

GLEN BURNIE BANCORP
Form 10-Q
July 29, 2009

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, 2009

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

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 July 15, 2009, the number of shares outstanding of the registrant’s common stock was 2,673,426

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PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

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

| | June 30, 2009 (unaudited) | December 31, 2008 (audited) |
|---|---------------------------------|-----------------------------------|
| ASSETS | | |
| Cash and due from banks | \$ 7,972 | \$ 6,960 |
| Interest-bearing deposits in other financial institutions | 2,673 | 7,884 |
| Federal funds sold | 1,310 | 6,394 |
| Cash and cash equivalents | 11,955 | 21,238 |
| Investment securities available for sale, at fair value | 84,819 | 57,949 |
| Federal Home Loan Bank stock, at cost | 1,858 | 1,768 |
| Maryland Financial Bank stock, at cost | 100 | 100 |
| Common Stock in the Glen Burnie Statutory Trust I | 155 | 155 |
| Loans, less allowance for credit losses (June 30: \$1,798; December 31: \$2,022) | 240,087 | 235,133 |
| Premises and equipment, at cost, less accumulated depreciation | 3,428 | 3,099 |
| Other real estate owned | 550 | 550 |
| Cash value of life insurance | 7,571 | 7,435 |
| Other assets | 5,427 | 5,075 |
| Total assets | \$ 355,950 | \$ 332,502 |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | |
| Liabilities: | | |
| Deposits | \$ 296,540 | \$ 269,768 |
| Short-term borrowings | 227 | 630 |
| Long-term borrowings | 27,053 | 27,072 |
| Junior subordinated debentures owed to unconsolidated subsidiary trust | 5,155 | 5,155 |
| Other liabilities | 1,844 | 1,969 |
| Total liabilities | 330,819 | 304,594 |
| Commitments and contingencies | | |
| Stockholders' equity: | | |
| Common stock, par value \$1, authorized 15,000,000 shares; issued and outstanding: June 30: 2,673,426 shares; December 31: 2,967,727 shares | 2,673 | 2,968 |
| Surplus | 9,116 | 11,568 |
| Retained earnings | 14,536 | 14,129 |

| | | |
|---|------------|------------|
| Accumulated other comprehensive loss, net of tax benefits | (1,194) | (757) |
| Total stockholders' equity | 25,131 | 27,908 |
| Total liabilities and stockholders' equity | \$ 355,950 | \$ 332,502 |

See accompanying notes to condensed consolidated financial statements.

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

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|--|--------------------------------|---------------|------------------------------|-----------------|
| | 2009 | 2008 | 2009 | 2008 |
| Interest income on: | | | | |
| Loans, including fees | \$ 3,811 | \$ 3,489 | \$ 7,577 | \$ 6,862 |
| U.S. Treasury and U.S. Government agency securities | 497 | 553 | 870 | 1,117 |
| State and municipal securities | 329 | 373 | 659 | 720 |
| Other | 52 | 77 | 116 | 206 |
| Total interest income | 4,689 | 4,492 | 9,222 | 8,905 |
| Interest expense on: | | | | |
| Deposits | 1,254 | 1,159 | 2,523 | 2,381 |
| Short-term borrowings | - | 16 | - | 17 |
| Long-term borrowings | 265 | 188 | 527 | 376 |
| Junior subordinated debentures | 136 | 136 | 273 | 273 |
| Total interest expense | 1,655 | 1,499 | 3,323 | 3,047 |
| Net interest income | 3,034 | 2,993 | 5,899 | 5,858 |
| Provision for credit losses | 209 | 152 | 359 | 207 |
| Net interest income after provision for credit losses | 2,825 | 2,841 | 5,540 | 5,651 |
| Other income: | | | | |
| Service charges on deposit accounts | 169 | 182 | 339 | 373 |
| Other fees and commissions | 203 | 216 | 382 | 415 |
| Other non-interest income | 1 | - | - | 3 |
| Income on life insurance | 69 | 68 | 137 | 136 |
| Gains on investment securities | 51 | 48 | 49 | 55 |
| Total other income | 493 | 514 | 907 | 982 |
| Other expenses: | | | | |
| Salaries and employee benefits | 1,585 | 1,587 | 3,117 | 3,176 |
| Occupancy | 220 | 227 | 452 | 456 |
| Impairment of securities | - | - | 30 | - |
| Other expenses | 943 | 798 | 1,768 | 1,633 |
| Total other expenses | 2,748 | 2,612 | 5,367 | 5,265 |
| Income before income taxes | 570 | 743 | 1,080 | 1,368 |
| Income tax expense | 80 | 139 | 135 | 228 |
| Net income | \$ 490 | \$ 604 | \$ 945 | \$ 1,140 |

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| | | | | |
|--|-----------|-----------|-----------|-----------|
| Basic and diluted earnings per share of common stock | \$ 0.18 | \$ 0.20 | \$ 0.34 | \$ 0.38 |
| Weighted average shares of common stock outstanding | 2,668,613 | 2,989,343 | 2,792,955 | 2,992,761 |
| Dividends declared per share of common stock | \$ 0.10 | \$ 0.10 | \$ 0.20 | \$ 0.20 |

See accompanying notes to condensed consolidated financial statements.

