

Howard Bancorp Inc  
Form 10-Q  
August 14, 2013

**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 June 30, 2013

OR

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

Commission File Number: 001-35489

**HOWARD BANCORP, INC.**

(Exact name of registrant as specified in its charter)

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**Maryland**

**20-3735949**

(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)

**6011 University Blvd. Suite 370, Ellicott City, MD 21043**

(Address of principal executive offices) (Zip Code)

**(410) 750-0020**

(Registrant's telephone number, including area code)

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

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

Large accelerated filer  Accelerated filer   
Non-accelerated filer  Small reporting company

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

The number of outstanding shares of common stock outstanding as of July 31, 2013.

Common Stock, \$0.01 par value – 4,040,471 shares

HOWARD BANCORP, INC.

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As used in this report, "Bancorp" refers to Howard Bancorp, Inc., references to the "Company," "we," "us," and "ours" refer to Howard Bancorp, Inc. and its subsidiaries, collectively, and references to the "Bank" refer to Howard Bank.

This report contains forward-looking statements within the meaning Private Securities Litigation Reform Act of 1995, which can be identified by the use of words such as "estimate," "project," "believe," "intend," "anticipate," "plan," "seek," "expect," "will," "may," "should" and words of similar meaning. You can also identify them by the fact that they do not relate strictly to historical or current facts.

These forward-looking statements include, but are not limited to:

- statements of our goals, intentions and expectations, particularly our business plans and strategies, including
  - increasing originations of residential mortgage loans and our mortgage lending portfolio and our selling of loans into the secondary market;
  - the expected timing of the closing of our purchase of a branch from Cecil Bank and the opening of our new branch in Towson, Maryland;
  - statements regarding our intentions with respect to our investment portfolio and the status of unrealized losses in such portfolio;
  - statement regarding anticipated changes in occupancy costs;
  - statement regarding our credit quality;
  - statements with respect to anticipated losses on nonperforming loans;
  - statements with respect to our allowance for credit losses, and the adequacy thereof;
  - future cash requirements relating to commitments to extend credit, and that we do not anticipate any material losses in connection therewith;
  - our ability to retain maturing certificates of deposits; and
  - statement with respect to adequate liquidity.

These forward-looking statements are based on our current beliefs and expectations and are inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are beyond our control. In addition, these forward-looking statements are subject to assumptions with respect to future business strategies and decisions that are subject to change. We are under no duty to and do not undertake any obligation to update any forward-looking statements after the date of this report.

The following factors, among others, could cause actual results to differ materially from the anticipated results or other expectations expressed in the forward-looking statements:

- general economic conditions, either nationally or in our market area, that are worse than expected;
- competition among depository and other financial institutions;

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inflation and changes in the interest rate environment that reduce our margins or reduce the fair value of financial instruments;

- adverse changes in the securities markets;
- changes in laws or government regulations or policies affecting financial institutions, including changes in regulatory fees and capital requirements;
- our ability to enter new markets successfully and capitalize on growth opportunities, and to otherwise implement our growth strategy;
- our ability to successfully integrate acquired entities, if any;
- changes in consumer spending, borrowing and savings habits;
- changes in accounting policies and practices, as may be adopted by the bank regulatory agencies, the Financial Accounting Standards Board, the Securities and Exchange Commission (“SEC”) and the Public Company Accounting Oversight Board;
- changes in our organization, compensation and benefit plans;
- loss of key personnel; and
- other risk discussed in this report and in other reports we may file.

Because of these and a wide variety of other uncertainties, our actual future results may be materially different from the results indicated by these forward-looking statements. These and other risk factors are detailed in the Company’s Annual Report on Form 10-K for the year ended December 31, 2012 under “Item 1A Risk Factors”. You should not put undue reliance on any forward-looking statements.

**PART I****Item 1. Financial Statements****Howard Bancorp, Inc. and Subsidiary****Consolidated Balance Sheets**

| (in thousands)   | Unaudited        |                      |
|--|------------------|----------------------|
|  | June 30,<br>2013 | December 31,<br>2012 |
| <b>ASSETS</b>  |                  |                      |
| Cash and due from banks  | \$ 18,657        | \$ 25,739            |
| Federal funds sold   | 5,150            | 10,622               |
| Total cash and cash equivalents  | 23,807           | 36,361               |
| Securities available-for-sale  | 15,235           | 26,875               |
| Nonmarketable equity securities  | 1,922            | 1,475                |
| Loans held for sale  | 1,650            | 1,639                |
| Loans and leases, net of unearned income   | 351,643          | 322,218              |
| Allowance for credit losses  | (2,951 )         | (2,764 )             |
| Net loans and leases   | 348,692          | 319,454              |
| Bank premises and equipment, net   | 9,337            | 9,573                |
| Bank owned life insurance  | 8,137            | -                    |
| Other real estate owned  | 2,725            | 2,903                |
| Deferred income taxes  | 1,242            | 1,160                |
| Interest receivable and other assets   | 2,149            | 2,235                |
| Total assets   | \$ 414,896       | \$ 401,675           |
| <b>LIABILITIES</b>   |                  |                      |
| Noninterest-bearing deposits   | \$ 83,123        | \$ 95,875            |
| Interest-bearing deposits  | 242,420          | 218,983              |
| Total deposits   | 325,543          | 314,858              |
| Short-term borrowings  | 19,009           | 26,987               |
| Long-term borrowings   | 22,000           | 12,000               |
| Accrued expenses and other liabilities   | 711              | 1,109                |
| Total liabilities  | 367,263          | 354,954              |
| <b>COMMITMENTS AND CONTINGENCIES</b>   |                  |                      |
| <b>SHAREHOLDERS' EQUITY</b>  |                  |                      |
| Preferred stock—par value \$0.01 (liquidation preference of \$1,000 per share) authorized 5,000,000; shares issued and outstanding 12,562 series AA at June 30, 2013 and December 31, 2012, net of issuance cost | 12,562           | 12,562               |
|  | 40               | 40                   |

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Common stock - par value of \$0.01 authorized 10,000,000 shares; issued and outstanding 4,040,471 shares at June 30, 2013 and December 31, 2012

|  |           |            |
|--|-----------|------------|
| Capital surplus                            | 37,513    | 37,484     |
| Accumulated deficit                        | (2,491 )  | (3,386 )   |
| Accumulated other comprehensive income     | 9         | 21         |
| Total shareholders' equity                 | 47,633    | 46,721     |
| Total liabilities and shareholders' equity | \$414,896 | \$ 401,675 |

The accompanying notes are an integral part of these consolidated financial statements.

**Consolidated Statements of Operations**

| (in thousands)  | Unaudited<br>Six months<br>ended |         | Three months ended |          |
|---|----------------------------------|---------|--------------------|----------|
|   | June 30,<br>2013                 | 2012    | June 30,<br>2013   | 2012     |
| <b>INTEREST INCOME</b>                                |                                  |         |                    |          |
| Interest and fees on loans                            | \$8,085                          | \$7,531 | \$ 4,129           | \$ 3,758 |
| Interest and dividends on securities                  | 41                               | 46      | 19                 | 23       |
| Other interest income                                 | 23                               | 31      | 12                 | 18       |
| Total interest income                                 | 8,149                            | 7,608   | 4,160              | 3,799    |
| <b>INTEREST EXPENSE</b>                               |                                  |         |                    |          |
| Deposits  | 786                              | 939     | 398                | 475      |
| Short-term borrowings                                 | 57                               | 86      | 27                 | 46       |
| Long-term borrowings                                  | 40                               | 38      | 19                 | 15       |
| Total interest expense                                | 883                              | 1,063   | 444                | 536      |
| <b>NET INTEREST INCOME</b>                            |                                  |         |                    |          |
| Provision for credit losses                           | 526                              | 342     | 165                | 201      |
| Net interest income after provision for credit losses | 6,740                            | 6,203   | 3,551              | 3,062    |
| <b>NONINTEREST INCOME</b>                             |                                  |         |                    |          |
| Service charges on deposit accounts                   | 168                              | 148     | 82                 | 70       |
| Gains on the sale of loans                            | 160                              | 80      | 52                 | 43       |
| Loss on the sale of other real estate owned           | (37 )                            | (131 )  | -                  | -        |
| Income from bank owned life insurance                 | 137                              | -       | 71                 | -        |
| Other operating income                                | 214                              | 236     | 110                | 134      |
| Total noninterest income                              | 642                              | 333     | 315                | 247      |
| <b>NONINTEREST EXPENSE</b>                            |                                  |         |                    |          |
| Compensation and benefits                             | 3,355                            | 2,800   | 1,763              | 1,443    |
| Occupancy and equipment                               | 747                              | 743     | 359                | 396      |
| Marketing and business development                    | 311                              | 290     | 178                | 173      |
| Professional fees                                     | 389                              | 310     | 243                | 91       |
| Data processing fees                                  | 239                              | 216     | 123                | 110      |
| FDIC Assessment                                       | 155                              | 145     | 78                 | 75       |
| Provision for other real estate owned                 | -                                | 22      | -                  | 22       |
| Other operating expense                               | 605                              | 658     | 305                | 328      |
| Total noninterest expense                             | 5,801                            | 5,184   | 3,049              | 2,638    |
| <b>INCOME BEFORE INCOME TAXES</b>                     |                                  |         |                    |          |
| Income tax expense                                    | 1,581                            | 1,352   | 817                | 671      |
|   | 584                              | 558     | 303                | 276      |



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|   |        |        |         |         |
|---|--------|--------|---------|---------|
| NET INCOME                                  | \$997  | \$794  | \$ 514  | \$ 395  |
| Preferred stock dividends                   | 102    | 314    | 33      | 157     |
| Net income available to common shareholders | \$895  | \$480  | \$ 481  | \$ 238  |
| NET INCOME PER COMMON SHARE AVAILABLE       |        |        |         |         |
| Basic                                       | \$0.22 | \$0.18 | \$ 0.12 | \$ 0.09 |
| Diluted                                     | \$0.22 | \$0.18 | \$ 0.12 | \$ 0.09 |

The accompanying notes are an integral part of these consolidated financial statements.

**Consolidated Statements of Comprehensive Income**

| (in thousands)<br>(Unaudited)   | For the six months ended<br>June 30, |        |
|---------------------------------|--------------------------------------|--------|
|                                 | 2013                                 | 2012   |
| Net Income                      | \$ 997                               | \$ 794 |
| Other comprehensive income      |                                      |        |
| Investments available-for-sale: |                                      |        |
| Unrealized holding losses       | (20 )                                | (12 )  |
| Related income tax benefit      | 8                                    | 5      |
| Comprehensive income            | \$ 985                               | \$ 787 |

| (in thousands)                       | For the three months ended<br>June 30, |        |
|--------------------------------------|--|--------|
|                                      | 2013                                   | 2012   |
| Net Income                           | \$ 514                                 | \$ 395 |
| Other comprehensive income           |  |        |
| Investments available-for-sale:      |  |        |
| Unrealized holding (losses) gains    | (8 )                                   | 1      |
| Related income tax benefit (expense) | 3                                      | -      |
| Comprehensive income                 | \$ 509                                 | \$ 396 |

The accompanying notes are an integral part of these consolidated financial statements.

**Consolidated Statements of Changes in Shareholders' Equity**

| (dollars in thousands, except per share data)<br>(Unaudited) | Preferred<br>stock | Number of<br>shares | Common<br>stock | Capital<br>Surplus | Accumulated<br>deficit | Accumulated<br>other<br>comprehensive<br>gain/loss | Total    |
|--|--------------------|---------------------|-----------------|--------------------|------------------------|--|----------|
| Balances at January 1, 2012                                  | \$12,562           | 2,640,264           | \$ 26           | \$28,413           | \$(4,391 )             | \$ 20  | \$36,630 |
| Comprehensive income:  |                    |                     |                 |                    |                        |  |          |
| Net income   | -                  | -                   | -               | -                  | 794                    | -  | 794      |
| Net unrealized loss on securities                            | -                  | -                   | -               | -                  | -                      | (7 )   | (7 )     |

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|                                   |           |           |       |           |             |       |           |
|-----------------------------------|-----------|-----------|-------|-----------|-------------|-------|-----------|
| Dividends paid on preferred stock | -         | -         | -     | -         | (314 )      | -     | (314 )    |
| Balances at June 30, 2012         | \$ 12,562 | 2,640,264 | \$ 26 | \$ 28,413 | \$ (3,911 ) | \$ 13 | \$ 37,103 |
| Balances at January 1, 2013       | \$ 12,562 | 4,040,471 | \$ 40 | \$ 37,484 | \$ (3,386 ) | \$ 21 | \$ 46,721 |
| Comprehensive income:             |           |           |       |           |             |       |           |
| Net income                        | -         | -         | -     | -         | 997         | -     | 997       |
| Net unrealized loss on securities | -         | -         | -     | -         | -           | (12 ) | (12 )     |
| Stock-based compensation          | -         | -         | -     | 29        | -           | -     | 29        |
| Dividends paid on preferred stock | -         | -         | -     | -         | (102 )      | -     | (102 )    |
| Balances at June 30, 2013         | \$ 12,562 | 4,040,471 | \$ 40 | \$ 37,513 | \$ (2,491 ) | \$ 9  | \$ 47,633 |

The accompanying notes are an integral part of these consolidated financial statements.

**Consolidated Statements of Cash Flows**

| (in thousands)  | Unaudited<br>Six months ended<br>June 30, |          |
|---|---|----------|
|   | 2013                                      | 2012     |
| <b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>                                      |   |          |
| Net income  | \$997                                     | \$794    |
| Adjustments to reconcile net income to net cash provided by operating activities: |   |          |
| Provision for credit losses   | 526                                       | 342      |
| Deferred income taxes (benefit)   | (74 )                                     | 105      |
| Depreciation  | 292                                       | 246      |
| Stock-based compensation  | 29  | -        |
| Net accretion of investment securities  | 14  | 22       |
| Loans originated for sale   | (8,115 )                                  | (6,256 ) |
| Proceeds from loans originated for sale   | 8,265                                     | 6,674    |
| Gains on sales of loans   | (160 )                                    | (80 )    |
| Loss on sales of other real estate owned, net                                     | 37  | 131      |
| Cash surrender value of BOLI  | (137 )                                    | -        |
| (Decrease) increase in interest receivable  | (45 )                                     | 4        |
| Increase in interest payable  | 13  | 12       |
| (Increase) decrease in other assets   | (314 )                                    | 728      |
| (Decrease) increase in other liabilities  | (412 )                                    | (92 )    |
| Net cash provided by operating activities   | 916                                       | 2,630    |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>                                      |   |          |
| Purchases of investment securities available-for-sale                             | (18,997)                                  | (34,020) |
| Proceeds from maturities of investment securities available-for-sale              | 30,603                                    | 17,361   |
| Net increase in loans and leases outstanding                                      | (29,764)                                  | (15,354) |
| Purchase of bank owned life insurance   | (8,000 )                                  | -        |
| Proceeds from the sale of other real estate owned                                 | 141                                       | 484      |
| Purchase of premises and equipment  | (57 )                                     | (548 )   |
| Net cash used in investing activities   | (26,074)                                  | (32,077) |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>                                      |   |          |
| Net (decrease) increase in noninterest-bearing deposits                           | (12,752)                                  | 10,734   |
| Net increase in interest-bearing deposits   | 23,437                                    | 9,190    |
| Net (decrease) increase in short-term borrowings                                  | (7,979 )                                  | 16,742   |
| Proceeds from issuance of long-term debt  | 14,000                                    | -        |
| Repayment of long-term debt   | (4,000 )                                  | (4,000 ) |
| Cash dividends on preferred stock   | (102 )                                    | (314 )   |
| Net cash provided by financing activities   | 12,604                                    | 32,352   |
| Net (decrease) increase in cash and cash equivalents                              | (12,554)                                  | 2,905    |
| Cash and cash equivalents at beginning of period                                  | 36,361                                    | 18,205   |

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|   |          |          |
|---|----------|----------|
| Cash and cash equivalents at end of period        | \$23,807 | \$21,110 |
| SUPPLEMENTAL INFORMATION                          |          |          |
| Cash payments for interest                        | \$870    | \$1,050  |
| Cash payments for income taxes                    | \$425    | \$460    |
| Transferred from loans to other real estate owned | \$-      | \$112    |

The accompanying notes are an integral part of these consolidated financial statements.

**Notes to Consolidated Financial Statements** (unaudited)

**Note 1: Summary of Significant Accounting Policies**

**Nature of Operations**

On December 15, 2005, Howard Bancorp, Inc. (“Bancorp”) acquired all of the stock and became the holding company of Howard Bank (the “Bank”) pursuant to the Plan of Reorganization approved by the shareholders of the Bank and by federal and state regulatory agencies. Each share of Bank common stock was converted into two shares of Bancorp common stock effected by the filing of Articles of Exchange on that date, and the shareholders of the Bank became the shareholders of Bancorp. The Bank has four subsidiaries, three of which hold foreclosed real estate and the other owns and manages real estate that is used as a branch location and has office and retail space. The accompanying consolidated financial statements of Bancorp and its wholly-owned subsidiary bank (collectively the “Company”) have been prepared in accordance with accounting principles generally accepted in the United States of America. These consolidated financial statements included herein are unaudited; however in the opinion of management, present a fair representation of the Company’s financial condition, results of operations, and cash flows for the periods presented. The Company believes that the disclosures are adequate to make the information presented not misleading. The balances as of December 31, 2012 have been derived from audited financial statements. There have been no significant changes to the Company’s accounting policies as disclosed in the 2012 Annual Report. The results of operations for the three and six months ended June 30, 2013 are not necessarily indicative of the results of operations to be expected for the remainder of the year or any other period.

