

GLEN BURNIE BANCORP  
Form 10-Q  
November 05, 2010

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

FORM 10-Q

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

For the Quarterly period ended September 30, 2010

OR

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

Commission file number 0-24047

GLEN BURNIE BANCORP

(Exact name of registrant as specified in its charter)

Maryland  
(State or other jurisdiction of  
incorporation or organization)

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

101 Crain Highway, S.E.  
Glen Burnie, Maryland  
(Address of principal executive offices)

21061  
(Zip Code)

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

Inapplicable

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

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

Yes  No

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

Large accelerated filer  Accelerated filer  Non-Accelerated Filer  Smaller Reporting Company

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

At October 25, 2010, the number of shares outstanding of the registrant's common stock was 2,697,364

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## PART I - FINANCIAL INFORMATION

## ITEM 1. CONSOLIDATED FINANCIAL STATEMENTS

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

|   | September 30,<br>2010<br>(unaudited) | December 31,<br>2009<br>(audited) |
|---|--------------------------------------|-----------------------------------|
| <b>ASSETS</b>   |                                      |                                   |
| Cash and due from banks   | \$ 6,705                             | \$ 6,994                          |
| Interest-bearing deposits in other financial institutions   | 1,197                                | 3,748                             |
| Federal funds sold  | 2,130                                | 692                               |
| Cash and cash equivalents   | 10,032                               | 11,434                            |
| Investment securities available for sale, at fair value   | 92,489                               | 84,463                            |
| Federal Home Loan Bank stock, at cost   | 1,813                                | 1,858                             |
| Maryland Financial Bank stock, at cost  | 100                                  | 100                               |
| Common Stock in the Glen Burnie Statutory Trust I   | -                                    | 155                               |
| Loans, less allowance for credit losses<br>(September 30: \$4,063; December 31: \$3,573)  | 225,908                              | 235,883                           |
| Premises and equipment, at cost, less accumulated depreciation  | 4,054                                | 4,121                             |
| Other real estate owned   | 215                                  | 25                                |
| Cash value of life insurance  | 7,904                                | 7,703                             |
| Other assets  | 5,839                                | 7,655                             |
| <b>Total assets</b>   | <b>\$ 348,354</b>                    | <b>\$ 353,397</b>                 |
| <b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>   |                                      |                                   |
| <b>Liabilities:</b>   |                                      |                                   |
| Deposits  | \$ 298,484                           | \$ 294,358                        |
| Short-term borrowings   | 85                                   | 81                                |
| Long-term borrowings  | 20,003                               | 27,034                            |
| Junior subordinated debentures owed to unconsolidated subsidiary trust  | -                                    | 5,155                             |
| Other liabilities   | 2,154                                | 1,620                             |
| <b>Total liabilities</b>  | <b>320,726</b>                       | <b>328,248</b>                    |
| <b>Commitments and contingencies</b>  |                                      |                                   |
| <b>Stockholders' equity:</b>  |                                      |                                   |
| Common stock, par value \$1, authorized 15,000,000 shares; issued and outstanding:<br>September 30: 2,697,364 shares; December 31: 2,683,015 shares | 2,697                                | 2,683                             |
| Surplus   | 9,301                                | 9,191                             |
| Retained earnings   | 14,917                               | 14,311                            |
| Accumulated other comprehensive income (loss), net of taxes (benefits)  | 713                                  | (1,036)                           |

|  |            |            |
|--|------------|------------|
| Total stockholders' equity                 | 27,628     | 25,149     |
| Total liabilities and stockholders' equity | \$ 348,354 | \$ 353,397 |

See accompanying notes to condensed consolidated financial statements.

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

|  | Three Months Ended<br>September 30, |               | Nine Months Ended<br>September 30, |                 |
|--|-------------------------------------|---------------|------------------------------------|-----------------|
|  | 2010                                | 2009          | 2010                               | 2009            |
| <b>Interest income on:</b>                                   |                                     |               |                                    |                 |
| Loans, including fees  | \$ 3,696                            | \$ 3,853      | \$ 11,091                          | \$ 11,430       |
| U.S. Treasury and U.S. Government agency securities          | 482                                 | 511           | 1,495                              | 1,381           |
| State and municipal securities                               | 363                                 | 320           | 1,023                              | 979             |
| Other  | 67                                  | 65            | 183                                | 181             |
| <b>Total interest income</b>                                 | <b>4,608</b>                        | <b>4,749</b>  | <b>13,792</b>                      | <b>13,971</b>   |
| <b>Interest expense on:</b>                                  |                                     |               |                                    |                 |
| Deposits   | 923                                 | 1,246         | 2,867                              | 3,769           |
| Short-term borrowings  | -                                   | -             | -                                  | -               |
| Long-term borrowings   | 266                                 | 266           | 791                                | 793             |
| Junior subordinated debentures                               | 208                                 | 137           | 648                                | 410             |
| <b>Total interest expense</b>                                | <b>1,397</b>                        | <b>1,649</b>  | <b>4,306</b>                       | <b>4,972</b>    |
| <b>Net interest income</b>                                   | <b>3,211</b>                        | <b>3,100</b>  | <b>9,486</b>                       | <b>8,999</b>    |
| <b>Provision for credit losses</b>                           | <b>300</b>                          | <b>337</b>    | <b>1,050</b>                       | <b>696</b>      |
| <b>Net interest income after provision for credit losses</b> | <b>2,911</b>                        | <b>2,763</b>  | <b>8,436</b>                       | <b>8,303</b>    |
| <b>Other income:</b>   |                                     |               |                                    |                 |
| Service charges on deposit accounts                          | 162                                 | 178           | 480                                | 517             |
| Other fees and commissions                                   | 226                                 | 227           | 618                                | 609             |
| Other non-interest income                                    | 87                                  | (11)          | 90                                 | (11)            |
| Income on life insurance                                     | 67                                  | 68            | 201                                | 205             |
| Gains on investment securities                               | 176                                 | 135           | 176                                | 184             |
| <b>Total other income</b>                                    | <b>718</b>                          | <b>597</b>    | <b>1,565</b>                       | <b>1,504</b>    |
| <b>Other expenses:</b>                                       |                                     |               |                                    |                 |
| Salaries and employee benefits                               | 1,660                               | 1,616         | 5,009                              | 4,733           |
| Occupancy  | 207                                 | 221           | 627                                | 673             |
| Impairment of securities                                     | -                                   | -             | 66                                 | 30              |
| Other expenses   | 862                                 | 875           | 2,630                              | 2,643           |
| <b>Total other expenses</b>                                  | <b>2,729</b>                        | <b>2,712</b>  | <b>8,332</b>                       | <b>8,079</b>    |
| <b>Income before income taxes</b>                            | <b>900</b>                          | <b>648</b>    | <b>1,669</b>                       | <b>1,728</b>    |
| <b>Income tax expense</b>                                    | <b>211</b>                          | <b>121</b>    | <b>259</b>                         | <b>256</b>      |
| <b>Net income</b>  | <b>\$ 689</b>                       | <b>\$ 527</b> | <b>\$ 1,410</b>                    | <b>\$ 1,472</b> |

