

FIRST MARINER BANCORP
Form 10-Q
May 16, 2011
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended March 31, 2011.

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

For the transition period from to

Commission file number: 0-21815

FIRST MARINER BANCORP

(Exact name of registrant as specified in its charter)

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Maryland
(State of Incorporation)

52-1834860
(I.R.S. Employer Identification Number)

**1501 South Clinton Street, Baltimore,
MD**
(Address of principal executive offices)

21224
(Zip Code)

410-342-2600
(Telephone Number)

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 during the preceding 12 months (or for such shorter period that the registrant was required to file such report, 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 (Not Applicable)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

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

The number of shares of common stock outstanding as of April 30, 2011 is 18,532,929 shares.

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FIRST MARINER BANCORP AND SUBSIDIARIES

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CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Some of our statements contained in, or incorporated by reference into, this Quarterly Report on Form 10-Q are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. We intend such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995 and are including this statement for purposes of invoking these safe harbor provisions. Forward-looking statements are not guarantees of performance or results. When we use words like may, plan, contemplate, anticipate, believe, intend, expect, project, predict, estimate, target, could, is likely, should, would, will, and similar expressions, you should consider the forward-looking statements, although we may use other phrasing. These forward-looking statements involve risks and uncertainties and are based on our beliefs and assumptions and on the information available to us at the time that these disclosures were prepared. These forward-looking statements involve risks and uncertainties and may not be realized due to a variety of factors, including, but not limited to, the following:

- the unfavorable effects of future economic conditions, including inflation, recession or a continuing decrease in real estate values;
- the failure of assumptions underlying the establishment of our allowance for loan losses, that may prove to be materially incorrect or may not be borne out by subsequent events;
- the success and timing of our business strategies and our ability to effectively carry out our business plan;
- our inability to realize the benefits from our cost saving initiatives;
- our ability to continue to operate as a going concern;
- increased loan delinquencies;
- an escalation in problem assets and foreclosures;
- a decline in demand for our products and services;

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- a reduction in the value of the collateral for loans made by us, especially real estate, which, in turn would likely reduce our customers borrowing power and the value of assets and collateral associated with our existing loans;
- a reduction in the value of certain assets held by us;
- an inability to meet our liquidity needs;
- an inability to raise sufficient capital to comply with the requirements of our regulators and for continued support of operations;
- adverse changes in the securities markets;
- the effect of changes in accounting policies and practices, as may be adopted from time-to-time by bank regulatory agencies, the Securities and Exchange Commission, the Financial Accounting Standards Board, or other accounting standards setters;
- the effects of, and changes in, trade, monetary, and fiscal policies and laws, including interest rate policies of the Federal Reserve Board, inflation, interest rate, market, and monetary fluctuations;
- the risks of changes in interest rates on the level and composition of deposits, loan demand, and the values of loan collateral, securities, and interest sensitive assets and liabilities;
- the imposition of additional enforcement actions by bank regulatory authorities upon First Mariner Bank or First Mariner Bancorp;
- unanticipated regulatory or judicial proceedings;

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- changes in consumer spending and savings habits;

- our ability to effectively manage market risk, credit risk, and operational risk;

- the effects of competition from other commercial banks, thrifts, mortgage banking firms, consumer finance companies, credit unions, securities brokerage firms, insurance companies, money market, and other mutual funds, and other financial institutions operating in our market area and elsewhere, including institutions operating regionally, nationally, and internationally, together with competitors offering banking products and services by mail, telephone, and the Internet;

- our ability to successfully implement our capital plan;

- our ability to successfully implement our plan to reduce First Mariner Bank's risk exposure on each asset classified as Substandard or below;

- our ability to successfully implement our liquidity contingency plan;

- the strength of the United States economy in general and the strength of the local economies in which we conduct operations;

- geopolitical conditions, including acts or threats of terrorism, actions taken by the United States or other governments in response to acts or threats of terrorism and/or military conflicts, which could impact business and economic conditions in the United States and abroad;

- the timely development of competitive new products and services and the acceptance of these products and services by new and existing customers;

- the effect of any mergers, acquisitions, or other transactions to which we or our subsidiaries may from time to time be a party, including our ability to successfully integrate any businesses that we acquire; and

- the risks described in this Quarterly Report on Form 10-Q and our Annual Report on Form 10-K as of and for the year ended December 31, 2010.

All written or oral forward-looking statements attributable to us are expressly qualified in their entirety by this Cautionary Note. Our actual results may differ significantly from those we discuss in these forward-looking statements. For other factors, risks, and uncertainties that could cause our actual results to differ materially from estimates and projections contained in these forward-looking statements, please read the Risk Factors in Item 1A in Part II of this Quarterly Report on Form 10-Q and in Item 1A in Part I of our Annual Report on Form 10-K as of and for the year ended December 31, 2010. Any forward-looking statement speaks only as of the date which such statement was made, and, except as required by law, we expressly disclaim any obligation or undertaking to disseminate any updates or revisions to any forward-looking statement to reflect events or circumstances after the date on which such statement is made or to reflect the occurrence of unanticipated events.

Table of Contents**PART I FINANCIAL INFORMATION****Item 1 Financial Statements****First Mariner Bancorp and Subsidiary****Consolidated Statements of Financial Condition***(dollars in thousands, except per share data)*

| | March 31, 2011 (unaudited) | December 31, 2010 |
|--|----------------------------------|----------------------|
| ASSETS | | |
| Cash and due from banks | \$ 233,914 | \$ 169,557 |
| Federal funds sold and interest-bearing deposits | 39,437 | 48,404 |
| Securities available for sale, at fair value | 59,388 | 27,826 |
| Loans held for sale, at fair value | 47,354 | 140,343 |
| Loans receivable | 767,396 | 811,687 |
| Allowance for loan losses | (14,097) | (14,115) |
| Loans, net | 753,299 | 797,572 |
| Real estate acquired through foreclosure | 28,317 | 21,185 |
| Restricted stock investments | 7,095 | 7,095 |
| Premises and equipment, net | 40,360 | 41,068 |
| Accrued interest receivable | 3,886 | 3,844 |
| Bank-owned life insurance | 36,522 | 36,188 |
| Prepaid expenses and other assets | 16,408 | 16,555 |
| Total assets | \$ 1,265,980 | \$ 1,309,637 |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | |
| Liabilities: | | |
| Deposits: | | |
| Noninterest-bearing | \$ 107,173 | \$ 103,450 |
| Interest-bearing | 978,202 | 1,018,439 |
| Total deposits | 1,085,375 | 1,121,889 |
| Short-term borrowings | 69,127 | 84,399 |
| Long-term borrowings | 48,854 | 33,888 |
| Junior subordinated deferrable interest debentures | 52,068 | 52,068 |
| Accrued expenses and other liabilities (\$266 and \$137 at fair value, respectively) | 13,904 | 13,647 |
| Total liabilities | 1,269,328 | 1,305,891 |
| Stockholders' equity: | | |
| Common stock, \$.05 par value; 75,000,000 shares authorized; 18,532,929 and 18,050,117 shares issued and outstanding at March 31, 2011 and December 31, 2010, respectively | 923 | 902 |
| Additional paid-in capital | 79,753 | 79,667 |
| Accumulated deficit | (80,519) | (73,210) |
| Accumulated other comprehensive loss | (3,505) | (3,613) |
| Total stockholders' equity | (3,348) | 3,746 |
| Total liabilities and stockholders' equity | \$ 1,265,980 | \$ 1,309,637 |

