GLEN BURNIE BANCORP
Form 10-Q
August 14, 2013

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

FORM 10-Q

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

For the Quarterly period ended June 30, 2013

OR

o TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission file number 0-24047

GLEN BURNIE BANCORP

(Exact name of registrant as specified in its charter)

| | |
|---|---|
| Maryland | 52-1782444 |
| (State or other jurisdiction of incorporation or organization) | (I.R.S. Employer Identification No.) |

| | |
|---|---|
| 101 Crain Highway, S.E. | |
| Glen Burnie, Maryland | 21061 |
| (Address of principal executive offices) | (Zip Code) |

Registrant's telephone number, including area code: (410) 766-3300

Inapplicable
(Former name, former address and former fiscal year if changed from last report.)

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 whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).
Yes x No 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 the definitions 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

At August 1, 2013, the number of shares outstanding of the registrant's common stock was 2,743,835.

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PART I - FINANCIAL INFORMATION

ITEM 1. CONSOLIDATED FINANCIAL STATEMENTS

GLEN BURNIE BANCORP AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(Dollars in Thousands)

| | June 30, 2013 (unaudited) | December 31, 2012 (audited) |
|---|---|---|
| **ASSETS** | | |
| Cash and due from banks | $7,618 | $9,332 |
| Interest-bearing deposits in other financial institutions | 62 | 6,627 |
| Federal funds sold | 312 | 2,669 |
| Cash and cash equivalents | 7,992 | 18,628 |
| Investment securities available for sale, at fair value | 100,192 | 100,490 |
| Federal Home Loan Bank stock, at cost | 1,363 | 1,448 |
| Maryland Financial Bank stock | 30 | 30 |
| Loans, less allowance for credit losses | | |
| (June 30: $3,129; December 31: $3,308) | 254,185 | 249,632 |
| Premises and equipment, at cost, less accumulated depreciation | 3,776 | 3,873 |
| Other real estate owned | 328 | 478 |
| Cash value of life insurance | 8,797 | 8,681 |
| Other assets | 5,522 | 4,178 |
| Total assets | $382,185 | $387,438 |
| **LIABILITIES AND STOCKHOLDERS' EQUITY** | | |
| Liabilities: | | |
| Deposits | $329,080 | $332,289 |
| Long-term borrowings | 20,000 | 20,000 |
| Other liabilities | 1,467 | 1,561 |
| Total liabilities | 350,547 | 353,850 |
| Commitments and contingencies | | |
| Stockholders' equity: | | |
| Common stock, par value $1, authorized 15,000,000 shares; issued and outstanding: June 30: 2,740,319 shares; December 31: 2,736,978 shares | 2,740 | 2,737 |
| Surplus | 9,640 | 9,605 |
| Retained earnings | 19,404 | 18,783 |
| Accumulated other comprehensive (loss) gain, net of taxes | (146) | 2,463 |

| | | |
|---|---|---|
| Total stockholders' equity | 31,638 | 33,588 |
| Total liabilities and stockholders' equity | $382,185 | $387,438 |

See accompanying notes to condensed consolidated financial statements.

GLEN BURNIE BANCORP AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(Dollars in Thousands, Except Per Share Amounts)
(Unaudited)

| | Three Months Ended June 30, 2013 | Three Months Ended June 30, 2012 | Six Months Ended June 30, 2013 | Six Months Ended June 30, 2012 |
|---|---|---|---|---|
| Interest income on: | | | | |
| Loans, including fees | $3,048 | $3,255 | $6,051 | $6,619 |
| U.S. Treasury and U.S. Government agency securities | 215 | 211 | 402 | 465 |
| State and municipal securities | 426 | 438 | 844 | 855 |
| Other | 19 | 24 | 41 | 45 |
| Total interest income | 3,708 | 3,928 | 7,338 | 7,984 |
| Interest expense on: | | | | |
| Deposits | 539 | 670 | 1,098 | 1,358 |
| Short-term borrowings | - | 1 | - | 1 |
| Long-term borrowings | 160 | 159 | 318 | 319 |
| Total interest expense | 699 | 830 | 1,416 | 1,678 |
| Net interest income | 3,009 | 3,098 | 5,922 | 6,306 |
| Provision for credit losses | - | - | - | - |
| Net interest income after provision for credit losses | 3,009 | 3,098 | 5,922 | 6,306 |
| Other income: | | | | |
| Service charges on deposit accounts | 132 | 132 | 270 | 275 |
| Other fees and commissions | 186 | 191 | 361 | 378 |
| Other non-interest income | 4 | 4 | 10 | 9 |
| Income on life insurance | 58 | 62 | 116 | 122 |
| Gains on investment securities | 122 | 33 | 124 | 56 |
| Total other income | 502 | 422 | 881 | 840 |
| Other expenses: | | | | |
| Salaries and employee benefits | 1,673 | 1,726 | 3,328 | 3,458 |
| Occupancy | 195 | 200 | 397 | 397 |
| Other expenses | 855 | 789 | 1,683 | 1,546 |
| Total other expenses | 2,723 | 2,715 | 5,408 | 5,401 |
| Income before income taxes | 788 | 805 | 1,395 | 1,745 |
| Income tax expense | 148 | 149 | 226 | 359 |
| Net income | $640 | $656 | $1,169 | $1,386 |