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|  |    |           |    |           |    |           |    |           |
|--|----|-----------|----|-----------|----|-----------|----|-----------|
| Basic and diluted earnings per share of common stock | \$ | 0.25      | \$ | 0.20      | \$ | 0.52      | \$ | 0.53      |
| Weighted average shares of common stock outstanding  |    | 2,692,329 |    | 2,673,759 |    | 2,687,724 |    | 2,753,571 |
| Dividends declared per share of common stock         | \$ | 0.10      | \$ | 0.10      | \$ | 0.30      | \$ | 0.30      |

See accompanying notes to condensed consolidated financial statements.

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

|  | Three Months Ended<br>September 30, |          | Nine Months Ended<br>September 30, |          |
|--|-------------------------------------|----------|------------------------------------|----------|
|  | 2010                                | 2009     | 2010                               | 2009     |
| Net income   | \$ 689                              | \$ 527   | \$ 1,410                           | \$ 1,472 |
| Other comprehensive income (loss) , net of tax                 |                                     |          |                                    |          |
| Unrealized gains (losses) securities:                          |                                     |          |                                    |          |
| Unrealized holding gains arising during the period             | 642                                 | 1,780    | 1,855                              | 1,373    |
| Reclassification adjustment for (gains) included in net income | (106)                               | (81)     | (106)                              | (111)    |
| Comprehensive income   | \$ 1,225                            | \$ 2,226 | \$ 3,159                           | \$ 2,734 |

See accompanying notes to condensed consolidated financial statements.



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

|   | Nine Months Ended September 30, |                 |
|---|---------------------------------|-----------------|
|   | 2010                            | 2009            |
| <b>Cash flows from operating activities:</b>  |                                 |                 |
| Net income  | \$ 1,410                        | \$ 1,472        |
| <b>Adjustments to reconcile net income to net cash provided by operating activities:</b>                      |                                 |                 |
| Depreciation, amortization, and accretion   | 767                             | 462             |
| Provision for credit losses   | 1,050                           | 696             |
| Gains on disposals of assets, net   | (258)                           | (168)           |
| Impairment of securities  | 66                              | 30              |
| Income on investment in life insurance  | (201)                           | (204)           |
| <b>Changes in assets and liabilities:</b>   |                                 |                 |
| Decrease (increase) in other assets   | 568                             | (99)            |
| Increase (decrease) in other liabilities  | 538                             | (86)            |
| <b>Net cash provided by operating activities</b>  | <b>3,940</b>                    | <b>2,103</b>    |
| <b>Cash flows from investing activities:</b>  |                                 |                 |
| Maturities of available for sale mortgage-backed securities   | 14,065                          | 9,623           |
| Proceeds from maturities and sales of other investment securities   | 4,185                           | 7,428           |
| Purchases of investment securities  | (23,708)                        | (38,311)        |
| Sales (purchases) of Federal Home Loan Bank stock   | 45                              | (90)            |
| Redemption of common stock in the Glen Burnie Statutory Trust I   | 155                             | -               |
| Proceeds from sale of other real estate   | 451                             | 549             |
| Purchases of other real estate  | (512)                           | (41)            |
| Decrease (increase) in loans, net   | 8,925                           | (4,697)         |
| Purchases of premises and equipment   | (208)                           | (1,196)         |
| <b>Net cash provided (used) by investing activities</b>   | <b>3,398</b>                    | <b>(26,735)</b> |
| <b>Cash flows from financing activities:</b>  |                                 |                 |
| Increase in deposits, net   | 4,126                           | 23,668          |
| Increase (decrease) in short-term borrowings, net   | 4                               | (569)           |
| Repayment of long-term borrowings   | (7,031)                         | (29)            |
| Repurchase and retirement of common stock   | -                               | (2,836)         |
| Dividends paid  | (808)                           | (968)           |
| Redemption of guaranteed preferred beneficial interests in Glen Burnie Bancorp junior subordinated debentures | (5,155)                         | -               |
| Common stock dividends reinvested   | 124                             | 134             |
| <b>Net cash (used) provided by financing activities</b>   | <b>(8,740)</b>                  | <b>19,400</b>   |
| <b>Decrease in cash and cash equivalents</b>  | <b>(1,402)</b>                  | <b>(5,232)</b>  |

|  |           |           |
|--|-----------|-----------|
| Cash and cash equivalents, beginning of year | 11,434    | 21,238    |
| Cash and cash equivalents, end of period     | \$ 10,032 | \$ 16,006 |

See accompanying notes to condensed consolidated financial statements.

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

## NOTE 1 - BASIS OF PRESENTATION

The accompanying condensed balance sheet as of December 31, 2009, which has been derived from audited financial statements, and the unaudited interim consolidated financial statements were prepared in accordance with instructions for Form 10-Q and Article 10 of Regulation S-X and, therefore, do not include all information and notes necessary for a complete presentation of financial position, results of operations, changes in stockholders' equity, and cash flows in conformity with accounting principles generally accepted in the United States of America. However, all adjustments (consisting only of normal recurring accruals) which, in the opinion of management, are necessary for a fair presentation of the unaudited consolidated financial statements have been included in the results of operations for the three and nine months ended September 30, 2010 and 2009.

Operating results for the three and nine months ended September 30, 2010 is not necessarily indicative of the results that may be expected for the year ending December 31, 2010.