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

| | Three Months Ended | | Six Months Ended | |
|---|--------------------|----------|------------------|----------|
| | June 30, 2009 | 2008 | June 30, 2009 | 2008 |
| Net income | \$ 490 | \$ 604 | \$ 945 | \$ 1,140 |
| Other comprehensive (loss) income, net of tax | | | | |
| Unrealized gains (losses) securities: | | | | |
| Unrealized holding (losses) gains arising during the period | 59 | (1,000) | (407) | (748) |
| Reclassification adjustment for losses (gains) included in net income | (31) | (29) | (30) | (34) |
| Comprehensive (loss) income | \$ 518 | \$ (425) | \$ 508 | \$ 358 |

See accompanying notes to condensed consolidated financial statements.

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

| | Six Months Ended June 30, | |
|--|---------------------------|------------------|
| | 2009 | 2008 |
| Cash flows from operating activities: | | |
| Net income | \$ 945 | \$ 1,140 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Depreciation, amortization, and accretion | 272 | 282 |
| Provision for credit losses | 359 | 207 |
| Gains on disposals of assets, net | (47) | (38) |
| Impairment of securities | 30 | - |
| Income on investment in life insurance | (136) | (136) |
| Changes in assets and liabilities: | | |
| Increase in other assets | (78) | (277) |
| Increase (decrease) in other liabilities | 35 | (103) |
| Net cash provided by operating activities | 1,380 | 1,075 |
| Cash flows from investing activities: | | |
| Maturities of available for sale mortgage-backed securities | 2,249 | 6,674 |
| Proceeds from maturities and sales of other investment securities | 4,557 | 5,170 |
| Purchases of investment securities | (34,447) | (12,982) |
| Purchases of Federal Home Loan Bank stock | (90) | (219) |
| Increase in loans, net | (5,313) | (15,721) |
| Purchases of premises and equipment | (524) | (343) |
| Net cash used by investing activities | (33,568) | (17,421) |
| Cash flows from financing activities: | | |
| Increase in deposits, net | 26,772 | 6,504 |
| (Decrease) increase in short-term borrowings, net | (403) | 6,282 |
| Repayment of long-term borrowings | (19) | (17) |
| Repurchase and retirement of common stock | (2,836) | (282) |
| Dividends paid | (698) | (728) |
| Common stock dividends reinvested | 89 | 86 |
| Net cash provided by financing activities | 22,905 | 11,845 |
| Decrease in cash and cash equivalents | (9,283) | (4,501) |
| Cash and cash equivalents, beginning of year | 21,238 | 14,795 |
| Cash and cash equivalents, end of period | \$ 11,955 | \$ 10,294 |

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, 2008, which has been derived from audited financial statements, and the unaudited interim consolidated financial statements were prepared in accordance with instructions for Form 10-Q and Article 10 of Regulation S-X and, therefore, do not include all information and notes necessary for a complete presentation of financial position, results of operations, changes in stockholders' equity, and cash flows in conformity with accounting principles generally accepted in the United States of America. However, all adjustments (consisting only of normal recurring accruals) which, in the opinion of management, are necessary for a fair presentation of the unaudited consolidated financial statements have been included in the results of operations for the three and six months ended June 30, 2009 and 2008.

Operating results for the three and six months ended June 30, 2009 is not necessarily indicative of the results that may be expected for the year ending December 31, 2009.

The Company has evaluated subsequent events through the date of issuance of the financial data included herein, July 27, 2009.

NOTE 2 - EARNINGS PER SHARE

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

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|--|--------------------------------|------------|------------------------------|--------------|
| | 2009 | 2008 | 2009 | 2008 |
| Basic and diluted: | | | | |
| Net income | \$ 490,000 | \$ 604,000 | \$ 945,000 | \$ 1,140,000 |
| Weighted average common shares outstanding | 2,668,613 | 2,989,343 | 2,792,955 | 2,992,761 |
| Basic and dilutive net income per share | \$ 0.18 | \$ 0.20 | \$ 0.34 | \$ 0.38 |

Diluted earnings per share calculations were not required for the three and six months ended June 30, 2009 and 2008, 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 2008, the Company repurchased 50,300 shares at an average price of \$11.48.

During the three month period ending March 31, 2009, the Company increased the authorized amount by \$2,549,865 and repurchased 297,679 shares at an average price of \$9.30 for a total of \$2,769,067. During the three month period ending June 30, 2009, the Company repurchased 7,404 shares at an average price of \$9.00 for a total of \$66,642. As

of June 30, 2009, \$714,156 remains available for repurchases under the program.

