

GLEN BURNIE BANCORP
Form 10-Q
November 13, 2018
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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

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

For the Quarterly period ended September 30, 2018

OR

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
(State or other jurisdiction of
incorporation or organization)

52-1782444
(I.R.S. Employer
Identification No.)

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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 No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted 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 such files).

Yes No

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 Accelerated filer
Non-Accelerated Filer Smaller Reporting Company
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

The number of shares of the registrant's common stock outstanding as of November 5, 2018 was 2,814,157.

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GLEN BURNIE BANCORP AND SUBSIDIARIES

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PART I – FINANCIAL INFORMATION

ITEM 1. CONSOLIDATED FINANCIAL STATEMENTS

GLEN BURNIE BANCORP AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

(dollars in thousands)

	September 30, 2018 (unaudited)	December 31, 2017 (audited)
ASSETS		
Cash and due from banks	\$ 5,282	\$ 2,610
Interest-bearing deposits in other financial institutions	10,208	9,995
Cash and Cash Equivalents	15,490	12,605
Investment securities available for sale, at fair value	84,029	89,349
Restricted equity securities, at cost	2,073	1,232
Loans, net of deferred fees and costs	294,981	271,612
Less: Allowance for loan losses	(2,455)	(2,589)
Loans, net	292,526	269,023
Real estate acquired through foreclosure	705	114
Premises and equipment, net	3,154	3,371
Bank owned life insurance	7,818	8,713
Deferred tax assets, net	2,863	2,429
Accrued interest receivable	1,233	1,133
Accrued taxes receivable	—	465
Prepaid expenses	516	433
Other assets	958	583
Total Assets	\$ 411,365	\$ 389,450
LIABILITIES		
Noninterest-bearing deposits	\$ 107,921	\$ 104,017
Interest-bearing deposits	228,926	230,221
Total Deposits	336,847	334,238
Short-term borrowings	40,000	20,000
Defined pension liability	323	335
Accrued Taxes Payable	102	—
Accrued expenses and other liabilities	749	835
Total Liabilities	378,021	355,408
STOCKHOLDERS' EQUITY		
	2,811	2,801

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Common stock, par value \$1, authorized 15,000,000 shares, issued and outstanding 2,810,961 and 2,801,149 shares as of September 30, 2018 and December 31, 2017 , respectively.

Additional paid-in capital	10,368	10,267
Retained earnings	21,936	21,605
Accumulated other comprehensive loss	(1,771)	(631)
Total Stockholders' Equity	33,344	34,042
Total Liabilities and Stockholders' Equity	\$ 411,365	\$ 389,450

See accompanying notes to unaudited consolidated financial statements.

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GLEN BURNIE BANCORP AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF INCOME

(dollars in thousands, except per share amounts)

(unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
INTEREST INCOME				
Interest and fees on loans	\$ 3,269	\$ 2,883	\$ 9,100	\$ 8,503
Interest and dividends on securities	526	498	1,585	1,523
Interest on deposits with banks and federal funds sold	67	53	165	115
Total Interest Income	3,862	3,434	10,850	10,141
INTEREST EXPENSE				
Interest on deposits	362	324	997	984
Interest on short-term borrowings	198	142	506	309
Interest on long-term borrowings	—	33	—	185
Total Interest Expense	560	499	1,503	1,478
Net Interest Income	3,302	2,935	9,347	8,663
Provision for loan losses	246	78	601	243
Net interest income after provision for loan losses	3,056	2,857	8,746	8,420
NONINTEREST INCOME				
Service charges on deposit accounts	59	72	187	208
Other fees and commissions	216	245	564	573
Gains on redemption of BOLI policies	—	—	308	1
Income on life insurance	41	51	130	151
Gains on sale of OREO	15	—	15	—
Other income	—	—	—	2
Total Noninterest Income	331	368	1,204	935
NONINTEREST EXPENSE				
Salary and benefits	1,710	1,579	5,080	4,615
Occupancy and equipment expenses	272	382	850	865
Legal, accounting and other professional fees	212	180	721	648
Data processing and item processing services	168	130	454	442
FDIC insurance costs	64	64	187	188
Advertising and marketing related expenses	16	38	65	110

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Loan collection costs	32	25	153	73
Telephone costs	56	98	181	212
Other expenses	226	217	911	944
Total Noninterest Expenses	2,756	2,713	8,602	8,097
Income before income taxes	631	512	1,348	1,258
Income tax (benefit) expense	89	101	73	194
NET INCOME	\$ 542	\$ 411	\$ 1,275	\$ 1,064
Basic and diluted net income per share of common stock	\$ 0.19	\$ 0.15	\$ 0.45	\$ 0.38

See accompanying notes to unaudited consolidated financial statements.

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GLEN BURNIE BANCORP AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

(dollars in thousands)

(unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Net income	\$ 542	\$ 411	\$ 1,275	\$ 1,064
Other comprehensive (loss) income :				
Net unrealized gain (loss) on securities available for sale:				
Net unrealized (loss) gain on securities during the period	(662)	(111)	(2,237)	795
Income tax benefit (expense) relating to item above	182	44	616	(313)
Reclassification adjustment for gain on sales of securities included in net income	—	—	—	(1)
Net effect on other comprehensive (loss) income	(480)	(67)	(1,621)	481
Net unrealized gain on interest rate swap:				
Net unrealized gain on interest rate swap during the period	118	—	664	—
Income tax expense relating to item above	(33)	—	(183)	—
Net effect on other comprehensive income	85	—	481	—
Other comprehensive (loss) income	(395)	(67)	(1,140)	481
Comprehensive income	\$ 147	\$ 344	\$ 135	\$ 1,545

See accompanying notes to unaudited consolidated financial statements.

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GLEN BURNIE BANCORP AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY

(dollars in thousands)

(unaudited)

	Common Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive (Loss) Income	Total
Balance, December 31, 2016	\$ 2,787	\$ 10,130	\$ 21,708	\$ (810)	\$ 33,815
Net income	—	—	1,064	—	1,064
Cash dividends, \$0.30 per share	—	—	(837)	—	(837)
Dividends reinvested under dividend reinvestment plan	10	103	—	—	113
Other comprehensive income	—	—	—	481	481
Balance, September 30, 2017	\$ 2,797	\$ 10,233	\$ 21,935	\$ (329)	\$ 34,636
	Common Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive (Loss)	Total
Balance, December 31, 2017	\$ 2,801	\$ 10,267	\$ 21,605	\$ (631)	\$ 34,042
Net income	—	—	1,275	—	1,275
Cash dividends, \$0.30 per share	—	—	(944)	—	(944)
Dividends reinvested under dividend reinvestment plan	10	101	—	—	111
Other comprehensive loss	—	—	—	(1,140)	(1,140)
Balance, September 30, 2018	\$ 2,811	\$ 10,368	\$ 21,936	\$ (1,771)	\$ 33,344

See accompanying notes to unaudited consolidated financial statements.

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GLEN BURNIE BANCORP AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

(dollars in thousands)

(unaudited)

	Nine Months Ended September 30,	
	2018	2017
Cash flows from operating activities:		
Net income	\$ 1,275	\$ 1,064
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation, amortization, and accretion of premises and equipment	828	793
Provision for loan losses	601	243
Gain on life insurance	(308)	—
Gain on disposals of assets, net	(15)	(1)
Increase in cash surrender value of bank owned life insurance	(130)	(151)
Decrease in ground rents	8	7
(Increase) in accrued interest receivable	(100)	(6)
Net decrease in other assets	2,010	955
Net decrease (increase) in accrued expenses and other liabilities	5	(237)
Net cash provided by operating activities	4,174	2,667
Cash flows from investing activities:		
Redemptions and maturities of investment securities available for sale	8,048	12,613
Purchases of investment securities available for sale	(5,440)	(7,868)
Net (purchase) sales of Federal Home Loan Bank stock	(841)	2
Net increase in loans	(24,810)	(6,509)
Proceeds from sale of real estate acquired through foreclosure	114	—
Purchases of premises and equipment	(138)	(165)
Net cash used in investing activities	(23,067)	(1,927)
Cash flows from financing activities:		
Net increase in deposits	2,611	859
Increase in short term borrowings	20,000	10,000
Decrease in long term borrowings	—	(10,000)
Cash dividends paid	(944)	(837)
Common stock dividends reinvested	111	113
Net cash provided by financing activities	21,778	135
Net increase in cash and cash equivalents	2,885	875

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Cash and cash equivalents at beginning of year	12,605	10,622
Cash and cash equivalents at end of year	\$ 15,490	\$ 11,497
Supplemental Disclosures of Cash Flow Information:		
Interest paid on deposits and borrowings	\$ 1,455	\$ 1,621
Net income taxes (refunded) paid	(509)	152
Net (increase) decrease in unrealized depreciation on available for sale securities	(2,237)	795
Net increase in unrealized appreciation on swaps	664	—
Noncash Investing Activities:		
Transfer of loans to real estate acquired through foreclosure	705	—

See accompanying notes to unaudited consolidated financial statements.

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GLEN BURNIE BANCORP AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 – ORGANIZATIONAL

Nature of Business

Glen Burnie Bancorp (the “Company”) is a bank holding company organized in 1990 under the laws of the State of Maryland. The Company 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 (the “State”). 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 agencies and undergoes periodic examinations by those regulatory authorities.

NOTE 2 – BASIS OF PRESENTATION

In management’s opinion, the accompanying unaudited consolidated financial statements, which have been prepared in conformity with accounting principles generally accepted in the United States of America (“U.S. GAAP”) for interim period reporting, reflect all adjustments, consisting of only normal recurring adjustments, necessary for a fair presentation of the financial position at September 30, 2018 and December 31, 2017, the results of operations for the three- and nine-month periods ended September 30, 2018 and 2017, and the statements of cash flows for the three- and nine-month periods ended September 30, 2018 and 2017. The operating results for the three- and nine-month period ended September 30, 2018 are not necessarily indicative of the results that may be expected for the full year ending December 31, 2018 or any future interim period. The consolidated balance sheet at December 31, 2017 has been derived from the audited financial statements included in the Company’s Annual Report on Form 10-K, as filed with the Securities and Exchange Commission (the “SEC”) on April 2, 2018. The unaudited consolidated financial statements for September 30, 2018 and 2017, the consolidated balance sheet at December 31, 2017, and accompanying notes should be read in conjunction with the Company’s audited consolidated financial statements and the accompanying notes thereto that are included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2017.

Principles of Consolidation

The consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries, The Bank of Glen Burnie and GBB Properties. Consolidation resulted in the elimination of all intercompany accounts and transactions.