## NOTE 2 - EARNINGS PER SHARE

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

|  | Three Months Ended<br>September 30, |            | Nine Months Ended<br>September 30, |              |
|--|-------------------------------------|------------|------------------------------------|--------------|
|  | 2010                                | 2009       | 2010                               | 2009         |
| <b>Basic and diluted:</b>                  |                                     |            |                                    |              |
| Net income                                 | \$ 689,000                          | \$ 527,000 | \$ 1,410,000                       | \$ 1,472,000 |
| Weighted average common shares outstanding | 2,692,329                           | 2,673,759  | 2,687,724                          | 2,753,571    |
| Basic and dilutive net income per share    | \$ 0.25                             | \$ 0.20    | \$ 0.52                            | \$ 0.53      |

Diluted earnings per share calculations were not required for the three and nine months ended September 30, 2010 and 2009, since there were no options outstanding.

## NOTE 3 – REPURCHASE AND RETIREMENT OF COMMON STOCK

In February 2008, the Company instituted a Stock Repurchase Program. Under the program, as extended and increased, the Company was authorized to spend up to \$4,127,309 to repurchase shares of its outstanding common stock. The repurchases may be made from time to time at a price not to exceed \$12.50 per share.

During the three month period ended March 31, 2009, the Company repurchased 297,679 shares at an average price of \$9.30 for a total of \$2,769,067. During the three month period ended June 30, 2009, the Company repurchased 7,404 shares at an average price of \$9.00 for a total of \$66,642. During the three month period ended September 30, 2009, the Company did not repurchase any shares. During the three and nine month periods ended September 30, 2010, the Company did not repurchase any shares.

## NOTE 4 – RECENT ACCOUNTING PRONOUNCEMENTS

In January 2010, the FASB issued ASU No. 2010-06- Fair Value Measurements and Disclosures amending Topic 820. The ASU provides for additional disclosures of transfers between assets and liabilities valued under Level 1 and 2 inputs as well as additional disclosures regarding those assets and liabilities valued under Level 3 inputs. The new disclosures are effective for interim and annual reporting periods beginning after December 15, 2009 except for those provisions addressing Level 3 fair value measurements which provisions are effective for fiscal years, and periods therein, beginning after December 15, 2010. The adoption of this Statement did not have a material impact on the Company's consolidated financial statements.

In March 2010, the FASB issued ASU No. 2010-09 amending FASB ASC Topic 855 to exclude SEC reporting entities from the requirement to disclose the date on which subsequent events have been evaluated. It further modifies the requirement to disclose the date on which subsequent events have been evaluated in reissued financial statements to apply only to such statements that have been restated to correct an error or to apply U.S. GAAP retrospectively. The Company has complied with ASU No. 2010-09.

In July 2010, the FASB issued ASU No. 2010-20, Receivables (Topic 310), Disclosures about the Credit Quality of Financing Receivables and the Allowance for Credit Losses. The main objective of this ASU is to provide financial statement users with greater transparency about an entity's allowance for credit losses and the credit quality of its financing receivables. The ASU requires that entities provide additional information to assist financial statement users in assessing their credit risk exposures and evaluating the adequacy of its allowance for credit losses. For the Company, the disclosures as of the end of a reporting period are required for the annual reporting periods ending on December 31, 2010. Required disclosures about activity that occurs during a reporting period are effective for interim and annual reporting periods beginning January 1, 2011. The adoption of this ASU will result in additional disclosures in the Company's financial statements regarding its loan portfolio and related allowance for loan losses but does not change the accounting for loans or the allowance. The Company will comply with this ASU for the annual reporting period ending December 31, 2010 and the interim and annual reporting periods thereafter.

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

#### NOTE 5 – FAIR VALUE

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

##### Fair Value Hierarchy

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

- Level 1 – Quoted prices in active markets for identical securities
- Level 2 – Other significant observable inputs (including quoted prices in active markets for similar securities)
- Level 3 – Significant unobservable inputs (including the Company's own assumptions in determining the fair value of investments)

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

The Company's bond holdings in the investment securities portfolio are the only asset or liability subject to fair value measurements on a recurring basis. No assets are valued under Level 1 inputs at September 30, 2010 or December 31, 2009. The Company has assets measured by fair value measurements on a non-recurring basis during 2010. At September 30, 2010, these assets include 19 loans classified as nonaccrual, past due 90 days or more and still accruing, or troubled debt restructuring, and a homogeneous pool of indirect loans all considered to be impaired loans, which are valued under Level 3 inputs and one property classified as OREO valued under Level 2 inputs.

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

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| December 31, 2009                              | Level 1 | Level 2   | Level 3  |
|--|---------|-----------|----------|
| <b>Recurring:</b>                              |         |           |          |
| Investment securities Available For Sale (AFS) | \$ -    | \$ 84,463 | \$ -     |
| <b>Non-recurring:</b>                          |         |           |          |
| Impaired loans                                 | -       | -         | 7,326    |
| OREO   | -       | 25        | -        |
|  | -       | 84,488    | 7,326    |
| <b>Activity:</b>                               |         |           |          |
| Investment securities AFS                      |         |           |          |
| Purchases of investment securities             | -       | 23,708    | -        |
| Sales and maturities of investment securities  | -       | (18,074)  | -        |
| Amortization/accretion of premium/discount     | -       | (447)     | -        |
| Increase in market value                       | -       | 2,905     | -        |
| OTTI on investments                            | -       | (66)      | -        |
| <b>Loans</b>                                   |         |           |          |
| New impaired loans                             | -       | -         | 3,684    |
| Payments and other loan reductions             | -       | -         | (2,212)  |
| Change in total provision                      | -       | -         | (81)     |
| Loans converted to OREO                        | -       | -         | (235)    |
| <b>OREO</b>                                    |         |           |          |
| Purchases of OREO                              | -       | 512       | -        |
| Sales of OREO                                  | -       | (322)     | -        |
| <b>September 30, 2010</b>                      |         |           |          |
| <b>Recurring:</b>                              |         |           |          |
| Investment securities AFS                      | -       | 92,489    | -        |
| <b>Non-recurring:</b>                          |         |           |          |
| Impaired loans                                 | -       | -         | 8,482    |
| OREO   | -       | 215       | -        |
|  | \$ -    | \$ 92,704 | \$ 8,482 |

The estimated fair values of the Company's financial instruments at September 30, 2010 and December 31, 2009 are summarized below. The fair values of a significant portion of these financial instruments are estimates derived using present value techniques and may not be indicative of the net realizable or liquidation values. Also, the calculation of estimated fair values is based on market conditions at a specific point in time and may not reflect current or future fair values.