| | | | | |
|---|---|---|---|---|
| Basic and diluted earnings per share of common stock | $0.24 | $0.24 | $0.43 | $0.51 |
| Weighted average shares of common stock outstanding | 2,740,132 | 2,726,428 | 2,740,132 | 2,724,423 |
| Dividends declared per share of common stock | $0.10 | $0.10 | $0.20 | $0.20 |

See accompanying notes to condensed consolidated financial statements.

GLEN BURNIE BANCORP AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(Dollars in Thousands)
(Unaudited)

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|---|---|---|---|
| | 2013 | 2012 | 2013 | 2012 |
| Net income | $640 | $656 | $1,169 | $1,386 |
| Other comprehensive (loss) income, net of tax | | | | |
| Unrealized (losses) gains on securities: | | | | |
| Unrealized holding (losses) gains arising during the period | (2,125) | (65) | (2,533) | 239 |
| Reclassification adjustment for gains included in net income | (75) | (33) | (76) | (48) |
| Comprehensive (loss) income | $(1,560) | $558 | $(1,440) | $1,577 |

See accompanying notes to condensed consolidated financial statements.

GLEN BURNIE BANCORP AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Dollars in Thousands)
(Unaudited)

| | Six Months Ended June 30, 2013 | Six Months Ended June 30, 2012 |
|---|---|---|
| Cash flows from operating activities: | | |
| Net income | $1,169 | $1,386 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Depreciation, amortization, and accretion | 661 | 1,108 |
| Gains on disposals of assets, net | (124) | (56) |
| Income on investment in life insurance | (116) | (122) |
| Changes in assets and liabilities: | | |
| Decrease (increase) in other assets | 365 | (250) |
| Decrease in other liabilities | (368) | (27) |
| Net cash provided by operating activities | 1,587 | 2,039 |
| Cash flows from investing activities: | | |
| Maturities of available for sale mortgage-backed securities | 9,643 | 16,747 |
| Proceeds from maturities and sales of other investment securities | 1,854 | 3,837 |
| Purchases of investment securities | (15,850) | (20,736) |
| Purchase of Federal Home Loan Bank stock | - | (198) |
| Sales of Federal Home Loan Bank stock | 85 | - |
| Proceeds from sales of other real estate | 150 | 412 |
| Increase in loans, net | (4,553) | (16,619) |
| Purchases of premises and equipment | (107) | (81) |
| Net cash used by investing activities | (8,778) | (16,638) |
| Cash flows from financing activities: | | |
| (Decrease) increase in deposits, net | (3,209) | 9,853 |
| Increase in short-term borrowings, net | - | 2,745 |
| Dividends paid | (274) | (543) |
| Common stock dividends reinvested | 38 | 73 |
| Net cash (used) provided by financing activities | (3,445) | 12,128 |
| Decrease in cash and cash equivalents | (10,636) | (2,471) |
| Cash and cash equivalents, beginning of year | 18,628 | 9,954 |
| Cash and cash equivalents, end of period | $7,992 | $7,483 |

See accompanying notes to condensed consolidated financial statements.

GLEN BURNIE BANCORP AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

NOTE 1 - BASIS OF PRESENTATION

The accompanying condensed balance sheet as of December 31, 2012, which has been derived from audited financial statements, and the unaudited interim consolidated financial statements were prepared in accordance with instructions for Form 10-Q and Article 10 of Regulation S-X and, therefore, do not include all information and notes necessary for a complete presentation of financial position, results of operations, changes in stockholders' equity, and cash flows in conformity with accounting principles generally accepted in the United States of America. However, all adjustments (consisting only of normal recurring accruals) which, in the opinion of management, are necessary for a fair presentation of the unaudited consolidated financial statements have been included in the results of operations for the three and six months ended June 30, 2013 and 2012.

Operating results for the three and six months ended June 30, 2013 is not necessarily indicative of the results that may be expected for the year ending December 31, 2013.