Cash Flow Presentation

In the statements of cash flows, cash and cash equivalents include cash on hand, amounts due from banks, Federal Home Loan Bank of Atlanta (“FHLB Atlanta”) overnight deposits, and federal funds sold. Generally, federal funds are sold for one-day periods.

Reclassifications

Certain items in the 2017 consolidated financial statements have been reclassified to conform to the 2018 classifications. The reclassifications had no effect on previously reported results of operations or retained earnings.

Use of Estimates

The preparation of financial statements 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 date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ materially from those estimates. Material estimates that are particularly susceptible to significant change in the near term include the determination of the allowance for loan losses (the “allowance”); the fair value of financial instruments,

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such as loans and investment securities; benefit plan obligations and expenses; and the valuation of deferred tax assets and liabilities.

NOTE 3 – EARNINGS PER SHARE

Basic earnings per common share (“EPS”) is computed by dividing net income available to common shareholders by the weighted average common shares outstanding during the period. Diluted EPS is computed by dividing net income available to common shareholders by the weighted average common shares outstanding, plus the effect of common stock equivalents (for example, stock options computed using the treasury stock method).

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Basic and diluted earnings per share:				
Net income	\$ 542,118	\$ 410,403	\$ 1,275,273	\$ 1,064,116
Weighted average common shares outstanding	2,809,834	2,796,099	2,806,341	2,792,544
Basic and dilutive net income per share	\$ 0.19	\$ 0.15	\$ 0.45	\$ 0.38

Diluted earnings per share calculations were not required for the three- and nine-month periods ended September 30, 2018 and 2017, as there were no stock options outstanding.

NOTE 4 – INVESTMENT SECURITIES

Investment securities are accounted for according to their purpose and holding period. Trading securities are those that are bought and held principally for the purpose of selling them in the near term. The Company held no trading securities at September 30, 2018 or December 31, 2017. Available-for-sale investment securities, comprised of debt and mortgage-backed securities, are those that may be sold before maturity due to changes in the Company's interest rate risk profile or funding needs, and are reported at fair value with unrealized gains and losses, net of taxes, reported as a component of other comprehensive income. Held-to-maturity investment securities are those that management has the positive intent and ability to hold to maturity and are reported at amortized cost. The Company held no held-to-maturity securities at September 30, 2018 or December 31, 2017.

Realized gains and losses are recorded in noninterest income and are determined on a trade date basis using the specific identification method. Interest and dividends on investment securities are recognized in interest income on an accrual basis. Premiums and discounts are amortized or accreted into interest income using the interest method over the expected lives of the individual securities.

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The following table summarizes the amortized cost and estimated fair value of the Company's investment securities portfolio at September 30, 2018 and December 31, 2017:

(dollars in thousands)	At September 30, 2018			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Collateralized mortgage obligations	\$ 21,580	\$ 13	\$ (1,028)	\$ 20,565
Agency mortgage-backed securities	26,838	6	(1,230)	25,614
Municipal securities	35,268	27	(849)	34,446
U.S. Government agency securities	1,999	—	(80)	1,919
U.S. Treasury securities	1,501	—	(16)	1,485
Total securities available for sale	\$ 87,186	\$ 46	\$ (3,203)	\$ 84,029

(dollars in thousands)	At December 31, 2017			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Collateralized mortgage obligations	\$ 24,063	\$ 20	\$ (569)	\$ 23,514
Agency mortgage-backed securities	25,725	4	(500)	25,229
Municipal securities	35,453	339	(159)	35,633
U.S. Government agency securities	3,526	—	(46)	3,480
U.S. Treasury securities	1,501	—	(8)	1,493
Total securities available for sale	\$ 90,268	\$ 363	\$ (1,282)	\$ 89,349

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 September 30, 2018 and December 31, 2017 are as follows:

September 30, 2018 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
	(dollars in thousands)					
	\$ 3,634	\$ (115)	\$ 15,792	\$ (914)	\$ 19,426	\$ (1,029)

Collateralized mortgage obligations						
Agency mortgage-backed securities	8,072	(340)	17,364	(889)	25,436	(1,229)
Municipal securities	21,078	(588)	6,034	(261)	27,112	(849)
U.S. Government agency securities	—	—	1,919	(80)	1,919	(80)
U.S. Treasury securities	985	(16)	500	—	1,485	(16)
	\$ 33,769	\$ (1,059)	\$ 41,609	\$ (2,144)	\$ 75,378	\$ (3,203)

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December 31, 2017 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
	(dollars in thousands)					
Collateralized mortgage obligations	\$ 6,531	\$ (63)	\$ 15,678	\$ (507)	\$ 22,209	\$ (570)
Agency mortgage-backed securities	6,802	(80)	18,218	(420)	25,020	(500)
Municipal securities	2,396	(11)	6,230	(148)	8,626	(159)
U.S. Government agency securities	2,965	(37)	515	(9)	3,480	(46)
U.S. Treasury securities	1,494	(7)	—	—	1,494	(7)
	\$ 20,188	\$ (198)	\$ 40,641	\$ (1,084)	\$ 60,829	\$ (1,282)

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.

At September 30, 2018, the Company recorded unrealized losses in its portfolio of debt securities totaling \$3.2 million related to one hundred sixty securities, which resulted from increases in market interest rates, spread volatility, and other factors that management deems to be temporary. Management does not believe the securities are impaired due to reasons of credit quality. Since management believes that it is more likely than not that the Company will not be required to sell these securities prior to maturity or a full recovery of the amortized cost, the Company does not consider these securities to be other-than-temporarily impaired.

At December 31, 2017, the Company recorded unrealized losses in its portfolio of debt securities totaling \$1.3 million related to one hundred fourteen securities, which resulted from increases in market interest rates, spread volatility, and other factors that management deems to be temporary. Management does not believe the securities are impaired due to reasons of credit quality. Since management believes that it is more likely than not that the Company will not be required to sell these securities prior to maturity or a full recovery of the amortized cost, the Company does not consider these securities to be other-than-temporarily impaired.

Shown below are contractual maturities of debt securities at September 30, 2018. Actual maturities may differ from contractual maturities because borrowers have the right to call or prepay obligations with or without call or prepayment penalties.

	At September 30, 2018		
(dollars in thousands)	Amortized Cost	Fair Value	Yield (1), (2)
Available for sale securities maturing:			
Within one year	\$ 1,935	\$ 1,937	3.62 %
Over one to five years	2,467	2,452	2.30 %
Over five to ten years	20,141	19,378	2.13 %
Over ten years	62,643	60,262	2.86 %
Total debt securities	\$ 87,186	\$ 84,029	

(1) Yields are stated as book yields which are adjusted for amortization and accretion of purchase premiums and discounts, respectively.

(2) Yields on tax-exempt obligations are computed on a tax-equivalent basis.

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NOTE 5 – LOANS RECEIVABLE AND ALLOWANCE FOR LOAN LOSSES

The fundamental lending business of the Company is based on understanding, measuring, and controlling the credit risk inherent in the loan portfolio. The Company's loan portfolio is subject to varying degrees of credit risk. These risks entail both general risks, which are inherent in the lending process, and risks specific to individual borrowers. The Company's credit risk is mitigated through portfolio diversification, which limits exposure to any single customer, industry or collateral type.

The Company currently manages its credit products and the respective exposure to loan losses by the following specific portfolio segments, which are levels at which the Company develops and documents its systematic methodology to determine the allowance for loan losses. The Company considers each loan type to be a portfolio segment having unique risk characteristics.

(dollars in thousands)	September 30, 2018		December 31, 2017	
	Amount	%	Amount	%
Consumer	\$ 14,602	5	\$ 16,112	6
Residential real estate	82,705	28	81,926	30
Indirect	110,192	38	85,186	32
Commercial	13,266	4	11,257	4
Construction	2,677	1	3,536	1
Commercial real estate	71,539	24	73,595	27
Loans, net of deferred fees and costs	294,981	100	271,612	100
Less: Allowance for loan losses	(2,455)		(2,589)	
Loans, net	\$ 292,526		\$ 269,023	

The Bank's net loans totaled \$292.5 million at September 30, 2018, compared to \$269.0 million at December 31, 2017, an increase of \$23.5 million, or 8.74%. Consumer loans decreased from \$16.1 million at December 31, 2017 to \$14.6 million at September 30, 2018, a decrease of \$1.5 million, or 9.37%. Residential real estate loans increased by \$0.8 million, or 0.95%, from \$81.9 million at December 31, 2017 to \$82.7 million at September 30, 2018. Indirect loans increased from \$85.2 million at December 31, 2017 to \$110.2 million at September 30, 2018, an increase of \$25.0 million, or 29.36%. Commercial loans increased \$2.0 million, or 17.85%, to \$13.3 million at September 30, 2018 compared to \$11.3 million at December 31, 2017. Construction loans decreased by \$0.9 million, or 24.27% to \$2.7 million at September 30, 2018, compare to \$3.5 million at December 31, 2017. Commercial real estate loans decreased from \$73.6 million at December 31, 2017 to \$71.5 million at September 30, 2018, a decrease of \$2.0 million or 2.79%.

Credit Risk and Allowance for Loan Losses. Credit risk is the risk of loss arising from the inability of a borrower to meet his or her obligations and entails both general risks, which are inherent in the process of lending, and risks specific to individual borrowers. Credit risk is mitigated through portfolio diversification, which limits exposure to any single customer, industry, or collateral type. Residential mortgage and home equity loans and lines generally have the lowest credit loss experience. Loans secured by personal property, such as auto loans, generally experience medium credit losses. Unsecured loan products, such as personal revolving credit, have the highest credit loss experience and for that reason, the Bank has chosen not to engage in a significant amount of this type of lending. Credit risk in commercial lending can vary significantly, as losses as a percentage of outstanding loans can

shift widely during economic cycles and are particularly sensitive to changing economic conditions. Generally, improving economic conditions result in improved operating results on the part of commercial customers, enhancing their ability to meet their particular debt service requirements. Improvements, if any, in operating cash flows can be offset by the impact of rising interest rates that may occur during improved economic times. Inconsistent economic conditions may have an adverse effect on the operating results of commercial customers, reducing their ability to meet debt service obligations.

The allowance for loan losses is established through a provision for loan losses charged to expense. Loans are charged against the allowance for loan losses when management believes that the collectability of the principal is unlikely. The allowance, based on evaluations of the collectability 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.

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The evaluations are performed for each class of loans and 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 securing the loans and current economic conditions and trends that may affect the borrowers' ability to pay. For example, delinquencies in unsecured loans and indirect automobile installment loans will be reserved for at significantly higher ratios than loans secured by real estate. Based on that analysis, the Bank deems its allowance for loan losses in proportion to the total nonaccrual loans and past due loans to be sufficient.