| (In thousands)            | September 30, 2010 |            | December 31, 2009 |            |
|---------------------------|--------------------|------------|-------------------|------------|
|                           | Carrying Amount    | Fair Value | Carrying Amount   | Fair Value |
| <b>Financial assets:</b>  |                    |            |                   |            |
| Cash and due from banks   | \$ 6,705           | \$ 6,705   | \$ 6,994          | \$ 6,994   |
| Interest bearing deposits | 1,197              | 1,197      | 3,748             | 3,748      |
| Federal funds sold        | 2,130              | 2,130      | 692               | 692        |

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|  |         |         |         |         |
|--|---------|---------|---------|---------|
| Investment securities  | 92,489  | 92,489  | 84,463  | 84,463  |
| Investments in restricted stock  | 1,913   | 1,913   | 2,113   | 2,113   |
| Ground Rents   | 178     | 178     | 185     | 185     |
| Loans, net   | 225,908 | 228,632 | 235,883 | 239,915 |
| Accrued interest receivable  | 1,477   | 1,477   | 1,627   | 1,627   |
| <b>Financial liabilities:</b>  |         |         |         |         |
| Deposits   | 298,484 | 279,299 | 294,358 | 267,358 |
| Short-term borrowings  | 85      | 85      | 81      | 81      |
| Long-term borrowings   | 20,003  | 20,526  | 27,034  | 25,979  |
| Dividends payable  | 227     | 227     | 230     | 230     |
| Accrued interest payable   | 105     | 105     | 113     | 113     |
| Accrued interest payable on junior subordinated debentures             | -       | -       | 172     | 172     |
| Junior subordinated debentures owed to unconsolidated subsidiary trust | -       | -       | 5,155   | 5,708   |
| Off-balance sheet commitments  | 25,059  | 25,059  | 22,049  | 22,049  |

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

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

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

The gross unrealized losses and fair value, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position, at September 30, 2010 are as follows:

| Securities available for sale: | LESS THAN 12 MONTHS |                 | 12 MONTHS OR MORE |                 | TOTAL         |                 |
|--------------------------------|---------------------|-----------------|-------------------|-----------------|---------------|-----------------|
|                                | FAIR VALUE          | UNREALIZED LOSS | FAIR VALUE        | UNREALIZED LOSS | FAIR VALUE    | UNREALIZED LOSS |
| <b>OBLIGATIONS OF U.S.</b>     |                     |                 |                   |                 |               |                 |
| GOVT AGENCIES                  | \$ 9,000            | \$ 30,000       | \$ 19,000         | \$ 123,000      | \$ 28,000     | \$ 153,000      |
| STATE AND MUNICIPAL            | 1,187,000           | 7,000           | 3,862,000         | 163,000         | 5,049,000     | 170,000         |
| <b>CORPORATE TRUST</b>         |                     |                 |                   |                 |               |                 |
| PREFERRED                      | 0                   | 0               | 122,000           | 766,000         | 122,000       | 766,000         |
| MORTGAGE BACKED                | 8,491,000           | 79,000          | 0                 | 0               | 8,491,000     | 79,000          |
|                                | \$ 9,687,000        | \$ 116,000      | \$ 4,003,000      | \$ 1,052,000    | \$ 13,690,000 | \$ 1,168,000    |

At September 30, 2010, the company owned one pooled trust preferred security issued by Regional Diversified Funding, Senior Notes with a Fitch rating of C. The market for these securities at September 30, 2010 was not active and markets for similar securities were also not active. As a result, the Company had cash flow testing performed as of September 30, 2010 by an unrelated third party in order to measure the possible extent of other-than-temporary-impairment ("OTTI"). This testing assumed future defaults on the currently performing financial institutions of 75 basis points applied annually with a 15% recovery after a two year lag on both current and future defaulting financial institutions. The testing resulted in a net present value of \$967,262 compared to a book value of \$888,021.

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

As of September 30, 2010, management had the ability and intent to hold the securities classified as available for sale for a period of time sufficient for a recovery of cost. On September 30, 2010 the Bank held 14 investment securities having continuous unrealized loss positions for more than 12 months. Management has determined that all unrealized losses are either due to increases in market interest rates over the yields available at the time the underlying securities were purchased, current call features that are nearing, and the effect the sub-prime market has had on all mortgage-backed securities. The Bank has no mortgage-backed securities collateralized by sub-prime mortgages. The fair value is expected to recover as the bonds approach their maturity date or repricing date or if market yields for such investments decline. Management does not believe any of the securities are impaired due to reasons of credit quality. Except as noted above, as of September 30, 2010, management believes the impairments detailed in the table above are temporary and no impairment loss has been realized in the Company's consolidated income statement.

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

### Forward-Looking Statements

When used in this discussion and elsewhere in this Form 10-Q, the words or phrases “will likely result,” “are expected to,” “will continue,” “is anticipated,” “estimate,” “project” or similar expressions are intended to identify “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. The Company cautions readers not to place undue reliance on any such forward-looking statements, which speak only as of the date made, and readers are advised that various factors could affect the Company’s financial performance and could cause the Company’s actual results for future periods to differ materially from those anticipated or projected. While it is impossible to identify all such factors, such factors include, but are not limited to, those risks identified in the Company’s periodic reports filed with the Securities and Exchange Commission, including its most recent Annual Report on Form 10-K.

The Company does not undertake and specifically disclaims any obligation to update any forward-looking statements to reflect occurrence of anticipated or unanticipated events or circumstances after the date of such statements.

### Overview

Glen Burnie Bancorp, a Maryland corporation (the “Company”), and its subsidiaries, The Bank of Glen Burnie (the “Bank”) and GBB Properties, Inc., both Maryland corporations, and Glen Burnie Statutory Trust I, a Connecticut business trust, had consolidated net income of \$689,000 (\$0.25 basic and diluted earnings per share) for the third quarter of 2010, compared to the third quarter 2009 consolidated net income of \$527,000 (\$0.20 basic and diluted income per share), a 30.74% increase. Year-to-date net income was \$1,410,000 (\$0.52 basic and diluted earnings per share) for 2010, compared to the 2009 consolidated net income of \$1,472,000 (\$0.53 basic and diluted income per share), a 4.21% decrease. The increase in earnings for the third quarter was primarily due to a decrease in interest expense on deposits, a decrease in the provision for credit losses and an increase in total other income from other non-interest income and gains on investment securities. The decrease in earnings year-to-date are primarily due to an increase in the provision for credit losses and an increase in salaries and employee benefits, partially offset by an increase in other non-interest income.