NOTE 2 - EARNINGS PER SHARE

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

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|---|---|---|---|
| | 2013 | 2012 | 2013 | 2012 |
| Basic and diluted: | | | | |
| Net income | $640,000 | $656,000 | $1,169,000 | $1,386,000 |
| Weighted average common shares outstanding | 2,740,132 | 2,726,428 | 2,740,132 | 2,724,423 |
| Basic and dilutive net income per share | $0.24 | $0.24 | $0.43 | $0.51 |

Diluted earnings per share calculations were not required for the three and six months ended June 30, 2013 and 2012, since there were no options outstanding.

NOTE 3 – RECENT ACCOUNTING PRONOUNCEMENTS

The FASB has issued several exposure drafts which, if adopted, would significantly alter the Company's (and all other financial institutions') method of accounting for, and reporting, its financial assets and some liabilities from a historical cost method to a fair value method of accounting as well as the reported amount of net interest income. Also, the FASB has issued several exposure drafts regarding a change in the accounting for leases. Under this exposure draft, the total amount of "lease rights" and total amount of future payments required under all leases would be reflected on the balance sheets of all entities as assets and debt. If the changes under discussion in either of these exposure drafts are adopted, the financial statements of the Company could be materially impacted as to the amounts of recorded assets, liabilities, capital, net interest income, interest expense, depreciation expense, rent expense and net income. The Company has not determined the extent of the possible changes at this time. The exposure drafts are in different stages of review, approval and possible adoption.

ASU 2011-11, "Balance Sheet (Topic 210) – "Disclosures about Offsetting Assets and Liabilities." ASU 2011-11 amends Topic 210, "Balance Sheet," to require an entity to disclose both gross and net information about financial instruments, such as sales and repurchase agreements and reverse sale and repurchase agreements and securities borrowing/lending arrangements, and derivative instruments that are eligible for offset in the statement of financial position and/or subject to a master netting arrangement or similar agreement. ASU 2011-11 is effective for annual and interim periods beginning on January 1, 2013, and did not have a material effect on the Company's results of operations or financial condition.

ASU 2012-02 "Intangibles – Goodwill and Other (Topic 350) – Testing Indefinite-Lived Intangible Assets for Impairment." ASU 2012-02 give entities the option to first assess qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not that an indefinite-lived intangible asset is impaired. If, after assessing the totality of events or circumstances, an entity determines it is more likely than not that an indefinite-lived intangible asset is impaired, then the entity must perform the quantitative impairment test. If, under the quantitative impairment test, the carrying amount of the intangible asset exceeds its fair value, an entity should recognize an impairment loss in the amount of that excess. Permitting an entity to assess qualitative factors when testing indefinite-lived intangible assets for impairment results in guidance that is similar to the goodwill impairment testing guidance in ASU 2011-08. ASU 2012-02 is effective for the Corporation beginning January 1, 2013 and did not have a material effect on the Company's results of operations or financial condition.

ASU 2013-02, Comprehensive Income (Topic 220), "Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income." ASU 2013-02 does not change the current requirements for reporting net income or other comprehensive income in financial statements. However, the amendments require an entity to provide information about the amounts reclassified out of accumulated other comprehensive income by component. In addition, an entity is required to present, either on the face of the statement where net income is presented or in the notes, significant amounts reclassified out of accumulated other comprehensive income by the respective line items of net income but only if the amount reclassified is required under U.S. GAAP to be reclassified to net income in its entirety in the same reporting period. For other amounts that are not required under U.S. GAAP to be reclassified in their entirety to net income, an entity is required to cross-reference to other disclosures required under U.S. GAAP that provide additional detail about those amounts. This standard is effective prospectively for public entities for annual and interim reporting periods beginning after December 15, 2012. Being disclosure-related only, the Company's adoption of ASU 2013-02 on January 1, 2013 did not have a material effect on the Company's results of operations or financial condition.

NOTE 4 – FAIR VALUE

ASC 820-10, formerly SFAS No. 157, defines fair value, establishes a framework for measuring fair value and expands disclosure of fair value measurements.

Fair Value Hierarchy

ASC 820-10 specifies a hierarchy of valuation techniques based on whether the inputs to those valuation techniques are observable or unobservable. In accordance with ASC 820-10, these inputs are summarized in the three broad levels listed below:

r Level 1 – Quoted prices in active markets for identical securities

r Level 2 – Other significant observable inputs (including quoted prices in active markets for similar securities)

r Level 3 – Significant unobservable inputs (including the Company's own assumptions in determining the fair value of investments)

In determining the appropriate levels, the Company performs a detailed analysis of the assets and liabilities that are subject to ASC 820-10.