See accompanying notes to the consolidated financial statements

Table of Contents**First Mariner Bancorp and Subsidiary****Consolidated Statements of Operations***(dollars in thousands except per share data)*

| | Three Months Ended | | |
|---|---------------------------|------------------|-------------|
| | 2011 | March 31, | 2010 |
| | (unaudited) | | |
| Interest income: | | | |
| Loans | \$ | 11,698 | \$ 13,444 |
| Investments and other earning assets | | 490 | 761 |
| Total interest income | | 12,188 | 14,205 |
| Interest expense: | | | |
| Deposits | | 4,503 | 5,610 |
| Short-term borrowings | | 103 | 47 |
| Long-term borrowings | | 778 | 1,647 |
| Total interest expense | | 5,384 | 7,304 |
| Net interest income | | 6,804 | 6,901 |
| Provision for loan losses | | 800 | 2,190 |
| Net interest income after provision for loan losses | | 6,004 | 4,711 |
| Noninterest income: | | | |
| Total other-than-temporary impairment (OTTI) charges | | | (130) |
| Less: Portion included in other comprehensive income (pre-tax) | | | 7 |
| Net OTTI charges on securities available for sale | | | (123) |
| Mortgage-banking revenue | | 935 | 2,507 |
| ATM fees | | 771 | 735 |
| Service fees on deposits | | 735 | 1,060 |
| Gain on financial instruments carried at fair value | | | 847 |
| Gain on sale of premises and equipment | | | 152 |
| Commissions on sales of nondeposit investment products | | 118 | 145 |
| Income from bank-owned life insurance | | 335 | 353 |
| Other | | 168 | 166 |
| Total noninterest income | | 3,062 | 5,842 |
| Noninterest expense: | | | |
| Salaries and employee benefits | | 6,270 | 6,596 |
| Occupancy | | 2,176 | 2,371 |
| Furniture, fixtures, and equipment | | 485 | 612 |
| Professional services | | 1,164 | 720 |
| Advertising | | 136 | 178 |
| Data processing | | 455 | 402 |
| ATM servicing expenses | | 208 | 204 |
| Write-downs, losses, and costs of real estate acquired through foreclosure | | 1,759 | 1,685 |
| FDIC insurance premiums | | 973 | 934 |
| Service and maintenance | | 652 | 683 |
| Other | | 2,097 | 1,904 |
| Total noninterest expense | | 16,375 | 16,289 |
| Net loss from continuing operations before income taxes and discontinued operations | | (7,309) | (5,736) |
| Income tax benefit - continuing operations | | | (2,497) |
| Net loss from continuing operations | | (7,309) | (3,239) |
| Loss from discontinued operations | | | (200) |
| Net loss | \$ | (7,309) | \$ (3,439) |

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| | | | |
|---|----|--------|-----------|
| Net loss per common share from continuing operations: | | | |
| Basic | \$ | (0.40) | \$ (0.50) |
| Diluted | \$ | (0.40) | \$ (0.50) |
| Net loss per common share from discontinued operations: | | | |
| Basic | \$ | | \$ (0.03) |
| Diluted | \$ | | \$ (0.03) |
| Net loss per common share: | | | |
| Basic | \$ | (0.40) | \$ (0.53) |
| Diluted | \$ | (0.40) | \$ (0.53) |

See accompanying notes to the consolidated financial statements.

Table of Contents**First Mariner Bancorp and Subsidiary****Consolidated Statements of Changes in Stockholders Equity***(dollars in thousands except per share data)*

| | Number of Shares of Common Stock | Common Stock | For the Three Months Ended March, 31, 2011 | | | | Total Stockholders Equity | Comprehensive Loss |
|--|---|-----------------|--|------------------------|---|------------|---------------------------------|-----------------------|
| | | | Additional Paid-in Capital | Accumulated Deficit | Accumulated Other Comprehensive Loss | | | |
| Balance at December 31, 2010 | 18,050,117 | \$ 902 | \$ 79,667 | \$ (73,210) | \$ (3,613) | \$ 3,746 | \$ | |
| Net loss | | | | (7,309) | | (7,309) | (7,309) | |
| Common stock issued, net of costs | 482,812 | 21 | 81 | | | 102 | | |
| Stock-based compensation expense | | | 5 | | | 5 | | |
| Changes in unrealized losses on securities, net of taxes | | | | | 108 | 108 | 108 | |
| Comprehensive loss | | | | | | | \$ (7,201) | |
| Balance at March 31, 2011 | 18,532,929 | \$ 923 | \$ 79,753 | \$ (80,519) | \$ (3,505) | \$ (3,348) | | |

| | Number of Shares of Common Stock | Common Stock | For the Three Months Ended March 31, 2010 | | | | Total Stockholders Equity | Comprehensive Loss |
|--|---|-----------------|---|------------------------|---|-----------|---------------------------------|-----------------------|
| | | | Additional Paid-in Capital | Accumulated Deficit | Accumulated Other Comprehensive Loss | | | |
| Balance at December 31, 2009 | 6,452,631 | \$ 323 | \$ 56,771 | \$ (26,621) | \$ (3,486) | \$ 26,987 | \$ | |
| Net loss | | | | (3,439) | | (3,439) | (3,439) | |
| Common stock issued, net of costs | 1,626,016 | 81 | 12,535 | | | 12,616 | | |
| Stock-based compensation expense | | | 7 | | | 7 | | |
| Changes in unrealized losses on securities, net of taxes | | | | | 561 | 561 | 561 | |
| Comprehensive loss | | | | | | | \$ (2,878) | |
| Balance at March 31, 2010 | 8,078,647 | \$ 404 | \$ 69,313 | \$ (30,060) | \$ (2,925) | \$ 36,732 | | |

See accompanying notes to the consolidated financial statements.

Table of Contents**First Mariner Bancorp and Subsidiary****Consolidated Statements of Cash Flows***(dollars in thousands)*