NOTE 4 – RECENT ACCOUNTING PRONOUNCEMENTS

On January 12, 2009, the FASB issued FASB Staff Position EITF 99-20-1, Amendments to the Impairment Guidance of EITF Issue No. 99-20 (FSP). FASB FSP 99-20-1 amends the impairment guidance in FASB EITF Issue No. 99-20, Recognition of Interest Income and Impairment on Purchased Beneficial Interests and Beneficial Interests that Continue to be held by a Transferor in Securitized Financial Assets. The intent of the FSP is to reduce complexity and achieve more consistent determinations as to whether other-than-temporary impairments of available for sale or held to maturity debt securities have occurred. The FSP is effective for interim and annual reporting periods ending after December 15, 2008. The adoption of this FSP did not have an impact on the Company's consolidated financial statements.

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In April 2009, the FASB issued three Final Staff Positions (FSPs) to provide additional guidance and disclosures regarding fair value measurements and impairments of securities:

FSP FAS 157-4, "Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly", provides guidance for estimating fair value when the volume and level of activity for an asset or liability have significantly decreased. The Company does not expect that FSP FAS 157-4 will have a material impact on the Company's consolidated financial statements.

FSP FAS 115-2 and FAS 124-2, Recognition and Presentation of Other-Than-Temporary Impairments, amends the other-than-temporary impairment guidance for debt securities to make the guidance more operational and to improve the presentation and disclosure of other-than-temporary impairments on debt and equity securities in financial statements. The Company does not expect that FSP FAS 115-2 and FAS 124-2 will have a material impact on the Company's consolidated financial statements.

FSP FAS 107-1 and APB 28-1, Interim Disclosures about Fair Value of Financial Instruments, requires disclosure about fair value of financial instruments for interim reporting periods of publicly traded companies as well as in annual financial statements. The Company will review the requirements of FSP FAS 107-1 and comply with its requirements.

These three FSPs are effective for interim and annual periods ending after June 15, 2009.

In May 2009, the FASB issued FASB Statement No. 165, Subsequent Events, which establishes general standards of and accounting for and disclosure of events that occur after the balance sheet date but before financial statements are issued or are available to be issued. This FASB was effective for interim and annual periods ending after June 15, 2009. The Company has complied with the requirements of FASB 165.

In June 2009, the FASB issued FASB Statement No. 166, Accounting for Transfers of Financial Assets - an amendment of FASB Statement No. 140 to improve the reporting for the transfer of financial assets resulting from 1) practices that have developed since the issuance of FASB Statement No. 140, Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities, that are not consistent with the original intent and key requirements of that Statement and (2) concerns of financial statement users that many of the financial assets (and related obligations) that have been derecognized should continue to be reported in the financial statements of transferors. This Statement must be applied as of the beginning of each reporting entity's first annual reporting period that begins after November 15, 2009, for interim periods within that first annual reporting period and for interim and annual reporting periods thereafter. Earlier application is prohibited. The Company will review the requirements of FASB No. 166 and comply with its requirements. The Company does not expect that the adoption of this Statement will have a material impact on the Company's consolidated financial statements.

In June 2009, the FASB issued Statement of Financial Accounting Standards No. 167, Amendments to FASB Interpretation No. 46(R) to amend certain requirements of FASB Interpretation No. 46 (revised December 2003), Consolidation of Variable Interest Entities to improve financial reporting by enterprises involved with variable interest entities and to provide more relevant and reliable information to users of financial statements. The Statement is effective as of the beginning of each reporting entity's first annual reporting period that begins after November 15, 2009, for interim periods within that first annual reporting period, and for interim and annual reporting periods thereafter. Earlier application is prohibited. The Company will review the requirements of FASB No. 166 and comply with its requirements. The Company does not expect that the adoption of this Statement will have a material impact on the Company's consolidated financial statements.

In June 2009, the FASB issued Statement No. 168, The FASB Accounting Standards CodificationTM and the Hierarchy of Generally Accepted Accounting Principles—a replacement of FASB Statement No. 162. Under the Statement, The FASB Accounting Standards Codification (Codification) will become the source of authoritative U.S. generally accepted accounting principles (GAAP) recognized by the FASB to be applied by nongovernmental entities. Rules and interpretive releases of the Securities and Exchange Commission (SEC) under authority of federal securities laws are also sources of authoritative GAAP for SEC registrants. On the effective date of this Statement, the Codification will supersede all then-existing non-SEC accounting and reporting standards. All other non-grandfathered non-SEC accounting literature not included in the Codification will become non-authoritative. This Statement is effective for financial statements issued for interim and annual periods ending after September 15, 2009. In the FASB’s view, the issuance of this Statement and the Codification will not change GAAP, except for those nonpublic nongovernmental entities that must now apply the American Institute of Certified Public Accountants Technical Inquiry Service Section 5100, “Revenue Recognition,” paragraphs 38–76. The Company does not expect that the adoption of this Statement will have a material impact on the Company’s consolidated financial statements.