Bancorp was incorporated in April of 2005 under the laws of the State of Maryland and is a bank holding company registered under the Bank Holding Company Act of 1956. Bancorp is a single bank holding company with one subsidiary, Howard Bank, which operates as a state trust company with commercial banking powers regulated by the Maryland Office of the Commissioner of Financial Regulation (the “Commissioner”).

The Company is a diversified financial services company providing commercial banking, mortgage banking and consumer finance through banking branches, the internet and other distribution channels to businesses, business owners, professionals and other consumers located primarily in Howard County Maryland, Anne Arundel County Maryland and their contiguous counties.

The following is a description of the Company’s significant accounting policies.

### **Principles of Consolidation**

The consolidated financial statements include the accounts of Bancorp, its subsidiary bank and the bank's subsidiaries. All significant intercompany accounts and transactions have been eliminated. Certain reclassifications may have been made to the prior year's consolidated financial statements to conform to current period presentation.

### **Use of Estimates**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America ("GAAP") 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 from those estimates. Material estimates that are particularly susceptible to significant changes in the near-term relate to the determination of the allowance for credit losses, other-than-temporary impairment of investment securities, deferred income taxes and share-based compensation.

### **Segment Information**

The Company has one reportable segment, "Community Banking." All of the Company's activities are interrelated, and each activity is dependent and assessed based on how each of the activities of the Company supports the others. For example, lending is dependent upon the ability of the Bank to fund itself with deposits and other borrowings and manage interest rate and credit risk. Accordingly, all significant operating decisions are based upon analysis of the Company as one segment or unit.

### **New Accounting Pronouncements**

ASU No. 2013-02, *Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income*. ASU No. 2013-02 requires an entity to provide information about the amounts reclassified out of accumulated other comprehensive income by component. In addition, an entity is required to present significant amounts reclassified out of accumulated other comprehensive income by the respective line items of net income if the amount is reclassified in its entirety in the same reporting period. For other amounts that are not to be reclassified in their entirety to net income, an entity is required to provide cross references to related footnote disclosures. The amendments do not change the current requirements for reporting net income or other comprehensive income, nor do they require new information to be disclosed. The amendments are effective prospectively for reporting periods beginning after December 15, 2012.





**Note 2: Investments Securities**

The amortized cost and estimated fair values of investments available for sale are as follows:

| (in thousands)        | June 30, 2013  |                        |                         |                      | December 31, 2012 |                        |                         |                      |
|-----------------------|----------------|------------------------|-------------------------|----------------------|-------------------|------------------------|-------------------------|----------------------|
|                       | Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses | Estimated Fair Value | Amortized Cost    | Gross Unrealized Gains | Gross Unrealized Losses | Estimated Fair Value |
| U.S. Federal agencies | \$ 15,007      | \$ 2                   | \$ -                    | \$ 15,009            | \$ 26,526         | \$ 14                  | \$ -                    | \$ 26,540            |
| Mortgage-backed       | 213            | 13                     | -                       | 226                  | 314               | 21                     | -                       | 335                  |
|                       | \$ 15,220      | \$ 15                  | \$ -                    | \$ 15,235            | \$ 26,840         | \$ 35                  | \$ -                    | \$ 26,875            |

There have not been any individual securities with an unrealized loss position for a period greater than one year as of either June 30, 2013 or December 31, 2012. Gross unrealized losses and fair value by investment category and length of time the individual securities have been in a continuous unrealized loss position at June 30, 2013 and December 31, 2012 are presented below:

| June 30, 2013<br>(in thousands) | Less than 12 months |                         | 12 months or more |                         | Total      |                         |
|---------------------------------|---------------------|-------------------------|-------------------|-------------------------|------------|-------------------------|
|                                 | Fair Value          | Gross Unrealized Losses | Fair Value        | Gross Unrealized Losses | Fair Value | Gross Unrealized Losses |
| U.S. Federal agencies           | \$ 7,998            | \$ -                    | \$ -              | \$ -                    | \$ 7,998   | \$ -                    |
| Mortgage-backed                 | -                   | -                       | -                 | -                       | -          | -                       |
|                                 | \$ 7,998            | \$ -                    | \$ -              | \$ -                    | \$ 7,998   | \$ -                    |

## December 31, 2012

| (in thousands)        | Less than 12 months |                         | 12 months or more |                         | Total      |                         |
|-----------------------|---------------------|-------------------------|-------------------|-------------------------|------------|-------------------------|
|                       | Fair Value          | Gross Unrealized Losses | Fair Value        | Gross Unrealized Losses | Fair Value | Gross Unrealized Losses |
| U.S. Federal agencies | \$ 3,000            | \$ -                    | \$ -              | \$ -                    | \$ 3,000   | \$ -                    |
| Mortgage-backed       | -                   | -                       | -                 | -                       | -          | -                       |
|                       | \$ 3,000            | \$ -                    | \$ -              | \$ -                    | \$ 3,000   | \$ -                    |

The unrealized losses that existed were a result of market changes in interest rates since the original purchase. Management systematically evaluates investment securities for other-than-temporary declines in fair value on a quarterly basis. This analysis requires management to consider various factors, which include (1) duration and

magnitude of the decline in value, (2) the financial condition of the issuer or issuers and (3) structure of the security.

An impairment loss is recognized in earnings if any of the following are true: (1) the Company intends to sell the debt security; (2) it is more likely than not that the Company will be required to sell the security before recovery of its amortized cost basis; or (3) the Company does not expect to recover the entire amortized cost basis of the security. In situations where the Company intends to sell or when it is more likely than not that the Company will be required to sell the security, the entire impairment loss must be recognized in earnings. In all other situations, only the portion of the impairment loss representing the credit loss must be recognized in earnings, with the remaining portion being recognized in shareholders' equity as a component of other comprehensive income, net of deferred tax.

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The amortized cost and estimated fair values of investments available for sale by contractual maturity are shown below:

| (in thousands)               | June 30, 2013  |                      | December 31, 2012 |                      |
|------------------------------|----------------|----------------------|-------------------|----------------------|
|                              | Amortized Cost | Estimated Fair Value | Amortized Cost    | Estimated Fair Value |
| Amounts maturing:            |                |                      |                   |                      |
| One year or less             | \$15,008       | \$ 15,009            | \$23,536          | \$ 23,544            |
| After one through five years | 76             | 82                   | 3,121             | 3,136                |
| After five through ten years | 136            | 144                  | 90                | 96                   |
| After ten years              | -              | -                    | 93                | 99                   |
|                              | \$15,220       | \$ 15,235            | \$26,840          | \$ 26,875            |

There were no sales of investment securities during the six months ended June 30, 2013 or in 2012. At June 30, 2013 and December 31, 2012, \$8.5 million and \$16.6 million fair value of securities was pledged as collateral for repurchase agreements, respectively. The outstanding balance of no single issuer, except for U. S. Government and U. S. Government agency securities, exceeded ten percent of shareholders' equity at either period.

**Note 3: Loans and Leases**

The Company makes loans to customers primarily in the Greater Baltimore Maryland metropolitan area, and surrounding communities. A substantial portion of the Company's loan portfolio consists of loans to businesses secured by real estate and/or other business assets.

The loan portfolio segment balances at June 30, 2013 and December 31, 2012 are presented in the following table:

| (in thousands)                  | June 30, |            | December 31, |            |   |
|---------------------------------|----------|------------|--------------|------------|---|
|                                 | 2013     | % of Total | 2012         | % of Total |   |
| Real estate                     |          |            |              |            |   |
| Construction and land           | \$42,210 | 12.0       | % \$37,963   | 11.8       | % |
| Residential - first lien        | 31,870   | 9.1        | 29,826       | 9.3        |   |
| Residential - junior lien       | 7,786    | 2.2        | 7,983        | 2.5        |   |
| Total residential real estate   | 39,656   | 11.3       | 37,809       | 11.7       |   |
| Commercial - owner occupied     | 76,406   | 21.7       | 61,119       | 19.0       |   |
| Commercial - non-owner occupied | 96,637   | 27.5       | 96,223       | 29.9       |   |
| Total commercial real estate    | 173,043  | 49.2       | 157,342      | 48.8       |   |
| Total real estate loans         | 254,909  | 72.5       | 233,114      | 72.3       |   |

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|                             |           |       |             |         |
|-----------------------------|-----------|-------|-------------|---------|
| Commercial loans and leases | 95,542    | 27.2  | 87,844      | 27.3    |
| Consumer                    | 1,192     | 0.3   | 1,260       | 0.4     |
| Total loans                 | \$351,643 | 100.0 | % \$322,218 | 100.0 % |

There were \$1.7 million and \$1.6 million in loans held for sale at June 30, 2013 and at December 31, 2012, respectively.

**Note 4: Credit Quality Assessment****Allowance for Credit Losses**

The following table provides information on the activity in the allowance for credit losses by the respective loan portfolio segment for the three months and six months ended June 30, 2013 and June 30, 2012:

| (in thousands)  | June 30, 2013            |                           |                               |                                 |                                     |                                      |                   | Total    |
|---|--------------------------|---------------------------|-------------------------------|---------------------------------|-------------------------------------|--------------------------------------|-------------------|----------|
|   | Construction<br>and land | Residential<br>first lien | Residential<br>junior<br>lien | Commercial<br>owner<br>occupied | Commercial<br>non-owner<br>occupied | Commercial<br>loans<br>and<br>leases | Consumer<br>loans |          |
| Allowance for credit losses:<br>Six months ended June 30,<br>2013 |                          |                           |                               |                                 |                                     |                                      |                   |          |
| Beginning balance   | \$ 127                   | \$ 204                    | \$ 22                         | \$ 650                          | \$ 505                              | \$ 1,227                             | \$ 29             | \$ 2,764 |
| Charge-offs   | -                        | (183 )                    | -                             | -                               | -                                   | (202 )                               | -                 | (385 )   |
| Recoveries  | -                        | -                         | -                             | -                               | 30                                  | 16                                   | -                 | 46       |
| Provision for credit losses                                       | (5 )                     | 112                       | -                             | 13                              | (33 )                               | 441                                  | (2 )              | 526      |
| Ending balance  | \$ 122                   | \$ 133                    | \$ 22                         | \$ 663                          | \$ 502                              | \$ 1,482                             | \$ 27             | \$ 2,951 |
| Three months ended June 30,<br>2013                               |                          |                           |                               |                                 |                                     |                                      |                   |          |
| Beginning balance   | \$ 138                   | \$ 131                    | \$ 22                         | \$ 650                          | \$ 468                              | \$ 1,542                             | \$ 29             | \$ 2,980 |
| Charge-offs   | -                        | -                         | -                             | -                               | -                                   | (202 )                               | -                 | (202 )   |
| Recoveries  | -                        | -                         | -                             | -                               | -                                   | 8                                    | -                 | 8        |
| Provision for credit losses                                       | (16 )                    | 2                         | -                             | 13                              | 34                                  | 134                                  | (2 )              | 165      |
| Ending balance  | \$ 122                   | \$ 133                    | \$ 22                         | \$ 663                          | \$ 502                              | \$ 1,482                             | \$ 27             | \$ 2,951 |
| Ending balance:<br>individually evaluated for<br>impairment       | -                        | -                         | -                             | -                               | 148                                 | 444                                  | -                 | 592      |
| collectively evaluated for<br>impairment                          | 122                      | 133                       | 22                            | 663                             | 354                                 | 1,038                                | 27                | 2,359    |
| Loans:<br>Ending balance  | 42,210                   | 31,870                    | 7,786                         | 76,406                          | 96,637                              | 95,542                               | 1,192             | 351,643  |
| Ending balance:<br>individually evaluated for<br>impairment       | -                        | -                         | -                             | -                               | 3,104                               | 3,454                                | -                 | 6,558    |
| collectively evaluated for<br>impairment                          | 42,210                   | 31,870                    | 7,786                         | 76,406                          | 93,533                              | 92,088                               | 1,192             | 345,085  |

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June 30, 2012

| (in thousands)  | Commercial               |                           |                               |                                 |                                     |                                      |                                 | Total   |
|---|--------------------------|---------------------------|-------------------------------|---------------------------------|-------------------------------------|--------------------------------------|---------------------------------|---------|
|   | Construction<br>and land | Residential<br>first lien | Residential<br>junior<br>lien | Commercial<br>owner<br>occupied | Commercial<br>non-owner<br>occupied | Commercial<br>loans<br>and<br>leases | Commercial<br>Consumer<br>loans |         |
| Allowance for credit losses:<br>Six months ended June 30,<br>2012 |                          |                           |                               |                                 |                                     |                                      |                                 |         |
| Beginning balance   | \$174                    | \$111                     | \$64                          | \$611                           | \$197                               | \$2,233                              | \$43                            | \$3,433 |
| Charge-offs   | -                        | (23 )                     | (44 )                         | -                               | -                                   | (667 )                               | (15 )                           | (749 )  |
| Recoveries  | -                        | -                         | -                             | -                               | -                                   | 49                                   | 1                               | 50      |
| Provision for credit losses                                       | (75 )                    | (23 )                     | 22                            | (58 )                           | 335                                 | 129                                  | 12                              | 342     |
| Ending balance  | \$99                     | \$65                      | \$42                          | \$553                           | \$532                               | \$1,744                              | \$41                            | \$3,076 |
| Three months ended June 30,<br>2012                               |                          |                           |                               |                                 |                                     |                                      |                                 |         |
| Beginning balance   | \$162                    | \$79                      | \$42                          | \$598                           | \$396                               | \$2,206                              | \$38                            | \$3,521 |
| Charge-offs   | -                        | -                         | -                             | -                               | -                                   | (664 )                               | (6 )                            | (670 )  |
| Recoveries  | -                        | -                         | -                             | -                               | -                                   | 23                                   | 1                               | 24      |
| Provision for credit losses                                       | (63 )                    | (14 )                     | -                             | (45 )                           | 136                                 | 180                                  | 8                               | 201     |
| Ending balance  | \$99                     | \$65                      | \$42                          | \$553                           | \$532                               | \$1,744                              | \$41                            | \$3,076 |
| Ending balance:   |                          |                           |                               |                                 |                                     |                                      |                                 |         |
| individually evaluated for<br>impairment                          | -                        | 33                        | -                             | -                               | 205                                 | 509                                  | -                               | 747     |
| collectively evaluated for<br>impairment                          | 99                       | 32                        | 42                            | 553                             | 327                                 | 1,235                                | 41                              | 2,329   |
| Loans:  |                          |                           |                               |                                 |                                     |                                      |                                 |         |
| Ending balance  | 38,993                   | 22,701                    | 8,682                         | 55,228                          | 81,398                              | 81,746                               | 2,311                           | 291,059 |
| Ending balance:   |                          |                           |                               |                                 |                                     |                                      |                                 |         |
| individually evaluated for<br>impairment                          | -                        | 472                       | -                             | 1,970                           | 3,753                               | 2,419                                | -                               | 8,614   |
| collectively evaluated for<br>impairment                          | 38,993                   | 22,229                    | 8,682                         | 53,258                          | 77,645                              | 79,327                               | 2,311                           | 282,445 |

When potential losses are identified, a specific provision and/or charge-off may be taken, based on the then current likelihood of repayment, that is at least in the amount of the collateral deficiency, and any potential collection costs, as determined by the independent third party appraisal.

All loans that are considered impaired are subject to the completion of an impairment analysis. This analysis highlights any potential collateral deficiencies. A specific amount of impairment is established based on the Company's calculation of the probable loss inherent in the individual loan. The actual occurrence and severity of losses involving impaired credits can differ substantially from estimates.