In addition, the Company repaid \$5,155,000 in outstanding 10.6% Trust Preferred Securities, maturing on September 7, 2030, on September 7, 2010 which will result in a \$546,430 reduction in annual interest expense for the Company. The Company also repaid a \$7,000,000 borrowing at 5.84% from the Federal Home Loan Bank of Atlanta, which became due on September 29, 2010, and will result in an annual reduction of \$408,800 in interest expense on long-term borrowings.

The current economic environment continues to have a negative impact on the Bank in several areas. Overall, deposits have continued to increase as investors continue to seek safe havens for their investments. In addition, both interest rates paid on deposits and rates of interest earned by the Bank on loans and other earning assets have declined, with the rates paid on deposits declining at a faster rate resulting in an improvement in the net interest margin.

### Results Of Operations

**Net Interest Income.** The Company’s consolidated net interest income prior to provision for credit losses for the three and nine months ended September 30, 2010 was \$3,211,000 and \$9,486,000, respectively, compared to \$3,100,000 and \$8,999,000 for the same periods in 2009, an increase of \$111,000 (3.58%) for the three months and an increase of \$487,000 (5.41%) for the nine month period.

Interest income for the third quarter decreased from \$4,749,000 in 2009 to \$4,608,000 in 2010, a 2.79% decrease. The interest income decrease for the three month period was due to a decrease in loan income and interest income on U.S. Government agency securities, partially offset by an increase in income on state and municipal securities. Interest income for the nine months decreased from \$13,971,000 in 2009 to \$13,792,000 in 2010, a 1.28% decrease. The interest income decrease for the nine month period was due to a decrease in loan income, partially offset by an increase in interest income on U.S. Government agency securities and income on state and municipal securities.

Interest expense for the third quarter decreased from \$1,649,000 in 2009 to \$1,397,000 in 2010, a 15.28% decrease. Interest expense for the nine months decreased from \$4,972,000 in 2009 to \$4,306,000 in 2010, a 13.40% decrease. The decreases in interest expense for the three and nine month periods ended September 30, 2010 were due to a decrease in interest paid on deposit balances and was partially offset by an increase in the expense for the junior subordinated debentures, which was paid off in September 2010.

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Net interest margins for the three and nine months ended September 30, 2010 was 4.02% and 4.07%, compared to tax equivalent net interest margins of 3.99% and 4.00% for the three and nine months ended September 30, 2009. Although net interest margins for the 2009 and 2010 periods were nearly identical, interest expense, as noted above, and the resulting net interest margins for the 2010 periods include the accrual of the planned September 7, 2010 early repayment penalty on the Trust Preferred Securities.

Provision for Credit Losses. The Company made a provision for credit losses of \$300,000 and \$1,050,000 during the three and nine month periods ended September 30, 2010 and \$337,000 and \$696,000 for credit losses during the three and nine month periods ended September 30, 2009. As of September 30, 2010, the allowance for credit losses equaled 70.53% of non-accrual and past due loans compared to 117.61% at December 31, 2009 and 55.33% at September 30, 2009. During the three and nine month periods ended September 30, 2010, the Company recorded net charge-offs of \$132,000 and \$560,000, compared to net charge-offs of \$173,000 and \$756,000 during the corresponding period of the prior year. On an annualized basis, net charge-offs for the 2010 period represent 0.32% of the average loan portfolio.

Other Income. Other income increased from \$597,000 for the three month period ended September 30, 2009, to \$718,000 for the corresponding 2010 period, a \$121,000 (20.27%) increase. For the nine month period, other income increased from \$1,504,000 at September 30, 2009, to \$1,565,000 for the corresponding 2010 period, a \$61,000 (4.06%) increase. These increases were related to gains on sales of investments in the 2010 periods and increases in other non-interest income, specifically a gain on real estate sold.

Other Expenses. Other expenses increased from \$2,712,000 for the three month period ended September 30, 2009, to \$2,729,000 for the corresponding 2010 period, a \$17,000 (0.63%) increase. Other expenses increased from \$8,079,000 for the nine month period ended September 30, 2009, to \$8,332,000 for the corresponding 2010 period, a \$253,000 (3.13%) increase. The increases for the three and nine month periods were primarily increases in salaries, health insurance and pension expenses. These increases were partially offset by a decrease in occupancy expenses for the three and nine month periods primarily due to the relocation of a branch office from leased to owned space.

Income Taxes. During the three and nine months ended September 30, 2010, the Company recorded income tax expense of \$211,000 and \$259,000, compared to income tax expense of \$121,000 and \$256,000 for the same periods in 2009. The Company's effective tax rate for the three and nine month periods in 2010 was 23.4%, and 15.5%, respectively, compared to 18.7% and 14.8% for the prior year period. The increase in the effective tax rate for the three and nine month periods were due to a decrease in the proportion of tax exempt income. For the nine month period, the increase was also due to the effect of the impairment of securities.

Comprehensive Income. In accordance with regulatory requirements, the Company reports comprehensive income in its financial statements. Comprehensive income consists of the Company's net income, adjusted for unrealized gains and losses on the Bank's investment portfolio of investment securities. For the third quarter of 2010, comprehensive income, net of tax, totaled \$1,225,000, compared to the September 30, 2009 comprehensive income of \$2,226,000. Year-to-date comprehensive income, net of tax, totaled \$3,159,000, as of September 30, 2010, compared to the September 30, 2009 total of \$2,734,000. The increases were due to an increase in net unrealized gains on securities arising during the three and nine month periods.

#### Financial Condition

General. The Company's assets decreased to \$348,354,000 at September 30, 2010 from \$353,397,000 at December 31, 2009, primarily due to a decrease in loans, cash and cash equivalents and other assets, offset partially by an increase in securities. The Bank's net loans totaled \$225,908,000 at September 30, 2010, compared to \$235,883,000 at December

31, 2009, a decrease of \$9,975,000 (4.23%), primarily attributable to decreases in auto loans, commercial and industrial mortgages and mortgage loans purchased., partially offset by a decrease in mortgage participations sold and an increase in land development loans.