The Company’s bond holdings in the investment securities portfolio are the only asset or liability subject to fair value measurements on a recurring basis. No assets are valued under Level 1 inputs at June 30, 2013 or December 31, 2012. The Company has assets measured by fair value measurements on a non-recurring basis during 2013. At June 30, 2013, these assets include 18 loans classified as impaired, which include nonaccrual, past due 90 days or more and still accruing, or troubled debt restructuring, and a homogeneous pool of indirect loans all considered to be impaired loans, which are valued under Level 3 inputs and three properties classified as OREO valued under Level 2 inputs.

The changes in the assets subject to fair value measurements are summarized below by Level:

| (Dollars in Thousands) | Level 1 | Level 2 | Level 3 | Fair Value |
|---|---|---|---|---|
| December 31, 2012 | | | | |
| Recurring: | | | | |
| Investment securities available for sale (AFS) | $ - | $ 100,490 | $ - | $ 100,490 |
| | | | | |
| Non-recurring: | | | | |
| Maryland Financial Bank stock | - | - | 30 | 30 |
| Impaired loans | - | - | 6,084 | 6,084 |
| OREO | - | 478 | - | 478 |
| | - | 100,968 | 6,114 | 107,082 |
| | | | | |
| Activity: | | | | |
| Investment securities AFS | | | | |
| Purchases of investment securities | - | 15,850 | - | 15,850 |
| Sales, calls and maturities of investment securities | - | (11,497 ) | - | (11,497 ) |
| Amortization/accretion of premium/discount | - | (443 ) | - | (443 ) |
| Increase in market value | - | (4,208 ) | - | (4,208 ) |
| | | | | |
| Loans | | | | |
| New impaired loans | - | - | 342 | 342 |
| Payments and other loan reductions | - | - | (219 ) | (219 ) |
| Change in total provision | - | - | 300 | 300 |
| | | | | |
| OREO | | | | |
| OREO converted from loans | - | - | - | - |
| Sales of OREO | - | (150 ) | - | (150 ) |
| | | | | |
| June 30, 2013 | | | | |
| Recurring: | | | | |
| Investment securities AFS | - | 100,192 | - | 100,192 |
| | | | | |
| Non-recurring: | | | | |
| Maryland Financial Bank stock | - | - | 30 | 30 |
| Impaired loans | - | - | 6,507 | 6,507 |
| OREO | - | 328 | - | 328 |
| | $ - | $ 100,520 | $ 6,537 | $ 107,057 |

The estimated fair values of the Company's financial instruments at June 30, 2013 and December 31, 2012 are summarized below. The fair values of a significant portion of these financial instruments are estimates derived using present value techniques and may not be indicative of the net realizable or liquidation values. Also, the calculation of estimated fair values is based on market conditions at a specific point in time and may not reflect current or future fair values.

| | June 30, 2013 | | December 31, 2012 | |
|---|---|---|---|---|
| (In Thousands) | Carrying Amount | Fair Value | Carrying Amount | Fair Value |
| Financial assets: | | | | |
| Cash and due from banks | $ 7,618 | $ 7,618 | $ 9,332 | $ 9,332 |
| Interest-bearing deposits | 62 | 62 | 6,627 | 6,627 |
| Federal funds sold | 312 | 312 | 2,669 | 2,669 |
| Investment securities | 100,192 | 100,192 | 100,490 | 100,490 |
| Investments in restricted stock | 1,363 | 1,363 | 1,448 | 1,448 |
| Ground rents | 172 | 172 | 175 | 175 |
| Loans, net | 254,185 | 256,288 | 249,632 | 251,419 |
| Accrued interest receivable | 1,446 | 1,446 | 1,450 | 1,450 |
| Financial liabilities: | | | | |
| Deposits | 329,080 | 299,559 | 332,289 | 314,680 |
| Long-term borrowings | 20,000 | 21,034 | 20,000 | 21,899 |
| Dividends payable | 274 | 274 | - | - |
| Accrued interest payable | 35 | 35 | 28 | 28 |
| Off-balance sheet commitments | 26,191 | 26,191 | 26,236 | 26,236 |

Fair values are based on quoted market prices for similar instruments or estimated using discounted cash flows. The discounts used are estimated using comparable market rates for similar types of instruments adjusted to be commensurate with the credit risk, overhead costs and optionality of such instruments.

The fair value of cash and due from banks, federal funds sold, investments in restricted stocks and accrued interest receivable are equal to the carrying amounts. The fair values of investment securities are determined using market quotations. The fair value of loans receivable is estimated using discounted cash flow analysis.

The fair value of non-interest bearing deposits, interest-bearing checking, savings, and money market deposit accounts, securities sold under agreements to repurchase, and accrued interest payable are equal to the carrying amounts. The fair value of fixed-maturity time deposits is estimated using discounted cash flow analysis.