| | Three Months Ended March 31, | |
|---|-------------------------------------|-------------|
| | 2011 | 2010 |
| | (unaudited) | |
| Cash flows from operating activities: | | |
| Net loss | \$ (7,309) | \$ (3,439) |
| Adjustments to reconcile net loss to net cash from operating activities: | | |
| Loss from discontinued operations | | 200 |
| Stock-based compensation | 5 | 7 |
| Depreciation and amortization | 852 | 1,020 |
| Amortization of unearned loan fees and costs, net | 87 | 12 |
| Amortization (accretion) of premiums and discounts on mortgage-backed securities, net | 1 | (12) |
| Gain on financial instruments carried at fair value | | (847) |
| Origination fees and gain on sale of mortgage loans | (745) | (2,050) |
| Net OTTI charges on securities available for sale | | 123 |
| (Increase) decrease in accrued interest receivable | (42) | 226 |
| Provision for loan losses | 800 | 2,190 |
| Write-downs and losses on sale of real estate acquired through foreclosure | 1,669 | 1,336 |
| Gain on sale of premises and equipment | | (152) |
| Increase in cash surrender value of bank-owned life insurance | (335) | (353) |
| Originations of mortgage loans held for sale | (118,872) | (183,885) |
| Proceeds from mortgage loans held for sale | 212,605 | 252,660 |
| Net increase (decrease) in accrued expenses and other liabilities | 399 | (2,682) |
| Net decrease in prepaids and other assets | 37 | 4,214 |
| Net cash provided by operating activities | 89,152 | 68,568 |
| Cash flows from investing activities: | | |
| Loan principal repayments, net | 34,174 | 14,524 |
| Repurchase of loans previously sold | (400) | (593) |
| Purchases of premises and equipment | (148) | (679) |
| Proceeds from disposals of premises and equipment | 3 | 759 |
| Maturities/calls/repayments of trading securities | | 561 |
| Activity in securities available for sale: | | |
| Maturities/calls/repayments of securities available for sale | 2,644 | 1,709 |
| Purchase of securities available for sale | (34,026) | |
| Proceeds from sales of real estate acquired through foreclosure | 810 | 3,177 |
| Net cash provided investing activities | 3,057 | 19,458 |
| Cash flows from financing activities: | | |
| Net (decrease) increase in deposits | (36,513) | 36,314 |
| Net decrease in other borrowed funds | (306) | (2,178) |
| Net cash (used in) provided by financing activities | (36,819) | 34,136 |
| Increase in cash and cash equivalents | 55,390 | 122,162 |
| Cash and cash equivalents at beginning of period | 217,961 | 173,703 |
| Cash and cash equivalents at end of period | \$ 273,351 | \$ 295,865 |
| Supplemental information: | | |
| Interest paid on deposits and borrowed funds | \$ 5,052 | \$ 8,409 |
| Income taxes paid | \$ | \$ |
| Real estate acquired in satisfaction of loans | \$ 9,611 | \$ 2,798 |
| Exchange transaction reducing junior subordinated deferrable interest debentures | \$ | \$ 20,000 |

See accompanying notes to the consolidated financial statements

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First Mariner Bancorp and Subsidiaries

Notes to Consolidated Financial Statements

(Information as of and for the three months

ended March 31, 2011 and 2010 is unaudited)

(1) Summary of Significant Accounting Policies

Basis of Presentation

The accompanying consolidated financial statements for First Mariner Bancorp have been prepared in accordance with the instructions for Form 10-Q and, therefore, do not include all information and notes necessary for a full presentation of financial condition, results of operations, and cash flows in conformity with accounting principles generally accepted in the United States of America (U.S.). The consolidated financial statements should be read in conjunction with the audited financial statements included in First Mariner Bancorp's Annual Report on Form 10-K for the year ended December 31, 2010. When used in these notes, the terms the Company, we, us, and our refer to First Mariner Bancorp and, unless the context requires otherwise, its consolidated subsidiary.

The consolidated financial statements include the accounts of First Mariner and the Bank. All significant intercompany accounts and transactions have been eliminated in consolidation. Events occurring after the date of the financial statements were considered in the preparation of the financial statements. Certain reclassifications have been made to amounts previously reported to conform to classifications made in 2011.

The consolidated financial statements as of March 31, 2011 and for the three months ended March 31, 2011 and 2010 are unaudited but include all adjustments, consisting only of normal recurring adjustments, which we consider necessary for a fair presentation of financial position and results of operations for those periods. The results of operations for the three months ended March 31, 2011 are not necessarily indicative of the results that will be achieved for the entire year or any future interim period.

The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America (GAAP) requires management to make estimates and judgments that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Material estimates that are particularly susceptible to significant change in the near term relate to the determination of the allowance for loan losses (the allowance), loan repurchases and related valuations, real estate acquired through foreclosure, impairment of securities available for sale (AFS), valuations of financial instruments, and deferred income taxes. In connection with these determinations, management evaluates historical trends and ratios and, where appropriate, obtains independent appraisals for significant properties and prepares fair value analyses. Actual results could differ significantly from those estimates.

(2) Going Concern Consideration

Due to the conditions and events discussed later in Note 6, we believe substantial doubt exists as to our ability to continue as a going concern. Management is taking various steps designed to improve the Bank's capital position. The Bank has developed a written alternative capital plan designed to improve the Bank's capital ratios. Such plan is dependent upon a capital infusion to meet the capital requirements of the various regulatory agreements (see Note 6 for more information on the agreements). The Company continues to work with its advisors in an attempt to improve capital ratios. The Company has entered into a definitive agreement regarding the raising of additional capital (see Note 13), however, no assurances can be made that the Company will ultimately meet the provisions and deadlines of the agreement.

The consolidated financial statements presented above and the accompanying Notes have been prepared on a going concern basis, which contemplates the realization of assets and the discharge of liabilities in the normal course of business for the foreseeable future, and does not include any adjustment to reflect the possible future effects on the recoverability and classification of assets, or the amounts and classification of liabilities that may result from the outcome of any extraordinary regulatory action, which would affect our ability to continue as a going concern.

(3) Securities

The composition of our securities portfolio (all AFS) is as follows:

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| (dollars in thousands) | March 31, 2011 | | | |
|----------------------------------|-------------------|---------------------|----------------------|-------------------------|
| | Amortized Cost | Unrealized Gains | Unrealized Losses | Estimated Fair Value |
| Mortgage-backed securities | \$ 11,742 | \$ 125 | \$ 14 | \$ 11,853 |
| Trust preferred securities | 14,267 | 80 | 3,675 | 10,672 |
| U.S. government agency notes | 33,970 | 15 | 149 | 33,836 |
| U.S. Treasury securities | 1,037 | | | 1,037 |
| Corporate obligations | 922 | 110 | | 1,032 |
| Equity securities - banks | 215 | 11 | 24 | 202 |
| Equity securities - mutual funds | 750 | 6 | | 756 |
| | \$ 62,903 | \$ 347 | \$ 3,862 | \$ 59,388 |

| (dollars in thousands) | December 31, 2010 | | | |
|----------------------------------|-------------------|---------------------|----------------------|-------------------------|
| | Amortized Cost | Unrealized Gains | Unrealized Losses | Estimated Fair Value |
| Mortgage-backed securities | \$ 2,216 | \$ 109 | \$ | \$ 2,325 |
| Trust preferred securities | 14,269 | 101 | 3,906 | 10,464 |
| U.S. government agency notes | 12,075 | 12 | 16 | 12,071 |
| U.S. Treasury securities | 1,000 | 1 | | 1,001 |
| Corporate obligations | 913 | 97 | | 1,010 |
| Equity securities - banks | 215 | 11 | 29 | 197 |
| Equity securities - mutual funds | 750 | 8 | | 758 |
| | \$ 31,438 | \$ 339 | \$ 3,951 | \$ 27,826 |

The amount of OTTI recorded as accumulated other comprehensive loss as of March 31, 2010 was \$7,000 on trust preferred securities. We did not record any such OTTI for the three months ended March 31, 2011.