Credit risk profile by portfolio segment based upon internally assigned risk assignments are presented below:

| (in thousands)             | June 30, 2013            |                           |                               |                                 |                                     |                                   |                                 | Total     |
|----------------------------|--------------------------|---------------------------|-------------------------------|---------------------------------|-------------------------------------|-----------------------------------|---------------------------------|-----------|
|                            | Construction<br>and land | Residential<br>first lien | Residential<br>junior<br>lien | Commercial<br>owner<br>occupied | Commercial<br>non-owner<br>occupied | Commercial<br>loans<br>and leases | Commercial<br>Consumer<br>loans |           |
| Credit quality indicators: |                          |                           |                               |                                 |                                     |                                   |                                 |           |
| Not classified             | \$42,210                 | \$ 31,870                 | \$ 7,786                      | \$ 76,406                       | \$ 96,268                           | \$ 92,491                         | \$ 1,192                        | \$348,223 |
| Special mention            | -                        | -                         | -                             | -                               | -                                   | -                                 | -                               | -         |
| Substandard                | -                        | -                         | -                             | -                               | 369                                 | 3,051                             | -                               | 3,420     |
| Doubtful                   | -                        | -                         | -                             | -                               | -                                   | -                                 | -                               | -         |
| Total                      | \$42,210                 | \$ 31,870                 | \$ 7,786                      | \$ 76,406                       | \$ 96,637                           | \$ 95,542                         | \$ 1,192                        | \$351,643 |

| (in thousands)             | December 31, 2012        |                           |                               |                                 |                                     |                                   |                                 | Total     |
|----------------------------|--------------------------|---------------------------|-------------------------------|---------------------------------|-------------------------------------|-----------------------------------|---------------------------------|-----------|
|                            | Construction<br>and land | Residential<br>first lien | Residential<br>junior<br>lien | Commercial<br>owner<br>occupied | Commercial<br>non-owner<br>occupied | Commercial<br>loans<br>and leases | Commercial<br>Consumer<br>loans |           |
| Credit quality indicators: |                          |                           |                               |                                 |                                     |                                   |                                 |           |
| Not classified             | \$37,531                 | \$ 29,384                 | \$ 7,983                      | \$ 61,119                       | \$ 95,839                           | \$ 86,701                         | \$ 1,260                        | \$319,817 |
| Special mention            | -                        | -                         | -                             | -                               | -                                   | -                                 | -                               | -         |
| Substandard                | 432                      | 442                       | -                             | -                               | 384                                 | 1,143                             | -                               | 2,401     |
| Doubtful                   | -                        | -                         | -                             | -                               | -                                   | -                                 | -                               | -         |
| Total                      | \$37,963                 | \$ 29,826                 | \$ 7,983                      | \$ 61,119                       | \$ 96,223                           | \$ 87,844                         | \$ 1,260                        | \$322,218 |

**Special mention** - A special mention asset has potential weaknesses that deserve management's close attention. If left uncorrected, these potential weaknesses may result in deterioration of the repayment prospects for the asset or in the institution's credit position at some future date. Special mention assets are not adversely classified and do not expose an institution to sufficient risk to warrant adverse classification.

**Substandard** - Substandard loans are inadequately protected by the current sound worth and paying capacity of the obligor or of the collateral pledged, if any. Loans so classified must have a well defined weakness or weaknesses that jeopardize the liquidation of the debt. They are characterized by the distinct possibility that the bank will sustain some loss if the deficiencies are not corrected.

**Doubtful** - Loans classified doubtful have all the weaknesses inherent in those classified substandard with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of currently known facts, conditions and values, highly questionable and improbable.

Loans classified special mention, substandard, doubtful or loss are reviewed at least quarterly to determine their appropriate classification. All commercial loan relationships are reviewed annually. Non-classified residential mortgage loans and consumer loans are not evaluated unless a specific event occurs to raise the awareness of a possible credit deterioration.



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An aged analysis of past due loans are as follows:

| (in thousands)                | June 30, 2013            |                           |                               |                                 |                                     |                                      |                   | Total     |
|-------------------------------|--------------------------|---------------------------|-------------------------------|---------------------------------|-------------------------------------|--------------------------------------|-------------------|-----------|
|                               | Construction<br>and land | Residential<br>first lien | Residential<br>junior<br>lien | Commercial<br>owner<br>occupied | Commercial<br>non-owner<br>occupied | Commercial<br>loans<br>and<br>leases | Consumer<br>loans |           |
| Analysis of past due loans:   |                          |                           |                               |                                 |                                     |                                      |                   |           |
| Accruing loans current        | \$41,950                 | \$31,546                  | \$7,786                       | \$76,406                        | \$95,851                            | \$92,400                             | \$1,192           | \$347,131 |
| Accruing loans past due:      |                          |                           |                               |                                 |                                     |                                      |                   |           |
| 31-59 days past due           | -                        | -                         | -                             | -                               | -                                   | -                                    | -                 | -         |
| 60-89 days past due           | 260                      | 324                       | -                             | -                               | 258                                 | 91                                   | -                 | 933       |
| Greater than 90 days past due | -                        | -                         | -                             | -                               | 159                                 | -                                    | -                 | 159       |
| Total past due                | \$260                    | \$324                     | \$-                           | \$-                             | \$417                               | \$91                                 | \$-               | \$1,092   |
| Non-accrual loans             | -                        | -                         | -                             | -                               | 369                                 | 3,051                                | -                 | 3,420     |
| Total loans                   | \$42,210                 | \$31,870                  | \$7,786                       | \$76,406                        | \$96,637                            | \$95,542                             | \$1,192           | \$351,643 |

| (in thousands)                | December 31, 2012        |                           |                               |                                 |                                     |                                      |                   | Total     |
|-------------------------------|--------------------------|---------------------------|-------------------------------|---------------------------------|-------------------------------------|--------------------------------------|-------------------|-----------|
|                               | Construction<br>and land | Residential<br>first lien | Residential<br>junior<br>lien | Commercial<br>owner<br>occupied | Commercial<br>non-owner<br>occupied | Commercial<br>loans<br>and<br>leases | Consumer<br>loans |           |
| Analysis of past due loans:   |                          |                           |                               |                                 |                                     |                                      |                   |           |
| Accruing loans current        | \$37,531                 | \$29,176                  | \$7,942                       | \$61,119                        | \$95,839                            | \$86,393                             | \$1,260           | \$319,260 |
| Accruing loans past due:      |                          |                           |                               |                                 |                                     |                                      |                   |           |
| 31-59 days past due           | -                        | -                         | -                             | -                               | -                                   | -                                    | -                 | -         |
| 60-89 days past due           | -                        | -                         | -                             | -                               | -                                   | 308                                  | -                 | 308       |
| Greater than 90 days past due | -                        | 208                       | 41                            | -                               | -                                   | -                                    | -                 | 249       |
| Total past due                | \$-                      | \$208                     | \$41                          | \$-                             | \$-                                 | \$308                                | \$-               | \$557     |
| Non-accrual loans             | 432                      | 442                       | -                             | -                               | 384                                 | 1,143                                | -                 | 2,401     |
| Total loans                   | \$37,963                 | \$29,826                  | \$7,983                       | \$61,119                        | \$96,223                            | \$87,844                             | \$1,260           | \$322,218 |

Total loans either in non-accrual status or in excess of ninety days delinquent totaled \$3.6 million or 1.02% of total loans outstanding as of June 30, 2013 which represents a decrease from \$2.7 million as of December 31, 2012.

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The impaired loans at June 30, 2013 and December 31, 2012 are as follows:

| (in thousands)                     | June 30, 2013        |                           |                               |                                 |                                     |                                   |                   | Total |
|------------------------------------|----------------------|---------------------------|-------------------------------|---------------------------------|-------------------------------------|-----------------------------------|-------------------|-------|
|                                    | Commercial<br>& land | Residential<br>first lien | Residential<br>junior<br>lien | Commercial<br>owner<br>occupied | Commercial<br>non-owner<br>occupied | Commercial<br>loans<br>and leases | Consumer<br>loans |       |
| Impaired loans:                    |                      |                           |                               |                                 |                                     |                                   |                   |       |
| Recorded investment                | -                    | -                         | -                             | -                               | 3,104                               | 3,454                             | -                 | 6,558 |
| With an allowance recorded         | -                    | -                         | -                             | -                               | 369                                 | 2,476                             | -                 | 2,845 |
| With no related allowance recorded | -                    | -                         | -                             | -                               | 2,735                               | 978                               | -                 | 3,713 |
| Related allowance                  | -                    | -                         | -                             | -                               | 148                                 | 444                               | -                 | 592   |
| Unpaid principal                   | -                    | -                         | -                             | -                               | 3,167                               | 3,469                             | -                 | 6,636 |
| Six months ended June 30, 2013     |                      |                           |                               |                                 |                                     |                                   |                   |       |
| Average balance of impaired loans  | -                    | -                         | -                             | -                               | 3,492                               | 3,708                             | -                 | 7,200 |
| Interest income recognized         | -                    | -                         | -                             | -                               | 112                                 | 90                                | -                 | 202   |
| Three months ended June 30, 2013   |                      |                           |                               |                                 |                                     |                                   |                   |       |
| Average balance of impaired loans  | -                    | -                         | -                             | -                               | 3,489                               | 3,636                             | -                 | 7,125 |
| Interest income recognized         | -                    | -                         | -                             | -                               | 55                                  | 65                                | -                 | 120   |

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| (in thousands)                     | December 31, 2012   |                        |                         |                           |                               |                             |                |       |
|------------------------------------|---------------------|------------------------|-------------------------|---------------------------|-------------------------------|-----------------------------|----------------|-------|
|                                    | Construction & land | Residential first lien | Residential junior lien | Commercial owner occupied | Commercial non-owner occupied | Commercial loans and leases | Consumer loans | Total |
| Impaired loans:                    |                     |                        |                         |                           |                               |                             |                |       |
| Recorded investment                | 432                 | 442                    | -                       | -                         | 3,134                         | 1,568                       | -              | 5,576 |
| With an allowance recorded         | 432                 | 442                    | -                       | -                         | 381                           | 540                         | -              | 1,795 |
| With no related allowance recorded | -                   | -                      | -                       | -                         | 2,753                         | 1,028                       | -              | 3,781 |
| Related allowance                  | 21                  | 138                    | -                       | -                         | 148                           | 257                         | -              | 564   |
| Unpaid principal                   | 432                 | 442                    | -                       | -                         | 3,372                         | 1,580                       | -              | 5,826 |
| Average balance of impaired loans  | 439                 | 444                    | -                       | -                         | 4,225                         | 1,809                       | 7              | 6,924 |
| Interest income recognized         | 18                  | 15                     | -                       | -                         | 211                           | 96                          | 1              | 341   |

Nonaccrual loans included in impaired loans totaled \$3.4 million and \$2.4 million at June 30, 2013 and December 31, 2012, respectively. Interest income that would have been recorded if nonaccrual loans had been current and in accordance with their original terms was \$83 thousand for the first six months of 2013.

Management routinely evaluates other real estate owned (“OREO”) based upon periodic appraisals. For the six months ended June 30, 2013 and 2012 there were no additional valuation allowances recorded as the current appraised value was sufficient to cover the recorded OREO amount. For the six months ended June 30, 2013 there were no new loans transferred from loans to OREO and one OREO property totaling \$178 thousand was sold. In comparison, for the six months ended June 30, 2012 one loan was transferred from loans to OREO totaling \$112 thousand, net of reserves. Additionally, the Bank sold one OREO property totaling \$567 thousand and the Bank recorded an additional valuation allowance of \$48 thousand in non-interest expense for several properties whose current appraised value was less than the recorded OREO amount.

The trouble debt restructured loans (“TDRs”) at June 30, 2013 and December 31, 2012 are as follows:

| (dollars in thousands)                    | June 30, 2013   |                    |                 |                |            |
|---|-----------------|--------------------|-----------------|----------------|------------|
|   | Number of Loans | Non-Accrual Status | Number of Loans | Accrual Status | Total TDRs |
| Commercial real estate non-owner occupied | 1               | \$ 377             | -               | \$ -           | \$377      |
| Commercial loans                          | 6               | 872                | -               | -              | 872        |
|   | 7               | \$ 1,249           | -               | \$ -           | \$1,249    |

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| (dollars in thousands)                    | December 31, 2012 |                    |                 |                |            |
|---|-------------------|--------------------|-----------------|----------------|------------|
|   | Number of Loans   | Non-Accrual Status | Number of Loans | Accrual Status | Total TDRs |
| Commercial real estate non-owner occupied | 1                 | \$ 381             | -               | \$ -           | \$381      |
| Commercial loans                          | 6                 | 903                | -               | -              | 903        |
|   | 7                 | \$ 1,284           | -               | \$ -           | \$1,284    |

A summary of TDR modifications outstanding and performance under modified terms are as follows:

| (in thousands)                  | June 30, 2013                    |                              |            |
|---------------------------------|----------------------------------|------------------------------|------------|
|                                 | Not Performing to Modified Terms | Performing to Modified Terms | Total TDRs |
| Commercial loans                |                                  |                              |            |
| Interest only payments          | \$-                              | \$ -                         | \$-        |
| Rate modification               | -                                | -                            | -          |
| Forbearance                     | 1,249                            | -                            | 1,249      |
| Extension or other modification | -                                | -                            | -          |
| Total commercial                | 1,249                            | -                            | 1,249      |
| Total TDR's                     | \$1,249                          | \$ -                         | \$1,249    |

| (in thousands)                  | December 31, 2012                            |                                       |               |
|---------------------------------|--|---------------------------------------|---------------|
|                                 | Not<br>Performing<br>to<br>Modified<br>Terms | Performing<br>to<br>Modified<br>Terms | Total<br>TDRs |
| Commercial loans                |  |                                       |               |
| Interest only payments          | \$-  | \$ -                                  | \$-           |
| Rate modification               | -  | -                                     | -             |
| Forbearance                     | 1,284  | -                                     | 1,284         |
| Extension or other modification | -  | -                                     | -             |
| Total commercial                | 1,284  | -                                     | 1,284         |
| Total TDR's                     | \$1,284                                      | \$ -                                  | \$1,284       |

There were no new loans restructured in the first six months of 2013.

#### Note 5: Deposits

The following table details the composition of deposits and the related percentage mix of total deposits, respectively:

| (dollars in thousands)                     | June 30,<br>2013 |               | December 31,<br>2012 |               |
|--|------------------|---------------|----------------------|---------------|
|  | Amount           | % of<br>Total | Amount               | % of<br>Total |
| Noninterest-bearing demand                 | \$83,123         | 25 %          | \$95,875             | 30 %          |
| Interest-bearing checking                  | 24,864           | 8             | 26,209               | 8             |
| Money market accounts                      | 76,795           | 24            | 70,856               | 23            |
| Savings                                    | 12,269           | 4             | 11,107               | 4             |
| Certificates of deposit \$100,000 and over | 94,573           | 29            | 77,759               | 25            |
| Certificates of deposit under \$100,000    | 33,919           | 10            | 33,052               | 10            |
| Total deposits                             | \$325,543        | 100 %         | \$314,858            | 100 %         |

#### Note 6: Stock Options, Awards and Warrants

The Company initially raised \$4,775,000 of capital by selling to its founders investment units consisting of one share of common stock and a fully detachable warrant equal to .25 shares of common stock per unit. The warrants were issued in recognition of the financial and organizational risk undertaken by the purchasers in the organizational offering. The warrants are immediately exercisable and will expire ten (10) years from the date of issuance on August

8, 2014. As of June 30, 2013 there have not been any exercises of these warrants and the Company has outstanding warrants to purchase 119,376 shares at the price of \$10.00 per share.

The Company's stock incentive plans provide for awards of nonqualified and incentive stock options as well as vested and non-vested common stock awards and other stock-based awards. Employee stock options can be granted with exercise prices at the fair market value (as defined within the plan) of the stock at the date of grant and with terms of up to ten years. Except as otherwise permitted in the plan, upon termination of employment for reasons other than retirement, permanent disability or death, the option exercise period is reduced or the options are canceled.

Stock options and stock awards may also be granted to non-employee members of the Board of Directors as compensation for attendance and participation at meetings of the Board of Directors and meetings of the various committees of the Board. The Company previously maintained an Advisory Board, for which non-employee members were compensated via stock options for meeting attendance. These nonqualified stock options can be granted with terms up to ten years, vest immediately, and are fully exercisable at time of grant. Stock awards granted to directors are based on the fair value of the awards, which is generally the market price of the common stock on the measurement date, and vest immediately.

The following table summarizes the Company's stock option activity and related information for the period ended:

|  | June 30, 2013 |                                 | December 31, 2012 |                                 |
|--|---------------|---------------------------------|-------------------|---------------------------------|
|  | Shares        | Weighted Average Exercise Price | Shares            | Weighted Average Exercise Price |
| Balance at January 1, 2013                                     | 395,351       | \$ 11.16                        | 395,351           | \$ 11.16                        |
| Granted  | -             | -                               | -                 | -                               |
| Exercised  | -             | -                               | -                 | -                               |
| Forfeited  | (1,800 )      | 7.50                            | -                 | -                               |
| Balance at June 30, 2013                                       | 393,551       | \$ 11.18                        | 395,351           | \$ 11.16                        |
| Exercisable at June 30, 2013                                   | 393,551       | \$ 11.18                        | 395,351           | \$ 11.16                        |
| Weighted average fair value of options granted during the year |               | \$ -                            |                   | \$ -                            |

The intrinsic value of a stock option is the amount that the market value of the underlying stock exceeds the exercise price of the option. Based upon a fair market value of \$7.88 at June 30, 2013 the options outstanding had an aggregate intrinsic value of \$2 thousand. There were no options exercised during the first half of 2013.