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 June 30, 2013 are as follows:

| Securities available for sale: | Less than 12 months | | 12 months or more | | Total | |
|---|---|---|---|---|---|---|
| (Dollars in Thousands) | | | | | | |
| | Fair Value | Unrealized Loss | Fair Value | Unrealized Loss | Fair Value | Unrealized Loss |
| Obligations of U.S. Govt Agencies | $- | $- | $- | $- | $- | $- |
| State and Municipal | 14,478 | 1,315 | 260 | 40 | 14,738 | 1,355 |
| Corporate Trust Preferred | - | - | 247 | 102 | 247 | 102 |
| Mortgage Backed | 31,591 | 1,073 | 850 | 24 | 32,441 | 1,097 |
| | $46,069 | $2,388 | $1,357 | $166 | $47,426 | $2,554 |

At June 30, 2013, the company owned one pooled trust preferred security issued by Regional Diversified Funding, Senior Notes with a Moody's rating of Ca. The market for these securities at June 30, 2013 was not active and markets for similar securities were also not active. As a result, the Company had cash flow testing performed as of June 30, 2013 by an unrelated third party in order to measure the possible extent of other-than-temporary-impairment ("OTTI"). This testing assumed future defaults on the currently performing financial institutions of 150 basis points applied annually with a 0% recovery on both current and future defaulting financial institutions. As a result of this testing, no write-down was required in the first or second quarter of 2013.

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 it's investment in the issuer for a period of time sufficient to allow for any anticipated recovery in fair value.

As of June 30, 2013, management 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 June 30, 2013, the Bank held 4 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 mortgage-backed securities. The Bank has no mortgage-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. Except as noted above, as of June 30, 2013, 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.

A rollforward of the cumulative other-than-temporary credit losses recognized in earnings for all debt securities for which a portion of an other-than-temporary loss is recognized in accumulated other comprehensive loss is as follows:

| | At June 30, 2013 | At December 31, 2012 |
|---|---|---|
| | (Dollars in Thousands) | |
| Estimated credit losses, beginning of year | $ 3,247 | $ 3,247 |
| Credit losses - no previous OTTI recognized | - | - |
| Credit losses - previous OTTI recognized | - | - |
| Estimated credit losses, end of period | $ 3,247 | $ 3,247 |

## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Forward-Looking Statements

When used in this discussion and elsewhere in this Form 10-Q, the words or phrases "will likely result," "are expected to," "will continue," "is anticipated," "estimate," "project" or similar expressions are intended to 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 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. While it is impossible to identify all such factors, such factors include, but are not limited to, those risks identified in the Company's periodic reports filed with the Securities and Exchange Commission, including its most recent Annual Report on Form 10-K.

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

Glen Burnie Bancorp, a Maryland corporation (the "Company"), through its subsidiary, The Bank of Glen Burnie, a Maryland banking corporation (the "Bank"), operates a commercial bank with eight offices in Anne Arundel County Maryland. The Company had consolidated net income of $640,000 ($0.24 basic and diluted earnings per share) for the second quarter of 2013, compared to the second quarter of 2012 consolidated net income of $656,000 ($0.24 basic and diluted income per share), a 2.44% decrease. Year-to-date net income was $1,169,000 ($0.43 basic and diluted earnings per share), compared to the 2012 consolidated net income of $1,386,000 ($0.51 basic and diluted income per share), a 15.66% decrease. The decrease in net income for the second quarter was primarily due to decreases in income on loans. These decreases were partially offset by decreases in interest expense on deposits and an increase on gains on investment securities. The decrease in net income for the six months was primarily due to decreases in income on loans. These decreases were partially offset by decreases in interest expense on deposits. During the six months ended June 30, 2013, the Bank decreased deposits by $3,209,000 and increased net loans by $4,553,000.

Results Of Operations

Net Interest Income. The Company's consolidated net interest income prior to provision for credit losses for the three and six months ended June 30, 2013 was $3,009,000 and $5,922,000, respectively, compared to $3,098,000 and $6,306,000for the same period in 2012, a decrease of $89,000 (2.87%) for the three months and a decrease of $384,000 (6.09%) for the six months.

Interest income for the second quarter decreased from $3,928,000 in 2012 to $3,708,000 in 2013, a 5.60% decrease. Interest income for the six months decreased from $7,984,000 in 2012 to $7,338,000 in 2013, an 8.09% decrease. While the Bank's net loans increased during these periods, interest income decreased for the three and six month periods due to a decline in the interest rates on loans.

Interest expense for the second quarter decreased from $830,000 in 2012 to $699,000 in 2013, a 15.78% decrease. Interest expense for the six months decreased from $1,678,000 in 2012 to $1,416,000 in 2013, a 15.61% decrease. The decrease was due to both the decline in total deposits and the lower interest rates paid on deposit balances.