Contractual maturities of debt securities at March 31, 2011 are shown below. Actual maturities may differ from contractual maturities because borrowers have the right to call or prepay obligations with or without call or prepayment penalties.

| (dollars in thousands) | Amortized Cost | Estimated Fair Value |
|--|-------------------|-------------------------|
| Due after one year through five years | \$ 36,431 | \$ 36,430 |
| Due after five years through ten years | 1,026 | 1,018 |
| Due after ten years | 12,739 | 9,129 |
| Mortgage-backed securities | 11,742 | 11,853 |
| | \$ 61,938 | \$ 58,430 |

The following table shows the level of our gross unrealized losses and the fair value of the associated securities by type and maturity for securities AFS at March 31, 2011 and December 31, 2010:

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| (dollars in thousands) | Less than 12 months | | March 31, 2011 12 months or more | | Total | |
|------------------------------|-------------------------|----------------------|-------------------------------------|----------------------|-------------------------|----------------------|
| | Estimated Fair Value | Unrealized Losses | Estimated Fair Value | Unrealized Losses | Estimated Fair Value | Unrealized Losses |
| Mortgage-backed securities | \$ 5,110 | \$ 14 | \$ | \$ | \$ 5,110 | \$ 14 |
| Trust preferred securities | | | 5,935 | 3,675 | 5,935 | 3,675 |
| U.S. government agency notes | 25,757 | 149 | | | 25,757 | 149 |
| U.S. Treasury securities | 1,037 | | | | 1,037 | |
| Equity securities - banks | | | 109 | 24 | 109 | 24 |
| | \$ 31,904 | \$ 163 | \$ 6,044 | \$ 3,699 | \$ 37,948 | \$ 3,862 |

| (dollars in thousands) | Less than 12 months | | December 31, 2010 12 months or more | | Total | |
|------------------------------|-------------------------|----------------------|--|----------------------|-------------------------|----------------------|
| | Estimated Fair Value | Unrealized Losses | Estimated Fair Value | Unrealized Losses | Estimated Fair Value | Unrealized Losses |
| Trust preferred securities | \$ 340 | \$ 14 | \$ 5,722 | \$ 3,892 | \$ 6,062 | \$ 3,906 |
| U.S. government agency notes | 4,984 | 16 | | | 4,984 | 16 |
| Equity securities - banks | | | 105 | 29 | 105 | 29 |
| | \$ 5,324 | \$ 30 | \$ 5,827 | \$ 3,921 | \$ 11,151 | \$ 3,951 |

The trust preferred securities that we hold in our securities portfolio are issued by other banks, bank holding companies, and insurance companies. Certain of these securities have experienced declines in value since acquisition. These declines have occurred due to changes in the market which has limited the demand for these securities and reduced their liquidity. We recorded net OTTI charges of \$123,000 on positions in pooled trust preferred collateralized debt obligations during the three months ended March 31, 2010. We did not record any OTTI charges during the three months ended March 31, 2011.

The following shows the activity in OTTI related to credit losses for the three months ended March 31:

| (dollars in thousands) | 2011 | 2010 |
|---|----------|----------|
| Balance at beginning of year | \$ 7,892 | \$ 6,643 |
| Additional OTTI taken for credit losses | | 123 |
| Balance at end of period | \$ 7,892 | \$ 6,766 |

All of the remaining securities that are temporarily impaired are impaired due to declines in fair values resulting from changes in interest rates or increased credit/liquidity spreads since the time they were purchased. We have the intent to hold these debt securities to maturity, and, for debt and equity securities in a loss position, for the foreseeable future and do not intend, nor do we believe it is more likely than not, that we will be required to sell the securities before anticipated recovery. We expect these securities will be repaid in full, with no losses realized. As such, management considers the impairments to be temporary.

We purchased securities of \$34.0 million during the three months ended March 31, 2011. We did not purchase any securities during the same period in 2010. We did not sell any securities during the three months ended March 31, 2011 or 2010.

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At March 31, 2011, we held securities with an aggregate carrying value (fair value) of \$51.4 million that we have pledged as collateral for certain hedging activities, borrowings, government deposits, and customer deposits.

(4) Loans Receivable and Allowance for Loan Losses

Loans receivable are summarized as follows:

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| (dollars in thousands) | March 31, | | December 31, | |
|-------------------------|-----------|---------|--------------|---------|
| | 2011 | | 2010 | |
| Commercial | \$ | 65,238 | \$ | 78,607 |
| Commercial mortgage | | 342,407 | | 349,691 |
| Commercial construction | | 56,940 | | 58,742 |
| Consumer construction | | 36,684 | | 31,107 |
| Residential mortgage | | 122,184 | | 144,194 |
| Consumer | | 142,932 | | 148,166 |
| Total loans | | 766,385 | | 810,507 |
| Unearned loan fees, net | | 1,011 | | 1,180 |
| | \$ | 767,396 | \$ | 811,687 |

Included in consumer loan totals in the above table are overdrawn commercial and retail checking accounts totaling \$198,000 as of March 31, 2011 and \$186,000 as of December 31, 2010.

Transferred Loans

In accordance with the Financial Accounting Standards Board (FASB) guidance on mortgage-banking activities, any loans which are originally originated for sale into the secondary market and which we subsequently elect to transfer into the Company s loan portfolio are valued at fair value at the time of the transfer with any decline in value recorded as a charge against earnings.

Information on the activity in transferred loans and related accretable yield is as follows for the three months ended March 31:

| (dollars in thousands) | Loan Balance | | Accretable Yield | | Total | |
|---|--------------|-----------|------------------|--------|-----------|-----------|
| | 2011 | 2010 | 2011 | 2010 | 2011 | 2010 |
| Beginning balance | \$ 26,219 | \$ 24,575 | \$ 178 | \$ 423 | \$ 26,041 | \$ 24,152 |
| Loans moved to real estate acquired through foreclosure | (83) | (281) | | (8) | (83) | (273) |
| Charge-offs | | (146) | | (15) | | (131) |
| Payments/amortization | (17) | (2,454) | (32) | (67) | 15 | (2,387) |
| Ending balance | \$ 26,119 | \$ 21,694 | \$ 146 | \$ 333 | \$ 25,973 | \$ 21,361 |

As of March 31, 2011 and December 31, 2010, we maintained servicing on mortgage loans sold to the Federal National Mortgage Association (FNMA) of approximately \$326.4 million and \$323.3 million, respectively.

At March 31, 2011, we have pledged loans with a carrying value of \$93.2 million as collateral for Federal Home Loan Bank (FHLB) advances.

Credit Quality

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Management has an established methodology to determine the adequacy of the allowance for loan losses that assesses the risks and losses inherent in the loan portfolio. For purposes of determining the allowance for loan losses, we have segmented our loan portfolio by product type. Our portfolio loan segments are commercial, commercial mortgage, commercial construction, consumer construction, residential mortgage, and consumer. We have looked at all segments to determine if subcategorization into classes is warranted based upon our credit review methodology. We have divided consumer loans into two classes, (1) home equity and second mortgage loans and (2) other consumer loans.