In the second quarter of 2013, 50,000 shares of restricted stock were granted, with 30,000 of the shares subject to a three year vesting schedule with one third of the shares vesting each year on the grant date anniversary. The remaining 20,000 awarded shares also are subject to a three year vesting schedule, however they only vest if certain annual performance measures are satisfactorily achieved.

A summary of the activity for the Company's restricted stock for the period indicated is presented in the following table:

| (In dollars, except share data):    | Number of Shares | Weighted Average Grant-Date Fair Value |
|-------------------------------------|------------------|--|
| Restricted stock at January 1, 2013 | 0                | \$ 0                                   |
| Granted                             | 50,000           | \$ 6.89                                |
| Vested                              | 0                | \$ 0                                   |
| Restricted stock at June 30, 2013   | 50,000           | \$ 6.89                                |

At June 30, 2013, based on equity awards outstanding at that time, the total unrecognized pre-tax compensation expense related to unvested equity awards was \$316 thousand. This expense is expected to be recognized through

2016.

**Note 7: Profit Sharing Plan**

The Company sponsors a defined contribution retirement plan through a Section 401(k) profit sharing plan. Employees may contribute up to 15% of their pretax compensation. Participants are eligible for matching Company contributions up to 4% of eligible compensation dependent on the level of voluntary contributions. Company matching contributions totaled \$66 thousand for the six months ended June 30, 2013 and \$55 thousand for the six months ended June 30, 2012. The Company's matching contributions vest immediately.

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**Note 8: Income per Common Share**

The table below shows the presentation of basic and diluted income per common share for the periods ended:

| (dollars in thousands, except per share data)  | Six months ended |           | Three months ended |           |
|--|------------------|-----------|--------------------|-----------|
|  | June 30,         |           | June 30,           |           |
|  | 2013             | 2012      | 2013               | 2012      |
| Net income   | \$997            | \$794     | \$514              | \$395     |
| Preferred dividends  | (102 )           | (314 )    | (33 )              | (157 )    |
| Net income available to common shareholders (numerator)  | \$895            | \$480     | \$481              | \$238     |
| <b>BASIC</b>   |                  |           |                    |           |
| Average common shares outstanding (denominator)  | 4,040,471        | 2,640,264 | 4,040,471          | 2,640,264 |
| Basic income per common share  | \$0.22           | \$0.18    | \$0.12             | \$0.09    |
| <b>DILUTED</b>   |                  |           |                    |           |
| Average common shares outstanding  | 4,040,471        | 2,640,264 | 4,040,471          | 2,640,264 |
| Diluted effect of stock options and warrants   | 8,975            | -         | 8,975              | -         |
| Diluted average common shares outstanding (denominator)  | 4,049,446        | 2,640,264 | 4,049,446          | 2,640,264 |
| Diluted income per common share  | \$0.22           | \$0.18    | \$0.12             | \$0.09    |
| Stock options and warrants outstanding that are anti-dilutive and thus excluded from calculation of diluted number of shares presented above | 512,927          | 514,127   | 512,927            | 514,127   |

**Note 9: Risk-Based Capital**

The Federal Deposit Insurance Corporation Improvement Act of 1991 ("FDICIA") required that the federal regulatory agencies adopt regulations defining five capital tiers for banks: well capitalized, adequately capitalized, undercapitalized, significantly undercapitalized and critically undercapitalized. Failure to meet minimum capital requirements can initiate certain mandatory and possibly additional discretionary actions by regulators that, if undertaken, could have a direct material effect on the Company's financial statements. Quantitative measures, established by the regulators to ensure capital adequacy, require that the Bank and Bancorp maintain minimum ratios (set forth below) of capital to risk-weighted assets. Under the guidelines, capital is compared to the relative risk related to the balance sheet. The capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings, and other factors.

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Management believes that, as of June 30, 2013 and December 31, 2012 the Bank met all capital adequacy requirements to which it is subject.

| (dollars in thousands)                                 | Actual   |         | For capital adequacy purposes |        | To be well capitalized under the FDICIA prompt corrective action provisions |         |
|--|----------|---------|-------------------------------|--------|---|---------|
|  | Amount   | Ratio   | Amount                        | Ratio  | Amount  | Ratio   |
| As of June 30, 2013:                                   |          |         |                               |        |   |         |
| Total capital (to risk-weighted assets)                |          |         |                               |        |   |         |
| Howard Bank  | \$41,056 | 11.44%  | \$ 28,699                     | 8.00 % | \$ 35,874   | 10.00 % |
| Howard Bancorp   | \$50,515 | 13.93%  | \$ 29,001                     | 8.00 % | N/A   |         |
| Tier 1 capital (to risk-weighted assets)               |          |         |                               |        |   |         |
| Howard Bank  | \$38,108 | 10.62%  | \$ 14,350                     | 4.00 % | \$ 21,525   | 6.00 %  |
| Howard Bancorp   | \$47,564 | 13.12%  | \$ 14,501                     | 4.00 % | N/A   |         |
| Tier 1 capital (to average assets)<br>(Leverage ratio) |          |         |                               |        |   |         |
| Howard Bank  | \$38,108 | 9.55 %  | \$ 15,958                     | 4.00 % | \$ 19,948   | 5.00 %  |
| Howard Bancorp   | \$47,564 | 11.91 % | \$ 15,969                     | 4.00 % | N/A   |         |
| As of December 31, 2012:                               |          |         |                               |        |   |         |
| Total capital (to risk-weighted assets)                |          |         |                               |        |   |         |
| Howard Bank  | \$39,739 | 12.17%  | \$ 26,127                     | 8.00 % | \$ 32,659   | 10.00 % |
| Howard Bancorp   | \$49,404 | 15.02%  | \$ 26,312                     | 8.00 % | N/A   |         |
| Tier 1 capital (to risk-weighted assets)               |          |         |                               |        |   |         |
| Howard Bank  | \$36,978 | 11.32%  | \$ 13,064                     | 4.00 % | \$ 19,595   | 6.00 %  |
| Howard Bancorp   | \$46,640 | 14.18%  | \$ 13,156                     | 4.00 % | N/A   |         |
| Tier 1 capital (to average assets)<br>(Leverage ratio) |          |         |                               |        |   |         |
| Howard Bank  | \$36,978 | 9.79 %  | \$ 15,109                     | 4.00 % | \$ 18,887   | 5.00 %  |
| Howard Bancorp   | \$46,640 | 12.34%  | \$ 15,114                     | 4.00 % | N/A   |         |

The Bank is currently prohibited from paying dividends without the prior approval of the Commissioner.

**Note 10: Preferred Stock**

On September 22, 2011, we entered into a Securities Purchase Agreement with the Secretary of the Treasury, pursuant to which Bancorp issued and sold to the Treasury 12,562 shares of our Senior Non-Cumulative Perpetual Preferred Stock, Series AA, having a liquidation preference of \$1,000 per share, for aggregate proceeds of \$12,562,000. The issuance was pursuant to the Treasury's Small Business Lending Fund (SBLF) program, a \$30 billion fund established under the Small Business Jobs Act of 2010, which encourages lending to small businesses by providing capital to

qualified community banks with assets of less than \$10 billion. The Series AA Preferred Stock holders are entitled to receive non-cumulative dividends payable quarterly on each January 1, April 1, July 1 and October 1, beginning October 1, 2011. The dividend rate, which is calculated on the aggregate Liquidation Amount, was initially set at 5% per annum based upon the current level of “Qualified Small Business Lending” (“QSBL”) by the Bank and is currently set at 1%. The dividend rate for each dividend period may vary and is set based upon the percentage change in qualified lending between each dividend period and the baseline QSBL level established at the time the Agreement was entered into. Such dividend rate may vary from 1% per annum to 5% per annum for the second through tenth dividend periods and from 1% per annum to 7% per annum for the eleventh through the eighteenth dividend periods and through March 22, 2016 with respect to the nineteenth dividend period. If the Series AA Preferred Stock remains outstanding for more than four-and-one-half years, the dividend rate will be fixed at 9%. Prior to that time, in general, the dividend rate decreases as the level of the Bank’s QSBL increases. Such dividends are not cumulative, but Bancorp may only declare and pay dividends on its common stock (or any other equity securities junior to the Series AA Preferred Stock) if it has declared and paid dividends for the current dividend period on the Series AA Preferred Stock, and will be subject to other restrictions on its ability to repurchase or redeem other securities. In addition, if (i) we have not timely declared and paid dividends on the Series AA Preferred Stock for six dividend periods or more, whether or not consecutive, the Treasury (or any successor holder of Series AA Preferred Stock) may designate a representative to attend all meetings of Bancorp’s Board of Directors in a nonvoting observer capacity and Bancorp must give such representative copies of all notices, minutes, consents and other materials that Bancorp provide to its directors in connection with such meetings.

We may redeem the shares of Series AA Preferred Stock, in whole or in part, at any time at a redemption price equal to the sum of the Liquidation Amount per share and the per-share amount of any unpaid dividends for the then-current period, subject to any required prior approval by our primary federal banking regulator.

#### **Note 11: Fair Value**

FASB ASC Topic 820 “Fair Value Measurements” 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. FASB ASC Topic 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 Company utilizes fair value measurements to record fair value adjustments to certain assets and to determine fair value disclosures. Securities available for sale are recorded at fair value on a recurring basis. Additionally, from time to time, the Company may be required to record at fair value other assets on a nonrecurring basis, such as loans held for investment and certain other assets. These nonrecurring fair value adjustments typically involve application of lower of cost or market accounting or write-downs of individual assets.

Under FASB ASC Topic 820, the Company groups assets and liabilities at fair value in three levels, based on the markets in which the assets and liabilities are traded and the reliability of the assumptions used to determine the fair value. These hierarchy levels are:

Level 1: Valuations for assets and liabilities traded in active exchange markets. Valuations are obtained from readily available pricing sources for market transactions involving identical assets or liabilities.

Level 2: Valuations for assets and liabilities traded in less active dealer or broker markets. Valuations are obtained from third party pricing services for identical or comparable assets or liabilities which use observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in active markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3: Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

A financial instrument's level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement.

The types of instruments valued based on quoted market prices in active markets include most U.S. government and agency securities, liquid mortgage products, active listed equities and most money market securities. Such instruments are generally classified within Level 1 or Level 2 of the fair value hierarchy. As required by FASB ASC Topic 820, the Company does not adjust the quoted price for such instruments.

The types of instruments valued based on quoted prices in markets that are not active, broker or dealer quotations, or alternative pricing sources with reasonable levels of price transparency include most investment-grade and high-yield corporate bonds, less liquid mortgage products, less liquid equities, state, municipal and provincial obligations, and certain physical commodities. Such instruments are generally classified within Level 2 of the fair value hierarchy.

Level 3 is for positions that are not traded in active markets or are subject to transfer restrictions, valuations are adjusted to reflect illiquidity and/or non-transferability, and such adjustments are generally based on available market evidence. In the absence of such evidence, management's best estimate is used.

Impaired loans are evaluated and valued at the time the loan is identified as impaired, at the lower of cost or market value. Market value is measured based on the value of the collateral securing these loans and is classified at a Level 3 in the fair value hierarchy. Collateral may be real estate and/or business assets including equipment, inventory and/or accounts receivable. The value of real estate collateral is determined based on appraisal by qualified licensed appraisers hired by the Company. The value of business equipment, inventory and accounts receivable collateral is based on the net book value on the business' financial statements and, if necessary, discounted based on management's review and analysis. Appraised and reported values may be discounted based on management's historical knowledge, changes in market conditions from the time of valuation, and/or management's expertise and knowledge of the client and client's business. Impaired loans are reviewed and evaluated on at least a quarterly basis for additional impairment and adjusted accordingly, based on the same factors identified above.

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The following table sets forth the Company's financial assets and liabilities that were accounted for or disclosed at fair value on a recurring basis as of June 30, 2013 and December 31, 2012.

| June 30, 2013              |              | Quoted Price in | Significant |              |
|----------------------------|--------------|-----------------|-------------|--------------|
|                            | Carrying     | Active Markets  | Other       | Significant  |
| (in thousands)             | Value        | for Identical   | Observable  | Unobservable |
|                            | (Fair Value) | Assets          | Inputs      | Inputs       |
|                            |              | (Level 1)       | (Level 2)   | (Level 3)    |
| Investment securities:     |              |                 |             |              |
| U.S. Federal agencies      | \$ 15,009    | \$ -            | \$ 15,009   | \$ -         |
| Mortgage-backed securities | 226          | -               | 226         | -            |
| Loans held for sale        | 1,650        | -               | 1,650       | -            |

| December 31, 2012          |              | Quoted Price in | Significant |              |
|----------------------------|--------------|-----------------|-------------|--------------|
|                            | Carrying     | Active Markets  | Other       | Significant  |
| (in thousands)             | Value        | for Identical   | Observable  | Unobservable |
|                            | (Fair Value) | Assets          | Inputs      | Inputs       |
|                            |              | (Level 1)       | (Level 2)   | (Level 3)    |
| Investment securities:     |              |                 |             |              |
| U.S. Federal agencies      | \$ 26,540    | \$ -            | \$ 26,540   | \$ -         |
| Mortgage-backed securities | 335          | -               | 335         | -            |
| Loans held for sale        | 1,639        | -               | 1,639       | -            |

The following table sets forth the Company's financial assets and liabilities that were accounted for or disclosed at fair value on a nonrecurring basis as of June 30, 2013 and December 31, 2012.

| June 30, 2013                   |              | Quoted Price in | Significant |              |
|---------------------------------|--------------|-----------------|-------------|--------------|
|                                 | Carrying     | Active Markets  | Other       | Significant  |
| (in thousands)                  | Value        | for Identical   | Observable  | Unobservable |
|                                 | (Fair Value) | Assets          | Inputs      | Inputs       |
|                                 |              | (Level 1)       | (Level 2)   | (Level 3)    |
| Other real estate owned         | \$ 2,725     | \$ -            | \$ -        | \$ 2,725     |
| Impaired loans:                 |              |                 |             |              |
| Construction and land           | -            | -               | -           | -            |
| Residential - first lien        | -            | -               | -           | -            |
| Residential - junior lien       | -            | -               | -           | -            |
| Commercial - owner occupied     | -            | -               | -           | -            |
| Commercial - non-owner occupied | 2,956        | -               | -           | 2,956        |
| Commercial loans and leases     | 3,010        | -               | -           | 3,010        |
| Consumer                        | -            | -               | -           | -            |



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| December 31, 2012               | Carrying Value (Fair Value) | Quoted Price in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
|---------------------------------|-----------------------------|---|---|---|
| (in thousands)                  |                             |   |   |   |
| Other real estate owned         | \$ 2,903                    | \$ -  | \$ -  | \$ 2,903                                  |
| Impaired loans:                 |                             |   |   |   |
| Construction and land           | 411                         | -   | -   | 411                                       |
| Residential - first lien        | 304                         | -   | -   | 304                                       |
| Residential - junior lien       | -                           | -   | -   | -   |
| Commercial - owner occupied     | -                           | -   | -   | -   |
| Commercial - non-owner occupied | 2,985                       | -   | -   | 2,985                                     |
| Commercial loans and leases     | 1,311                       | -   | -   | 1,311                                     |
| Consumer                        | -                           | -   | -   | -   |

The fair value of a financial instrument is the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. Fair value estimates are based on quoted market prices where available or calculated using present value techniques. Since quoted market prices are not available on many of our financial instruments, estimates may be based on the present value of estimated future cash flows and estimated discount rates. These financial assets and liabilities have not been recorded at fair value.

The following methods and assumptions were used to estimate the fair value of financial instruments where it is practical to estimate fair value:

**Cash and cash equivalents:** The fair value of cash and cash equivalents is estimated to approximate the carrying amounts.

**Securities available-for-sale:** Based on quoted market prices. If quoted market price is not available fair value is estimated using quoted market prices for similar securities. See Note 2 for additional information.

**Nonmarketable equity securities:** Because these securities are not marketable, the carrying amount approximates the fair value.

**Loans:** For variable rate loans the carrying amount approximates the fair value. For fixed rate loans the fair value is calculated by discounting estimated cash flows using current rates at which similar loans would be made to borrowers with similar credit ratings and for the same remaining maturities. The estimated cash flows do not anticipate prepayments.



**Deposits:** The carrying amount of non-maturity deposits such as demand deposits, money market and saving deposits approximates the fair value. The fair value of deposits with predetermined maturity dates such as certificate of deposits is estimated by discounting the future cash flows using current rates of similar deposits with similar remaining maturities.

**Short-term borrowing:** Variable rate repurchase agreements carrying amounts approximate the fair values at the reporting date.

**Long-term borrowing:** Because the borrowing is a variable rate instrument, the carrying amount approximates the fair value.

Management has made estimates of fair value discount rates that it believes to be reasonable. However, because there is no market for many of these financial instruments, management has no basis to determine whether the fair value presented for loans would be indicative of the value negotiated in an actual sale.