The Company's total investment securities portfolio (investment securities available for sale) totaled \$92,489,000 at September 30, 2010, an \$8,026,000 (9.50%) increase from \$84,463,000 at December 31, 2009. This increase was funded by the increase in deposits and payments on loans received during the nine month period. The Bank's cash and due from banks (cash due from banks, interest-bearing deposits in other financial institutions, and federal funds sold), as of September 30, 2010, totaled \$10,032,000, a decrease of \$1,402,000 (12.26%) from the December 31, 2009 total of \$11,434,000. This decrease comes from the payoff of a \$7 million advance and the payoff of over \$5 million in junior subordinated debentures in the month of September 2010.

Deposits as of September 30, 2010, totaled \$298,484,000, which is an increase of \$4,126,000 (1.40%) from \$294,358,000 at December 31, 2009. Demand deposits as of September 30, 2010, totaled \$70,133,000, which is an increase of \$2,325,000 (3.43%) from \$67,808,000 at December 31, 2009. NOW accounts as of September 30, 2010, totaled \$22,569,000, which is an increase of \$216,000 (0.97%) from \$22,353,000 at December 31, 2009. Money market accounts as of September 30, 2010, totaled \$16,667,000, which is an increase of \$1,383,000 (9.05%), from \$15,284,000 at December 31, 2009. Savings deposits as of September 30, 2010, totaled \$51,614,000, which is an increase of \$3,236,000 (6.69%) from \$48,378,000 at December 31, 2009. Certificates of deposit over \$100,000 totaled \$31,768,000 on September 30, 2010, which is an increase of \$191,000 (0.60%) from \$31,577,000 at December 31, 2009. Other time deposits (made up of certificates of deposit less than \$100,000 and individual retirement accounts) totaled \$105,733,000 on September 30, 2010, which is a \$3,225,000 (2.96%) decrease from the \$108,958,000 total at December 31, 2009. Management continues to believe that the growth in deposits was due in part to the ongoing instability in the stock market and the resulting reallocation of investment portfolios by the Bank's customers.

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

|   | At September 30,<br>2010 | At December 31,<br>2009 |
|---|--------------------------|-------------------------|
|   | (Dollars in Thousands)   |                         |
| Restructured loans                            | \$ 2,759                 | \$ 87                   |
| Non-accrual loans:                            |                          |                         |
| Real-estate - mortgage:                       |                          |                         |
| Residential                                   | \$ 506                   | \$ 215                  |
| Commercial                                    | 2,259                    | 2,626                   |
| Real-estate - construction                    |                          |                         |
| Installment                                   | 197                      | 176                     |
| Home Equity                                   |                          |                         |
| Commercial                                    | 24                       | -                       |
| Total non-accrual loans                       | 2,986                    | 3,017                   |
| Accruing loans past due 90 days or more:      |                          |                         |
| Real-estate - mortgage:                       |                          |                         |
| Residential                                   | 24                       | 8                       |
| Commercial                                    | 1,475                    | -                       |
| Real-estate - construction                    |                          |                         |
| Installment                                   | -                        | 1                       |
| Credit card and related                       |                          |                         |
| Commercial                                    | 1,276                    | 12                      |
| Other   | -                        | -                       |
| Total accruing loans past due 90 days or more | 2,775                    | 21                      |
| Total non-accrual loans and past due loans    | \$ 5,761                 | \$ 3,038                |
| Non-accrual and past due loans to gross loans | 2.51%                    | 1.26%                   |

|   |        |         |
|---|--------|---------|
| Allowance for credit losses to non-accrual and past due loans | 70.53% | 117.61% |
|---|--------|---------|

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At September 30, 2010, there was \$2,133,000 in loans outstanding, other than those reflected in the above table, as to which known information about possible credit problems of borrowers caused management to have serious doubts as to the ability of such borrowers to comply with present loan repayment terms. Such loans consist of loans which were not 90 days or more past due but where the borrower is in bankruptcy or has a history of delinquency, or the loan to value ratio is considered excessive due to deterioration of the collateral or other factors. All prior period troubled debt restructurings are performing under the terms of the new modified agreements and are not reflected in the above table.

**Allowance For Credit Losses.** The allowance for credit losses is established through a provision for credit losses charged to expense. Loans are charged against the allowance for credit losses when management believes that the collectability of the principal is unlikely. The allowance, based on evaluations of the collectability of loans and prior loan loss experience, is an amount that management believes will be adequate to absorb possible losses on existing loans that may become uncollectible. The evaluations are performed for each class of loans and take into consideration such factors as changes in the nature and volume of the loan portfolio, overall portfolio quality, review of specific problem loans, value of collateral securing the loans and current economic conditions and trends that may affect the borrowers' ability to pay. For example, delinquencies in unsecured loans and indirect automobile installment loans will be reserved for at significantly higher ratios than loans secured by real estate. Based on that analysis, the Bank deems its allowance for credit losses in proportion to the total non-accrual loans and past due loans to be sufficient.

Transactions in the allowance for credit losses for the nine months ended September 30, 2010 and 2009 were as follows:

|   | Nine Months Ended September 30, |            |
|---|---------------------------------|------------|
|   | 2010                            | 2009       |
|   | (Dollars in Thousands)          |            |
| Beginning balance                             | \$ 3,573                        | \$ 2,022   |
| Charge-offs                                   | (1,087)                         | (1,017)    |
| Recoveries                                    | 527                             | 261        |
| Net charge-offs                               | (560)                           | (756)      |
| Provisions charged to operations              | 1,050                           | 696        |
| Ending balance                                | \$ 4,063                        | \$ 1,962   |
| Average loans                                 | \$ 231,637                      | \$ 238,052 |
| Net charge-offs to average loans (annualized) | 0.32%                           | 0.42%      |

**Reserve for Unfunded Commitments.** As of September 30, 2010, the Bank had outstanding commitments totaling \$25,059,000. These outstanding commitments consisted of letters of credit, undrawn lines of credit, and other loan commitments. The following table shows the Bank's reserve for unfunded commitments arising from these transactions:

|                   | Nine Months Ended September 30, |        |
|-------------------|---------------------------------|--------|
|                   | 2010                            | 2009   |
|                   | (Dollars in Thousands)          |        |
| Beginning balance | \$ 200                          | \$ 200 |

|                                  |        |        |
|----------------------------------|--------|--------|
| Provisions charged to operations | -      | -      |
| Ending balance                   | \$ 200 | \$ 200 |

Contractual Obligations and Commitments. No material changes, outside the normal course of business, have been made during the third quarter of 2010.