To establish the allowance for loan losses, loans are pooled by portfolio class and an historical loss percentage is applied to each class. The historical loss percentage is based upon a rolling 24 month history. That calculation determines the required allowance for loan loss level. We then apply additional loss multipliers to the different classes of loans to reflect various environmental factors. This amount is considered our unallocated reserve. For individually evaluated loans (impaired loans), we do additional analyses to determine the impairment. In general, this impairment is included as part of the allowance for loan losses (specific reserve) for modified loans and is charged-off for all other impaired loans. These loss estimates are performed under multiple economic scenarios to establish a range of potential outcomes for each criterion. Management applies judgment to develop its own view of loss probability within that range, using external and internal parameters with the objective of establishing an allowance for loss inherent within these portfolios as of the reporting date.

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The following table presents by portfolio segment, the changes in the allowance for loan losses, and the recorded investment in loans.

As of and for the three months ended March 31, 2011:

| (dollars in thousands) | Commercial | Commercial Mortgage | Commercial Construction | Consumer Construction | Residential Mortgage | Consumer | Unallocated | Total |
|---|------------|---------------------|-------------------------|-----------------------|----------------------|------------|-------------|------------|
| Beginning Balance | \$ 291 | \$ 2,542 | \$ 2,053 | \$ 817 | \$ 3,032 | \$ 2,417 | \$ 2,963 | \$ 14,115 |
| Charge-offs: | | (40) | | (24) | (350) | (470) | | (884) |
| Recoveries: | | | | | 7 | 59 | | 66 |
| Net charge-offs | | (40) | | (24) | (343) | (411) | | (818) |
| (Reversal of) provision for loan losses | (128) | 98 | (281) | (315) | 477 | 618 | 331 | 800 |
| Ending Balance | \$ 163 | \$ 2,600 | \$ 1,772 | \$ 478 | \$ 3,166 | \$ 2,624 | \$ 3,294 | \$ 14,097 |
| Ending balance - individually evaluated for impairment | \$ | \$ 103 | \$ 13 | \$ | \$ 423 | \$ | \$ | \$ 539 |
| Ending balance - collectively evaluated for impairment | \$ 163 | \$ 2,497 | \$ 1,759 | \$ 478 | \$ 2,743 | \$ 2,624 | \$ 3,294 | \$ 13,558 |
| Ending loan balance - individually evaluated for impairment | \$ 1,486 | \$ 23,647 | \$ 13,183 | \$ 1,533 | \$ 24,888 | \$ 596 | \$ | \$ 65,333 |
| Ending loan balance - collectively evaluated for impairment | 63,921 | 318,469 | 43,726 | 34,828 | 97,332 | 143,787 | | 702,063 |
| | \$ 65,407 | \$ 342,116 | \$ 56,909 | \$ 36,361 | \$ 122,220 | \$ 144,383 | \$ | \$ 767,396 |

As of and for the three months ended March 31, 2010:

| (dollars in thousands) | Commercial | Commercial Mortgage | Commercial Construction | Consumer Construction | Residential Mortgage | Consumer | Unallocated | Total |
|---|------------|---------------------|-------------------------|-----------------------|----------------------|----------|-------------|-----------|
| Beginning Balance | \$ 817 | \$ 3,336 | \$ 1,647 | \$ 293 | \$ 2,062 | \$ 882 | \$ 2,602 | \$ 11,639 |
| Charge-offs: | | (270) | (193) | (121) | (804) | (550) | | (1,938) |
| Recoveries: | | | | | 63 | 49 | | 112 |
| Net charge-offs | | (270) | (193) | (121) | (741) | (501) | | (1,826) |
| Provision for loan losses | 59 | 159 | 374 | 56 | 621 | 559 | 362 | 2,190 |
| Ending Balance | \$ 876 | \$ 3,225 | \$ 1,828 | \$ 228 | \$ 1,942 | \$ 940 | \$ 2,964 | \$ 12,003 |
| Ending balance - individually evaluated for impairment | \$ | \$ 55 | \$ 257 | \$ | \$ 248 | \$ 236 | \$ | \$ 796 |
| Ending balance - collectively evaluated for impairment | \$ 876 | \$ 3,170 | \$ 1,571 | \$ 228 | \$ 1,694 | \$ 704 | 2,964 | \$ 11,207 |
| Ending loan balance - individually evaluated for impairment | \$ 499 | \$ 12,483 | \$ 19,835 | \$ 2,232 | \$ 18,595 | \$ 1,337 | \$ | \$ 54,981 |
| Ending loan balance - collectively evaluated for impairment | 78,891 | 318,584 | 75,986 | 42,695 | 149,987 | 151,261 | | 817,404 |

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| | | | | | | | | | | | | | |
|----|--------|----|---------|----|--------|----|--------|----|---------|----|---------|----|---------|
| \$ | 79,390 | \$ | 331,067 | \$ | 95,821 | \$ | 44,927 | \$ | 168,582 | \$ | 152,598 | \$ | 872,385 |
|----|--------|----|---------|----|--------|----|--------|----|---------|----|---------|----|---------|

We use creditworthiness categories to grade commercial loans. Our internal grading system is based on experiences with

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similarly graded loans. Category ratings are reviewed each quarter. Our internal risk ratings are as follows:

Superior Credit Quality (RR1) This category includes credits that are secured by up to 95% advance against cash balances, municipal or corporate bonds carrying an A rating or better (subject to maturity), U.S. Government securities (subject to maturity), and fully marketable securities of companies with an A or better debt rating. In addition, the borrower must have a reasonable financial condition evidenced by complete financial statements.

High Credit Quality (RR2) This category includes credits that are secured by up to 70% advance against municipal or corporate bonds carrying an A rating or better, U.S. Government securities, and marketable securities of companies with an A or better debt rating. For individual credits, the credit must be secured by any of the aforementioned items or first deed of trust (DOT) on residential owner-occupied property with a loan-to-value (LTV) ratio of 80% or less and adequate cash flow to service the debt. Permanent real estate loans on fully leased properties with A-rated tenants and a 70% or less LTV with income coverage of 1.25 times or higher may qualify for this rating, with confirmation of tenants financial condition. No commercial construction loans may carry this rating at inception. At March 31, 2011 and December 31, 2010, none of our loans carried this risk rating.

Above Average Credit Quality (RR3) This category includes business loans to publicly traded companies with a B rating or better, commercial construction loans with a contingent-free take-out or substantial pre-leasing (75% or more of leasable space) with a LTV of 70% or less, residential construction loans with pre-sold units and a LTV of 70% or less as long as sales are on a noncontingent basis and the overall project is progressing on schedule as originally determined, loans to individuals with liquid assets and strong net worth and the additional ability to service the debt from sources unrelated to the purpose of the credit extension, and monitored credits to borrowers of sound financial condition with approved advance rates providing adequate margin so that collateral can be easily liquidated within 90 days or less.

Average/Satisfactory Credit Quality (RR4) In general, this category includes small-to-medium sized companies with satisfactory financial condition, cash flow, profitability, and balance sheet and income statement ratios, term loans and revolving credits with annual clean-up requirements, the majority of retail commercial credits, loans to partnerships or small businesses, most wholesale sales finance lines, wholesale distributors whose capital position and profitability are at Robert Morris and Associates averages, and loans to individuals with acceptable financial condition and sufficient net cash flow to service the debt as long as the source of repayment is identifiable and sufficient to liquidate the debt within an acceptable period of time and a secondary source of repayment is evident.

