is currently reviewing this pronouncement and the impact to the first quarter 2008 financials.

In February 2007, the FASB issued Statement No. 159 (SFAS 159), *The Fair Value Option for Financial Assets and Financial Liabilities-including an amendment of FASB Statement No. 115* which is effective as of the beginning of the first fiscal year that begins after November 15, 2007. Management will continue to evaluate the impact of adopting this Statement on the Company’s financial statements for future periods.

In December 2007, the FASB issued SFAS 160, *Noncontrolling Interests in Consolidated Financial Statements.* SFAS 160’s objective is to improve the relevance, comparability, and transparency of the financial information that a reporting entity provides in its consolidated financial statements by establishing accounting and reporting standards for the noncontrolling interest in a subsidiary and for the deconsolidation of a subsidiary. SFAS 160 shall be effective for fiscal years and interim periods within those fiscal years, beginning on or after December 15, 2008. The Company does not expect the implementation of SFAS 160 to have a material impact on its consolidated financial statements.

In July 2006, the FASB issued Financial Accounting Standards Interpretation No. 48 (FIN 48), *Accounting for Uncertainty in Income Taxes*. FIN 48 clarifies the accounting for uncertainty in income taxes recognized in an enterprise’s financial statements in accordance with FASB Statement No. 109, *Accounting for Income Taxes.* FIN 48 prescribes a recognition threshold and measurement attributable for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. FIN 48 also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosures and transitions. On January 1, 2007, the Company adopted FIN 48. The Company has determined that the adoption of this pronouncement did not have a significant impact on the financial statements.

In September 2006, the FASB ratified the consensus reached by the Emerging Issues Task Force (“EITF”) on Issue No. 06-5, *Accounting for Purchases of Life Insurance — Determining the Amount That Could Be Realized in Accordance with FASB Technical Bulletin No. 85-4, Accounting for Purchases of Life Insurance*. FASB Technical Bulletin No. 85-4 requires that the amount that could be realized under the insurance contract as of the date of the statement of financial position should be reported as an asset. Since the issuance of FASB Technical Bulletin No. 85-4, questions arose regarding whether “the amount that could be realized” should consider 1) any additional amounts included in the contractual terms of the insurance policy other than the cash surrender value and 2) the contractual ability to surrender all of the individual-life policies (or certificates in a group policy) at the same time. EITF 06-5 determined that “the amount that could be realized” should 1) consider any additional amounts included in the contractual terms of the policy and 2) assume the surrender of an individual-life by individual-life policy (or certificate by certificate in a group policy). Any amount that is ultimately realized by the policy holder upon the assumed surrender of the final policy (or final certificate in a group policy) shall be included in the “amount that could be realized.” An entity should apply the provisions of EITF 06-5 through either a change in accounting principle through a cumulative-effect adjustment to retained earnings as of the beginning of the year of adoption or a change in accounting principle through retrospective application to all prior periods. On January 1, 2007, the Company adopted

EITF 06-5. The Company has determined that the adoption of this pronouncement did not have a significant impact on the financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 20. Recently Issued Accounting Pronouncements (continued)

In September 2006, the FASB ratified the consensus reached by the Emerging Issued Task Force (EITF) on Issue No. 06-04, *Accounting for Deferred Compensation and Postretirement Benefit Aspects of Endorsement Split-Dollar Life Insurance Arrangements.* The scope of this Issue is limited to the recognition of a liability and related compensation costs for endorsement split-dollar life insurance arrangements that provide a benefit to an employee that extends to postretirement periods. Therefore, this Issue would not apply to a split-dollar life insurance arrangement that provides a specified benefit to an employee that is limited to the employee's active service period with an employer.

The consensus in this Issue is effective for fiscal years beginning after December 15, 2007, with earlier application permitted. Entities should recognize the effects of applying the consensus in this Issue through either (a) a change in accounting principle through a cumulative-effect adjustment to retained earnings or to other components of equity or net assets in the statement of financial position as of the beginning of the year of adoption or (b) a change in accounting principle through retrospective application to all prior periods. The effects of this Issue have been analyzed by the Company and disclosed in Note 23. The Company will apply option (a) as a cumulative-effect adjustment to retained earnings effective January 1, 2008.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 21. Parent Company Financial Information

The Balance Sheets, Statements of Income, and Statements of Cash Flows for Glen Burnie Bancorp (Parent Only) are presented below:

Balance Sheets

December 31,		**2007**		2006		2005
Assets						
Cash	**$**	**532,222**	$	441,919	$	483,459
Investment in The Bank of Glen Burnie		**34,354,422**		32,884,293		31,237,838
Investment in GBB Properties, Inc.		**263,787**		265,579		266,561
Investment in the Glen Burnie Statutory Trust I		**155,000**		155,000		155,000
Due from subsidiaries		**22,709**		26,820		22,888
Other assets		**119,542**		120,000		127,250
Total assets	**$**	**35,447,682**	$	33,893,611	$	32,292,996
Liabilities and Stockholders' Equity						
Dividends payable	**$**	**385,010**	$	366,580	$	339,005
Accrued interest payable on borrowed funds		**171,518**		171,518		171,518
Other liabilities		**-**		-		2,032
Borrowed funds from subsidiary		**5,155,000**		5,155,000		5,155,000
Total liabilities		**5,711,528**		5,693,098		5,667,555
Stockholders' equity:						
Common stock		**2,498,465**		2,484,633		2,056,024
Surplus		**11,921,129**		11,719,907		11,458,465
Retained earnings		**15,750,156**		14,312,496		13,341,097
Accumulated other comprehensive loss, net of benefits		**(433,596)**		(316,523)		(230,145)
Total stockholders' equity		**29,736,154**		28,200,513		26,625,441
Total liabilities and stockholders' equity	**$**	**35,447,682**	$	33,893,611	$	32,292,996

The borrowed funds from subsidiary balance represents the junior subordinated debt securities payable to the wholly-owned subsidiary trust that was deconsolidated as a result of applying the provisions of FIN 46. The Company continues to guarantee the capital securities issued by the trust, which totaled **$5,000,000** at December 31, 2007. (See Note 8).