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## Market Risk and Interest Rate Sensitivity

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

The following table sets forth the Company's interest-rate sensitivity at September 30, 2010.

|   | 0-3 Months             | Over 3 to<br>12 Months | Over 1<br>Through<br>5 Years | Over<br>5 Years   | Total             |
|---|------------------------|------------------------|------------------------------|-------------------|-------------------|
|   | (Dollars in Thousands) |                        |                              |                   |                   |
| <b>Assets:</b>                                    |                        |                        |                              |                   |                   |
| Cash and due from banks                           | \$ -                   | \$ -                   | \$ -                         | \$ -              | \$ 6,705          |
| Federal funds and overnight deposits              | 3,327                  | -                      | -                            | -                 | 3,327             |
| Securities  | -                      | 556                    | 1,064                        | 90,869            | 92,489            |
| Loans   | 17,140                 | 14,966                 | 69,298                       | 124,504           | 225,908           |
| Fixed assets                                      | -                      | -                      | -                            | -                 | 4,054             |
| Other assets                                      | -                      | -                      | -                            | -                 | 15,871            |
| <b>Total assets</b>                               | <b>\$ 20,467</b>       | <b>\$ 15,522</b>       | <b>\$ 70,362</b>             | <b>\$ 215,373</b> | <b>\$ 348,354</b> |
| <b>Liabilities:</b>                               |                        |                        |                              |                   |                   |
| Demand deposit accounts                           | \$ -                   | \$ -                   | \$ -                         | \$ -              | \$ 70,133         |
| NOW accounts                                      | 22,569                 | -                      | -                            | -                 | 22,569            |
| Money market deposit accounts                     | 16,667                 | -                      | -                            | -                 | 16,667            |
| Savings accounts                                  | 51,614                 | -                      | -                            | -                 | 51,614            |
| IRA accounts                                      | 2,579                  | 10,781                 | 24,435                       | 725               | 38,520            |
| Certificates of deposit                           | 26,449                 | 43,171                 | 28,721                       | 640               | 98,981            |
| Short-term borrowings                             | 85                     | -                      | -                            | -                 | 85                |
| Long-term borrowings                              | 3                      | -                      | -                            | 20,000            | 20,003            |
| Other liabilities                                 | -                      | -                      | -                            | -                 | 2,154             |
| Stockholders' equity:                             | -                      | -                      | -                            | -                 | 27,628            |
| <b>Total liabilities and stockholders' equity</b> | <b>\$ 119,966</b>      | <b>\$ 53,952</b>       | <b>\$ 53,156</b>             | <b>\$ 21,365</b>  | <b>\$ 348,354</b> |
| <b>GAP</b>  | <b>\$ (99,499)</b>     | <b>\$ (38,430)</b>     | <b>\$ 17,206</b>             | <b>\$ 194,008</b> |                   |
| <b>Cumulative GAP</b>                             | <b>\$ (99,499)</b>     | <b>\$ (137,929)</b>    | <b>\$ (120,723)</b>          | <b>\$ 73,285</b>  |                   |
| <b>Cumulative GAP as a % of total assets</b>      | <b>-28.56%</b>         | <b>-39.59%</b>         | <b>-34.66%</b>               | <b>21.04%</b>     |                   |

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

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In addition to GAP analysis, the Bank utilizes a simulation model to quantify the effect a hypothetical immediate plus or minus 200 basis point change in rates would have on net interest income and the economic value of equity. The model takes into consideration the effect of call features of investments as well as prepayments of loans in periods of declining rates. When actual changes in interest rates occur, the changes in interest earning assets and interest bearing liabilities may differ from the assumptions used in the model. As of September 30, 2010, the model produced the following sensitivity profile for net interest income and the economic value of equity.

|                                      | Immediate Change in Rates |                      |                      |                      |
|--------------------------------------|---------------------------|----------------------|----------------------|----------------------|
|                                      | -200<br>Basis Points      | -100<br>Basis Points | +100<br>Basis Points | +200<br>Basis Points |
| % Change in Net Interest Income      | -3.5%                     | -2.5%                | 1.7%                 | 0.4%                 |
| % Change in Economic Value of Equity | -22.0%                    | -12.1%               | 5.4%                 | -3.3%                |

### Liquidity and Capital Resources

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

The Bank's principal sources of funds for investments and operations are net income, deposits from its primary market area, principal and interest payments on loans, interest received on investment securities and proceeds from maturing investment securities. Its principal funding commitments are for the origination or purchase of loans and the payment of maturing deposits. Deposits are considered a primary source of funds supporting the Bank's lending and investment activities.

The Bank's most liquid assets are cash and cash equivalents, which are cash on hand, amounts due from financial institutions, federal funds sold, certificates of deposit with other financial institutions that have an original maturity of three months or less and money market mutual funds. The levels of such assets are dependent on the Bank's operating, financing and investment activities at any given time. The variations in levels of cash and cash equivalents are influenced by deposit flows and anticipated future deposit flows. The Bank's cash and cash equivalents (cash due from banks, interest-bearing deposits in other financial institutions, and federal funds sold), as of September 30, 2010, totaled \$10,032,000, a decrease of \$1,402,000 (12.26%) from the December 31, 2009 total of \$11,434,000.

As of September 30, 2010, the Bank was permitted to draw on a \$60,039,000 line of credit from the FHLB of Atlanta. Borrowings under the line are secured by a floating lien on the Bank's residential mortgage loans. As of September 30, 2010, there were \$20.0 million in long-term convertible advances outstanding with various monthly and quarterly call features and with final maturities through August 2018. In addition, the Bank has one unsecured federal funds line of credit in the amount of \$9.0 million from a commercial bank, of which nothing was outstanding as of September 30, 2010. The Company repaid in September 2010, \$5,155,000 plus accrued interest and prepayment penalties of \$546,690 on its 10.6% Junior Subordinated Deferrable Interest Debentures issued to Glen Burnie Statutory Trust I, a Connecticut statutory trust subsidiary of the Company, and the Bank repaid a \$7 million plus accrued interest of \$104,471 on a 5.48% FHLB advance that had come due. While other interest earning assets of the Bank were used to pay these two obligations, the interest rates earned on those assets were significantly lower than the interest rates paid by the Company on these two obligations. The Bank cannot predict where these funds could have been deployed and at what rates of interest if these funds remained available to the Bank for investment and loans, but the Company is confident that the rates of return to the Bank would be significantly lower than the cost to the Bank of the two repaid obligations. Accordingly, the impact that these two repayments will have on the Bank's net interest income and net interest margins cannot be predicted.