Acceptable With Care (RR5) This category includes secured loans to small or medium sized companies which have suffered a financial setback where a convincing plan for correction demonstrates the deficiency is temporary in nature, loans with debt service coverage ratios below or LTV ratios above policy guidelines, most construction and development loans, permanent loans underwritten based on pro forma rents as opposed to historical or actual rents, real estate loans where the project is moderately off the original projections as to cost estimates or absorption, and loans where the interest reserve is no longer adequate, but the customer or guarantor has a proven ability to carry the interest expense out of pocket for an extended time period without undue financial strain. These credits require additional attention by the account officer and/or loan administration.

Watch Credits (RR6) This category includes loans to borrowers who have experienced a temporary setback or deterioration in financial condition that should correct itself during the next twelve months, companies whose financial condition has been marginally acceptable for a period of time and prospects for significant improvement are limited, loans to individuals with marginal financial condition, and most credits for start-up operations. Also included in this category are real estate loans where the project is moderately off original projections, interest reserve may be depleted, with the borrower or guarantor having a questionable or unproved ability to pay interest out of pocket. Such loans may have

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modest cost overruns that will cause a shortage in the budget, raising question as to how the project will be completed. These loans may have a good collateral position, additional collateral, or strong guarantors to mitigate the risk. These credits are considered marginally acceptable, and greater than usual attention is warranted by the account officer and/or loan operations.

Special Mention (RR7) special mention credits are characterized as adequately covered by collateral (if any) and/or the paying capacity of the borrower, but are subject to one or more deteriorating trends. These credits constitute an undue and unwarranted credit risk, but not to the point of justifying a classification of substandard. These credits have potential weaknesses which, if not examined and corrected, may weaken the asset or inadequately protect the Bank's credit position at some future date. This category should not be used to list assets that bear risks usually associated with the particular type of financing. Assets with this rating may have the potential for significant weakness. Loans where weaknesses are evident and significant must be considered for more serious criticism. Examples of credits carried in special mention may include the following:

- Loans which are fully covered by collateral and cash flow, but where margins are inadequate;

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- Loans to borrowers with a strong capital base, who are experiencing modest losses;

- Loans to borrowers with very strong cash flows, but experiencing modest losses;

- Credits that are subject to manageable, but excessive, leverage;

- Credits with material collateral documentation exceptions, but which appear to be strong credits. If the documentation exception results in an unperfected/under secured collateral position, the credit may be risk rated as if it were under secured until such time as the exception is corrected;

- Credits to customers who have not provided the Bank with current or satisfactory financial data (unless the credit is secured by liquid marketable collateral or guaranteed by financially sound parties);

- Credits that the account officer may be unable to supervise properly because of a lack of expertise or lack of control over the collateral and/or its condition;

- Loans with deficient documentation or other deviations from prudent lending practices; and

- Loans with strong guarantors and/or secondary sources of cash flow are the support for repayment.

Substandard (RR8) Substandard loans are inadequately protected by the current sound worth and paying capacity of the obligor or the collateral pledged, if any. Loans so classified have a well-defined weakness or weaknesses, which jeopardize the orderly liquidation of the debt. They are characterized by the distinct possibility that the Bank will sustain some loss if the deficiencies are not corrected. The borrower's financial condition indicates an inability to repay, even if restructured. Prospects for improvement in the borrower's financial condition are poor. Primary repayment source appears to be shifting from cash flow to liquidation of collateral. Examples of Substandard credits may include the following:

- Credits adequately covered by collateral value, where repayment is dependent upon the sale of nonliquid collateral, nontrading assets, or from guarantors;

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- Loans secured by collateral greater than the amount of the credit, but where cash flow is inadequate to amortize the debt over a reasonable period of time;
- Credits with negative financial trends coupled with material collateral documentation deficiencies or where there is a high potential for loss of principal;
- Unsecured loans to borrowers whose financial condition does not warrant unsecured advances;
- Credits where the borrower is in bankruptcy or the work out effort is proceeding toward legal remedies including foreclosure; and
- All nonaccrual loans.

Doubtful (RR9) Doubtful classifications have all the weaknesses inherent in those classified Substandard with the added characteristic that the weaknesses make collection or liquidation in full on the basis of currently known facts, conditions, and values highly questionable and improbable. A doubtful classification may be appropriate in cases where significant risk exposures are perceived, but loss cannot be determined because of specific, reasonable, and pending factors which may strengthen and work to the advantage of the credit in the near term. Account officers attempt to identify any principal loss in the credit, where possible, thereby limiting the excessive use of the doubtful classification. The classification is a deferral of the estimated loss until its more exact status may be determined. Pending factors include proposed mergers, acquisition or liquidation procedures, new capital injection, perfecting liens on additional collateral, and refinancing plans. At March 31, 2011 and December 31, 2010, none of our loans carried this risk rating.

Loss (RR10) Losses must be taken as soon as they are realized. In some instances and on a temporary basis, a portion of a loan may receive this rating (split rating) when the actual loss cannot be currently identified. In these instances, additional facts or information is necessary to determine the final amount to be charged against the loan loss reserve. When applied for these purposes, this risk rating may be used for a period not to exceed six months. Subsequent to the identification of this split rating, the remaining balance will be risk rated Substandard. This category includes advances in excess of calculated current fair value which are considered uncollectible and do not warrant continuance as bankable assets. This classification does not mean that the loan has absolutely no recovery or salvage value, but rather it is not practical or desirable to defer

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writing off this basically worthless asset even though partial recovery may occur in the future. Credits to distressed borrowers lacking an identifiable and realistic source of repayment are generally charged-off. Loans where repayment is dependent upon events that are not predictable in terms of result or timing (such as protracted litigation) are generally charged-off. At March 31, 2011 and December 31, 2010, none of our loans carried this risk rating.

The following table shows the credit quality breakdown of our commercial loan portfolio by class as of March 31, 2011 and December 31, 2010:

| | Commercial | | Commercial Mortgage (dollars in thousands) | | Commercial Construction | | Consumer Construction | | Total | |
|-----|------------|-----------|---|------------|-------------------------|-----------|-----------------------|-----------|------------|------------|
| | 2011 | 2010 | 2011 | 2010 | 2011 | 2010 | 2011 | 2010 | 2011 | 2010 |
| RR8 | \$ 1,920 | \$ 1,939 | \$ 33,285 | \$ 33,492 | \$ 13,855 | \$ 14,677 | \$ 1,133 | \$ 1,150 | \$ 50,193 | \$ 51,258 |
| RR7 | 13,802 | 7,241 | 12,661 | 10,921 | 11,276 | 6,686 | 136 | 136 | 37,875 | 24,984 |
| RR6 | 10,037 | 9,174 | 22,710 | 23,097 | 11,254 | 15,081 | 99 | 98 | 44,100 | 47,450 |
| RR5 | 13,315 | 22,417 | 121,952 | 126,297 | 14,584 | 13,811 | | | 149,851 | 162,525 |
| RR4 | 24,566 | 36,257 | 151,242 | 155,336 | 5,940 | 8,509 | 34,993 | 29,408 | 216,741 | 229,510 |
| RR3 | 1,000 | 1,000 | 266 | 268 | | | | | 1,266 | 1,268 |
| RR1 | 767 | 773 | | | | | | | 767 | 773 |
| | \$ 65,407 | \$ 78,801 | \$ 342,116 | \$ 349,411 | \$ 56,909 | \$ 58,764 | \$ 36,361 | \$ 30,792 | \$ 500,793 | \$ 517,768 |