NOTE 5 – FAIR VALUE

SFAS No. 157 defines fair value, establishes a framework for measuring fair value and expands disclosure of fair value measurements.

Fair Value Hierarchy

SFAS No. 157 specifies a hierarchy of valuation techniques based on whether the inputs to those valuation techniques are observable or unobservable. In accordance with SFAS No. 157, 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 SFAS No. 157.

The following table presents fair value measurements as of June 30, 2009:

| | Level 1 | Level 2 | Level 3 | Total |
|--|----------------|-----------|---------|-----------|
| | (in thousands) | | | |
| Recurring: | | | | |
| Investment securities available for sale | \$ - | \$ 84,819 | \$ - | \$ 84,819 |
| Non-recurring: | | | | |
| Impaired loans | - | - | 933 | 933 |
| OREO | - | 550 | - | 550 |
| | \$ - | \$ 85,369 | \$ 933 | \$ 86,302 |

The estimated fair values of the Company’s financial instruments at June 30, 2009 and December 31, 2008 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) | June 30, 2009 | | December 31, 2008 | |
|---------------------------------|-----------------|--------------|-------------------|--------------|
| | Carrying Amount | Fair Value | Carrying Amount | Fair Value |
| Financial assets: | | | | |
| Cash and due from banks | \$ 7,972,000 | \$ 7,972,000 | \$ 6,960,377 | \$ 6,960,377 |
| Interest bearing deposits | 2,673,000 | 2,673,000 | 7,883,816 | 7,883,816 |
| Federal funds sold | 1,310,000 | 1,310,000 | 6,393,710 | 6,393,710 |
| Investment securities | 84,819,000 | 84,819,000 | 57,948,645 | 57,948,645 |
| Investments in restricted stock | 2,113,000 | 2,113,000 | 2,022,600 | 2,022,600 |

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| | | | | |
|--|-------------|-------------|-------------|-------------|
| Loans, net | 240,087,000 | 243,892,000 | 235,132,621 | 239,446,000 |
| Accrued interest receivable | 1,690,000 | 1,690,000 | 1,680,392 | 1,680,392 |
| Financial liabilities: | | | | |
| Non-interest bearing deposits | 68,305,000 | 68,305,000 | 63,538,759 | 63,538,759 |
| Interest bearing deposits | 228,235,000 | 230,375,000 | 206,228,839 | 208,552,241 |
| Short-term borrowings | 227,000 | 227,000 | 629,855 | 629,855 |
| Long-term borrowings | 27,053,000 | 25,786,000 | 27,071,712 | 27,162,000 |
| Dividends payable | 226,000 | 226,000 | 385,794 | 385,794 |
| Accrued interest payable | 149,000 | 149,000 | 139,579 | 139,579 |
| Accrued interest payable on junior subordinated debentures | 172,000 | 172,000 | 171,518 | 171,518 |
| Junior subordinated debentures owed to unconsolidated subsidiary trust | 5,155,000 | 4,806,462 | 5,155,000 | 5,281,827 |
| Off-balance sheet commitments | 21,476,000 | 21,476,000 | 23,747,491 | 23,747,491 |

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.

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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

Net interest income before provision for credit losses, for the second quarter, was \$2,993,000 in 2008 compared to \$3,034,000 in 2009. Interest income for the second quarter increased from \$4,492,000 in 2008 to \$4,689,000 in 2009, a 4.39% increase. Total interest expense for the quarter increased from \$1,499,000 in 2008 to \$1,655,000 in 2009, a 10.41% increase. The Company realized consolidated net income of \$490,000 for the second quarter of 2009 compared to consolidated net income of \$604,000 for the second quarter of 2008, an 18.87% decrease. Year-to-date net interest income before provision for credit losses was \$5,858,000 in 2008, compared to \$5,899,000 in 2009, a 0.7% increase. Interest income year-to-date increased from \$8,905,000 in 2008 to \$9,222,000 in 2009, a 3.56% increase. Total interest expense year-to-date increased from \$3,047,000 in 2008 to \$3,323,000 in 2009, a 9.06% increase. The Company realized consolidated net income of \$945,000 for the first six months of 2009 compared to consolidated net income of \$1,140,000 for the first six months of 2008, a 17.11% decrease. The decrease in net income for the second quarter and year-to-date 2009 was primarily due to a larger provision for loan losses (an increase of \$57,000 in the second quarter and \$152,000 year to date), a provision for an additional FDIC assessment of \$160,000 which is due in September (included in the other expense amount), interest expense on long-term borrowings from the Federal Home Loan Bank originated during the third quarter of 2008, and an increase in interest expense on deposits. This was partially offset by an increase on loan income and a decrease in income tax expense. In addition, income for 2008 includes dividends on the Company’s holdings of FHLB stock, which dividends have been suspended in 2009.