The Company's stockholders' equity increased \$2,479,000 (9.86%) during the nine months ended September 30, 2010, due mainly to an increase in other comprehensive income, net of taxes, and retained net income from the period. The Company's accumulated other comprehensive income (loss), net of taxes ( benefits) increased by \$1,749,000 (168.82%) from (\$1,036,000) at December 31, 2009 to \$713,000 at September 30, 2010, as a result of an increase in the market value of securities classified as available for sale. Retained earnings increased by \$606,000 (4.23%) as the result of the Company's net income for the nine months, partially offset by dividends. Common stock and surplus increased due to dividend reinvestment during the nine months of 2010. In addition, \$124,817 was transferred within stockholders' equity in consideration for shares to be issued under the Company's dividend reinvestment plan in lieu of cash dividends.

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The Federal Reserve Board and the FDIC have established guidelines with respect to the maintenance of appropriate levels of capital by bank holding companies and state non-member banks, respectively. The regulations impose two sets of capital adequacy requirements: minimum leverage rules, which require bank holding companies and banks to maintain a specified minimum ratio of capital to total assets, and risk-based capital rules, which require the maintenance of specified minimum ratios of capital to “risk-weighted” assets. At September 30, 2010, the Bank was in full compliance with these guidelines with a Tier 1 leverage ratio of 7.30%, a Tier 1 risk-based capital ratio of 11.80% and a total risk-based capital ratio of 13.60%.

#### Critical Accounting Policies and Estimates

The Company’s accounting policies are more fully described in its Annual Report on Form 10-K for the fiscal year ended December 31, 2009 and are essential to understanding Management’s Discussion and Analysis of Financial Condition and Results of Operations. As discussed there, the preparation of financial statements in conformity with accounting principles generally accepted in the U.S. requires management to make estimates and assumptions about future events that affect the amounts reported in the financial statements and accompanying notes. Since future events and their effects cannot be determined with absolute certainty, the determination of estimates requires the exercise of judgment. Management has used the best information available to make the estimations necessary to value the related assets and liabilities based on historical experience and on various assumptions which are believed to be reasonable under the circumstances. Actual results could differ from those estimates, and such differences may be material to the financial statements. The Company reevaluates these variables as facts and circumstances change. Historically, actual results have not differed significantly from the Company’s estimates. The following is a summary of the more judgmental accounting estimates and principles involved in the preparation of the Company’s financial statements, including the identification of the variables most important in the estimation process:

**Allowance for Credit Losses.** The Bank’s allowance for credit losses is determined based upon estimates that can and do change when the actual events occur, including historical losses as an indicator of future losses, fair market value of collateral, and various general or industry or geographic specific economic events. The use of these estimates and values is inherently subjective and the actual losses could be greater or less than the estimates. For further information regarding the Bank’s allowance for credit losses, see “Allowance for Credit Losses”, above.

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

#### ITEM 4. CONTROLS AND PROCEDURES

The Company maintains a system of disclosure controls and procedures that is designed to provide reasonable assurance that information, which is required to be disclosed by the Company in the reports that it files or submits under the Securities and Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission, and is accumulated and communicated to management in a timely manner. The Company’s Chief Executive Officer and Chief Financial Officer have evaluated this system of disclosure controls and procedures as of the end of the period covered by this quarterly report, and have concluded that the system is effective. There have been no changes in the Company’s internal control over financial reporting during the most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, the Company’s internal control over financial reporting.





PART II - OTHER INFORMATION

ITEM 6. EXHIBITS

Exhibit No.

- 3.1 Articles of Incorporation (incorporated by reference to Exhibit 3.1 to Amendment No. 1 to the Registrant's Form 8-A filed December 27, 1999, File No. 0-24047)
- 3.2 Articles of Amendment, dated October 8, 2003 (incorporated by reference to Exhibit 3.2 to the Registrant's Quarterly Report on Form 10-Q for the Quarter ended March 31, 2003, File No. 0-24047)
- 3.3 Articles Supplementary, dated November 16, 1999 (incorporated by reference to Exhibit 3.3 to the Registrant's Current Report on Form 8-K filed December 8, 1999, File No. 0-24047)
- 3.4 By-Laws (incorporated by reference to Exhibit 3.4 to the Registrant's Quarterly Report on Form 10-Q for the Quarter ended March 31, 2003, File No. 0-24047)
- 4.1 Rights Agreement, dated as of February 13, 1998, between Glen Burnie Bancorp and The Bank of Glen Burnie, as Rights Agent, as amended and restated as of December 27, 1999 (incorporated by reference to Exhibit 4.1 to Amendment No. 1 to the Registrant's Form 8-A filed December 27, 1999, File No. 0-24047)
- 10.1 Glen Burnie Bancorp Director Stock Purchase Plan (incorporated by reference to Exhibit 99.1 to Post-Effective Amendment No. 1 to the Registrant's Registration Statement on Form S-8, File No. 33-62280)
- 10.2 The Bank of Glen Burnie Employee Stock Purchase Plan (incorporated by reference to Exhibit 99.1 to Post-Effective Amendment No. 1 to the Registrant's Registration Statement on Form S-8, File No. 333-46943)
- 10.3 Amended and Restated Change-in-Control Severance Plan (incorporated by reference to Exhibit 3.2 to the Registrant's Annual Report on Form 10-K for the Fiscal Year Ended December 31, 2001, File No. 0-24047)
- 31.1 Rule 15d-14(a) Certification of Chief Executive Officer
- 31.2 Rule 15d-14(a) Certification of Chief Financial Officer
- 32.1 Section 1350 Certifications
- 99.1 Press Release dated November 4, 2010

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.

GLEN BURNIE BANCORP  
(Registrant)

Date: November 5, 2010

By: /s/ Michael G. Livingston.  
Michael G. Livingston  
President, Chief Executive Officer

By: /s/ John E. Porter  
John E. Porter  
Chief Financial Officer

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