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 21. Parent Company Financial Information (continued)

Statements of Income

Years Ended December 31,	**2007**	2006	2005
Dividends and distributions from subsidiaries	**$ 1,565,000**	$ 1,350,000	$ 1,245,000
Other income	**16,430**	16,430	16,430
Interest expense on junior subordinated debentures	**(546,430)**	(546,430)	(546,430)
Other expenses	**(62,271)**	(59,453)	(50,397)
Income before income tax benefit and equity in undistributed net income of subsidiaries	**972,729**	760,547	664,603
Income tax benefit	**224,002**	227,647	224,149
Change in undistributed net income of subsidiaries	**1,585,410**	1,731,851	1,885,989
Net income	**$ 2,782,141**	$ 2,720,045	$ 2,774,741

Statements of Cash Flows

Years Ended December 31,	**2007**	2006	2005
Cash flows from operating activities:			
Net income	**$ 2,782,141**	$ 2,720,045	$ 2,774,741
Adjustments to reconcile net income to net cash provided by operating activities:			
Decrease in other assets	**458**	7,250	5,000
Decrease (increase) in due from subsidiaries	**4,111**	(3,932)	(2,123)
Decrease in other liabilities	**-**	(2,032)	(2,345)
Change in undistributed net income of subsidiaries	**(1,585,410)**	(1,731,851)	(1,885,989)
Net cash provided by operating activities	**1,201,300**	989,480	889,284
Cash flows from financing activities:			
Proceeds from dividend reinvestment plan	**200,459**	245,059	256,115
Proceeds from issuance of common stock	**14,595**	33,891	40,867
Dividends paid	**(1,326,051)**	(1,309,970)	(1,156,492)
Net cash used in financing activities	**(1,110,997)**	(1,031,020)	(859,510)

Increase (decrease) in cash		**90,303**		(41,540)		29,774
Cash, beginning of year		**441,919**		483,459		453,685
Cash, end of year	**$**	**532,222**	$	441,919	$	483,459

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 22. Quarterly Results of Operations (Unaudited)

The following is a summary of consolidated unaudited quarterly results of operations:

(Dollars in thousands, except per share amounts)	**2007**			
	Three months ended,			
	December 31	**September 30**	**June 30**	**March 31**
Interest income	**$ 4,487**	**$ 4,476**	**$ 4,465**	**$ 4,409**
Interest expense	**1,506**	**1,441**	**1,507**	**1,517**
Net interest income	**2,981**	**3,035**	**2,958**	**2,892**
Provision for credit losses	**-**	**-**	**20**	**30**
Net securities gains	**-**	**115**	**4**	**1**
Income before income taxes	**903**	**1,049**	**873**	**715**
Net income	**700**	**785**	**691**	**606**
Net income per share (basic and diluted)	**$ 0.28**	**$ 0.32**	**$ 0.28**	**$ 0.24**

(Dollars in thousands, except per share amounts)	2006			
	Three months ended,			
	December 31	September 30	June 30	March 31
Interest income	$ 4,542	$ 4,492	$ 4,447	$ 4,174
Interest expense	1,609	1,538	1,480	1,206
Net interest income	2,933	2,954	2,967	2,968
Provision for credit losses	62	-	-	-
Net securities gains	106	70	-	-
Income before income taxes	903	912	844	748
Net income	609	772	713	626
Net income per share (basic and diluted)	$ 0.25	$ 0.31	$ 0.29	$ 0.25

(Dollars in thousands, except per share amounts)	2005			
	Three months ended,			
	December 31	September 30	June 30	March 31
Interest income	$ 4,127	$ 4,094	$ 3,957	$ 3,920
Interest expense	1,133	1,080	989	930
Net interest income	2,994	3,014	2,968	2,990
Provision for credit losses	-	(50)	-	-
Net securities gains	28	26	45	3
Income before income taxes	909	935	819	842
Net income	671	742	674	688
Net income per share (basic and diluted)	$ 0.28	$ 0.30	$ 0.27	$ 0.28

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 23. Subsequent Events

BOLI Accrual

The Bank owns life insurance policies on certain executive level employees of the Bank and has entered into "split dollar" death benefit agreements with those employees, which will remain in effect after the employees reach retirement, and which provide for death benefits paid to designated beneficiaries. These arrangements constitute post retirement benefits under Emerging Issue Task Force Issue No. 06-4, entitled "Accounting for Deferred Compensation and Postretirement Benefit Aspects of Endorsement Split-Dollar Life Insurance Agreements", which must be adopted for 2008.

This pronouncement requires the recording of expense and liability for these post retirement benefits prior to retirement, based on the present value of the future benefits, calculated on life expectancies, post retirement term insurance costs, and related amounts of death benefits being provided. Ultimately, at the time of death, the Bank will record income equal to cumulative accrued expense related to an employee.

Accordingly, the Bank will be adopting this pronouncement as of January 1, 2008, and, in accordance with its provisions, will record a cumulative accrued expense of approximately $180,000, with a corresponding reduction in stockholder's equity.

Stock Repurchase Plan

In February 2008, the Bank approved a common stock repurchased plan to repurchase up to $1,000,000 of common stock at a price not to exceed $12.50 per share.