While the Bank has not been directly impacted by many of the difficulties facing other financial institutions in the current economic downturn, the turbulence in the U.S. economy and the stock market continues to have a significant impact on the Bank in specific identifiable areas. Overall deposits have continued to increase as stock market investors have sought more secure places to invest their funds. In addition, there has been an overall decline in interest rates in response to stock market turbulence. Both rates of interest paid by the Bank on deposits and rates of interest earned by the Bank on loans and other interest earning assets have declined, with the rates on earning assets declining at a faster rate than the rates paid on deposits, resulting in a decline in the net interest margin.

results of operations

General. 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 \$490,000 (\$0.18 basic and diluted loss per share) for the second quarter of 2009, compared to the second quarter 2008 consolidated net income of \$604,000 (\$0.20 basic and diluted earnings per share). Year-to-date consolidated net income was \$945,000 (\$0.34 basic and diluted loss per share) for the six months ended June 30, 2009, compared to consolidated net income of \$1,140,000 (\$0.38 basic and diluted earnings per share) for the six months ended June 30, 2008. The decrease for the second quarter and year-to-date was due to a provision for a special FDIC assessment due in September 2009, an increase in the provision for loan losses, additional long-term borrowings expense due to two additional FHLB advances taken in the third quarter of 2008, and an increase in interest expense on deposits, partially offset by an increase in loan income and a decrease in income tax expense.

Net Interest Income. The Company’s consolidated net interest income prior to provision for credit losses for the three and six months ended June 30, 2009 was \$3,034,000 and \$5,899,000, respectively, compared to \$2,993,000 and \$5,858,000 for the same period in 2008, an increase of \$41,000 (1.37%) for the three months and an increase of \$41,000 (0.70%) for the six month period.

Interest income increased \$197,000 (4.39%) and \$317,000 (3.56%) for the three and six months ended June 30, 2009, compared to the same periods in 2008. Interest income increased for the three and six month periods due to an increase in loan income resulting from growth in the loan portfolio, partially offset by a decrease in interest income on U.S. Government agency securities and municipal securities, as a result of recent sales and maturities, and a decrease in other income, as a result of the suspended dividend on FHLB stock.

Interest expense increased \$156,000 (10.41%) and \$276,000 (9.06%) for the three and six months ended June 30, 2009, compared to the same 2008 period. The increase in interest expense for the three and six month periods ended June 30, 2009 was due to an increase in interest paid on increased deposit balances and interest on long-term borrowings from the Federal Home Loan Bank.

Net interest margins for the three and six months ended June 30, 2009 was 4.01% and 4.03%, compared to tax equivalent net interest margins of 4.39% and 4.33% for the three and six months ended June 30, 2008. This decline is due to the continued narrowing of the gap between the interest rates offered by the Bank on increasing customer deposits and the rates the Bank is able to obtain on loans and other interest earning assets. Accordingly, while net interest income before provision for credit losses for the three and six month periods has increased over the same periods in 2008, the net interest margin has declined in 2009 compared to 2008.

Provision for Credit Losses. The Company made a provision for credit losses of \$209,000 and \$359,000 during the three and six month period ended June 30, 2009 and \$152,000 and \$207,000 for credit losses during the three and six month period ended June 30, 2008. As of June 30, 2009, the allowance for credit losses equaled 176.45% of non-accrual and past due loans compared to 224.42% at December 31, 2008 and 211.87% at June 30, 2008. During the three and six month period ended June 30, 2009, the Company recorded net charge-offs of \$388,000 and \$583,000, compared to net charge-offs of \$73,000 and \$383,000 during the corresponding period of the prior year. On an annualized basis, net charge-offs for the 2009 period represent 0.49% of the average loan portfolio.

Other Income. Other income decreased from \$514,000 for the three month period ended June 30, 2008, to \$493,000 for the corresponding 2009 period, a \$21,000 (4.09%) decrease. The decrease for the three month period was primarily due to a decrease in service charges and other fees. For the six month period, other income decreased from \$982,000 at June 30, 2008, to \$907,000 for the corresponding 2009 period, a \$75,000 (7.64%) decrease. The decrease for the six month period was primarily due to a decrease in service charges and other fees.

Other Expenses. Other expenses increased from \$2,612,000 for the three month period ended June 30, 2008, to \$2,748,000 for the corresponding 2009 period, a \$136,000 (5.20%) increase. The increase for the three month period was primarily due to making a \$120,000 provision for an additional Federal Deposit Insurance Corporation (FDIC) assessment which will be due in September. For the six month period, other expenses increased from \$5,265,000 at June 30, 2008, to \$5,367,000 for the corresponding 2009 period, a \$102,000 (1.94%) increase. The increase for the six month period was primarily due to the making of a \$160,000 provision for the additional FDIC assessment along with the \$30,000 write-down, done in the first quarter, on the value of a Trust Preferred security. These increases were partially offset by a decrease in salaries and employee benefits.