For purposes of determining the allowance for loan losses, the Bank segments the loan portfolio into the following classifications:

- Consumer
- Residential Real Estate
- Indirect
- Commercial
- Construction
- Commercial Real Estate

Each of these segments are reviewed and analyzed quarterly using the average historical charge-offs over a forty-eight to sixty month period for their respective segments as well as the following qualitative factors:

- Changes in asset quality metrics including past due loans (30 - 89 days), nonaccrual loans, classified assets, watch list loans all in relation to total loans. Also policy exceptions in relationship to loan volume.
- Changes in the rate and direction of the loan volume by portfolio segment.
- Concentration of credit including the concentration percentages, changes in concentration and concentrations relative to goals.
- Changes in macro-economic factors including the rates and direction of unemployment, median income and population.
- Changes in internal factors including external loan review required reserve changes, internal review penetration, internal required reserve changes, and weighted required reserve trends.
- Changes in rate and direction of charge offs and recoveries.

Transactions in the allowance for loan losses for the nine months ended September 30, 2018 and the year ended December 31, 2017 were as follows:

September 30, 2018 (dollars in thousands)	Consumer	Residential Real Estate	Indirect	Commercial	Construction	Commercial Real Estate	Unallocated	Total
	\$ 214	\$ 1,061	\$ 774	\$ 237	\$ 12	\$ 291	\$ —	\$ 2,589

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Balance, beginning of year								
Charge-offs	(96)	(589)	(256)	(13)	—	—	—	(954)
Recoveries	46	2	171	—	—	—	—	219
Provision for loan losses	40	353	234	18	(9)	(35)	—	601
Balance, end of year	\$ 204	\$ 827	\$ 923	\$ 242	\$ 3	\$ 256	\$ —	\$ 2,455
Individually evaluated for impairment:								
Balance in allowance	\$ 74	\$ —	\$ —	\$ 208	\$ —	\$ —	\$ —	\$ 282
Related loan balance	280	1,282	—	208	—	1,085	—	2,855
Collectively evaluated for impairment:								
Balance in allowance	\$ 130	\$ 827	\$ 923	\$ 34	\$ 3	\$ 256	\$ —	\$ 2,173
Related loan balance	14,322	81,423	110,192	13,058	2,677	70,454	—	292,126

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December 31, 2017 (dollars in thousands)	Consumer	Residential Real Estate	Indirect	Commercial	Construction	Commercial Real Estate	Unallocated	Total
Balance, beginning of year	\$ 182	\$ 1,042	\$ 693	\$ 284	\$ 10	\$ 259	\$ 14	\$ 2,484
Charge-offs	(96)	(3)	(458)	(9)	—	—	—	(566)
Recoveries	8	27	286	—	—	14	—	335
Provision for loan losses	120	(5)	253	(38)	2	18	(14)	336
Balance, end of year	\$ 214	\$ 1,061	\$ 774	\$ 237	\$ 12	\$ 291	\$ —	\$ 2,589
Individually evaluated for impairment:								
Balance in allowance	\$ 52	\$ 513	\$ —	\$ 217	\$ —	\$ —	\$ —	\$ 782
Related loan balance	160	2,345	—	217	—	1,176	—	3,898
Collectively evaluated for impairment:								
Balance in allowance	\$ 162	\$ 548	\$ 774	\$ 20	\$ 12	\$ 291	\$ —	\$ 1,807
Related loan balance	15,952	79,580	85,186	11,040	3,536	72,420	—	267,714

Management believes the allowance for credit losses is at an appropriate level to absorb inherent probable losses in the portfolio.

(dollars in thousands)	September 30, 2018	September 30, 2017
Average loans	\$ 283,005	\$ 269,333
Net charge offs to average loans (annualized)	0.35 %	0.05 %

During the nine-month period ending September 30, 2018, loans to 43 borrowers and related entities totaling approximately \$954,000 were determined to be uncollectible and were charged off. During the nine-month period ending September 30, 2017, loans to 48 borrowers and related entities totaling approximately \$356,000 were

determined to be uncollectible and were charged off.

Reserve for Unfunded Commitments. Loan commitments and unused lines of credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. The Bank generally requires collateral to support financial instruments with credit risk on the same basis as it does for on-balance sheet instruments. The collateral requirement is based on management's credit evaluation of the counter party. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Since many of the commitments are expected to expire without being drawn upon, the total commitment amount does not necessarily represent future cash requirements. Each customer's creditworthiness is evaluated on a case-by-case basis.

Standby letters of credit are conditional commitments issued to guarantee the performance of a customer to a third party. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loan facilities to customers.

As of September 30, 2018 and 2017, the Bank had outstanding commitments totaling \$31.4 million and \$21.3 million, respectively. These outstanding commitments consisted of letters of credit, undrawn lines of credit, and other

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loan commitments. The following table shows the Bank's reserve for unfunded commitments arising from these transactions:

(dollars in thousands)	Nine Months Ended September 30,	
	2018	2017
Beginning balance	\$ 24	\$ 25
Reduction of unfunded reserve	(45)	(29)
Provisions charged to operations	46	17
Ending balance	\$ 25	\$ 13

Contractual Obligations and Commitments. No material changes, outside the normal course of business, have been made during 2018.

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.

At September 30, 2018 (dollars in thousands)	Current	30-89 Days Past Due	90 Days or More and Still Accruing	Nonaccrual	Total
Consumer	\$ 14,187	\$ 81	\$ —	\$ 334	\$ 14,602
Residential Real Estate	81,335	409	28	933	82,705
Indirect	109,380	677	—	135	110,192
Commercial	13,266	—	—	—	13,266
Construction	2,449	—	—	228	2,677
Commercial Real Estate	71,007	—	—	532	71,539
	\$ 291,624	\$ 1,167	\$ 28	\$ 2,162	\$ 294,981

At December 31, 2017 (dollars in thousands)	Current	30-89 Days Past Due	90 Days or More and Still Accruing	Nonaccrual	Total
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Consumer	\$ 15,823	\$ 80	\$ 24	\$ 185	\$ 16,112
Residential Real Estate	79,205	597	—	2,124	81,926
Indirect	83,932	1,166	—	88	85,186
Commercial	11,203	—	6	48	11,257
Construction	3,188	—	30	318	3,536
Commercial Real Estate	73,088	—	—	507	73,595
	\$ 266,439	\$ 1,843	\$ 60	\$ 3,270	\$ 271,612

The balances in the above charts have not been reduced by the allowance for loan loss. For the period ending September 30, 2018, the allowance for loan loss is \$2.5 million. For the period ending December 31, 2017, the allowance for loan loss is \$2.6 million.

At September 30, 2018, there was \$1.0 million in loans outstanding, that were in an accrual status, but known information about possible credit problems of borrowers caused management to have 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. The three loans outstanding, totaling \$1.0 million are as follows: \$626,000 Commercial Real Estate loan where the guarantor is in bankruptcy and the loan has an accelerated

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payoff since we have an assignment of rents from the property which has a very long-term national tenant; \$158,000 Home Equity Line of Credit which is paying as agreed, however the borrower has defaulted on other commercial loans which have been satisfied; and a \$208,000 Commercial loan with a loan to value ratio which has deteriorated, which has a complete specific reserve of \$208,000. All three of these loans are classified with a risk rating of Substandard.

Non-accrual loans with specific reserves at September 30, 2018 are comprised of:

Consumer loans – Three loans to three borrowers that totaled \$230,677 with specific reserves of \$74,149 established for the loans. One of these loans totaling \$44,401 with a specific reserve in the amount of \$15,953 was also a Troubled Debt Restructured loan.

Below is a summary of the recorded investment amount and related allowance for losses of the Bank's impaired loans at September 30, 2018 and December 31, 2017.

September 30, 2018 (dollars in thousands)	Recorded Investment	Unpaid Principal Balance	Interest Income Recognized	Specific Reserve	Average Recorded Investment
Impaired loans with specific reserves:					
Consumer	\$ 231	\$ 231	\$ 5	\$ 74	\$ 274
Commercial	208	208	6	208	212
Total impaired loans with specific reserves	438	438	11	282	486
Impaired loans with no specific reserve:					
Consumer	\$ 104	\$ 104	\$ 1	\$ —	\$ 50
Residential Real Estate	1,090	1,516	10	—	1,660
Indirect	108	108	—	—	—
Construction	228	228	—	—	236
Commercial Real Estate	1,158	1,468	27	—	1,643
Total impaired loans with no specific reserve	\$ 2,688	\$ 3,424	\$ 38	—	\$ 3,589
December 31, 2017 (dollars in thousands)	Recorded Investment	Unpaid Principal Balance	Interest Income Recognized	Specific Reserve	Average Recorded Investment
Impaired loans with specific reserves:					
Consumer	\$ 160	\$ 160	\$ 5	\$ 52	\$ 205
Residential Real Estate	1,294	1,322	—	513	1,312
Commercial	217	217	—	217	223
Total impaired loans with specific reserves	1,671	1,699	5	782	1,740

Impaired loans with no specific reserve:					
Consumer	\$ 49	\$ 49	\$ —	—	\$ —
Residential Real Estate	992	1,760	11	—	1,572
Indirect	88	88	—	—	—
Commercial	2	2	—	—	2
Construction	318	318	—	—	322
Commercial Real Estate	1,194	1,194	39	—	1,632
Total impaired loans with no specific reserve	\$ 2,643	\$ 3,411	\$ 50	—	\$ 3,528

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(dollars in thousands)	September 30, 2018		December 31, 2017	
Troubled debt restructured loans	\$ 252		\$ 263	
Non-accrual and 90+ days past due and still accruing loans to average loans	0.85	%	1.32	%
Allowance for loan losses to nonaccrual & 90+ days past due and still accruing loans	112.1	%	77.7	%

At September 30, 2018, there were two troubled debt restructured loans consisting of a commercial loan of \$208,000 and a consumer loan of \$44,000. The consumer loan is in a nonaccrual status.

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The following table shows the activity for non-accrual loans for the quarters ended September 30, 2017 and 2018.