We do not individually grade residential mortgage or consumer loans. Such loans are classified as performing or nonperforming. Loan performance is reviewed each quarter. The following table shows performing and nonperforming (nonaccrual) residential mortgage and consumer loans by class as of March 31, 2011 and December 31, 2010:

| (dollars in thousands) | Residential Mortgage | | Home Equity & 2nd Mortgage | | Other Consumer | | Total | |
|------------------------|----------------------|------------|----------------------------|------------|----------------|-----------|------------|------------|
| | 2011 | 2010 | 2011 | 2010 | 2011 | 2010 | 2011 | 2010 |
| Nonaccruing loans | \$ 12,925 | \$ 11,877 | \$ 474 | \$ 946 | \$ | \$ | \$ 13,399 | \$ 12,823 |
| Performing loans | 109,295 | 132,332 | 117,551 | 119,874 | 26,358 | 28,890 | 253,204 | 281,096 |
| | \$ 122,220 | \$ 144,209 | \$ 118,025 | \$ 120,820 | \$ 26,358 | \$ 28,890 | \$ 266,603 | \$ 293,919 |

The following tables show the aging of our loans receivable by class. Also included are loans that are 90 days or more past due as to interest and principal and still accruing because they are (1) well-secured and in the process of collection or (2) real estate loans or loans exempt under regulatory rules from being classified as nonaccrual.

As of March 31, 2011:

| (dollars in thousands) | 31-59 Days | 60-89 Days | 90 Days | Total | Current | Total | 90 Days |
|-------------------------|------------|------------|----------|----------|-----------|-----------|----------|
| | Past Due | Past Due | or More | Past Due | | | |
| Commercial | \$ 1,760 | \$ 147 | \$ 2,907 | \$ 4,814 | \$ 60,593 | \$ 65,407 | \$ 1,583 |
| Commercial mortgage | 9,407 | 3,805 | 22,045 | 35,257 | 306,859 | 342,116 | 3,176 |
| Commercial construction | 2,113 | | 7,897 | 10,010 | 46,899 | 56,909 | |
| Consumer construction | 1,338 | 123 | 1,533 | 2,994 | 33,367 | 36,361 | |

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| | | | | | | | |
|------------------------------|-----------|----------|-----------|-----------|------------|------------|----------|
| Residential mortgage | 11,430 | 412 | 12,925 | 24,767 | 97,453 | 122,220 | |
| Home equity and 2nd mortgage | 2,769 | 1,245 | 593 | 4,607 | 113,418 | 118,025 | 119 |
| Other consumer | 47 | 6 | 8 | 61 | 26,297 | 26,358 | 8 |
| | \$ 28,864 | \$ 5,738 | \$ 47,908 | \$ 82,510 | \$ 684,886 | \$ 767,396 | \$ 4,886 |

As of December 31, 2010:

| (dollars in thousands) | 31-59 Days Past Due | 60-89 Days Past Due | 90 Days or More Past Due | Total Past Due | Current | Total Loans | 90 Days or More and Accruing |
|------------------------------|------------------------|------------------------|--------------------------------|-------------------|------------|----------------|------------------------------------|
| Commercial | \$ 1,626 | \$ 169 | \$ 1,501 | \$ 3,296 | \$ 75,505 | \$ 78,801 | \$ |
| Commercial mortgage | 4,957 | 2,706 | 28,943 | 36,606 | 312,805 | 349,411 | 1,952 |
| Commercial construction | | | 8,237 | 8,237 | 50,527 | 58,764 | 250 |
| Consumer construction | 2,168 | 379 | 1,257 | 3,804 | 26,988 | 30,792 | |
| Residential mortgage | 10,919 | 7,789 | 12,653 | 31,361 | 112,848 | 144,209 | 776 |
| Home equity and 2nd mortgage | 3,221 | 390 | 946 | 4,557 | 116,263 | 120,820 | |
| Other consumer | 125 | 592 | | 717 | 28,173 | 28,890 | |
| | \$ 23,016 | \$ 12,025 | \$ 53,537 | \$ 88,578 | \$ 723,109 | \$ 811,687 | \$ 2,978 |

Impaired loans include nonaccrual loans and troubled debt restructures (TDR or TDRs). The following tables show the breakout of impaired loans by class:

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| (dollars in thousands) | March 31, 2011 | | | | | |
|----------------------------|---------------------|--------------------------|-------------------|-----------------------------|----------------------------|-------------|
| | Recorded Investment | Unpaid Principal Balance | Related Allowance | Average Recorded Investment | Interest Income Recognized | Charge-Offs |
| With no related allowance: | | | | | | |
| Commercial | \$ 1,486 | \$ 1,486 | \$ | \$ 1,493 | \$ 10 | \$ |
| Commercial mortgage | \$ 19,676 | \$ 19,676 | \$ | \$ 23,105 | \$ 162 | \$ |
| Commercial construction | \$ 12,724 | \$ 12,724 | \$ | \$ 12,769 | \$ 60 | \$ |
| Consumer construction | \$ 1,533 | \$ 1,533 | \$ | \$ 1,395 | \$ 23 | \$ |
| Residential mortgage | \$ 12,411 | \$ 12,411 | \$ | \$ 12,052 | \$ 18 | \$ 91 |
| Home equity & 2nd mortgage | \$ 596 | \$ 596 | \$ | \$ 923 | \$ 1 | \$ |
| Other consumer | \$ | \$ | \$ | \$ | \$ | \$ |
| With a related allowance: | | | | | | |
| Commercial | | | | | | |
| Commercial mortgage | 3,868 | 3,971 | 103 | 3,547 | 65 | 40 |
| Commercial construction | 446 | 459 | 13 | 445 | 2 | |
| Consumer construction | | | | | | 24 |
| Residential mortgage | 12,054 | 12,477 | 423 | 12,358 | 148 | 259 |
| Home equity & 2nd mortgage | | | | | | 471 |
| Other consumer | | | | | | |
| Totals: | | | | | | |
| Commercial | \$ 1,486 | \$ 1,486 | \$ | \$ 1,493 | \$ 10 | \$ |
| Commercial mortgage | \$ 23,544 | \$ 23,647 | \$ 103 | \$ 26,652 | \$ 227 | \$ 40 |
| Commercial construction | \$ 13,170 | \$ 13,183 | \$ 13 | \$ 13,214 | \$ 62 | \$ |
| Consumer construction | \$ 1,533 | \$ 1,533 | \$ | \$ 1,395 | \$ 23 | \$ 24 |
| Residential mortgage | \$ 24,465 | \$ 24,888 | \$ 423 | \$ 24,410 | \$ 166 | \$ 350 |
| Home equity & 2nd mortgage | \$ 596 | \$ 596 | \$ | \$ 923 | \$ 1 | \$ 471 |
| Consumer | \$ | \$ | \$ | \$ | \$ | \$ |