Income Taxes. During the three and six months ended June 30, 2009, the Company recorded income tax expense of \$80,000 and \$135,000, respectively, compared to income tax expense of \$139,000 and \$228,000 for the same period in 2008 reflecting the effect of the increased provision for loan losses and the FDIC assessment. The Company's effective tax rate for the three and six month period in 2009 was 14.0% and 12.5%, respectively, compared to 18.71% and 16.67% for the prior year period. The decrease in the effective tax rate for the three month period was due to a decline in taxable income combined with an increase in the proportion of tax exempt income.

Comprehensive Income. In accordance with regulatory requirements, the Company reports comprehensive income in its financial statements. Comprehensive income consists of the Company's net income, adjusted for unrealized gains and losses on the Bank's investment portfolio of investment securities. For the second quarter of 2009, comprehensive income, net of tax, totaled \$518,000, compared to the June 30, 2008 comprehensive loss of \$425,000. The increase for the three month period was due primarily to the decrease in unrealized losses on securities. Year-to-date comprehensive income, net of tax, totaled \$508,000, as of June 30, 2009, compared to the June 30, 2008 total of \$358,000. The increase for the six month period was due primarily to lower unrealized losses on securities.

FINANCIAL CONDITION

General. The Company's assets increased to \$355,950,000 at June 30, 2009 from \$332,502,000 at December 31, 2008, primarily due to an increase in securities and loans offset partially by a decrease in cash and cash equivalents. The Bank's net loans totaled \$240,087,000 at June 30, 2009, compared to \$235,133,000 at December 31, 2008, an increase of \$4,954,000 (2.12%), primarily attributable to an increase in commercial mortgages, with lesser increases in home equity loans, refinanced mortgages and demand business loans, and partially offset by a decrease in commercial construction loans, indirect loans (primarily auto loans) and mortgage loans purchased.

The Company's total investment securities portfolio (investment securities available for sale) totaled \$84,819,000 at June 30, 2009, a \$26,870,000 (46.37%) increase from \$57,949,000 at December 31, 2008. This increase was funded by the increase in deposits received during the six month period that exceeded the amount needed to fund loan growth and the decrease in federal funds sold and interest bearing deposits at other institutions. The Bank's cash and due from banks (cash due from banks, interest-bearing deposits in other financial institutions, and federal funds sold), as of June 30, 2009, totaled \$11,955,000, a decrease of \$9,283,000 (43.71%) from the December 31, 2008 total of \$21,238,000.

Deposits as of June 30, 2009 totaled \$296,540,000, which is an increase of \$26,772,000 (9.92%) from \$269,768,000 at December 31, 2008. Demand deposits as of June 30, 2009 totaled \$68,305,000, which is an increase of \$4,766,000 (7.50%) from \$63,539,000 at December 31, 2008. NOW accounts as of June 30, 2009 totaled \$24,272,000, which is an increase of \$3,193,000 (15.15%) from \$21,079,000 at December 31, 2008. Money market accounts as of June 30, 2009 totaled \$15,144,000, which is an increase of \$2,380,000 (18.65%), from \$12,764,000 at December 31, 2008. Savings deposits as of June 30, 2009 totaled \$49,061,000, which is an increase of \$3,259,000 (7.12%) from \$45,802,000 at December 31, 2008. Certificates of deposit over \$100,000 totaled \$32,395,000 on June 30, 2009, which is an increase of \$4,512,000 (16.18%) from \$27,883,000 at December 31, 2008. Other time deposits (made up of certificates of deposit less than \$100,000 and individual retirement accounts) totaled \$107,363,000 on June 30, 2009, which is a \$8,662,000 (8.78%) increase from the \$98,701,000 total at December 31, 2008. 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 June 30, 2009 | At December 31, 2008 |
|---|---------------------|----------------------------|
| (Dollars in Thousands) | | |
| Restructured loans | \$ 99 | \$ - |
| Non-accrual loans: | | |
| Real-estate - mortgage: | | |
| Residential | \$ 215 | \$ - |
| Commercial | 667 | 659 |
| Real-estate - construction | - | - |
| Installment | 40 | 208 |
| Home Equity | - | - |
| Commercial | - | - |
| Total non-accrual loans | 922 | 867 |
| Accruing loans past due 90 days or more: | | |
| Real-estate - mortgage: | | |
| Residential | 23 | 3 |
| Commercial | - | - |
| Real-estate - construction | - | 5 |
| Installment | - | 26 |
| Credit card and related | - | - |
| Commercial | 74 | - |
| Other | - | - |
| Total accruing loans past due 90 days or more | 97 | 34 |
| Total non-accrual loans and past due loans | \$ 1,019 | \$ 901 |
| Non-accrual and past due loans to gross loans | 0.43% | 0.38% |
| Allowance for credit losses to non-accrual and past due loans | 176.45% | 224.42% |

At June 30, 2009, there was \$228,000 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. Reflected in the above table are \$0 of prior period troubled debt restructurings that are now not performing under the terms of their modified agreements.

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.