(dollars in thousands)	Residential					Commercial		Totals
	Consumer	Real Estate	Indirect	Commercial	Construction	Real Estate		
December 31, 2016	403	2,508	193	—	—	647	3,751	
Transfers into nonaccrual	6	524	624	48	84	132	1,418	
Loans paid down/payoffs	(77)	(183)	(113)	—	(86)	(147)	(606)	
Loans returned to accrual status	(47)	(132)	(162)	—	—	—	(341)	
Loans charged off	(4)	(3)	(349)	—	—	—	(356)	
September 30, 2017	281	2,714	193	48	(2)	632	3,866	
December 31, 2017	185	2,124	88	48	318	507	3,270	
Transfers into nonaccrual	261	183	464	—	—	2,082	2,989	
Loans paid down/payoffs	(20)	(595)	(90)	(48)	(90)	(2,057)	(2,900)	
Loans returned to accrual status	—	(191)	(71)	—	—	—	(262)	
Loans charged off	(92)	(588)	(256)	—	—	—	(936)	
September 30, 2018	334	933	135	—	228	532	2,162	

Other Real Estate Owned. At September 30, 2018, the Company had \$705,000 in real estate acquired in partial or total satisfaction of debt, compared to \$114,000 at December 31, 2017. The \$591,000 increase was due to the sale of one property and the addition of one new property. All such properties are initially recorded at the lower of cost or fair value (net realizable 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 noninterest expense. Gains and losses realized from the sale of other real estate owned were included in noninterest income.

Credit Quality Information

In addition to monitoring the performance status of the loan portfolio, the Company utilizes a risk rating scale (1-8) to evaluate loan asset quality for all loans. Loans that are rated 1-4 are classified as pass credits. For the pass rated loans, management believes there is a low risk of loss related to these loans and, as necessary, credit may be strengthened through improved borrower performance and/or additional collateral.

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)

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- 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)

The following tables provides information with respect to the Company's credit quality indicators by loan portfolio segment at September 30, 2018 and December 31, 2017:

September 30, 2018 (dollars in thousands)	Residential			Commercial			Total
	Consumer	Real Estate	Indirect	Commercial	Construction	Real Estate	
Pass	\$ 14,191	\$ 81,142	\$ 109,785	\$ 13,058	\$ 2,677	\$ 70,412	\$ 291,265
Special mention	—	172	47	—	—	—	219
Substandard	411	1,391	340	208	—	1,127	3,477
Doubtful	—	—	20	—	—	—	20
Loss	—	—	—	—	—	—	—
	\$ 14,602	\$ 82,705	\$ 110,192	\$ 13,266	\$ 2,677	\$ 71,539	\$ 294,981
Nonaccrual	334	933	135	—	228	532	2,162
Troubled debt restructures	44	—	—	208	—	—	252
Number of TDRs accounts	1	—	—	1	—	—	2
Non-performing TDRs	44	—	—	—	—	—	44
Number of non-performing TDR accounts	1	—	—	—	—	—	1
December 31, 2017 (dollars in thousands)	Residential			Commercial			Total
	Consumer	Real Estate	Indirect	Commercial	Construction	Real Estate	
Pass	\$ 15,952	\$ 79,126	\$ 84,574	\$ 11,040	\$ 3,536	\$ 72,092	\$ 266,320
Special mention	—	218	129	—	—	327	674
Substandard	160	2,582	383	217	—	1,176	4,518
Doubtful	—	—	100	—	—	—	100
Loss	—	—	—	—	—	—	—
	\$ 16,112	\$ 81,926	\$ 85,186	\$ 11,257	\$ 3,536	\$ 73,595	\$ 271,612
Nonaccrual	185	2,124	88	48	318	507	3,270
Troubled debt restructures	46	—	—	217	—	—	263

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Number of TDRs accounts	1	—	—	1	—	—	2
Non-performing TDRs	46	—	—	—	—	—	46
Number of non-performing TDR accounts	1	—	—	—	—	—	1

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NOTE 6 – FAIR VALUE

ASC Topic 820 provides a framework for measuring and disclosing fair value under GAAP. ASC 820 requires disclosures about the fair value of assets and liabilities recognized in the balance sheet in periods subsequent to initial recognition, whether the measurements are made on a recurring basis (for example, available-for-sale investment securities) or a nonrecurring basis (for example, impaired loans).

ASC 820 defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. ASC 820 also establishes a fair value hierarchy, which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value.

The 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:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities that the entity has the ability to access at the measurement date.
- Level 2 – Other significant observable inputs (including quoted prices in active markets for similar securities)
- Level 3 – Significant unobservable inputs (including the Company’s own assumptions in determining the fair value of investments)

The following is a description of valuation methodologies used for assets and liabilities recorded at fair value:

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

The Bank may be required, from time to time, to measure certain other financial and non-financial assets and liabilities at fair value on a non-recurring basis in accordance with GAAP.

Loans. At September 30, 2018, these assets include 23 loans, excluding \$271,000 of residential real estate and indirect loans, classified as impaired, which include nonaccrual, past due 90 days or more and still accruing, and a homogeneous pool of indirect loans all considered to be impaired loans, which are valued under Level 3 inputs. Loans which are deemed to be impaired (\$2.8 million of loans with \$282,000 of specific reserves as of September 30, 2018) and foreclosed real estate assets are primarily valued on a nonrecurring basis at the fair values of the underlying real estate collateral. The Company is predominantly a cash flow lender with real estate serving as collateral on a majority of loans (\$2.6 million of the total impaired loans as of September 30, 2018). On a quarterly basis, the Company determines such fair values through a variety of data points and mostly rely on appraisals from independent appraisers. We obtain an appraisal on properties when they become impaired and have new appraisals at least every year. Typically, these appraisals do not include an inside inspection of the property as our loan documents

do not require the borrower to allow access to the property. Therefore the most significant unobservable inputs is the details of the amenities included within

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the property and the condition of the property. Further, we cannot always accurately assess the amount of time it takes to gain ownership of our collateral through the foreclosure process and the damage, as well as potential looting, of the property further decreasing our value. Thus, in determining the fair values we discount the current independent appraisals, with a range from 0% to 16%, based on individual circumstances. The remaining impaired loans (\$523,000 million with \$223,000 of specific reserves as of September 30, 2018) include mobile homes, commercial, consumer, and indirect auto loans, which are valued based on the value of the underlying collateral.

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
September 30, 2018				
Recurring:				
Securities available for sale				
Collateralized mortgage obligations	\$ —	\$ 20,565	\$ —	\$ 20,565
Agency mortgage-backed securities	—	25,614	—	25,614
Municipal securities	—	34,446	—	34,446
U.S. Government agency securities	—	1,919	—	1,919
U.S. Treasury securities	—	1,485	—	1,485
Interest rate swap	—	517	—	517
Non-recurring:				
Maryland Financial Bank stock	—	—	23	23
Impaired loans	—	—	2,844	2,844
OREO	—	705	—	705
	\$ —	\$ 85,251	\$ 2,867	\$ 88,118
December 31, 2017				
Recurring:				
Securities available for sale				
Collateralized mortgage obligations	\$ —	\$ 23,514	\$ —	\$ 23,514
Agency mortgage-backed securities	—	25,229	—	25,229
Municipal securities	—	35,633	—	35,633
U.S. Government agency securities	—	3,480	—	3,480
U.S. Treasury securities	—	1,493	—	1,493
Interest rate swap	—	49	—	49
Non-recurring:				
Maryland Financial Bank stock	—	—	30	30
Impaired loans	—	—	3,532	3,532
OREO	—	114	—	114
	\$ —	\$ 89,512	\$ 3,562	\$ 93,074

The estimated fair values of the Company's financial instruments at September 30, 2018 and December 31, 2017 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

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of estimated fair values is based on market conditions at a specific point in time and may not reflect current or future fair values.

(dollars in thousands)	September 30, 2018		December 31, 2017	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial assets:				
Cash and due from banks	\$ 5,282	\$ 5,282	\$ 2,610	\$ 2,610
Interest-bearing deposits in other financial institutions	10,208	10,208	9,846	9,846
Federal funds sold	327	327	149	149
Investment securities available for sale	84,029	84,029	89,349	89,349
Investments in restricted stock	2,073	2,073	1,232	1,232
Ground rents	146	146	153	153
Loans, less allowance for credit losses	292,526	294,316	269,023	275,819
Accrued interest receivable	1,233	1,233	1,133	1,133
Cash value of life insurance	7,818	7,818	8,713	8,713
Financial liabilities:				
Deposits	336,847	314,413	334,238	324,512
Long-term borrowings	—	—	—	—
Short-term borrowings	40,000	39,957	20,000	20,739
Accrued interest payable	149	149	101	101
Unrecognized financial instruments:				
Commitments to extend credit	31,401	31,401	19,109	19,109
Standby letters of credit	1,025	1,025	71	71

The following presents the carrying amount, fair value, and placement in the fair value hierarchy of the Company's financial instruments.

(dollars in thousands)	Carrying Amount	Fair Value	September 30, 2018		
			Level 1	Level 2	Level 3
Financial instruments - Assets					
Cash and cash equivalents	\$ 15,817	\$ 15,817	\$ 15,817	—	\$ —
Loans receivable, net	292,526	294,316	—	—	294,316
Cash value of life insurance	7,818	7,818	—	7,818	—
Financial instruments - Liabilities					
Deposits	336,847	314,413	—	314,413	—
Short-term debt	40,000	39,957	—	39,957	—

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 if available, or measured using pricing models or other model-based valuation techniques such as present value and future value cash flows. The fair value of loans receivable is estimated using discounted cash flow analysis. For cash surrender value of life insurance, the carrying value is a reasonable estimate of fair value. Cash surrender value of life insurance is reported in the Level 2 fair value category. The fair value of FHLB borrowings is estimated based upon discounted future cash flows using a discounted rate comparable to the current market rate for such borrowings. FHLB borrowings are reported in the Level 2 fair value category.

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.

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NOTE 7 – RECENT ACCOUNTING PRONOUNCEMENTS

The FASB has issued several exposure drafts which, if adopted, could 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. 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.

Accounting Standards Update (“ASU”) 2014-09, “Revenue from Contracts with Customers (Topic 606).” ASU 2014-09 implements a common revenue standard that clarifies the principles for recognizing revenue. The core principle of ASU 2014-09 is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. To achieve that core principle, an entity should apply the following steps: (i) identify the contract(s) with a customer, (ii) identify the performance obligations in the contract, (iii) determine the transaction price, (iv) allocate the transaction price to the performance obligations in the contract and (v) recognize revenue when (or as) the entity satisfies a performance obligation. The Company’s revenue is comprised of net interest income on financial assets and financial liabilities, which is explicitly excluded from the scope of ASU 2014-09, and non-interest income. ASU 2014-09 was effective for the Company on January 1, 2018 and did not have a significant impact on our financial statements.