Net interest margins on a tax equivalent basis for the three and six months ended June 30, 2013 was 3.63% and 3.60%, compared to 3.86% and 3.95% for the three and six months ended June 30, 2012. The decrease of the net interest margin from the 2012 to 2013 period was primarily due to the continuing decline in the interest rates on loans and U.S. Government Agency securities partially offset by the reduction in interest expense, as noted above.

Provision for Credit Losses. The Company made a provision for credit losses of $0 during the three and six month periods ending June 30, 2013 and June 30, 2012. As of June 30, 2013, the allowance for credit losses equaled 53.54% of non-accrual and past due loans compared to 58.84% at December 31, 2012 and 80.59% at June 30, 2012. During the three and six month periods ended June 30, 2013, the Company recorded net charge-offs of $162,000 and $179,000, compared to net charge-offs of $44,000 and$149,000 during the corresponding period of the prior year. On an annualized basis, net charge-offs for the 2013 period represent 0.14% of the average loan portfolio.

Other Income. Other income increased from $422,000 for the three month period ended June 30, 2012, to $502,000 for the corresponding 2013 period, an $80,000 (18.96%) increase. For the six month period, other income increased from $840,000 from June 30, 2012, to $881,000 for the corresponding 2013 period, a $41,000 (4.88%) increase. The increase for the three and six month period was due to an increase in gains on investment securities.

Other Expenses. Other expenses increased from $2,715,000 for the three month period ended June 30, 2012, to $2,723,000 for the corresponding 2013 period, an $8,000 (0.29%) increase. Other expenses increased from $5,401,000 for the six month period ended June 30, 2012, to $5,408,000 for the corresponding 2013 period, a $7,000 (0.13%) increase. The increase for the three and six month period was primarily due to the increase in other expenses offset by a decrease in salary and employee benefits.

Income Taxes. During the three and six months ended June 30, 2013, the Company recorded income tax expense of $148,000 and $226,000, compared to income tax expense of $149,000 and $359,000 for the same respective period in 2012. The Company's effective tax rate for the three and six month period in 2013 was 18.78% and 16.20%, respectively, compared to 18.51% and 20.58% for the prior year period. The decrease in the effective tax rate for the six month period was due to an increase in the proportion of tax exempt income included in net interest income.

Comprehensive Income. In accordance with regulatory requirements, the Company reports comprehensive income in its financial statements. Comprehensive income consists of the Company's net income, adjusted for unrealized gains and losses on the Bank's investment portfolio of investment securities. For the second quarter of 2013, comprehensive (loss) income, net of tax, totaled ($1,560,000), compared to the June 30, 2012 comprehensive income of $558,000. Year-to-date, comprehensive (loss) income, net of tax, totaled ($1,440,000), compared to the June 30, 2012 comprehensive income of $1,577,000.The decrease was due to a decrease in net income and a decrease in the net unrealized gains on securities arising during the three and six month period.

Financial Condition

General. The Company's assets decreased to $382,185,000 at June 30, 2013 from $387,438,000 at December 31, 2012, primarily due to a decrease in cash and cash equivalents partially offset by an increase in loans and other assets. The Bank's net loans totaled $254,185,000 at June 30, 2013, compared to $249,632,000 at December 31, 2012, an increase of $4,553,000 (1.82%), primarily attributable to an increase in purchase money mortgages, refinance mortgages, home equity loans and real estate construction (non-home owner occupied), offset by decreases primarily in indirect lending, residential construction commercial and industrial mortgages and business demand loans.

The Company's total investment securities portfolio (investment securities available for sale) totaled $100,192,000 at June 30, 2013, a $298,000 (0.30%) decrease from $100,490,000 at December 31, 2012. The Bank's cash and due from banks (cash due from banks, interest-bearing deposits in other financial institutions, and federal funds sold), as of June 30, 2013, totaled $7,992,000, a decrease of $10,636,000 (57.10%) from the December 31, 2012 total of $18,628,000. The decrease in cash and cash equivalents was used to fund loans and the decrease in deposits.