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Transactions in the allowance for credit losses for the six months ended June 30, 2009 and 2008 were as follows:

| | Six Months Ended June 30, | |
|---|---------------------------|------------|
| | 2009 | 2008 |
| | (Dollars in Thousands) | |
| Beginning balance | \$ 2,022 | \$ 1,604 |
| Charge-offs | (764) | (568) |
| Recoveries | 181 | 185 |
| Net charge-offs | (583) | (383) |
| Provisions charged to operations | 359 | 207 |
| Ending balance | \$ 1,798 | \$ 1,428 |
| Average loans | \$ 237,526 | \$ 205,732 |
| Net charge-offs to average loans (annualized) | 0.49% | 0.38% |

Reserve for Unfunded Commitments. As of June 30, 2009, the Bank had outstanding commitments totaling \$21,476,000. 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:

| | Six Months Ended June 30, | |
|----------------------------------|---------------------------|--------|
| | 2009 | 2008 |
| | (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 second quarter of 2009.

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 June 30, 2009.

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| | 0-3 Months | Over 3 to 12 Months | Over 1 Through 5 Years | Over 5 Years | Total |
|---|--------------------|------------------------|------------------------------|-------------------|-------------------|
| (Dollars in Thousands) | | | | | |
| Assets: | | | | | |
| Cash and due from banks | \$ - | \$ - | \$ - | \$ - | \$ 10,645 |
| Federal funds and overnight deposits | 1,310 | - | - | - | 1,310 |
| Securities | - | - | 3,373 | 81,446 | 84,819 |
| Loans | 13,454 | 5,545 | 91,790 | 129,298 | 240,087 |
| Fixed assets | - | - | - | - | 3,428 |
| Other assets | - | - | - | - | 15,661 |
| Total assets | \$ 14,764 | \$ 5,545 | \$ 95,163 | \$ 210,744 | \$ 355,950 |
| Liabilities: | | | | | |
| Demand deposit accounts | \$ - | \$ - | \$ - | \$ - | \$ 68,305 |
| NOW accounts | 24,272 | - | - | - | 24,272 |
| Money market deposit accounts | 15,144 | - | - | - | 15,144 |
| Savings accounts | 49,061 | - | - | - | 49,061 |
| IRA accounts | 2,707 | 13,676 | 20,951 | 838 | 38,172 |
| Certificates of deposit | 14,322 | 54,881 | 32,206 | 177 | 101,586 |
| Short-term borrowings | 227 | - | - | - | 227 |
| Long-term borrowings | 9 | 30 | 7,014 | 20,000 | 27,053 |
| Other liabilities | - | - | - | - | 1,844 |
| Junior subordinated debenture | - | - | 5,155 | - | 5,155 |
| Stockholders' equity: | - | - | - | - | 25,131 |
| Total liabilities and stockholders' equity | \$ 105,742 | \$ 68,587 | \$ 65,326 | \$ 21,015 | \$ 355,950 |
| GAP | \$ (90,978) | \$ (63,042) | \$ 29,837 | \$ 189,729 | |
| Cumulative GAP | \$ (90,978) | \$ (154,020) | \$ (124,183) | \$ 65,546 | |
| Cumulative GAP as a % of total assets | -25.56% | -43.27% | -34.89% | 18.41% | |

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.

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 March 31, 2009, the model produced the following sensitivity profile for net interest income and the economic value of equity.

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| | Immediate Change in Rates | | | |
|--------------------------------------|---------------------------|----------------------|----------------------|----------------------|
| | -200 Basis Points | -100 Basis Points | +100 Basis Points | +200 Basis Points |
| % Change in Net Interest Income | -2.7% | -1.6% | 2.0% | 2.0% |
| % Change in Economic Value of Equity | -16.0% | -7.1% | 6.9% | 0.9% |

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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 June 30, 2009, totaled \$11,955,000, a decrease of \$9,283,000 (43.71%) from the December 31, 2008 total of \$21,238,000.

As of June 30, 2009, the Bank was permitted to draw on a \$69,660,000 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 June 30, 2009, there were \$27.0 million in long-term convertible advances outstanding with various monthly and quarterly call features and with final maturities ranging from November 2017 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 June 30, 2009. Furthermore, as of June 30, 2009, the Company had outstanding \$5,155,000 of its 10.6% Junior Subordinated Deferrable Interest Debentures issued to Glen Burnie Statutory Trust I, a Connecticut statutory trust subsidiary of the Company.

The Company's stockholders' equity decreased \$2,777,000 (9.95%) during the six months ended June 30, 2009, due mainly to a decrease in surplus with a lesser decrease in common stock and an increase in other comprehensive loss, net of tax benefits, offset by an increase in retained earnings. The Company's accumulated other comprehensive loss, net of tax benefits increased by \$437,000 (57.73%) from (\$757,000) at December 31, 2008 to (\$1,194,000) at June 30, 2009, as a result of a decrease in the market value of securities classified as available for sale. Retained earnings increased by \$407,000 (2.88%) as the result of the Company's net income for the six months, partially offset by dividends. Common stock and surplus declined due to the repurchase of 305,083 shares of the Company's common stock for a total of \$2,835,709 during the six months of 2009. In addition, \$89,076 was transferred within stockholders' equity in consideration for shares to be issued under the Company's dividend reinvestment plan in lieu of cash dividends.