ASU 2016-01, “Financial Instruments – Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities.” ASU 2016-01 is intended to improve the recognition and measurement of financial instruments by requiring equity investments to be measured at fair value with changes in fair value recognized in net income; requiring public business entities to use the exit price notion when measuring the fair value of financial instruments for disclosure purposes; requiring separate presentation of financial assets and financial liabilities by measurement category and form of financial asset on the balance sheet or the accompanying notes to the financial statements; eliminating the requirement for public business entities to disclose the method(s) and significant assumptions used to estimate the fair value that is required to be disclosed for financial instruments measured and amortized at cost on the balance sheet; and requiring a reporting organization to present separately in other comprehensive income the portion of the total change in the fair value of a liability resulting from a change in the instrument-specific credit risk when the organization has elected to measure the liability at fair value in accordance with the fair value option for financial instruments. ASU 2016-01 is effective for annual periods and interim periods within those annual periods, beginning after December 15, 2017. The amendments should be applied by means of a cumulative-effect adjustment to the balance sheet as of the beginning of the fiscal year of adoption. The amendments related to equity securities without readily determinable fair values (including disclosure requirements) should be applied prospectively to equity investments that exist as of the date of adoption. The Company adopted ASU 2016-01 on January 1, 2018 and it did not have a material impact on the consolidated financial statement. The Bank’s equity securities are membership stocks in the Federal Home Loan Bank and Maryland Financial Bank and thereby excluded from fair value pricing. For exit pricing on loans, the Company used data on recent originations which captured expectations of the credit risk “premium” and an analysis of prepayments which captures the Company’s historical prepayment experience.

ASU 2016-02, “Leases (Topic 842).” ASU 2016-02 will, among other things, require lessees to recognize a lease liability, which is a lessee’s obligation to make lease payments arising from a lease, measured on a discounted basis; and a right-of-use asset, which is an asset that represents the lessee’s right to use, or control the use of, a specified asset for the lease term. ASU 2016-02 does not significantly change lease accounting requirements applicable to lessors; however, certain changes were made to align, where necessary, lessor accounting with the lessee accounting model and ASC Topic 606, “Revenue from Contracts with Customers.” ASU 2016-02 will be effective for the Company on January 1, 2019 and will require transition using a modified retrospective approach for leases existing at, or entered into after, the beginning of the earliest comparative period presented in the financial statements. The Company is

currently evaluating the potential impact of ASU 2016 02 on our financial statements and does not expect it to have a significant impact on the Company's financial statements.

ASU 2016 05, "Derivatives and Hedging (Topic 815) Effect of Derivative Contract Novations on Existing Hedge Accounting Relationships." ASU 2016 05 clarifies that a change in the counterparty to a derivative instrument

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that has been designated as the hedging instrument under ASC Topic 815 does not, in and of itself, require dedesignation of that hedging relationship provided that all other hedge accounting criteria continue to be met. ASU 2016 05 was effective for us on January 1, 2017 and did not have a significant impact on our financial statements.

ASU 2016 09, “Compensation - Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting.” Under ASU 2016 09 all excess tax benefits and tax deficiencies related to share-based payment awards should be recognized as income tax expense or benefit in the income statement during the period in which they occur. Previously, such amounts were recorded in the pool of excess tax benefits included in additional paid-in capital, if such pool was available. Because excess tax benefits are no longer recognized in additional paid-in capital, the assumed proceeds from applying the treasury stock method when computing earnings per share should exclude the amount of excess tax benefits that would have previously been recognized in additional paid-in capital. Additionally, excess tax benefits should be classified along with other income tax cash flows as an operating activity rather than a financing activity, as was previously the case. ASU 2016 09 also provides that an entity can make an entity-wide accounting policy election to either estimate the number of awards that are expected to vest (current GAAP) or account for forfeitures when they occur. ASU 2016 09 changes the threshold to qualify for equity classification (rather than as a liability) to permit withholding up to the maximum statutory tax rates (rather than the minimum as was previously the case) in the applicable jurisdictions. ASU 016 09 was effective on January 1, 2017 and did not have a significant impact on the Company’s financial statements.

ASU No. 2016 13, “Financial Instruments—Credit Losses (Topic 326) Measurement of Credit Losses on Financial Instruments” which updated guidance intended to provide financial statement users with more decision-useful information about the expected credit losses on financial instruments and other commitments to extend credit held by a reporting entity at each reporting date. The updated guidance replaces the current incurred loss impairment methodology with a methodology that reflects expected credit losses and requires the consideration of a broader range of reasonable and supportable information to inform credit loss estimates. The updated guidance is effective for interim and annual reporting periods beginning after December 15, 2019, with early adoption permitted. While the Company generally expects that the implementation of ASU 2016-13 will increase the allowance for loan losses balance, the Company is continuing to evaluate the potential impact on the Company’s financial statements.

ASU 2016 15, “Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments” (“ASU 2016 15”). ASU 2016 15 addresses the following eight specific cash flow issues: Debt prepayment or debt extinguishment costs; settlement of zero-coupon debt instruments or other debt instruments with coupon interest rates that are insignificant in relation to the effective interest rate of the borrowing; contingent consideration payments made after a business combination; proceeds from the settlement of insurance claims; proceeds from the settlement of corporate-owned life insurance policies (COLIs) (including bank-owned life insurance policies (BOLIs)); distributions received from equity method investees; beneficial interests in securitization transactions; and separately identifiable cash flows and application of the predominance principle. ASU 2016 15 is effective for public business entities for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years. Early application is permitted, including adoption in an interim period. The Company’s adoption of this guidance did not have a material effect on the Company’s consolidated financial statements.

ASU 2016 18, “Statement of Cash Flows (Topic 230) - Restricted Cash.” ASU 2016 18 requires that a statement of cash flows explain the change during the period in the total of cash, cash equivalents, and amounts generally described as restricted cash or restricted cash equivalents. Therefore, amounts generally described as restricted cash and restricted cash equivalents should be included with cash and cash equivalents when reconciling the beginning-of-period and end-of-period total amounts shown on the statement of cash flows. ASU 2016 18 was effective for the Company on January 1, 2018 and did not have a significant impact on our financial statements.

ASU 2017 01, “Business Combinations (Topic 805) - Clarifying the Definition of a Business.” ASU 2017 01 clarifies the definition and provides a more robust framework to use in determining when a set of assets and activities constitutes a business. ASU 2017 01 is intended to provide guidance when evaluating whether transactions should be accounted for as acquisitions (or disposals) of assets or businesses. ASU 2017 01 was effective for the Company on January 1, 2018 and did not have a significant impact on our financial statements.

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ASU 2017-08, "Receivables – Nonrefundable Fees and Other Costs: Premium Amortization on Purchased Callable Debt Securities." ASU 2017-08 shortens the amortization period for the premium on certain purchased callable debt securities to the earliest call date. Today, entities generally amortize the premium over the contractual life of the security. The new guidance does not change the accounting for purchased callable debt securities held at a discount; the discount continues to be amortized to maturity. ASU No. 2017-08 is effective for interim and annual reporting periods beginning after December 15, 2018; early adoption is permitted. The guidance calls for a modified retrospective transition approach under which a cumulative-effect adjustment will be made to retained earnings as of the beginning of the first reporting period in which the guidance is adopted. The Company is currently assessing the impact of the new guidance on its consolidated financial statements.

ASU No. 2017-12, "Derivatives and Hedging (Topic 815): Targeted Improvements to Accounting for Hedging Activities." This standard better aligns an entity's risk management activities and financial reporting for hedging relationships through changes to both the designation and measurement guidance for qualifying hedging relationships and the presentation of hedge results. To meet that objective, the amendments expand and refine hedge accounting for both nonfinancial and financial risk components and align the recognition and presentation of the effects of the hedge instruments and the hedged item in the financial statements. Adoption for this ASU is required for fiscal years and interim periods beginning after December 15, 2018 and early adoption is permitted. The Company is currently assessing the impact of the new guidance on its consolidated financial statements.

ASU No. 2018-02, "Income Statement - Reporting Comprehensive Income (Topic 220): Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income." The amendments in this ASU allow a reclassification from accumulated other comprehensive income to retained earnings for stranded tax effects resulting from the Tax Cuts and Jobs Act. The ASU does not have any impact on the underlying ASC 740 guidance that requires the effect of a change in tax law be included in income from continuing operations. The amendments in this ASU are effective for all entities for fiscal years beginning after December 15, 2018, and interim periods within those fiscal years. Early adoption is permitted and should be applied either in the period of adoption or retrospectively to each period (or periods) in which the effect of the change in the U.S. federal corporate income tax rate in the Tax Cuts and Jobs Act is recognized. The Company adopted the guidance in the ASU in its December 31, 2017 consolidated financial statements resulting in a reclassification of \$0.1 million of stranded tax effects related to net unrealized losses on investment securities. The impact was not material.

ASU No. 2018-11, "Leases - Targeted Improvements." ASU No. 2018-11 provides entities with relief from the costs of implementing certain aspects of the new leasing standard, ASU No. 2016-02. Specifically, under the amendments in ASU 2018-11: (1) entities may elect not to recast the comparative periods presented when transitioning to the new leasing standard, and (2) lessors may elect not to separate lease and non-lease components when certain conditions are met. The amendments have the same effective date as ASU 2016-02 (January 1, 2019 for the Company). The Company expects to elect both transition options. ASU 2018-11 is not expected to have a material impact on the Company's Consolidated Financial Statements.

ASU No. 2018-13, "Fair Value Measurement (Topic 820)." ASU 2018-13 eliminates, adds and modifies certain disclosure requirements for fair value measurements. Among the changes, entities will no longer be required to disclose the amount of and reasons for transfers between Level 1 and Level 2 of the fair value hierarchy, but will be required to disclose the range and weighted average used to develop significant unobservable inputs for Level 3 fair value measurements. ASU No. 2018-13 is effective for interim and annual reporting periods beginning after December 15, 2019; early adoption is permitted. Entities are also allowed to elect early adoption the eliminated or

modified disclosure requirements and delay adoption of the new disclosure requirements until their effective date. As ASU No. 2018-13 only revises disclosure requirements, it will not have a material impact on the Company's Consolidated Financial Statements.

ASU No. 2018-14, "Compensation – Retirement Benefit Plans – General (Subtopic 715-20)." ASU 2018-14 makes minor changes to the disclosure requirements for employers that sponsor defined benefit pension and/or other postretirement benefit plans. ASU 2018-14 is effective for fiscal years ending after December 15, 2020; early adoption

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is permitted. As ASU 2018-14 only revises disclosure requirements, it will not have a material impact on the Company's Consolidated Financial Statements.

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. In the first nine months of 2018, the Bank's loan portfolio grew by \$23.5 million or 8.74%, and deposit balances increased by \$2.6 million or 0.78%. The Company has a very strong capital position and capacity for future growth with estimated total regulatory capital to risk weighted assets of 12.64% as of September 30, 2018, as compared to 14.68% for the same period of 2017.