The following table presents required information in accordance with ASC Topic 825 “Financial Instruments” at June 30, 2013 and December 31, 2012.

| (in thousands)                  | June 30, 2013      |               | Quoted Price in<br>Active Markets<br>for Identical<br>Assets<br>(Level 1) | Significant<br>Other<br>Observable<br>Inputs<br>(Level 2) | Significant<br>Unobservable<br>Inputs<br>(Level 3) |
|---------------------------------|--------------------|---------------|---|---|--|
|                                 | Carrying<br>Amount | Fair<br>Value |   |   |  |
| <b>Financial Assets</b>         |                    |               |   |   |  |
| Cash and cash equivalents       | \$23,807           | \$23,807      | \$ -  | \$ 23,807   | \$ -   |
| Nonmarketable equity securities | 1,922              | 1,922         | -   | 1,922   | -  |
| Loans and leases                | 348,692            | 345,637       | -   | -   | 345,637  |
| <b>Financial Liabilities</b>    |                    |               |   |   |  |
| Deposits                        | 325,543            | 325,900       | -   | -   | 325,900  |
| Short-term borrowings           | 19,009             | 19,009        | -   | 19,009  | -  |
| Long-term borrowings            | 22,000             | 21,991        | -   | 21,991  | -  |

| (in thousands)                  | December 31, 2012  |               | Quoted Price in<br>Active Markets<br>for Identical<br>Assets<br>(Level 1) | Significant<br>Other<br>Observable<br>Inputs<br>(Level 2) | Significant<br>Unobservable<br>Inputs<br>(Level 3) |
|---------------------------------|--------------------|---------------|---|---|--|
|                                 | Carrying<br>Amount | Fair<br>Value |   |   |  |
| <b>Financial Assets</b>         |                    |               |   |   |  |
| Cash and cash equivalents       | \$36,361           | \$36,361      | \$ -  | \$ 36,361   | \$ -   |
| Nonmarketable equity securities | 1,475              | 1,475         | -   | 1,475   | -  |
| Loans and leases                | 319,454            | 316,413       | -   | -   | 322,495  |
| <b>Financial Liabilities</b>    |                    |               |   |   |  |
| Deposits                        | 314,858            | 315,424       | -   | -   | 315,424  |
| Short-term borrowings           | 26,987             | 26,987        | -   | 26,987  | -  |
| Long-term borrowings            | 12,000             | 12,025        | -   | 12,025  | -  |

**Note 12: Acquisitions**

We have executed an agreement to acquire approximately \$39 million in additional loans and deposits via the purchase of a branch in Harford County, MD from Cecil Bank, subject to regulatory approval. Approval from the Office of the Commissioner of Financial Regulation for Maryland and from the FDIC has been received. Final settlement, including the transfer of both loans and deposits between the two institutions is scheduled to occur in the third quarter of 2013.



## **Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

This section is intended to help potential investors understand our financial performance through a discussion of the factors affecting our consolidated financial condition. This section should be read in conjunction with the consolidated financial statements and accompanying notes.

### **Overview**

Bancorp is the holding company for the Bank. The Bank is a trust company chartered under Subtitle 2 of Title 3 of the Financial Institutions Article of the Annotated Code of Maryland. The Bank was formed in March 2004 and commenced banking operations on August 9, 2004. The Bank does not exercise trust powers, and our regulatory structure is the same as a Maryland-chartered commercial bank. As such, our business has consisted primarily of originating both commercial and real estate loans secured by property in our market area. Typically, commercial real estate and business loans involve a higher degree of risk and carry a higher yield than one-to four-family residential loans. Although we plan to continue to focus on commercial customers, we intend to increase our originations of one-to four-family residential mortgage loans going forward, increasing our portfolio of mortgage lending and also selling select loans into the secondary markets.

We are headquartered in Ellicott City, Maryland and we consider our primary market area to be Howard County, Maryland and Anne Arundel County, Maryland. Our secondary market area, primarily for commercial lending, includes the Maryland counties of Baltimore, Carroll, Frederick, Montgomery and Prince George's as well as Baltimore City. We engage in a general commercial banking business, making various types of loans and accepting deposits. We market our financial services to small to medium sized businesses and their owners, professionals and executives, and high-net-worth individuals. Our loans are primarily funded by core deposits of customers in our market.

Our core business strategy is to deliver superior customer service that is supported by an extremely high level of banking sophistication. Our specialized community banking focus on both local markets and small business related market segments is combined with a broad array of products, new technology and seasoned banking professionals which positions the Bank differently than most competitors. Our experienced executives establish a relationship with each client and bring value to all phases of a client's business and personal banking needs. We call it Hands-On Service.

Our results of operations depend mainly on our net interest income, which is the difference between the interest income we earn on our loan and investment portfolios and the interest expense we pay on deposits and borrowings. Results of operations are also affected by provisions for credit losses, noninterest income and noninterest expense.

Our noninterest expense consists primarily of compensation and employee benefits, as well as office occupancy, business development, deposit insurance and general administrative and data processing expenses. Our operations are significantly affected by general economic and competitive conditions, particularly with respect to changes in interest rates, government policies and actions of regulatory authorities. Future changes in applicable law, regulations or government policies may materially affect our financial condition and results of operations.

Total assets increased by over \$13.2 million or 3.3% when comparing June 30, 2013 assets of \$414.9 million to the \$401.7 million at December 31, 2012. Total loans outstanding of \$351.6 million at the end of June 2013, showed an increase of \$29.4 million or 9.1% compared to total loans of \$322.2 million on December 31, 2012. Total deposits grew by \$10.7 million or 3.4% when comparing June 30, 2013 to December 31, 2012. Early in the first quarter of 2013, the Bank initiated an investment of \$8.0 million in bank owned life insurance (“BOLI”).

The first half of 2013 net income was \$997 thousand, which represents an increase of 25.6% over net income for the first half of 2012. Net interest income for the six months ended June 30, 2013 was \$7.3 million versus \$6.5 million for the first six months of 2012, an increase of approximately \$721 thousand or 11.0%. Total noninterest income was \$333 thousand for the first half of 2012, compared to \$642 thousand for the same period in 2013. The first half 2012 noninterest income was negatively impacted by a \$131 thousand loss on sale of OREO while in 2013 noninterest income benefited by the \$137 thousand in income generated from the recently initiated BOLI program. These two factors represent \$268 thousand of the total noninterest income increase of \$309 thousand or 92.7% in the 2013 period. Total noninterest expenses increased by \$617 thousand from \$5.2 million for the six months ended June 30, 2012 to \$5.8 million for the same period in 2013. Most of the increase in expenses was due to additional compensation costs as we continue to expand our staff.

On March 28, 2013, the Bank executed an agreement to acquire approximately \$39 million in additional loans and deposits via the purchase of a branch in Harford County, Maryland from Cecil Bank. All of the normal regulatory approvals have been received and this transaction is expected to close in the third quarter of 2013.

We are proceeding with the design and construction of our first Baltimore County, MD branch along with a regional office to be located in Towson, MD, which we expect will open in the fourth quarter of 2013.

## Critical Accounting Policies

Our accounting and financial reporting policies conform to GAAP and general practice within the banking industry. Accordingly, the financial statements require management to exercise significant judgment or discretion or make significant assumptions based on the information available that have, or could have, a material impact on the carrying value of certain assets or on income. These estimates and assumptions affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of income and expenses during the periods presented. In reviewing and understanding financial information for us, you are encouraged to read and understand the significant accounting policies used in preparing our financial statements. We consider the allowance for credit losses to be our most significant accounting policy, which is further described in the notes to the financial statements.

The allowance for credit losses is established through a provision for credit losses charged against income. Loans are charged against the allowance for credit losses when management believes that the collectability of the principal is unlikely. Subsequent recoveries are added to the allowance. The allowance is an amount that represents the amount of probable and reasonably estimable known and inherent losses in the loan portfolio, based on evaluations of the collectability of loans. The evaluations take into consideration such factors as changes in the types and amount of loans in the loan portfolio, historical loss experience, adverse situations that may affect the borrower's ability to repay, estimated value of any underlying collateral, estimated losses relating to specifically identified loans, and current economic conditions. This evaluation is inherently subjective as it requires material estimates including, among others, exposure at default, the amount and timing of expected future cash flows on impacted loans, value of collateral, estimated losses on our loan portfolios as well as consideration of general loss experience. Based on our estimate of the level of allowance for credit losses required, we record a provision for credit losses to maintain the allowance for credit losses at an appropriate level.

We cannot predict with certainty the amount of loan charge-offs that we will incur. We do not currently determine a range of loss with respect to the allowance for credit losses. In addition, our regulatory agencies, as an integral part of their examination processes, periodically review our allowance for credit losses. Such agencies may require that we recognize additions to the allowance for credit losses based on their judgments about information available to them at the time of their examination. To the extent that actual outcomes differ from management's estimates, additional provisions to the allowance for credit losses may be required that would adversely impact earnings in future periods.

We account for income taxes under the asset/liability method. We recognize deferred tax assets for the future consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis, as well as operating loss and tax credit carry-forwards. We measure deferred tax assets and liabilities using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. We recognize the effect on deferred tax assets and liabilities of a change in tax rates in income in the period indicated by the enactment date. We establish a valuation allowance for deferred tax assets when, in the judgment of management, it is more likely than not that such deferred tax assets will not become realizable. The judgment about the level of future taxable income is dependent to a great extent on matters that may, at least in part, be beyond our control. It is at least reasonably possible that management's

judgment about the need for a valuation allowance for deferred tax assets could change in the near term.

We follow the provisions of ASC Topic 718 "Compensation," which requires the expense recognition over a service period for the fair value of share based compensation awards, such as stock options, restricted stock, and performance based shares. This standard allows management to establish modeling assumptions as to expected stock price volatility, option terms, forfeiture rates and dividend rates which directly impact estimated fair value. The accounting standard also allows for the use of alternative option pricing models which may impact fair value as determined. Our practice is to utilize reasonable and supportable assumptions which are reviewed with the appropriate Board committee.

### **Balance Sheet Analysis and Comparison of Financial Condition**

A comparison between June 30, 2013 and December 31, 2012 balance sheets is presented below.

#### **Assets**

Total assets increased \$13.2 million, or 3.3%, to \$414.9 million at June 30, 2013 compared to \$401.7 million at December 31, 2012. This asset growth was primarily due to a \$29.4 million growth in total loans, partially offset by decreases of \$12.6 million in cash and cash equivalents and \$11.6 million in investment securities. In addition, total assets benefited from the Bank's investment of \$8.0 million in BOLI which was purchased in the first quarter of 2013. The asset growth was funded primarily from increases in customer deposits, which increased from \$314.9 million at December 31, 2012 to \$325.5 million at June 30, 2013, an increase of \$10.7 million or 3.4%.

## Securities Available for Sale

We currently hold both U.S. agency securities and mortgage backed securities in our securities portfolio, all of which are categorized as available for sale. Our securities portfolio is used to provide the required collateral for funding via commercial customer repurchase agreements as well as to provide sufficient liquidity to fund our loans and provide funds for withdrawals of deposited funds. At June 30, 2013 and December 31, 2012 we held an investment in stock of the Federal Home Loan Bank of Atlanta (“FHLB”) of \$1.9 million and \$1.5 million, respectively. This investment is required for continued FHLB membership, and is based partially upon the dollar amount of borrowings outstanding from the FHLB. These investments are carried at cost. We have never held stock in Fannie Mae or Freddie Mac.

The following tables set forth the composition of our investment securities portfolio at the dates indicated.

| (in thousands)        | June 30, 2013  |                      | December 31, 2012 |                      |
|-----------------------|----------------|----------------------|-------------------|----------------------|
|                       | Amortized Cost | Estimated Fair Value | Amortized Cost    | Estimated Fair Value |
| U.S. Federal agencies | \$ 15,007      | \$ 15,009            | \$ 26,526         | \$ 26,540            |
| Mortgage-backed       | 213            | 226                  | 314               | 335                  |
| Total                 | \$ 15,220      | \$ 15,235            | \$ 26,840         | \$ 26,875            |

We had securities available for sale of \$15.2 million and \$26.9 million at June 30, 2013 and December 31, 2012, respectively, which were recorded at fair value. This represents a decrease of \$11.6 million, or 43.3%, from the prior year end. The decrease in our securities was used to fund the \$8.0 million BOLI program, while maintaining an appropriate amount of securities to collateralize our repurchase agreements at June 30, 2013. We did not record any gains or losses on the sales or calls of securities or mortgage backed securities in any of the period presented.

With respect to our total portfolio of securities available for sale, we held certain securities that had unrealized losses of less than \$1 thousand at both June 30, 2013 and December 31, 2012. The minimal changes in the fair value of these securities resulted primarily from interest rate fluctuations. We do not intend to sell these securities nor is it more likely than not that we would be required to sell these securities before their anticipated recovery, and we believe the collection of the investment and related interest is probable. Based on this analysis, we consider all of the unrealized losses to be temporary in nature.

## Loan and Lease Portfolio



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Total loans and leases increased by \$29.4 million or 9.1%, to \$351.6 million at June 30, 2013 from \$322.2 million at December 31, 2012. At June 30, 2013, total loans were 84.8% of total assets, up from 80.2% of total assets at December 31, 2012. Over the last several years, loan growth throughout the banking industry has been impacted by decreased loan demand resulting from uncertain economic conditions. As the economy in our market area has started to gradually improve so has demand for certain types of credit, especially commercial real estate, commercial and construction loans.

The following table sets forth the composition of our loan portfolio at the dates indicated. We had loans held for sale of \$1.7 million at June 30, 2013, and \$1.6 million at December 31, 2012.

| (in thousands)                  | June 30,  |            | December 31, |            |   |
|---------------------------------|-----------|------------|--------------|------------|---|
|                                 | 2013      | % of Total | 2012         | % of Total |   |
| Real estate                     |           |            |              |            |   |
| Construction and land           | \$42,210  | 12.0       | % \$37,963   | 11.8       | % |
| Residential - first lien        | 31,870    | 9.1        | 29,826       | 9.3        |   |
| Residential - junior lien       | 7,786     | 2.2        | 7,983        | 2.5        |   |
| Total residential real estate   | 39,656    | 11.3       | 37,809       | 11.7       |   |
| Commercial - owner occupied     | 76,406    | 21.7       | 61,119       | 19.0       |   |
| Commercial - non-owner occupied | 96,637    | 27.5       | 96,223       | 29.9       |   |
| Total commercial real estate    | 173,043   | 49.2       | 157,342      | 48.8       |   |
| Total real estate loans         | 254,909   | 72.5       | 233,114      | 72.3       |   |
| Commercial loans and leases     | 95,542    | 27.2       | 87,844       | 27.3       |   |
| Consumer                        | 1,192     | 0.3        | 1,260        | 0.4        |   |
| Total loans                     | \$351,643 | 100.0      | % \$322,218  | 100.0      | % |

## Deposits

Our deposits increased from \$314.9 million at December 31, 2012 to \$325.5 million at June 30, 2013, an increase of \$10.7 million or 3.4%. The increase resulted primarily from a \$17.7 million or 16.0% increase in certificates of deposit, which increased from \$110.8 million at December 31, 2012 to \$128.5 million at June 30, 2013. In addition, interest bearing money market accounts increased \$5.9 million from December 31, 2012 to June 30, 2013. Partially offsetting this growth was a decrease in transaction deposits, both interest and noninterest bearing, from \$122.1 million at December 31, 2012 to \$108.0 million at June 30, 2013, a decline of \$14.1 million or 11.6%. This transaction deposit decline is attributable primarily to one commercial customer that made a large deposit (in excess of \$10 million) in December 2012 of cash received from the sale of a business and subsequently transferred these funds out of the Bank in January 2013.

The following tables set forth the distribution of total deposits, by account type, at the dates indicated

|  | June 30,<br>2013 |               | December 31,<br>2012 |               |
|--|------------------|---------------|----------------------|---------------|
| (dollars in thousands)                     | Amount           | % of<br>Total | Amount               | % of<br>Total |
| Noninterest-bearing demand                 | \$83,123         | 25 %          | \$95,875             | 30 %          |
| Interest-bearing checking                  | 24,864           | 8             | 26,209               | 8             |
| Money market accounts                      | 76,795           | 24            | 70,856               | 23            |
| Savings                                    | 12,269           | 4             | 11,107               | 4             |
| Certificates of deposit \$100,000 and over | 94,573           | 29            | 77,759               | 25            |
| Certificates of deposit under \$100,000    | 33,919           | 10            | 33,052               | 10            |
| Total deposits                             | \$325,543        | 100 %         | \$314,858            | 100 %         |

## Borrowings

Customer deposits remain the primary source utilized to meet funding needs. Borrowings consist of overnight unsecured master notes, overnight securities sold under agreement to repurchase (“repurchase agreements”) and FHLB advances. Our borrowings totaled \$41.0 million at June 30, 2013 and \$39.0 million at December 31, 2012. Short-term borrowings totaled \$19.0 million at June 30, 2013 and \$27.0 million at December 31, 2012. We had nine long-term FHLB advances outstanding totaling \$22.0 million at June 30, 2013 compared to six FHLB advances outstanding totaling \$12.0 million at December 31, 2012.