Deposits as of June 30, 2013, totaled $329,080,000, which is a decrease of $3,209,000 (0.96%) from $332,289,000 at December 31, 2012. Demand deposits as of June 30, 2013, totaled $87,479,000, which is an increase of $3,191,000 (3.79%) from $84,288,000 at December 31, 2012. NOW accounts as of June 30, 2013, totaled $28,834,000, which is a decrease of $2,866,000 (9.04%) from $31,700,000 at December 31, 2012. Money market accounts as of June 30, 2013, totaled $21,419,000, which is an increase of $684,000 (3.30%), from $20,735,000 at December 31, 2012. Savings deposits as of June 30, 2013, totaled $70,458,000, which is an increase of $1,781,000 (2.59%) from $68,677,000 at December 31, 2012. Certificates of deposit over $100,000 totaled $25,411,000 on June 30, 2013, which is a decrease of $2,803,000 (9.93%) from $28,214,000 at December 31, 2012. Other time deposits (made up of certificates of deposit less than $100,000 and individual retirement accounts) totaled $95,479,000 on June 30, 2013, which is a $3,196,000 (3.24%) decrease from the $98,675,000 total at December 31, 2012.

Asset Quality. The following tables set forth the amount of the Bank’s current, past due, and non-accrual loans by categories of loans and restructured loans, at the dates indicated.

The following table analyzes the age of past due loans, including both accruing and non-accruing loans, segregated by class of loans as of the six months ended June 30, 2013 and the year ended December 31, 2012.

| At June 30, 2013 (Dollars in Thousands) | Current | 30-89 Days Past Due | 90 Days or More and Still Accruing | Nonaccrual | Total |
|---|---|---|---|---|---|
| Commercial and industrial | $3,951 | $- | $- | $84 | $4,035 |
| Commercial real estate | 68,242 | - | - | 3,817 | 72,059 |
| Consumer and indirect | 58,787 | 1,049 | 3 | 391 | 60,230 |
| Residential real estate | 119,699 | 949 | 482 | 1,067 | 122,197 |
| | $250,679 | $1,998 | $485 | $5,359 | $258,521 |

| At December 31, 2012 (Dollars in Thousands) | Current | 30-89 Days Past Due | 90 Days or More and Still Accruing | Nonaccrual | Total |
|---|---|---|---|---|---|
| Commercial and industrial | $4,678 | $206 | $- | $17 | $4,901 |
| Commercial real estate | 68,880 | - | 1,354 | 2,645 | 72,879 |
| Consumer and indirect | 64,428 | 1,431 | - | 237 | 66,096 |
| Residential real estate | 108,546 | 233 | 259 | 1,109 | 110,147 |
| | $246,532 | $1,870 | $1,613 | $4,008 | $254,023 |

The balances in the above charts have not been reduced by the allowance for loan loss and the unearned income on loans. For the period ending June 30, 2013, the allowance for loan loss is $3,129,000 and the unearned income is $1,207,000. For the period ending December 31, 2012, the allowance for loan loss is $3,308,000 and the unearned income is $1,083,000.

| | At June 30, 2013 (Dollars in Thousands) | At December 31, 2012 |
|---|---|---|
| Restructured loans | $ 2,117 | $ 2,202 |
| Non-accrual and 90 days or more and still accruing loans to gross loans | 2.27 % | 2.22 % |
| Allowance for credit losses to non-accrual and 90 days or more and still accruing loans | 53.54 % | 58.84 % |

At June 30, 2013, there was $1,676,000 in loans outstanding, included in the current and 30-89 days past due columns in the above table, as to which known information about possible credit problems of borrowers caused management to have serious doubts as to the ability of such borrowers to comply with present loan repayment terms. Such 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.

Non-accrual loans with specific reserves at June 30, 2013 are comprised of:

Installment loans – Two loans to two borrowers in the amount of $239,000 with a specific reserve of $70,000 established for the loan.

Commercial loans - Two loans to one borrower totaling $16,000 with $16,000 of specific reserves established.

Commercial Real Estate – Three loans to three borrowers in the amount of $2,536,000, secured by commercial and/or residential properties with a specific reserve of $334,000 established for the loans.

Below is a summary of the recorded investment amount and related allowance for losses of the Bank's impaired loans at June 30, 2013 and December 31, 2012.

(Dollars in thousands)

| June 30, 2013 | | Recorded Investment | Unpaid Principal Balance | Interest Income Recognized | Specific Reserve | Average Recorded Investment |
|---|---|---|---|---|---|---|
| Impaired loans with specific reserves: | | | | | | |
| Real-estate - mortgage: | | | | | | |
| Residential | $ | 353 | 353 | 7 | 39 | 354 |
| Commercial | | 3,513 | 3,513 | 32 | 644 | 3,570 |
| Consumer | | 75 | 75 | 3 | 20 | 75 |
| Installment | | 239 | 239 | - | 70 | 239 |
| Home Equity | | - | - | - | - | - |
| Commercial | | 286 | 286 | 6 | 286 | 290 |
| Total impaired loans with specific reserves | $ | 4,466 | 4,466 | 48 | 1,059 | 4,528 |
| | | | | | | |
| Impaired loans with no specific reserve: | | | | | | |
| Real-estate - mortgage: | | | | | | |
| Residential | $ | 1,322 | 1,770 | 2 | n/a | 1,558 |
| Commercial | | 1,281 | 1,281 | - | n/a | 1,321 |
| Consumer | | 189 | 189 | - | n/a | - |
| Installment | | 187 | 187 | - | n/a | - |
| Home Equity | | 52 | 52 | - | n/a | 50 |
| Commercial | | 69 | 69 | - | n/a | 69 |
| Total impaired loans with no specific reserve | $ | 3,100 | 3,548 | 2 | - | 2,998 |