Return on average assets for the three- and nine-month periods ended September 30, 2018 was 0.54% and 0.65%, respectively, as compared to 0.42% and 0.55% for the three- and nine-month periods ended September 30, 2017. Return on average equity for the three- and nine-month periods ended September 30, 2018 was 6.50% and 7.56%, respectively, as compared to 4.82% and 6.33% for the three- and nine-month periods ended September 30, 2017.

The book value per share of Bancorp's common stock was \$11.86 at September 30, 2018, as compared to \$12.38 per share at September 30, 2017.

At September 30, 2018, the Bank remained above all "well-capitalized" regulatory requirement levels. The Bank's estimated tier 1 risk-based capital ratio was 11.75% at September 30, 2018, as compared to 12.83% at December 31,

2017.

Our liquidity position remained strong due to available cash and cash equivalents, borrowing lines with the FHLB of Atlanta and correspondent banks, and the size and composition of the bond portfolio.

Net income available to common stockholders for the three-month period ended September 30, 2018 was \$542,000, or \$0.19 per basic and diluted share compared to \$411,000, or \$0.15 per basic and diluted share for the same period of 2017. Net income available to common stockholders for the nine-month period ended September 30, 2018 was \$1.3 million, or \$0.45 per basic and diluted share compared to \$1.1 million, or \$0.38 per basic and diluted share for the same period of 2017. The results recorded for the three-month period ending September 30, 2018 exceeded the same period of 2017 resulting primarily from higher net interest income, noninterest expenses and provision for loan losses.

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The results recorded for the nine-month period ending September 30, 2018 exceeded the same period of 2017 resulting primarily from higher net interest income and gains on redemption of BOLI policies, offset by higher tax expense, noninterest expenses and provision for loan losses.

RESULTS OF OPERATIONS

Net Interest Income. The Company's net interest income for the three-month period ended September 30, 2018 was \$3.3 million, as compared to \$2.9 million for the same period in 2017, an increase of \$367,000, or 12.50%. The Company's net interest income for the nine-month period ended September 30, 2018 was \$9.3 million, as compared to \$8.7 million for the same period in 2017, an increase of \$684,000, or 7.9%.

Total interest income for the third quarter 2018 increased \$428,000, or 12.46% when compared to the same period in 2017 from \$3.4 million in 2017 to \$3.9 million in 2018. The primary driver of the increase was an increase of \$386,000 in interest and fees on loans. Total interest income for the nine months ended September 30, 2018 increased \$709,000 when compared to the same period in 2017 from \$10.1 million in 2017 to \$10.9 million in 2018, an increase of 6.99%. The primary driver of the increase in total interest income was an increase of \$597,000 in interest and fees on loans resulting from \$23.5 million of net growth in the loan portfolio of which \$25.0 million was in indirect loans.

Interest expense for the third quarter 2018 increased \$61,000 from \$499,000 for the same period in 2017 to \$560,000 in 2018, an increase of 12.22%. Interest expense for the nine months ended September 30, 2018 increased \$25,000 from \$1.48 million for the same period in 2017 to \$1.50 million in 2018, an increase of 1.69%. The primary driver for the increase in interest expense was the \$20 million increase in short-term borrowings.

Net interest margin for the three-month period ended September 30, 2018 was 3.34% compared to 3.10% for the three-month period ended September 30, 2017. The increase was primarily due to a \$16.6 million increase in the average balance of interest earning assets. The yield on interest earning assets increased by 0.28% from 3.63% for the three-month period ended September 30, 2017 to 3.91% for the same period of 2018. The cost of funds increased 0.05% from 0.55% for the three-month period ended September 30, 2017 to 0.60% for the same period of 2018. Net interest margins for the nine-month period ended September 30, 2018 was 3.26% compared to 3.09% for the nine-month period ended September 30, 2017. The increase was primarily due to an \$8.5 million increase in the average balance of interest earning assets. The yield on interest earning assets increased by 0.17% from 3.62% for the nine-month period ended September 30, 2017 to 3.79% for the same period of 2018.

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The following tables set forth, for the periods indicated, information regarding the average balances of interest earning assets and interest bearing liabilities, the amount of interest income and interest expense and the resulting yields on average interest earning assets and rates paid on average interest bearing liabilities.

(dollars in thousands)	Three Months Ended September 30,							
	2018		Yield/		2017		Yield/	
	Average	Interest	Cost		Average	Interest	Cost	
	Balance				Balance			
ASSETS:								
Interest-earning assets:								
Interest-bearing deposits w/ banks & fed funds	\$ 7,360	\$ 44	2.37 %		\$ 12,765	\$ 38	1.19 %	
Investment securities available for sale	88,611	526	2.36		90,028	498	2.19	
Restricted equity securities	1,846	23	4.89		1,384	15	4.39	
Total interest bearing deposits/investments	97,817	593	2.40		104,177	551	2.10	
Loans:								
Commercial & industrial	12,797	202	6.27		11,721	173	5.85	
Commercial real estate	74,926	977	5.18		67,159	848	5.01	
Residential real estate	83,438	1,003	4.77		85,468	975	4.53	
Indirect automobile	105,802	792	2.97		84,163	546	2.57	
Construction	2,806	48	6.73		7,186	106	5.88	
Consumer & other	14,180	247	6.92		15,276	235	6.10	
Total loans	293,949	3,269	4.41		270,973	2,883	4.22	
Total interest-earning assets	391,766	3,862	3.91		375,150	3,434	3.63	
Cash	3,540				3,526			
Allowance for loan losses	(2,358)				(2,657)			
Market valuation	(2,637)				(441)			
Other assets	17,351				18,396			
Total non-earning assets	15,896				18,824			
Total assets	\$ 407,662				\$ 393,974			
LIABILITIES AND STOCKHOLDER'S EQUITY:								
Interest-bearing deposits:								
Interest-bearing checking and savings	\$ 112,405	20	0.07 %		\$ 112,446	16	0.06 %	
Money market	19,589	2	0.05		19,332	2	0.05	
Certificates of deposit	100,385	340	1.34		98,962	306	1.23	
Total interest-bearing deposits	232,379	362	0.62		230,740	324	0.56	
Borrowed Funds:								
FHLB advances	34,487	198	2.28		23,667	175	2.93	

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Total borrowed funds	34,487	198	2.28	23,667	175	2.93
Total interest-bearing liabilities	266,866	560	0.83	254,407	499	0.78
Non-interest-bearing deposits	106,033			103,999		
Total cost of funds	372,899	560	0.60	358,406	499	0.55
Other liabilities and accrued expenses	930			1,094		
Total liabilities	373,829			359,500		
Stockholder's equity	33,833			34,474		
Total liabilities and equity	\$ 407,662			\$ 393,974		
Net interest income		\$ 3,302			\$ 2,935	
Yield on earning assets			3.91 %			3.63 %
Cost of interest-bearing liabilities			0.83 %			0.78 %
Net interest spread			3.08 %			2.85 %
Net interest margin			3.34 %			3.10 %

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(dollars in thousands)	Nine Months Ended September 30, 2018			2017		
	Average Balance	Interest	Yield/ Cost	Average Balance	Interest	Yield/ Cost
ASSETS:						
Interest-earning assets:						
Interest-bearing deposits w/ banks & fed funds	\$ 7,843	\$ 103	1.75 %	\$ 11,869	\$ 80	0.90 %
Investment securities available for sale	90,783	1,585	2.33	92,151	1,523	2.21
Restricted equity securities	1,562	62	5.34	1,304	35	3.59
Total interest bearing deposits/investments	100,188	1,750	2.34	105,324	1,638	2.08
Loans:						
Commercial & industrial	11,815	544	6.15	11,974	500	5.58
Commercial real estate	73,987	2,756	4.98	67,328	2,479	4.92
Residential real estate	82,535	2,821	4.57	87,897	3,011	4.58
Indirect automobile	96,124	2,083	2.90	80,553	1,556	2.58
Construction	3,664	170	6.19	6,514	277	5.69
Consumer & other	14,880	726	6.52	15,067	680	6.03
Total loans	283,005	9,100	4.30	269,333	8,503	4.22
Total interest-earning assets	383,193	10,850	3.79	374,657	10,141	3.62
Cash	2,925			3,264		
Allowance for loan losses	(2,556)			(2,628)		
Market valuation	(2,325)			(861)		
Other assets	17,852			18,405		
Total non-earning assets	15,896			18,180		
Total assets	\$ 399,089			\$ 392,837		
LIABILITIES AND STOCKHOLDER'S EQUITY:						
Interest-bearing deposits:						
Interest-bearing checking and savings	\$ 114,109	56	0.07 %	\$ 111,724	45	0.05 %
Money market	19,929	7	0.05	19,341	7	0.05
Certificates of deposit	97,000	934	1.29	101,636	932	1.23
Total interest-bearing deposits	231,038	997	0.58	232,701	984	0.57
Borrowed Funds:						
FHLB advances	27,878	506	2.43	21,777	494	3.03
Total borrowed funds	27,878	506	2.43	21,777	494	3.03
Total interest-bearing liabilities	258,916	1,503	0.78	254,478	1,478	0.78
Non-interest-bearing deposits	105,089			103,269		

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Total cost of funds	364,005	1,503	0.55	357,747	1,478	0.55
Other liabilities and accrued expenses	882			1,027		
Total liabilities	364,887			358,774		
Stockholder's equity	34,202			34,063		
Total liabilities and equity	\$ 399,089			\$ 392,837		
Net interest income		\$ 9,347			\$ 8,663	
Yield on earning assets			3.79 %			3.62 %
Cost of interest-bearing liabilities			0.78 %			0.78 %
Net interest spread			3.01 %			2.84 %
Net interest margin			3.26 %			3.09 %

Provision for Credit Losses. The Company recognized provisions for credit losses in the amount of \$246,000 and \$78,000 for the three-month periods ending September 30, 2018 and 2017, respectively. The increase in provision for credit losses in the 2018 period was primarily the result of the negative effect on the loss history rate used to establish the required reserves for residential real estate loans of a single loan charge off. The Company made a provision for credit losses of \$601,000 for the nine-month period ending September 30, 2018 and \$243,000 during the nine-month

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period ending September 30, 2017. The increase in provision for credit losses in the 2018 period was the result of the deteriorated credit quality of a single participated loan. As of September 30, 2018, the allowance for credit losses equaled 112.1% of non-accrual and 90+ days past due loans as compared to 66.1% at September 30, 2017. During the nine-month period ended September 30, 2018, the Company recorded net charge-offs of \$735,000 as compared to net charge-offs of \$104,000 during the corresponding period of the prior year.