## Shareholders' Equity

Total shareholders' equity increased by \$912 thousand, or approximately 2.0%, from \$46.7 million at December 31, 2012 to \$47.6 million at June 30, 2013. The increase in shareholder's equity is the result of the retention of the earnings for the first half of 2013.

Total shareholders' equity at June 30, 2013 represents a capital to asset ratio of 11.48%, while the total shareholders' equity at December 31, 2012 represents a capital to asset ratio of 11.63%. Even though capital levels increased, the overall growth in asset levels resulted in a decline in the capital to asset ratio.

## Average Balance and Yields

The following tables set forth average balance sheets, average yields and costs, and certain other information for the periods indicated. No tax-equivalent yield adjustments were made, as the effect thereof was not material. All average balances are daily average balances. Non-accrual loans were included in the computation of average balances, and have been reflected in the table as loans carrying a zero yield. The yields set forth below include the effect of deferred fees, discounts and premiums that are amortized or accreted to interest income or expense.

|                                   | For the six months ended June 30, |                  |              |                 |                  |              |
|-----------------------------------|-----------------------------------|------------------|--------------|-----------------|------------------|--------------|
|                                   | 2013                              |                  |              | 2012            |                  |              |
| (dollars in thousands)            | Average Balance                   | Income / Expense | Yield / Rate | Average Balance | Income / Expense | Yield / Rate |
| Earning assets                    |                                   |                  |              |                 |                  |              |
| Loans and leases: <sup>1</sup>    |                                   |                  |              |                 |                  |              |
| Commercial loans and leases       | \$87,807                          | \$ 2,105         | 4.83 %       | \$77,902        | \$ 2,141         | 5.53 %       |
| Commercial real estate            | 162,697                           | 4,040            | 5.01         | 128,791         | 3,551            | 5.54         |
| Construction and land             | 41,082                            | 1,050            | 5.16         | 38,374          | 1,034            | 5.42         |
| Residential real estate           | 38,029                            | 859              | 4.56         | 31,058          | 766              | 4.96         |
| Consumer                          | 1,226                             | 31               | 5.08         | 1,711           | 39               | 4.58         |
| Total loans and leases            | 330,841                           | 8,085            | 4.93         | 277,836         | 7,531            | 5.45         |
| Federal funds sold                | 21,231                            | 23               | 0.22         | 28,779          | 31               | 0.22         |
| Securities: <sup>2</sup>          |                                   |                  |              |                 |                  |              |
| U.S Gov agencies                  | 15,724                            | 18               | 0.22         | 18,113          | 21               | 0.23         |
| Mortgage-backed                   | 294                               | 7                | 4.58         | 539             | 13               | 4.85         |
| Other investments                 | 1,555                             | 16               | 2.13         | 1,261           | 12               | 1.91         |
| Total securities                  | 17,573                            | 41               | 0.47         | 19,913          | 46               | 0.46         |
| Total earning assets              | 369,645                           | 8,149            | 4.45         | 326,528         | 7,608            | 4.69         |
| Cash and due from banks           | 4,702                             |                  |              | 3,610           |                  |              |
| Bank premises and equipment, net  | 9,460                             |                  |              | 9,625           |                  |              |
| Other assets                      | 14,155                            |                  |              | 6,547           |                  |              |
| Less: allowance for credit losses | (2,886 )                          |                  |              | (3,491 )        |                  |              |
| Total assets                      | \$395,076                         |                  |              | \$342,819       |                  |              |
| Interest-bearing liabilities      |                                   |                  |              |                 |                  |              |
| Deposits:                         |                                   |                  |              |                 |                  |              |
| Interest-bearing demand accounts  | \$25,054                          | \$ 35            | 0.28 %       | \$17,572        | \$ 34            | 0.39 %       |
| Money market                      | 74,613                            | 174              | 0.47         | 63,767          | 203              | 0.64         |
| Savings                           | 11,991                            | 25               | 0.41         | 11,279          | 34               | 0.61         |
| Time deposits \$100,000 and over  | 55,438                            | 332              | 1.21         | 62,450          | 373              | 1.20         |
| Other time deposits               | 58,557                            | 220              | 0.76         | 52,258          | 295              | 1.14         |
| Total interest-bearing deposits   | 225,653                           | 786              | 0.70         | 207,326         | 939              | 0.91         |
| Short-term borrowings             | 22,501                            | 57               | 0.51         | 21,768          | 86               | 0.79         |
| Long-term borrowings              | 13,017                            | 40               | 0.63         | 7,879           | 38               | 0.97         |
| Total interest-bearing funds      | 261,171                           | 883              | 0.68         | 236,973         | 1,063            | 0.90         |
| Noninterest-bearing deposits      | 85,736                            |                  |              | 67,928          |                  |              |

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|  |           |          |           |          |        |
|--|-----------|----------|-----------|----------|--------|
| Other liabilities and accrued expenses             | 923       |          | 909       |          |        |
| Total liabilities                                  | 347,830   |          | 305,810   |          |        |
| Shareholders' equity                               | 47,246    |          | 37,009    |          |        |
| Total liabilities & shareholders' equity           | \$395,076 |          | \$342,819 |          |        |
| Net interest rate spread <sup>3</sup>              |           | \$ 7,266 | 3.76 %    | \$ 6,545 | 3.78 % |
| Effect of noninterest-bearing funds                |           |          | 0.20      |          | 0.25   |
| Net interest margin on earning assets <sup>4</sup> |           |          | 3.96 %    |          | 4.03 % |

(1) *Loan fee income is included in the interest income calculation, and nonaccrual loans are included in the average loan base upon which the interest rate earned on loans is calculated.*

(2) *Available for sale securities are presented at fair value.*

(3) *Net interest rate spread represents the difference between the yield on average interest-earning assets and the cost of average interest-bearing liabilities.*

(4) *Net interest margin represents net interest income divided by average total interest-earning assets.*

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| (dollars in thousands)                             | For the three months ended June 30, |                  |              |                 |                  |              |
|--|-------------------------------------|------------------|--------------|-----------------|------------------|--------------|
|  | 2013                                |                  |              | 2012            |                  |              |
|  | Average Balance                     | Income / Expense | Yield / Rate | Average Balance | Income / Expense | Yield / Rate |
| <b>Earning assets</b>                              |                                     |                  |              |                 |                  |              |
| <b>Loans and leases: <sup>1</sup></b>              |                                     |                  |              |                 |                  |              |
| Commercial loans and leases                        | \$90,684                            | \$ 1,063         | 4.70 %       | \$78,007        | \$ 1,057         | 5.45 %       |
| Commercial real estate                             | 165,843                             | 2,059            | 4.98         | 130,607         | 1,789            | 5.51         |
| Construction and land                              | 42,589                              | 563              | 5.30         | 37,750          | 514              | 5.48         |
| Residential real estate                            | 38,123                              | 429              | 4.52         | 30,815          | 375              | 4.89         |
| Consumer   | 1,220                               | 15               | 5.06         | 2,151           | 23               | 4.30         |
| Total loans and leases                             | 338,459                             | 4,129            | 4.89         | 279,330         | 3,758            | 5.41         |
| Federal funds sold                                 | 21,231                              | 12               | 0.23         | 28,989          | 18               | 0.25         |
| <b>Securities: <sup>2</sup></b>                    |                                     |                  |              |                 |                  |              |
| U.S. Gov agencies                                  | 12,218                              | 7                | 0.22         | 21,961          | 12               | 0.22         |
| Mortgage-backed                                    | 271                                 | 3                | 4.47         | 504             | 6                | 4.79         |
| Other investments                                  | 1,623                               | 9                | 2.24         | 1,207           | 5                | 1.67         |
| Total securities                                   | 14,112                              | 19               | 0.54         | 23,672          | 23               | 0.39         |
| Total earning assets                               | 373,802                             | 4,160            | 4.46         | 331,991         | 3,799            | 4.60         |
| Cash and due from banks                            | 4,832                               |                  |              | 3,776           |                  |              |
| Bank premises and equipment, net                   | 9,406                               |                  |              | 9,742           |                  |              |
| Other assets                                       | 14,201                              |                  |              | 6,214           |                  |              |
| Less: allowance for credit losses                  | (2,955 )                            |                  |              | (3,527 )        |                  |              |
| Total assets                                       | \$399,286                           |                  |              | \$348,196       |                  |              |
| <b>Interest-bearing liabilities</b>                |                                     |                  |              |                 |                  |              |
| <b>Deposits:</b>                                   |                                     |                  |              |                 |                  |              |
| Interest-bearing demand accounts                   | \$26,012                            | \$ 18            | 0.28 %       | \$18,722        | \$ 17            | 0.37 %       |
| Money market                                       | 75,389                              | 88               | 0.47         | 63,981          | 92               | 0.58         |
| Savings  | 12,322                              | 13               | 0.41         | 11,600          | 16               | 0.55         |
| Time deposits \$100,000 and over                   | 54,560                              | 169              | 1.24         | 63,351          | 192              | 1.22         |
| Other time deposits                                | 61,974                              | 110              | 0.71         | 52,774          | 158              | 1.20         |
| Total interest-bearing deposits                    | 230,257                             | 398              | 0.69         | 210,428         | 475              | 0.91         |
| Short-term borrowings                              | 21,407                              | 27               | 0.51         | 24,864          | 46               | 0.74         |
| Long-term borrowing                                | 13,934                              | 19               | 0.55         | 6,000           | 15               | 1.00         |
| Total interest-bearing funds                       | 265,598                             | 444              | 0.67         | 241,292         | 536              | 0.89         |
| Noninterest-bearing deposits                       | 85,417                              |                  |              | 68,894          |                  |              |
| Other liabilities and accrued expenses             | 867                                 |                  |              | 971             |                  |              |
| Total liabilities                                  | 351,882                             |                  |              | 311,157         |                  |              |
| Shareholders' equity                               | 47,404                              |                  |              | 37,039          |                  |              |
| Total liabilities & shareholders' equity           | \$399,286                           |                  |              | \$348,196       |                  |              |
| Net interest rate spread <sup>3</sup>              |                                     | \$ 3,716         | 3.79 %       |                 | \$ 3,263         | 3.71 %       |
| Effect of noninterest-bearing funds                |                                     |                  | 0.19         |                 |                  | 0.24         |
| Net interest margin on earning assets <sup>4</sup> |                                     |                  | 3.99 %       |                 |                  | 3.95 %       |

(1) Loan fee income is included in the interest income calculation, and nonaccrual loans are included in the average loan base upon which the interest rate earned on loans is calculated.

(2) Available for sale securities are presented at fair value.

- (3) *Net interest rate spread represents the difference between the yield on average interest-earning assets and the cost of average interest-bearing liabilities.*
- (4) *Net interest margin represents net interest income divided by average total interest-earning assets.*

**Rate/Volume Analysis**

The following table presents the effects of changing rates and volumes on our net interest income for the periods indicated. The rate column shows the effects attributable to changes in rate (changes in rate multiplied by prior volume). The volume column shows the effects attributable to changes in volume (changes in volume multiplied by prior rate). The total column is further broken down to show the impact of changes in either rates or volumes. For purposes of this table, changes attributable to both rate and volume, which cannot be segregated, have been allocated proportionately, based on the changes due to rate and the changes due to volume.

| (in thousands)                           | For the six months ended June 30,<br>2013 vs. 2012 |             |                      | For the three months ended June 30,<br>2013 vs. 2012 |           |                      |
|--|--|-------------|----------------------|--|-----------|----------------------|
|  | Total  | Rates       | Volumes <sup>1</sup> | Total  | Rates     | Volumes <sup>1</sup> |
| Interest earned on:                      |  |             |                      |  |           |                      |
| Loans and leases:                        |  |             |                      |  |           |                      |
| Commercial loans and leases              | \$ (36 )   | \$ (536 )   | \$ 500               | \$ 6   | \$ (584 ) | \$ 590               |
| Commercial real estate                   | 489  | (688 )      | 1,177                | 270  | (691 )    | 961                  |
| Construction and land                    | 16   | (101 )      | 117                  | 49   | (67 )     | 116                  |
| Residential real estate                  | 93   | (125 )      | 218                  | 54   | (116 )    | 170                  |
| Consumer                                 | (8 )   | 8           | (16 )                | (8 )   | 16        | (24 )                |
| Taxable securities                       | (5 )   | 0           | (5 )                 | (4 )   | 33        | (37 )                |
| Federal funds sold                       | (8 )   | 0           | (8 )                 | (6 )   | (5 )      | (1 )                 |
| Interest-bearing deposits in other banks | -  | -           | -                    | -  | -         | -                    |
| Total interest income                    | 541  | (1,442 )    | 1,983                | 361  | (1,414 )  | 1,775                |
| Interest paid on:                        |  |             |                      |  |           |                      |
| Savings deposits                         | (9 )   | (21 )       | 12                   | (3 )   | (16 )     | 13                   |
| Checking plus interest deposits          | 1  | (19 )       | 20                   | 1  | (16 )     | 17                   |
| Money market accounts                    | (29 )  | (108 )      | 79                   | (4 )   | (70 )     | 66                   |
| Time deposit \$100,000 and over          | (41 )  | 4           | (45 )                | (23 )  | 16        | (39 )                |
| Other time deposits                      | (75 )  | (196 )      | 121                  | (48 )  | (260 )    | 212                  |
| Short-term borrowings                    | (29 )  | (62 )       | 33                   | (19 )  | (58 )     | 39                   |
| Long-term borrowing                      | 2  | (27 )       | 29                   | 4  | (27 )     | 31                   |
| Total interest expense                   | (180 )   | (429 )      | 249                  | (92 )  | (431 )    | 339                  |
| Net interest earned                      | \$ 721   | \$ (1,013 ) | \$ 1,734             | \$ 453   | \$ (983 ) | \$ 1,436             |

(1) Change attributed to mix (rate and volume) are included in volume variance

**Comparison of Results of Operations**



*A comparison between the six months ended June 30, 2013 and June 30, 2012 is presented below.*

## **General**

Net income available to common shareholders increased \$415 thousand, or 86.5%, to \$895 thousand for the six months ended June 30, 2013 compared to net income of \$480 thousand for the six months ended June 30, 2012. This increase was primarily due to an increase in net income arising from increases of \$721 thousand or 11.0% in net interest income and \$309 thousand in noninterest income as well as a \$212 thousand, or 67.5%, decrease in dividends paid on preferred stock due to a reduction in the dividend rate which is attributable to meeting growth thresholds in certain loan categories defined under the SBLF program.

## **Interest Income**

Interest income increased \$541 thousand, or 7.1%, to \$8.1 million for the six months ended June 30, 2013 compared to \$7.6 million for the same period in 2012. The increase was primarily due to a \$554 thousand, or 7.4%, increase in interest and fees on loans. The increase in interest income on loans was due to a 19.1% increase in the average balance of the loan portfolio during the six months ended June 30, 2013 compared to the six months ended June 30, 2012, partially offset by a decrease in the average yield on such loans despite an improvement in the mix of loans towards higher-yielding loan products. Partially offsetting the increase in interest and fees from loans was a slight decrease in interest income from our other sources of interest income, our securities portfolio and our federal funds sales, during the six months ended June 30, 2013 compared to the same period in 2012 as a result of lower average balances in both these categories.

## **Interest Expense**

Interest expense decreased \$180 thousand, or 16.9%, to \$0.9 million for the six months ended June 30, 2013, compared to \$1.1 million for the same period in 2012. Even though we were able to grow interest bearing sources of funds on average by \$18.3 million or 8.8% for the first half of 2013 compared to the first half of 2012, total interest expense decreased as the average rates paid on deposits and borrowings decreased from .90% to .68% when comparing the two periods, primarily as a result of a continuing shift in the composition of our deposits towards lower cost deposit products.

## **Net Interest Income**

Net interest income is our largest source of operating revenue. Net interest income is affected by various factors including changes in interest rates and the composition of interest-earning assets and interest-bearing liabilities and maturities. Net interest income is determined by the interest rate spread (i.e., the difference between the yields earned on interest-earning assets and the rates paid on interest-bearing liabilities) and the relative amounts of interest-earning assets and interest-bearing liabilities. Net interest income increased \$721 thousand, or 11.0%, during the six months ended June 30, 2013 compared to the six months ended June 30, 2012. As noted above, the increase in net interest income was due to an increase of \$541 thousand, or 7.1%, in interest income and a reduction of \$180 thousand or 16.9% in interest expense.

## **Provision for Credit Losses**

We establish a provision for credit losses, which is a charge to earnings, in order to maintain the allowance for credit losses at a level we consider adequate to absorb credit losses incurred in the loan portfolio that are both probable and reasonably estimable at the balance sheet date. In determining the level of the allowance for credit losses, management considers past and current loss experience, evaluations of real estate collateral, current economic conditions, volume and type of lending, adverse situations that may affect a borrower's ability to repay a loan and the levels of nonperforming loans. The amount of the allowance is based on estimates and actual losses may vary from such estimates as more information becomes available or economic conditions change. This evaluation is inherently subjective as it requires estimates that are susceptible to significant revision as circumstances change as more information becomes available. The allowance for credit losses is assessed on a quarterly basis and provisions are made for credit losses as required in order to maintain the allowance.