(Dollars in thousands)

| December 31, 2012 | Recorded Investment | Unpaid Principal Balance | Interest Income Recognized | Specific Reserve | Average Recorded Investment |
|---|---|---|---|---|---|
| Impaired loans with specific reserves: | | | | | |
| Real-estate - mortgage: | | | | | |
| Residential | $ 180 | 180 | 12 | 36 | 182 |
| Commercial | 3,611 | 4,211 | 99 | 808 | 3,642 |
| Consumer | 76 | 76 | 8 | 20 | 76 |
| Installment | 147 | 147 | 8 | 30 | 148 |
| Home Equity | - | - | - | - | - |
| Commercial | 421 | 421 | 20 | 421 | 432 |
| Total impaired loans with specific reserves | $ 4,435 | 5,035 | 147 | 1,315 | 4,480 |
| | | | | | |
| Impaired loans with no specific reserve: | | | | | |
| Real-estate - mortgage: | | | | | |
| Residential | $ 1,365 | 1,812 | 75 | n/a | 1,795 |
| Commercial | 1,370 | 1,370 | - | n/a | 2,441 |
| Consumer | 1 | - | - | n/a | - |
| Installment | 228 | - | - | n/a | - |
| Home Equity | - | - | - | n/a | - |
| Commercial | - | - | - | n/a | - |
| Total impaired loans with no specific reserve | $ 2,964 | 3,182 | 75 | - | 4,236 |

Credit Quality Information

The following tables represent credit exposures by creditworthiness category for the quarter ending June 30, 2013 and the year ended December 31, 2012.  The use of creditworthiness categories to grade loans permits management to estimate a portion of credit risk.  The Bank's internal creditworthiness is based on experience with similarly graded credits.  Loans that trend upward toward higher credit grades typically have less credit risk and loans that migrate downward typically have more credit risk.

The Bank's internal risk ratings are as follows:

1 Superior – minimal risk (normally supported by pledged deposits, United States government securities, etc.)

2 Above Average – low risk. (all of the risks associated with this credit based on each of the bank's creditworthiness criteria are minimal)

3 Average – moderately low risk.  (most of the risks associated with this credit based on each of the bank's creditworthiness criteria are minimal)

4 Acceptable – moderate risk.  (the weighted overall risk associated with this credit based on each of the bank's creditworthiness criteria is acceptable)

5 Other Assets Especially Mentioned – moderately high risk.  (possesses deficiencies which corrective action by the bank would remedy; potential watch list)

6

Substandard – (the bank is inadequately protected and there exists the distinct possibility of sustaining some loss if not corrected)

7 Doubtful – (weaknesses make collection or liquidation in full, based on currently existing facts, improbable)

8 Loss – (of little value; not warranted as a bankable asset)

Loans rated 1-4 are considered “Pass” for purposes of the risk rating chart below.

Risk ratings of loans by categories of loans are as follows:

| June 30, 2013 (Dollars in Thousands) | Commercial and Industrial | Commercial Real Estate | Consumer and Indirect | Residential Real Estate | Total |
|---|---|---|---|---|---|
| Pass | $ 3,571 | $ 62,743 | $ 58,630 | $ 120,040 | $ 244,984 |
| Special mention | 178 | 5,803 | 1,100 | 968 | 8,049 |
| Substandard | 286 | 3,513 | 441 | 1,189 | 5,429 |
| Doubtful | - | - | 59 | - | 59 |
| Loss | - | - | - | - | - |
| | $ 4,035 | $ 72,059 | $ 60,230 | $ 122,197 | $ 258,521 |
| Non-accrual | 84 | 3,817 | 391 | 1,067 | 5,359 |
| Troubled debt restructures | - | 1,281 | - | 836 | 2,117 |
| Number of TDRs contracts | - | 1 | - | 1 | 2 |
| Non-performing TDRs | - | 1,281 | - | 836 | 2,117 |
| Number of TDR accounts | - | 1 | - | 1 | 2 |

| December 31, 2012 (Dollars in Thousands) | Commercial and Industrial | Commercial Real Estate | Consumer and Indirect | Residential Real Estate | Total |
|---|---|---|---|---|---|