Noninterest Income. Noninterest income decreased to \$331,000 for the three-month period ended September 30, 2018, from \$368,000 for the corresponding period in 2017, a decrease of \$37,000, or 10.05%. The decrease was primarily due to a \$13,000 decrease in service charges on deposit accounts, \$10,000 decrease in income on life insurance policies and \$29,000 decrease in other fees and commissions, offset by a \$15,000 gain on the sale of an OREO property in the third quarter of 2018. Noninterest income increased to \$1.2 million for the nine-month period ended September 30, 2018, from \$935,000 for the corresponding period in 2017, an increase of \$269,000, or 28.77%. The increase was primarily due to \$307,000 in gains on the redemption of bank-owned life insurance policies.

Noninterest Expenses. Noninterest expenses increased from \$2.7 million for the three-month period ended September 30, 2017, to \$2.8 million for the corresponding period in 2018, an increase of \$43,000, or 1.58%. The increase was primarily due to increases in salary and employee benefits, legal, accounting and other professional fees, data processing and items processing service, offset by decreases in occupancy and equipment expenses, advertising and marketing related expenses and telephone costs. Noninterest expenses increased from \$8.1 million for the nine-month period ended September 30, 2017, to \$8.6 million for the corresponding period in 2018, an increase of \$505,000, or 6.24%. The increase was primarily due to increases in salary and employee benefits, legal, accounting and other professional fees and loan collection costs, partially offset by decreases in advertising and marketing related expenses and telephone costs.

Income Taxes. During the three-month period ended September 30, 2018, the Company recorded income tax expense of \$89,000 compared to income tax expense of \$101,000 for the same period in 2017. The Company's effective tax rate for the three-month period in 2018 was 14.10% compared to 19.73% for the prior year period. During the nine-month period ended September 30, 2018, the Company recorded income tax expense of \$73,000 as compared to income tax expense of \$194,000 for the same period in 2017. The Company's effective tax rate for the nine-month period ending September 30, 2018 was 5.42% as compared to 15.42% for the prior year period. The significant difference in the effective tax rate for both periods was due to the decrease in federal tax for deferred tax assets resulting from the Tax Reform Act of 2017 and the gain on the redemptions of Bank Owned Life Insurance policies in the period, which is tax exempt.

Comprehensive Income (Loss). In accordance with regulatory requirements, the Company reports comprehensive income (loss) in its financial statements. Comprehensive income (loss) consists of the Company's net income, adjusted for unrealized gains and losses on the Bank's portfolio of investment securities and interest rate swap contracts. For the third quarter of 2018, comprehensive income, net of tax, totaled \$147,000 as compared to comprehensive income of \$344,000 for the same period in 2017. The decrease was due to higher net unrealized losses on fixed rate available for sale securities driven by rising interest rates. For the nine months ended September 30, 2018, comprehensive income, net of tax, totaled \$135,000 as compared to comprehensive income of \$1.5 million for the same period in 2017. The decrease was driven by \$1.6 million of net unrealized losses on available for sale securities driven by rising interest rates, offset by \$481,000 of net gains on interest rate swap contracts.

FINANCIAL CONDITION

General. The Company's assets increased to \$411.4 million at September 30, 2018 from \$389.5 million at December 31, 2017, an increase of \$21.9 million or 5.63%, primarily due to increases in net loans. The Bank's cash and cash

equivalents as of September 30, 2018, totaled \$15.5 million, an increase of \$2.9 million, or 22.89% from \$12.6 million at December 31, 2017.

The Company's investment securities available for sale totaled \$84.0 million at September 30, 2018, a \$5.3 million, or 5.95% decrease from \$89.3 million at December 31, 2017, primarily due to principle and interest payments received on existing securities and increases in unrealized losses due to rising interest rates.

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The Bank's net loans totaled \$292.5 million at September 30, 2018 as compared to \$269.0 million at December 31, 2017, an increase of \$23.5 million, or 8.74%, primarily attributable to an increase in indirect, residential real estate and commercial loans, offset by decreases in consumer, construction loans and commercial real estate loans.

Loans are placed on nonaccrual status when they are past due 90 days as to either principal or interest or when, in the opinion of management, the collection of all interest and/or principal is in doubt. Placing a loan on nonaccrual status means that we no longer accrue interest on such loan and reverse any interest previously accrued but not collected. Management may grant a waiver from nonaccrual status for a 90 day past due loan that is both well secured and in the process of collection. A loan remains on nonaccrual status until the loan is current as to payment of both principal and interest and the borrower has demonstrated the ability to make payments in accordance with the terms of the loan and remain current.

A loan is considered to be impaired when, based on current information and events, it is probable that we will be unable to collect all amounts due according to the contractual terms of the loan agreement. Impaired loans are measured based on the fair value of the collateral for collateral dependent loans and at the present value of expected future cash flows using the loans' effective interest rates for loans that are not collateral dependent.

At September 30, 2018, impaired loans totaled \$3.1 million. Included in the impaired loans total were \$2.2 million in loans classified as nonaccrual loans. At September 30, 2018, troubled debt restructurings included in impaired loans totaled \$252,000. Borrowers under all other restructured loans are paying in accordance with the terms of the modified loan agreement and have been placed on accrual status after a period of performance with the restructured terms.

The following table presents details of our nonperforming loans and nonperforming assets, as these asset quality metrics are evaluated by management, at the dates indicated:

	September 30, 2018	December 31, 2017
(dollars in thousands)		
Nonaccrual loans	\$ 2,162	\$ 3,270
TDR loans excluding those in nonaccrual loans	208	217
Accruing loans past due 90+ days	28	60
 Total nonperforming loans	 2,397	 3,547
 Real estate acquired through foreclosure	 705	 114
 Total nonperforming assets	 \$ 3,103	 \$ 3,661
 Nonperforming assets to total assets	 0.75 %	 0.94 %

Deposits as of September 30, 2018 totaled \$336.8 million, an increase of \$2.6 million, or 0.8% from \$334.2 million at December 31, 2017. Demand deposits as of September 30, 2018, totaled \$107.9 million, an increase of \$3.9 million, or 3.8% from \$104.0 million at December 31, 2017. Interest-bearing checking accounts as of September 30, 2018, totaled \$25.7 million, a decrease of \$3.1 million, or 10.8% from \$28.8 million at December 31, 2017. Savings accounts as of September 30, 2018 totaled \$82.8 million, a decrease of \$3.1 million, or 3.6%, from \$85.9 million at

December 31, 2017. Money market accounts as of September 30, 2018, totaled \$19.5 million, a decrease of \$0.4 million, or 2.0%, from \$19.9 million at December 31, 2017. Time deposits under \$100,000 totaled \$52.8 million on September 30, 2018, a \$0.5 million, or 1.0% increase from the \$52.3 million at December 31, 2017. Time deposits over \$100,000 totaled \$48.1 million on September 30, 2018, an increase of \$4.6 million, or 10.6% from \$43.5 million at December 31, 2017.

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Deposits for the nine months ended September 30, 2018 and the year ended December 31, 2017 were as follows:

(dollars in thousands)	September 30, 2018		December 31, 2017		2018 vs 2017	
	Amount	% of Total	Amount	% of Total	\$ Change	% Change
Noninterest-bearing deposits	\$ 107,921	32.0 %	\$ 104,017	31.1 %	\$ 3,904	3.8 %
Interest-bearing deposits:						
Checking	25,744	7.6 %	28,774	8.6 %	(3,030)	(10.5)%
Savings	82,785	24.6 %	85,890	25.7 %	(3,105)	(3.6) %
Money market	19,505	5.8 %	19,855	5.9 %	(350)	(1.8) %
Total interest-bearing checking, savings and money market deposits	128,034	38.0 %	134,519	40.2 %	(6,485)	(4.8) %
Time deposits under \$100,000	52,828	15.7 %	52,250	15.7 %	578	1.1 %
Time deposits of \$100,00 or more	48,064	14.3 %	43,452	13.0 %	4,612	10.6 %
Total time deposits	100,892	30.0 %	95,702	28.7 %	5,190	5.4 %
Total interest-bearing deposits	228,926	68.0 %	230,221	68.9 %	(1,295)	(0.6) %
Total Deposits	\$ 336,847	100.0 %	\$ 334,238	100.0 %	\$ 2,609	0.8 %

Pension and Profit Sharing Plans. The Bank 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. The plan provides for discretionary employer matching contributions to be determined annually by the Board of Directors. The plan covers substantially all employees.

For the nine months ended September 30, 2018, the Bank accrued \$264,000 for its projected 401(k) match contribution as well as other profit sharing benefits.

MARKET RISK AND INTEREST RATE SENSITIVITY

Our primary market risk is interest rate fluctuation. Interest rate risk results primarily from the traditional banking activities in which the Bank engages, such as gathering deposits and extending loans. Many factors, including economic and financial conditions, movements in interest rates and consumer preferences affect the difference between the interest earned on our assets and the interest paid on liabilities. Our interest rate risk represents the level of exposure we have to fluctuations in interest rates and is primarily measured as the change in earnings and the theoretical market value of equity that results from changes in interest rates. The Asset Liability Committee (“ALCO”) oversees our management of interest rate risk. The objective of the management of interest rate risk is to maximize stockholder value, enhance profitability and increase capital, serve customer and community needs, and protect us from any material financial consequences associated with changes in interest rate risk.

Interest rate risk is that risk to earnings or capital arising from movement of interest rates. It arises from differences between the timing of rate changes and the timing of cash flows (repricing risk); from changing rate relationships

across yield curves that affect bank activities (basis risk); from changing rate relationships across the spectrum of maturities (yield curve risk); and from interest rate related options embedded in certain bank products (option risk). Changes in interest rates may also affect a bank's underlying economic value. The value of a bank's assets, liabilities, and interest-rate related, off-balance sheet contracts is affected by a change in rates because the present value of future cash flows, and in some cases the cash flows themselves, is changed.

We believe that accepting some level of interest rate risk is necessary in order to achieve realistic profit goals. Management and the Board have chosen an interest rate risk profile that is consistent with our strategic business plan.