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 June 30, 2009, the Bank was in full compliance with these guidelines with a Tier 1 leverage ratio of 9.44%, a Tier 1 risk-based capital ratio of 13.88% and a total risk-based capital ratio of 14.70%.

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, 2008 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:

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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 3. QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISK

For information regarding the market risk of the Company's financial instruments, see "Market Risk and Interest Rate Sensitivity" in "Management's Discussion and Analysis of Financial Condition and Results of Operations".

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 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

The following table sets forth information with respect to purchases of common stock by the Company or any affiliated purchasers during the three months ended June 30, 2009:

| Period | Total Number of Shares Purchased | Average Price Paid per Share | Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs | Maximum Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs |
|--------------------------------|----------------------------------|------------------------------|--|--|
| April 1, 2009 – April 30, 2009 | 7,404 | \$ 9.00 | 7,404 | \$ 714,156 |
| May 1, 2009 – May 31, 2009 | 0 | \$ 0.00 | 0 | \$ 714,156 |
| June 1, 2009 – June 30, 2009 | 0 | \$ 0.00 | 0 | \$ 714,156 |
| Total | 7,404 | \$ 9.00 | 7,404 | \$ 714,156 |

On February 19, 2008, the Company announced a stock buyback program and authorized the purchase of up to \$1,000,000 of common stock at a price not to exceed \$12.50 per share. Shares may be purchased from time to time under this program in the open market, through block trades and/or in negotiated transactions. This program was extended by the Company's Board of Directors from the original expiration date of December 31, 2008 and is now scheduled to terminate on the earlier of December 31, 2009 or when the available balance in market purchase price of shares of common stock have been repurchased by the Company pursuant to the program (unless extended or terminated by the Board of Directors). The funds authorized for repurchases were increased from \$1,000,000 to \$4,127,309, and, as of June 30, 2009, \$714,156 remains available under the program (unless increased or decreased by the Board of Directors). Other than the purchase of 274,179 shares in a single private transaction in March 2009 for \$2,549,865, all of the shares were purchased in the open market.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

On May 14, 2009, the Company held its Annual Meeting of Stockholders. The matters submitted to the stockholders for a vote were: (i) the election of four directors; and (ii) the authorization to select an outside auditing firm for the Company's fiscal year ending December 31, 2009. The nominees submitted for election as directors were Shirley E. Boyer, Norman E. Harrison, Michael G. Livingston and Edward L. Maddox.

At the Meeting, at least 2,114,071 shares were voted in favor of each nominee, no more than 210,818 shares were voted to withhold approval of any director. As a result, all of the nominees were elected to serve as directors until the next annual meeting of shareholders of the Company and until their successors are duly elected and qualified. Directors not up for re-election and continuing in office after the Meeting are: Thomas Clocker, John E. Demyan, Charles Lynch, Jr., F. W. Kuethe, III, F. William Kuethe, Jr., William N. Scherer, Sr., Mary Wilcox, and Karen B. Thorwarth.

At the Meeting, the Company was authorized to select an outside auditing firm, with 2,323,681 shares voting in favor of the measure, 1,109 shares voting against authorization, and 99 shares abstaining.

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)

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- 4.1 Rights Agreement, dated as of February 13, 1998, between Glen Burnie Bancorp and The Bank of Glen Burnie, as Rights Agent, as amended and restated as of December 27, 1999 (incorporated by reference to Exhibit 4.1 to Amendment No. 1 to the Registrant's Form 8-A filed December 27, 1999, File No. 0-24047)
- 10.1 Glen Burnie Bancorp Director Stock Purchase Plan (incorporated by reference to Exhibit 99.1 to Post-Effective Amendment No. 1 to the Registrant's Registration Statement on Form S-8, File No.33-62280)
- 10.2 The Bank of Glen Burnie Employee Stock Purchase Plan (incorporated by reference to Exhibit 99.1 to Post-Effective Amendment No. 1 to the Registrant's Registration Statement on Form S-8, File No. 333-46943)
- 10.3 Amended and Restated Change-in-Control Severance Plan (incorporated by reference to Exhibit 3.2 to the Registrant's Annual Report on Form 10-K for the Fiscal Year Ended December 31, 2001, File No. 0-24047)
- 10.4 The Bank of Glen Burnie Executive and Director Deferred Compensation Plan (incorporated by reference to Exhibit 10.4 to the Registrant's Annual Report on Form 10-K for the Fiscal Year Ended December 31, 1999, File No. 0-24047)
- 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 July 28, 2009

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: July 28, 2009

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

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