Based on management's evaluation of the above factors, we had a provision for credit losses of \$526 thousand for the six months ended June 30, 2013 compared to \$342 thousand for the same period in 2012, an increase of \$184 thousand. The provision reflects both a general provision that is required given our continued growth in the size of the

loan portfolio, as well as a specific provision required on loans individually evaluated and deemed to be impaired. The \$526 thousand provision for the first half of 2013 represented an increase in specific provisions required on loans individually evaluated for impairment of \$28 thousand, an additional \$159 thousand for loans collectively evaluated due to growth in the loan portfolio, and \$339 thousand for the net charge-off activity for the first six month of 2013.

Management analyzes the allowance for credit losses as described in the section entitled "Allowance for Credit Losses." The provision that is recorded is sufficient, in management's judgment, to bring the allowance for credit losses to a level that reflects the losses inherent in our loan portfolio relative to loan mix, economic conditions and historical loss experience. Management believes, to the best of its knowledge, that all known losses as of the balance sheet dates have been recorded. However, although management uses the best information available to make determinations with respect to the provisions for credit losses, additional provisions for credit losses may be required to be established in the future should economic or other conditions change substantially. In addition, as an integral part of their examination process, the Commissioner and the Federal Deposit Insurance Corporation ("FDIC") will periodically review the allowance for credit losses. The Commissioner and the FDIC may require us to recognize additions to the allowance based on their analysis of information available to them at the time of their examination.

### **Noninterest Income**

Noninterest income was \$642 thousand for the six months ended June 30, 2013 compared to \$333 thousand for the six months ended June 30, 2012, an \$309 thousand increase. This increase was primarily a result of the Bank initiating a BOLI program in January 2013, as well as an increase in gain on the sale of loans and a decrease in loss on the sale of other real estate owned. The BOLI program generated \$137 thousand of income during the first six months of 2013; there was no such income in the first half of 2012. Service charges on deposit accounts, which consist of account activity fees such as overdraft fees and other traditional banking fees, increased 14.0% to \$168 thousand for the six months ended June 30, 2013. With the addition of Robert Altieri to our executive management team this year, there has been a high focus on revenue diversification by increasing mortgage banking activities and broadening the secondary market investor base. In this regard, revenue derived from mortgage banking activities doubled for the first six months of 2013 compared to the same period in 2012. The Bank sold one property held in the other real estate owned ("OREO") portfolio in the first half of 2013 at a loss of \$37 thousand compared to the sale of one property sold in the same period of 2012 at a loss of \$131 thousand. Other operating income consists mainly of certain loan fees and non-depository account fees. Various fees for customer related services such as wire, merchant card and ATM increased \$172 thousand during the six months ended June 30, 2013 compared to the same period of 2012 due to increased transaction related activity over the same period. This increase was partially offset by a \$57 thousand decrease in loan fees as a result of loan related fees during the first half of 2012 including a \$50 thousand one time pre-payment penalty collected on a single commercial relationship.

## Noninterest Expenses

Noninterest expenses increased \$617 thousand or 11.9%, to \$5.8 million for the six months ended June 30, 2013 from \$5.2 million for the six months ended June 30, 2012. The increase was primarily due to an increase in salaries and employee benefits expenses resulting from the continuing growth of our business development initiatives, branch expansion efforts, and additional support personnel. Salaries and employee benefits increased \$555 thousand or 19.8% in the first six months of 2013 compared to the same period in 2012. Full time equivalent employees increased nearly 17% as the Bank has expanded its mortgage banking team including a highly seasoned executive management member and also additional business development officers focused on our expansion through the greater Baltimore market, in addition to additional back office support and normal merit increases. Occupancy costs remained relatively unchanged period over period, but are expected to increase as the Bank moves forward with its anticipated Baltimore expansion and the addition of the branch that we expect to acquire during the third quarter. Professional fees increased \$79 thousand or 25.5% primarily as a result of additional legal costs related to both our pending branch purchase from Cecil Bank and cost associated with SEC compliance matters. Other noninterest expenses and the provision for OREO decreased as a result of lower costs associated with maintaining OREO properties and the fact that no valuation allowances for OREO property was required during the 2013 period, compared to a \$22 thousand provision during the six months ended June 30, 2012. Aggregate expenses related to other real estate owned decreased \$68 thousand or 66.8% during the six months ended June 30, 2013 compared to the same period of 2012.

## Net Income Available to Common Shareholders

Net income available to common shareholders during the six months ended June 30, 2013 increased \$415 thousand or 86.5% to \$895 thousand compared to \$480 thousand during the six months ended June 30, 2012, as a result of the above factors and a \$212 thousand, or 67.5%, decrease in preferred stock dividends. Preferred stock dividends were lower during the 2013 period because of a reduction in the dividend rate paid on our SBLF Preferred Stock given the growth in applicable loan categories in accordance with the terms of the program. The average dividend rate we paid on the preferred stock decreased to 1.6% during the six months ended June 30, 2013 compared to 5.0% during the six months ended June 30, 2012.

*A comparison between the three months ended June 30, 2013 and June 30, 2012 is presented below.*

## General

Net income available to common shareholders increased \$243 thousand, or 102.1%, to \$481 thousand for the three months ended June 30, 2013 compared to \$238 thousand for the three months ended June 30, 2012. This increase was due to an increase in net income of \$119 thousand, when comparing net income of \$514 thousand for the three months

ended June 30, 2013 to net income of \$395 thousand for the second quarter of 2012. In addition to the increase in net income, the dividends we paid on our outstanding preferred stock decreased \$124 thousand during the second quarter of 2013 compared to the same period of 2012 due to the reduction in the dividend rate in accordance with the terms of the SBLF program, as discussed above.

### **Interest Income**

Interest income increased \$361 thousand, or 9.5%, to \$4.2 million for the three months ended June 30, 2013 compared to \$3.8 million for the same period 2012. The increase was primarily due to a \$371 thousand, or 9.9%, increase in interest income on loans. The increase in interest income on loans was due to a 21.2% increase in the average balance of the loan portfolio compared to the three months ended June 30, 2012, partially offset by a decrease in the average yield. Partially offsetting the increase in loan interest was a decline in interest income on investment securities and other interest income, consisting of federal funds sold, which decreased \$9 thousand or 16.9% over the same period in 2012, primarily as a result of a \$17.4 million decrease in the average balance of these interest earning assets.

### **Interest Expense**

Interest expense decreased \$92 thousand, or 17.2%, to \$444 thousand for the three months ended June 30, 2013, compared to \$536 thousand for the same period 2012, primarily as a result of a \$77 thousand decrease in interest paid on deposits during the 2013 period compared to the three months ended June 30, 2012. Even with overall growth in average deposits and average borrowing levels, the continuing favorable shift in the composition of deposits resulted in an overall reduction in interest expense. For the second quarter of 2013 versus 2012, noninterest bearing balances grew \$16.5 million on average while interest-bearing deposit grew 9.4% on average. In addition, the average rate paid on interest-bearing deposits decreased to 0.69% during the three months ended June 30, 2013 from 0.91% during the same period of 2012.

### **Net Interest Income**

Net interest income increased \$453 thousand, or 13.9%, during the three months ended June 30, 2013 compared to the three months ended June 30, 2012. As noted above, the increase in net interest income was due to an increase of \$361 thousand, or 9.5%, in interest income and a \$92 thousand, or 17.2%, decrease in interest expense during the three month period.

### **Provision for Credit Losses**

Based on management's evaluation, we had a provision for credit losses of \$165 thousand for the three months ended June 30, 2013 compared to \$201 thousand for the same period in 2012, a decrease of \$36 thousand. The provision for the second quarter of 2013 was primarily due to additional general provisions that were required given the continued growth in the size of our loan portfolio.

### **Noninterest Income**

Noninterest income was \$315 thousand for the three months ended June 30, 2013 compared to \$247 thousand for the three months ended June 30, 2012, a \$68 thousand or 27.5% increase. This increase was primarily due to the \$71 thousand of income generated from the BOLI program during the second quarter of 2013; there was no such income in the second quarter of 2012 as we did not make the BOLI investment until January 2013. In addition, service charges on deposit accounts increased \$12 thousand quarter over quarter. These increases were partially offset by a decrease of \$24 thousand in other operating income, which is partially derived from loan fee income, primarily due to a one time pre-payment penalty collected on one commercial credit relationship in the second quarter of 2012.

### **Noninterest Expenses**

Noninterest expenses increased by \$411 thousand or 15.6%, during the three months ended June 30, 2013 compared to the three months ended June 30, 2012. Salaries and employee benefits increased \$320 thousand or 22.2% quarter over quarter primarily as a result of the previously mentioned continuing growth of our business development initiatives, branch expansion efforts, and the hiring of additional support personnel. Professional fees increased \$152 thousand as a result of legal costs associated with strategic growth initiatives and SEC compliance matters. Offsetting these increases was a \$32 thousand decrease in loan related and OREO expenses as the number of loans requiring collection activities has decreased.

### **Nonperforming and Problem Assets**

Management performs reviews of all delinquent loans and our loan officers contact customers to attempt to resolve potential credit issues in a timely manner. When in the best interests of the Bank and the customer, we will do a troubled debt restructure with respect to a particular loan. When not possible, we are aggressively moving loans through the legal and foreclosure process within applicable legal constraints.

Loans are generally placed on non-accrual status when payment of principal or interest is 90 days or more past due and the value of the collateral securing the loan, if any, is less than the outstanding balance of the loan. Loans are also placed on non-accrual status if management has serious doubt about further collectability of principal or interest on the loan, even though the loan is currently performing. When loans are placed on non-accrual status, unpaid accrued interest is fully reversed, and further income is recognized only to the extent received. The loan may be returned to accrual status if the loan is brought current, has performed in accordance with the contractual terms for a reasonable period of time and ultimate collectability of the total contractual principal and interest is no longer in doubt.

The table below sets forth the amounts and categories of our nonperforming assets, which consist of nonaccrual loans, troubled debt restructurings and OREO (which includes real estate acquired through, or in lieu of, foreclosure), at the dates indicated.

| (in thousands)                            | June 30, 2013 | December 31, 2012 |        |
|---|---------------|-------------------|--------|
| Non-accrual loans:                        |               |                   |        |
| Real estate loans:                        |               |                   |        |
| Construction and land                     | \$ -          | \$                | 432    |
| Residential - First Lien                  | -             |                   | 442    |
| Residential - Junior Lien                 | -             |                   | -      |
| Commercial                                | 369           |                   | 384    |
| Commercial and leases                     | 3,051         |                   | 1,143  |
| Consumer                                  | -             |                   | -      |
| Total non-accrual loans                   | 3,420         |                   | 2,401  |
| Troubled debt restructure loans:          |               |                   |        |
| Real estate loans:                        |               |                   |        |
| Commercial                                | -             |                   | -      |
| Residential - First Lien                  | -             |                   | -      |
| Commercial                                | -             |                   | -      |
| Total troubled debt restructure loans     | -             |                   | -      |
| Total non-performing loans                | 3,420         |                   | 2,401  |
| Other real estate owned:                  |               |                   |        |
| Land                                      | 595           |                   | 595    |
| Commercial                                | 2,130         |                   | 2,130  |
| Residential                               | -             |                   | 178    |
| Total other real estate owned             | 2,725         |                   | 2,903  |
| Total non-performing assets               | \$ 6,145      | \$                | 5,304  |
| Ratios:                                   |               |                   |        |
| Non-performing loans to total gross loans | 0.97          | %                 | 0.75 % |
| Non-performing assets to total assets     | 1.48          | %                 | 1.32 % |

Included in total non-accrual loans above are seven trouble debt restructured loans totaling \$1.2 million that were not performing in accordance with the modified terms, and the accrual of interest has ceased. There was one commercial real estate credit totaling \$159 thousand that was 90 days or more past due and still accruing interest at June 30, 2013. At December 31, 2012 there were two residential loans 90 days or more past due and still accruing interest.

Under GAAP, we are required to account for certain loan modifications or restructurings as “troubled debt restructurings.” In general, the modification or restructuring of a debt constitutes a troubled debt restructuring if Howard Bank, for economic or legal reasons related to the borrower’s financial difficulties, grants a concession, such as a reduction in the effective interest rate, to the borrower that we would not otherwise consider. However, all debt restructurings or loan modifications for a borrower do not necessarily always constitute troubled debt restructurings.



Nonperforming assets amounted to \$6.1 million, or 1.48% of total assets, at June 30, 2013 compared to \$5.3 million or 1.32% of total assets at December 31, 2012. Total nonperforming assets increased by \$841 thousand during 2013, while OREO decreased by \$178 thousand with the sale of one commercial property for a loss on sale of \$37 thousand, and non-accrual loans increased \$1.1 million or 42.4% primarily as a result of three credits to one customer totaling \$1.9 million being placed on non-accrual in the second quarter of 2013. Partially offsetting this increase in non-accrual loans were reductions in non-accrual loans from the sale of two residential first mortgage loans totaling \$442 thousand and one land loan totaling \$432 thousand being returned to accrual status.

The composition of our nonperforming loans at June 30, 2013 is further described below:

Six commercial loans to a local business totaling \$0.88 million. Most of these loans have an SBA guarantee, and reserves have been taken to reflect the amount expected to be received once claims are submitted to the SBA. Eight small commercial loans totaling approximately \$0.27 million to borrowers that are in various stages of collection. Each relationship is independently evaluated, and no losses are anticipated from these eight loans. One commercial real estate loan for \$0.37 million, which is guaranteed by a local business and is also secured by the assets of the business. A specific reserve has been established and based upon current valuations, no further losses are anticipated. Three commercial loans to one customer totaling \$1.9 million which were placed in non-accrual during the second quarter of 2013, of which one loan for \$1.6 million carries a partial SBA guarantee. A specific reserve has been established on each loan and based upon a settlement offer that is under evaluation, no further losses are anticipated.

## Allowance for Credit Losses

We provide for credit losses based upon the consistent application of our documented allowance for credit loss methodology. All credit losses are charged to the allowance for credit losses and all recoveries are credited to it. Additions to the allowance for credit losses are provided by charges to income based on various factors which, in our judgment, deserve current recognition in estimating probable losses. We regularly review the loan portfolio and make provisions for credit losses in order to maintain the allowance for credit losses in accordance with GAAP. The allowance for credit losses consists primarily of two components:

Specific allowances are established for loans classified as impaired. For loans classified as impaired, the allowance is established when the net realizable value (collateral value less costs to sell) of the impaired loan is lower than the carrying amount of the loan. The amount of impairment provided for as a specific allowance is represented by the deficiency, if any, between the underlying collateral value and the carrying value of the loan. Impaired loans for which the estimated fair value of the loan, or the loan's observable market price or the fair value of the underlying collateral, if the loan is collateral dependent, exceeds the carrying value of the loan are not considered in establishing specific allowances for credit losses; and

General allowances established for credit losses on a portfolio basis for loans that do not meet the definition of impaired loans. The portfolio is grouped into similar risk characteristics, primarily loan type and regulatory classification. We apply an estimated loss rate to each loan group. The loss rates applied are based upon our loss experience adjusted, as appropriate, for the qualitative factors discussed below. This evaluation is inherently subjective, as it requires material estimates that may be susceptible to significant revisions based upon changes in economic and real estate market conditions.

The allowance for credit losses is maintained at a level to provide for losses that are probable and can be reasonably estimated. Management's periodic evaluation of the adequacy of the allowance is based on Howard Bank's past credit loss experience, known and inherent losses in the portfolio, adverse situations that may affect the borrower's ability to repay, the estimated value of any underlying collateral, composition of the loan portfolio, current economic conditions and other relevant factors. This evaluation is inherently subjective as it requires material estimates that may be susceptible to significant change, including the amounts and timing of future cash flows expected to be received on impaired loans.

A loan is considered past due or delinquent when a contractual payment is not paid on the day it is due. A loan is considered impaired when, based on current information and events, it is probable that Howard Bank will be unable to collect the scheduled payments of principal or interest when due according to the contractual terms of the loan agreement. Factors considered by management in determining impairment include payment status, collateral value and the probability of collecting scheduled principal and interest payments when due. Loans that experience insignificant payment delays and payment shortfalls generally are not classified as impaired. Management determines the significance of payment delays and payment shortfalls on a case-by-case basis, taking into consideration all of the circumstances surrounding the loan and the borrower, including the length of the delay, the reasons for the delay, the borrower's prior payment record and the amount of the shortfall in relation to the principal and interest owed. The impairment of a loan may be measured based on the present value of expected future cash flows discounted at the

loan's effective interest rate, or the fair value of the collateral if repayment is expected to be provided by the collateral. Generally, Howard Bank's impairment on such loans is measured by reference to the fair value of the collateral. Interest income on impaired loans is recognized on the cash basis.