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The Company's Board of Directors has established a comprehensive interest rate risk management policy, which is administered by our ALCO. The policy establishes limits on risk, which are quantitative measures of the percentage change in net interest income (a measure of net interest income at risk) and the fair value of equity capital (a measure of economic value of equity or "EVE" at risk) resulting from a hypothetical change in U.S. Treasury interest rates. We measure the potential adverse impacts that changing interest rates may have on our short-term earnings, long-term value, and liquidity by employing simulation analysis through the use of computer modeling. The simulation model captures optionality factors such as call features and interest rate caps and floors imbedded in investment and loan portfolio contracts. As with any method of gauging interest rate risk, there are certain shortcomings inherent in the interest rate modeling methodology we employ. When interest rates change, actual movements in different categories of interest-earning assets and interest-bearing liabilities, loan prepayments, and withdrawals of time and other deposits, may deviate significantly from assumptions used in the model. Finally, the methodology does not measure or reflect the impact that higher rates may have on adjustable-rate loan customers' ability to service their debts, or the impact of rate changes on demand for loan and deposit products.

We prepare a current base case and eight alternative simulations at least once a quarter and report the analysis to the Board of Directors. In addition, more frequent forecasts are produced when the direction or degree of change in interest rates are particularly uncertain to evaluate the impact of balance sheet strategies or when other business conditions so dictate.

The statement of condition is subject to quarterly testing for eight alternative interest rate shock possibilities to indicate the inherent interest rate risk. Average interest rates are shocked by +/- 100, 200, 300, and 400 basis points ("bp"), although we may elect not to use particular scenarios that we determine are impractical in the current rate environment. It is our goal to structure the balance sheet so that net interest-earnings at risk over a 12-month period and the economic value of equity at risk do not exceed policy guidelines at the various interest rate shock levels.

At September 30, 2018, the simulation analysis reflected that the Bank is in a neutral to slightly asset sensitive position. Management currently strives to manage higher costing fixed rate funding instruments, while seeking to increase assets that are more fluid in their repricing. An asset sensitive position, theoretically, is favorable in a rising rate environment since more assets than liabilities will re-price in a given time frame as interest rates rise. Similarly, a liability sensitive position, theoretically, is favorable in a declining interest rate environment since more liabilities than assets will re-price in a given time frame as interest rates decline. Management works to maintain a consistent spread between yields on assets and costs of deposits and borrowings, regardless of the direction of interest rates.

The foregoing analysis assumes that the Company'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 within nine months although it is the Company's experience that such accounts may be less sensitive to changes in market rates.

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. As of September 30, 2018, the model produced the following sensitivity profile for net interest income and the economic value of equity.

	Static Balance			
	Sheet/Immediate	Change in Rates		
	`-100	`+100	`+200	
Estimated Changes in Net Interest Income	`-200 bp	bp	bp	bp
Policy Limit	(4) %	(3)%	(3)%	(4)%
September 30, 2018	(7) %	(2)%	0 %	1 %
September 30, 2017	(15)%	(8)%	4 %	7 %

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The following table sets forth the Company's interest-rate sensitivity at September 30, 2018.

	0-3 Months (dollars in thousands)	Over 3 to 12 Months	Over 1 Through 5 Years	Over 5 Years	Total
Assets:					
Cash and due from banks	\$ —	\$ —	\$ —	\$ —	\$ 5,282
Federal funds and overnight deposits	10,208	—	—	—	10,208
Securities	—	1,937	2,452	79,640	84,029
Loans	709	1,953	72,561	217,303	292,526
Fixed assets	—	—	—	—	3,154
Other assets	—	—	—	—	16,166
Total assets	\$ 10,917	\$ 3,890	\$ 75,013	\$ 296,943	\$ 411,365
Liabilities:					
Demand deposit accounts	\$ —	\$ —	\$ —	\$ —	\$ 107,921
NOW accounts	25,744	—	—	—	25,744
Money market deposit accounts	19,505	—	—	—	19,505
Savings accounts	82,785	—	—	—	82,785
IRA accounts	4,941	9,319	17,714	418	32,392
Certificates of deposit	13,925	30,815	23,658	102	68,500
Long-term borrowings	—	—	—	—	—
Short-term borrowings	40,000	—	—	—	40,000
Other liabilities	—	—	—	—	1,174
Stockholders' equity:	—	—	—	—	33,344
Total liabilities and stockholders' equity	\$ 186,900	\$ 40,134	\$ 41,372	\$ 520	\$ 411,365
GAP	\$ (175,983)	\$ (36,244)	\$ 33,641	\$ 296,423	
Cumulative GAP	\$ (175,983)	\$ (212,227)	\$ (178,586)	\$ 117,837	
Cumulative GAP as a % of total assets	(42.78)	% (51.59)	% (43.41)	% 28.65	%

As shown above, measures of net interest income at risk were less favorable at September 30, 2018 than at September 30, 2017 over a 12-month modeling period. All measures remained within prescribed policy limits in the up interest rate scenarios. Given the current rate environment, down shocks may not be meaningful as market rates can only be shocked down to zero. The primary contributor to the less favorable position was the less asset sensitive balance sheet.

The measures of equity value at risk indicate the ongoing economic value of the Company by considering the effects of changes in interest rates on all of the Company's cash flows, and by discounting the cash flows to estimate the present value of assets and liabilities. The difference between these discounted values of the assets and liabilities is the economic value of equity, which, in theory, approximates the fair value of the Company's net assets.

Estimated Changes in Economic Value of Equity (EVE) Policy Limit	Static Balance Sheet/Immediate Change in Rates			
	`-200 bp	`-100 bp	`+100 bp	`+200 bp
September 30, 2018	(15) %	(10) %	(10) %	(15) %
September 30, 2017	5 %	4 %	(5) %	(15) %
	(12) %	(1) %	1 %	(8) %

Inasmuch as a large portion of the Company's deposits are non-interest bearing, in an increasing interest rate environment the Company's interest income increases at a proportionally greater rate than its total interest expense,

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thereby resulting in higher net interest income. Conversely, in a declining interest rate environment the decreases in the Company's interest income will be greater than decreases in its already low interest expense, thereby resulting in lower net interest income. In a rising interest rate environment, the Company is positioned to generate less economic value of equity as asset values fall faster than funding sources because the liabilities reprice much slower than our assets, especially considering our interest earning assets are much greater than our interest bearing liabilities. The Company's economic value of equity worsens in declining interest rate environments as the majority of our liabilities cannot continue to decrease much from their current low levels thus the economic value of liabilities and assets both worsen.

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 a primary source of funds supporting the Bank's lending and investment activities.

The Bank's most liquid assets are cash and cash equivalents, which are cash on hand, amounts due from financial institutions, federal funds sold, certificates of deposit with other financial institutions that have an original maturity of six months or less 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. The Bank's cash and cash equivalents (cash due from banks, interest-bearing deposits in other financial institutions, and federal funds sold), as of September 30, 2018, totaled \$15.5 million, an increase of \$2.9 million, or 23.02% from the \$12.6 million at December 31, 2017.

As of September 30, 2018, the Bank was permitted to draw on a \$100.4 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. At December 31, 2017, there were \$20.0 million in short-term borrowings from FHLB and as of September 30, 2018, there were \$40.0 million in short-term borrowings outstanding with various monthly and quarterly call features. The increase in FHLB short-term borrowings was used to fund higher than projected loan growth in the first nine months of 2018, during which period deposits grew at a much slower pace. In addition, the Bank has two unsecured federal funds lines of credit in the amount of \$5.0 million and \$6.0 million, of which nothing was outstanding as of September 30, 2018.

The Company's stockholders' equity decreased \$698,000, or 2.05% during the nine-month period ended September 30, 2018, primarily due to an increase in accumulated other comprehensive loss, net of taxes ("AOCI"), partially offset by increases in retained earnings and issuances of common stock under the Company's dividend reinvestment plan. The Company's AOCI decreased by \$1,140,000, or 180.67% from a loss of \$631,000 at December 31, 2017 to a loss of \$1,771,000 at September 30, 2018, resulting from market value losses on securities available for sale and increases in the fair value of interest rate swap contracts. Retained earnings increased by \$331,000, or 1.53% as the result of the Company's net income for the nine-month period ended September 30, 2018, offset by dividends paid on common stock.

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. 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 our financial condition. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Bank must meet specific capital guidelines that involve quantitative measures of assets, liabilities, and certain off-balance sheet items as calculated under regulatory accounting practices. The Bank's capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings, and other factors.

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In July 2015, federal bank regulatory agencies issued final results to revise their risk-based capital requirements and the method for calculating risk-weighted assets to make them consistent with agreements that were reached by the Basel Committee on Banking Supervision and certain provisions of the Dodd-Frank Act (“Basel III”). Effective January 1, 2015, the final rules required the Company and the Bank to comply with the following minimum capital ratios: (i) a common equity Tier 1 capital ratio of 4.5% of risk-weighted assets; (ii) a Tier 1 capital ratio of 6.0% of risk-weighted assets; (iii) a total capital ratio of 8.0% of risk-weighted assets; and (iv) a leverage ratio of 4.0% of total assets. These are the initial capital requirements, which will be phased in over a four-year period. When fully phased in on January 1, 2019, the rules will require the Company and the Bank to maintain (i) a minimum ratio of common equity Tier 1 to risk-weighted assets of at least 4.5%, plus a 2.5% “capital conservation buffer” (which is added to the 4.5% common equity Tier 1 ratio as that buffer is phased in, effectively resulting in a minimum ratio of common equity Tier 1 to risk-weighted assets of at least 7.0% upon full implementation), (ii) a minimum ratio of Tier 1 capital to risk-weighted assets of at least 6.0%, plus the 2.5% capital conservation buffer (which is added to the 6.0% Tier 1 capital ratio as that buffer is phased in, effectively resulting in a minimum Tier 1 capital ratio of 8.5% upon full implementation), (iii) a minimum ratio of total capital to risk-weighted assets of at least 8.0%, plus the 2.5% capital conservation buffer (which is added to the 8.0% total capital ratio as that buffer is phased in, effectively resulting in a minimum total capital ratio of 10.5% upon full implementation), and (iv) a minimum leverage ratio of 4.0%, calculated as the ratio of Tier 1 capital to average assets.

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. At September 30, 2018, the Bank was in full compliance with these guidelines with a Tier 1 leverage ratio of 8.08%, a Tier 1 risk-based capital ratio of 11.75%, a common equity Tier 1 risk-based capital ratio of 11.75%, and a total risk-based capital ratio of 12.64%. The Company’s capital amounts and ratios at September 30, 2018 and December 31, 2017 were as follows:

	Actual		To Be Considered Adequately Capitalized		To Be Well Capitalized Under Prompt Corrective Action Provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
September 30, 2018	(dollars in thousands)					
Common equity tier 1 (to risk-weighted assets)	\$ 32,781	11.75 %	\$ 12,551	4.50 %	\$ 18,130	6.50 %
Total capital (to risk weighted assets)	\$ 35,260	12.64 %	\$ 22,313	8.00 %	\$ 27,892	10.00 %