Our loan policies state that after all collection efforts have been exhausted, and the loan is deemed to be a loss, then the remaining loan balance will be charged to the established allowance for credit losses. All loans are evaluated for loss potential once it has been determined by the Watch Committee that the likelihood of repayment is in doubt. When a loan is past due for at least 90 days or a deterioration in debt service coverage ratio, guarantor liquidity, or loan-to-value ratio has occurred that would cause concern regarding the likelihood of the full repayment of principal and interest, and the loan is deemed not to be well secured, the loan should be moved to nonaccrual status and a specific reserve is established if the net realizable value is less than the principal value of the loan balance(s). Once the actual loss value has been determined a charge-off against the allowance for credit losses for the amount of the loss is taken. Each loss is evaluated on its specific facts regarding the appropriate timing to recognize the loss.

The adjustments to historical loss experience are based on our evaluation of several qualitative factors, including:

- changes in lending policies, procedures, practices or personnel;
- changes in the level and composition of construction portfolio and related risks;
  - changes and migration of classified assets;
  - changes in exposure to subordinate collateral lien positions;
- levels and composition of existing guarantees on loans by SBA or other agencies;
- changes in national, state and local economic trends and business conditions;
- changes and trends in levels of loan payment delinquencies; and
- any other factors that managements considers relevant to the quality or performance of the loan portfolio.

We evaluate the allowance for credit losses based upon the combined total of the specific and general components. Generally when the loan portfolio increases, absent other factors, the allowance for credit loss methodology results in a higher dollar amount of estimated probable losses than would be the case without the increase. Generally when the loan portfolio decreases, absent other factors, the allowance for credit loss methodology results in a lower dollar amount of estimated probable losses than would be the case without the decrease.

Commercial and commercial real estate loans generally have greater credit risks compared to the one- to four-family residential mortgage loans we originate, as they typically involve larger loan balances concentrated with single borrowers or groups of related borrowers. In addition, the payment experience on loans secured by income-producing properties typically depends on the successful operation of the related business and thus may be subject to a greater extent to adverse conditions in the real estate market and in the general economy. Actual credit losses may be significantly more than the allowance for credit losses we have established, which could have a material negative effect on our financial results.

Generally, we underwrite commercial loans based on cash flow and business history and receive personal guarantees from the borrowers where appropriate. We generally underwrite commercial real estate loans and residential real estate loans at a loan-to-value ratio of 85% or less at origination. Accordingly, in the event that a loan becomes past due and, randomly with respect to performing loans, we will conduct visual inspections of collateral properties and/or review publicly available information, such as online databases, to ascertain property values. We will also obtain formal appraisals on a regular basis even if we are not considering liquidation of the property to repay a loan. It is our practice to obtain updated appraisals if there is a material change in market conditions or if we become aware of new or additional facts that indicate a potential material reduction in the value of any individual property collateral.

For impaired loans, we utilize the appraised value in determining the appropriate specific allowance for credit losses attributable to a loan. In addition, changes in the appraised value of multiple properties securing our loans may result in an increase or decrease in our general allowance for credit losses as an adjustment to our historical loss experience due to qualitative and environmental factors, as described above.

As of June 30, 2013 and December 31, 2012, impaired loans amounted to \$6.6 million and \$5.6 million, respectively. The amount of impaired loans requiring specific reserves totaled \$2.9 million and \$1.8 million, respectively. The amount of impaired loans with no specific valuation allowance totaled \$3.7 million and \$3.8 million, respectively.

Nonperforming loans are evaluated and valued at the time the loan is identified as impaired on a case by case basis, at the lower of cost or market value. Market value is measured based on the value of the collateral securing the loan. The value of real estate collateral is determined based on an appraisal by qualified licensed appraisers hired by us. Appraised values may be discounted based on management's historical experience, changes in market conditions from the time of valuation, and/or management's expertise and knowledge of the client and client's business. The difference between the appraised value and the principal balance of the loan will determine the specific allowance valuation

required for the loan, if any. Nonperforming loans are reviewed and evaluated on at least a quarterly basis for additional impairment and adjusted accordingly.

We evaluate the loan portfolio on at least a quarterly basis, more frequently if conditions warrant, and the allowance is adjusted accordingly. While we use the best information available to make evaluations, future adjustments to the allowance may be necessary if conditions differ substantially from the information used in making the evaluations. In addition, as an integral part of their examination process, the Commissioner and the FDIC will periodically review the allowance for credit losses. The Commissioner and the FDIC may require us to recognize additions to the allowance based on their analysis of information available to them at the time of their examination.

The following table sets forth activity in our allowance for credit losses for the indicated periods:

| (in thousands)                      | Six months ended June 30, |          | Three months ended June 30, |          |
|-------------------------------------|---------------------------|----------|-----------------------------|----------|
|                                     | 2013                      | 2012     | 2013                        | 2012     |
| Balance at beginning of year        | \$ 2,764                  | \$ 3,433 | \$ 2,980                    | \$ 3,521 |
| Charge-offs:                        |                           |          |                             |          |
| Real estate                         |                           |          |                             |          |
| Construction and land loans         | -                         | -        | -                           | -        |
| Residential first lien loans        | (183 )                    | (23 )    | -                           | -        |
| Residential junior lien loans       | -                         | (44 )    | -                           | -        |
| Commercial owner occupied laons     | -                         | -        | -                           | -        |
| Commercial non-owner occupied loans | -                         | -        | -                           | -        |
| Commercial loans and leases         | (202 )                    | (667 )   | (202 )                      | (664 )   |
| Consumer loans                      | -                         | (15 )    | -                           | (6 )     |
|                                     | (385 )                    | (749 )   | (202 )                      | (670 )   |
| Recoveries:                         |                           |          |                             |          |
| Real estate                         |                           |          |                             |          |
| Construction and land loans         | -                         | -        | -                           | -        |
| Residential first lien loans        | -                         | -        | -                           | -        |
| Residential junior lien loans       | -                         | -        | -                           | -        |
| Commercial owner occupied laons     | -                         | -        | -                           | -        |
| Commercial non-owner occupied loans | 30                        | -        | -                           | -        |
| Commercial loans and leases         | 16                        | 49       | 8                           | 23       |
| Consumer loans                      | -                         | 1        | -                           | 1        |
|                                     | 46                        | 50       | 8                           | 24       |
| Net recoveries (charge-offs)        | (339 )                    | (699 )   | (194 )                      | (646 )   |
| Provision for credit losses         | 526                       | 342      | 165                         | 201      |
| Balance at end of period            | \$ 2,951                  | \$ 3,076 | \$ 2,951                    | \$ 3,076 |

### Allocation of Allowance for Credit Losses

The following tables set forth the allowance for credit losses allocated by loan category and the percent of loans in each category to total loans at the dates indicated. The allowance for credit losses allocated to each category is not necessarily indicative of future losses in any particular category and does not restrict the use of the allowance to absorb losses in other categories.

| (dollars in thousands) | June 30, 2013 |                      | December 31, 2012 |                      |
|------------------------|---------------|----------------------|-------------------|----------------------|
|                        | Amount        | Percent <sup>1</sup> | Amount            | Percent <sup>1</sup> |

|                                     |         |       |   |          |       |   |
|-------------------------------------|---------|-------|---|----------|-------|---|
| Real estate                         |         |       |   |          |       |   |
| Construction and land loans         | \$ 122  | 12.0  | % | \$ 127   | 11.8  | % |
| Residential first lien loans        | 133     | 9.1   |   | 204      | 9.2   |   |
| Residential junior lien loans       | 22      | 2.2   |   | 22       | 2.5   |   |
| Commercial owner occupied loans     | 663     | 21.7  |   | 650      | 19.0  |   |
| Commercial non-owner occupied loans | 502     | 27.5  |   | 505      | 29.8  |   |
| Commercial loans and leases         | 1,482   | 27.2  |   | 1,227    | 27.3  |   |
| Consumer loans                      | 27      | 0.3   |   | 29       | 0.4   |   |
| Total                               | \$2,951 | 100.0 | % | \$ 2,764 | 100.0 | % |

(1) Represents the percent of loans in each category to total loans

### Liquidity and Capital Resources

Liquidity is the ability to meet current and future financial obligations. Our primary sources of funds consist of deposit inflows, loan repayments, advances from the FHLB, principal repayments and the sale of securities available for sale. While maturities and scheduled amortization of loans and securities are predictable sources of funds, deposit flows and loan prepayments are greatly influenced by general interest rates, economic conditions and competition. Our Asset Liability Committee is responsible for establishing and monitoring our liquidity targets and strategies in order to ensure that sufficient liquidity exists for meeting the borrowing needs and deposit withdrawals of our customers as well as unanticipated contingencies. We believe that we have enough sources of liquidity to satisfy our short- and long-term liquidity needs as of June 30, 2013 and December 31, 2012. We regularly monitor and adjust our investments in liquid assets based upon our assessment of:

- 1) Expected loan demand;
- 2) Expected deposit flows and borrowing maturities;
- 3) Yields available on interest-earning deposits and securities; and
- 4) The objectives of our asset/liability management program.

Excess liquid assets are invested generally in interest-earning deposits and short-term securities.

Our most liquid assets are cash and cash equivalents. The level of these assets is dependent on our operating, financing, lending and investing activities during any given period. At June 30, 2013 and December 31, 2012, cash and cash equivalents totaled \$23.8 million and \$36.4 million, respectively.

Our cash flows are derived from operating activities, investing activities and financing activities as reported in our statements of cash flows included in our financial statements.

At June 30, 2013 and December 31, 2012, we had \$80.7 million and \$74.6 million, respectively, in loan commitments outstanding, including commitments issued to originate loans of \$40.1 million and \$34.1 million at June 30, 2013 and December 31, 2012, respectively, and \$40.6 million and \$40.5 million in unused lines of credit to borrowers at June 30, 2013 and December 31, 2012, respectively. In addition to commitments to originate loans and unused line of credits we had \$6.8 million and \$6.2 million in letters of credit at June, 2013 and December 31, 2012, respectively. Certificates of deposit due within one year of June 30, 2013 totaled \$79.4 million, or 24.4% of total deposits. Should these deposits not remain with us, we may be required to seek other sources of funds, including loan and securities sales, and FHLB advances. Depending on market conditions, we may be required to pay higher rates on our deposits or other borrowings than we currently pay on the certificates of deposit. We believe, however, based on historical experience and current market interest rates that we will retain upon maturity a large portion of our certificates of deposit with maturities of one year or less.

Our primary investing activity is originating loans. During the six months ended June 30, 2013 cash was utilized by net loan growth of \$29.8 million, while for the six months ended June 30, 2012 cash was used to fund net loan growth totaling \$15.4 million. During these periods, we purchased \$19.0 million and \$34.0 million of securities, respectively.

Financing activities consist primarily of activity in deposit accounts and FHLB advances. We experienced a net increase in deposits of \$10.7 million during the six months ended June 30, 2013. Deposit flows are affected by the overall level of interest rates, the interest rates and products offered by us and our local competitors, and by other factors.



Liquidity management is both a daily and long-term function of business management. If we require funds beyond our ability to generate them internally, borrowing agreements exist with the FHLB, which provide an additional source of funds. FHLB advances were \$32 million at June 30, 2013 compared to \$26 million at December 31, 2012. At June 30, 2013, we had the ability to borrow up to a total of \$81.4 million based upon our credit availability at the FHLB, subject to collateral requirements.

The Bank is subject to various regulatory capital requirements, including a risk-based capital measure. The risk-based capital guidelines include both a definition of capital and a framework for calculating risk-weighted assets by assigning balance sheet assets and off-balance sheet items to broad risk categories. At June 30, 2013 and December 31, 2012, the Bank exceeded all regulatory capital requirements. The Bank is considered “well capitalized” under regulatory guidelines.

### **Commitments, Contingent Liabilities, and Off-Balance Sheet Arrangements**

We are party to financial instruments with off-balance sheet risk in the normal course of business to meet the financial needs of our customers. These financial instruments are limited to commitments to originate loans and involve, to varying degrees, elements of credit, interest rate, and liquidity risk. These do not represent unusual risks, and management does not anticipate any losses which would have a material effect on us.

Outstanding loan commitments and lines of credit at June 30, 2013 and December 31, 2012 are as follows:

| (in thousands)            | June 30,<br>2013 | December 31,<br>2012 |
|---------------------------|------------------|----------------------|
| Unfunded loan commitments | \$40,060         | \$ 34,057            |
| Unused lines of credit    | 40,639           | 40,493               |
| Letters of credit         | 6,804            | 6,178                |

Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. We generally require collateral to support financial instruments with credit risk on the same basis as we do for balance sheet instruments. Management generally bases the collateral required on the credit evaluation of the counterparty. Commitments generally have interest rates at current market rates, expiration dates or other termination clauses and may require payment of a fee. Available credit lines represent the unused portion of lines of credit previously extended and available to the customer so long as there is no violation of any contractual condition. These lines generally have variable interest rates. Since we expect many of the commitments to expire without being drawn upon, and since it is unlikely that all customers will draw upon their lines of credit in full at any one time, the total commitment amount or line of credit amount does not necessarily represent future cash requirements. We evaluate each customer's credit-worthiness on a case-by-case basis. Because we conservatively underwrite these facilities at inception, we have not had to withdraw any commitments. We are not aware of any loss that we would incur by funding our commitments or lines of credit.

The credit risk involved in these financial instruments is essentially the same as that involved in extending loan facilities to customers. No amount has been recognized in the statement of financial condition at June 30, 2013 or December 31, 2012 as a liability for credit loss related to these commitments.

### **Impact of Inflation and Changing Prices**

Our financial statements and related notes have been prepared in accordance with GAAP. GAAP generally requires the measurement of financial position and operating results in terms of historical dollars without consideration of changes in the relative purchasing power of money over time due to inflation. The impact of inflation is reflected in the increased cost of our operations. Unlike industrial companies, our assets and liabilities are primarily monetary in nature. As a result, changes in market interest rates have a greater impact on performance than the effects of inflation.

### **Item 3. Quantitative and Qualitative Disclosures about Market Risk**

Not applicable

### **Item 4. Controls and Procedures**

As of the end of the period covered by this quarterly report on Form 10-Q Bancorp's Chief Executive Officer and Chief Financial Officer evaluated the effectiveness of Bancorp's disclosure controls and procedures as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Based upon that evaluation,

Bancorp's Chief Executive Officer and Chief Financial Officer concluded that Bancorp's disclosure controls and procedures are effective as of June 30, 2013. Disclosure controls and procedures are controls and other procedures that are designed to ensure that information required to be disclosed by Bancorp in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms.

In addition, there were no changes in Bancorp's internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) during the quarter ended June 30, 2013, that have materially affected, or are reasonably likely to materially affect Bancorp's internal control over financial reporting.

## **PART II - Other Information**

### **Item 1. Legal Proceedings**

From time to time, we may be involved in litigation relating to claims arising out of our normal course of business. As of the date of this report, we are not aware of any material pending litigation matters.

#### **Item 1A. Risk Factors**

There have been no material changes in the risk factors from those disclosed in our Annual Report on Form 10-K for the year ended December 31, 2012, as filed with the SEC on March 27, 2013.

### **Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

Our registration statement on Form S-1, File Number 333-178204, with respect to our initial public offering of our common stock, was declared effective by the SEC on May 14, 2012. We sold a total of 1,396,364 shares of common stock in our initial public offering for aggregate gross proceeds of \$10.2 million.

After expenses, we raised net proceeds of approximately \$9.0 million in the public offering. We have not yet used any of the net proceeds of the initial public offering, which have been placed in deposit accounts at the Bank until they can be utilized.

Item 3. Defaults upon Senior Securities

None

Item 4. Mine Safety Disclosures

Not applicable

Item 5. Other Information

None

**Item 6. Exhibits**

10.20 Howard Bancorp, Inc. 2013 Equity Incentive Plan (incorporated by reference from Appendix A of Bancorp's definitive proxy statement on Schedule 14A filed with the SEC on April 24, 2013)

10.21 Executive Employment Agreement dated as of April 30, 2013, between Howard Bank and Robert A. Altieri - filed herewith

31(a) Certification of Chief Executive Officer pursuant to Rule 13a-14(a) or 15d-14(a) of the Exchange Act pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 - filed herewith

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31(b) Certification of Chief Financial Officer pursuant to Rule 13a-14(a) or 15d-14(a) of the Exchange Act pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 - filed herewith

32 Certifications pursuant to 18 U.S.C. Section 1350, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 – filed herewith

101 Extensible Business Reporting Language (“XBRL”) – filed herewith

101.INS XBRL Instance File  
101.SCH XBRL Schema File  
101.CAL XBRL Calculation File  
101.DEF XBRL Definition File  
101.LAB XBRL Label File  
101.PRE XBRL Presentation  
File

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**Signatures**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

HOWARD BANCORP, INC.  
(Registrant)

August 14, 2013 /s/ Mary Ann Scully  
Date MARY ANN SCULLY  
PRESIDENT AND CEO

August 14, 2013 /s/ George C. Coffman  
Date GEORGE C. COFFMAN  
EVP AND CFO