| (dollars in thousands) | December 31, 2010 | | | | | |
|----------------------------|---------------------|--------------------------|-------------------|-----------------------------|----------------------------|-------------|
| | Recorded Investment | Unpaid Principal Balance | Related Allowance | Average Recorded Investment | Interest Income Recognized | Charge-Offs |
| With no related allowance: | | | | | | |
| Commercial | \$ 1,501 | \$ 1,501 | \$ | \$ 2,069 | \$ 40 | \$ 1,979 |
| Commercial mortgage | \$ 26,534 | \$ 26,534 | \$ | \$ 17,437 | \$ 811 | \$ 1,232 |
| Commercial construction | \$ 12,814 | \$ 12,814 | \$ | \$ 10,647 | \$ 310 | \$ 2,320 |
| Consumer construction | \$ 1,257 | \$ 1,257 | \$ | \$ 2,200 | \$ 35 | \$ 804 |
| Residential mortgage | \$ 11,877 | \$ 11,877 | \$ | \$ 11,973 | \$ 381 | \$ 3,757 |
| Home equity & 2nd mortgage | \$ 1,067 | \$ 1,067 | \$ | \$ 1,385 | \$ 15 | \$ 3,787 |
| Other consumer | \$ | \$ | \$ | \$ 13 | \$ | \$ |
| With a related allowance: | | | | | | |
| Commercial | | | | | | |
| Commercial mortgage | 3,226 | 3,314 | 88 | 2,864 | 73 | 163 |
| Commercial construction | 445 | 459 | 14 | 2,567 | 18 | 1,932 |
| Consumer construction | | | | | | |
| Residential mortgage | 12,661 | 13,147 | 486 | 5,339 | 695 | |
| Home equity & 2nd mortgage | | | | 2,065 | | |
| Other consumer | | | | 1 | | |
| Total: | | | | | | |
| Commercial | \$ 1,501 | \$ 1,501 | \$ | \$ 2,069 | \$ 40 | \$ 1,979 |
| Commercial mortgage | \$ 29,760 | \$ 29,848 | \$ 88 | \$ 20,301 | \$ 884 | \$ 1,395 |
| Commercial construction | \$ 13,259 | \$ 13,273 | \$ 14 | \$ 13,214 | \$ 328 | \$ 4,252 |
| Consumer construction | \$ 1,257 | \$ 1,257 | \$ | \$ 2,200 | \$ 35 | \$ 804 |
| Residential mortgage | \$ 24,538 | \$ 25,024 | \$ 486 | \$ 17,312 | \$ 1,076 | \$ 3,757 |
| Home equity & 2nd mortgage | \$ 1,067 | \$ 1,067 | \$ | \$ 3,450 | \$ 15 | \$ 3,787 |

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| | | | | | | | |
|----------|----|----|----|----|----|----|----|
| Consumer | \$ | \$ | \$ | \$ | 14 | \$ | \$ |
|----------|----|----|----|----|----|----|----|

The following table shows loans in nonaccrual status by class:

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| (dollars in thousands) | March 31, 2011 | December 31, 2010 | March 31, 2010 |
|------------------------------|-------------------|----------------------|-------------------|
| Commercial | \$ 1,324 | \$ 1,501 | \$ 499 |
| Commercial mortgage | 18,869 | 26,991 | 11,688 |
| Commercial construction | 7,897 | 7,987 | 12,514 |
| Consumer construction | 1,533 | 1,257 | 2,232 |
| Residential mortgage | 12,925 | 11,877 | 11,428 |
| Home equity and 2nd mortgage | 474 | 946 | |
| Other consumer | | | 1,337 |
| | \$ 43,022 | \$ 50,559 | \$ 39,698 |

The interest which would have been recorded on nonaccrual loans if those loans had been performing in accordance with their contractual terms was approximately \$1.4 million and \$1.5 million for the three months ended March 31, 2011 and 2010, respectively. The actual interest income recorded on those loans for the three months ended March 31, 2011 and 2010 was approximately \$215,000 and \$170,000, respectively.

The following table shows the breakdown of loans we modified during the three months ended March 31:

| (dollars in thousands) | Number of Modifications | 2011 Recorded Investment Prior to Modification | Recorded Investment After Modification | Number of Modifications | 2010 Recorded Investment Prior to Modification | Recorded Investment After Modification |
|------------------------------|----------------------------|--|---|----------------------------|--|---|
| Commercial | 1 | \$ 163 | \$ 163 | | \$ | \$ |
| Commercial mortgage | 2 | 2,195 | 2,195 | | | |
| Commercial construction | | | | 3 | 2,484 | 2,484 |
| Consumer construction | | | | | | |
| Residential mortgage | | | | 3 | 1,625 | 1,625 |
| Home equity and 2nd mortgage | | | | | | |
| Other consumer | 3 | \$ 2,358 | \$ 2,358 | 6 | \$ 4,109 | \$ 4,109 |

The following table shows defaults in the stated period of modifications made during the previous year:

| (dollars in thousands) | Number of Modifications | For the Three Months Ended March, 31 2011 Recorded Investment | Number of Modifications | For the Three Months Ended March, 31 2010 Recorded Investment |
|------------------------------|----------------------------|--|----------------------------|--|
| Commercial | | \$ | | \$ |
| Commercial mortgage | | | | |
| Commercial construction | | | | |
| Consumer construction | | | | |
| Residential mortgage | | | 1 | 380 |
| Home equity and 2nd mortgage | | | | |
| Other consumer | | \$ | 1 | \$ 380 |

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Total TDRs as of March 31, 2011 and December 31, 2010 amounted to \$24.9 million and \$24.2 million, respectively, of which \$2.6 million and \$2.8 million, respectively, were also in nonaccrual status.

(5) Junior Subordinated Deferrable Interest Debentures

The following table shows the subordinated debt issued by First Mariner Bancorp and the related Trust Preferred Securities issued at March 31, 2011 and December 31, 2010:

| Trust | Subordinated Debt Issued to Trust | | Trust Preferred Securities Issued by Trust | | Date of Original Issue | Optional Redemption Date | Stated Maturity |
|---------|-----------------------------------|-------------------|--|-------------------|------------------------|--------------------------|--------------------|
| | March 31, 2011 | December 31, 2010 | March 31, 2011 | December 31, 2010 | | | |
| MCT II | \$ 6,186 | \$ 6,186 | \$ 6,000 | \$ 6,000 | December 10, 2002 | December 15, 2007 | December 10, 2032 |
| MCT III | 14,949 | 14,949 | 14,500 | 14,500 | June 18, 2003 | July 7, 2008 | July 7, 2033 |
| MCT IV | 5,158 | 5,158 | 5,000 | 5,000 | August 18, 2003 | August 18, 2008 | August 18, 2033 |
| MCT V | 10,310 | 10,310 | 10,000 | 10,000 | September 25, 2003 | October 8, 2008 | October 8, 2033 |
| MCT VI | 10,310 | 10,310 | 10,000 | 10,000 | October 21, 2004 | January 7, 2010 | January 7, 2035 |
| MCT VII | 5,155 | 5,155 | 5,000 | 5,000 | August 18, 2005 | September 15, 2010 | September 15, 2035 |
| | \$ 52,068 | \$ 52,068 | \$ 50,500 | \$ 50,500 | | | |

First Mariner issued junior subordinated deferrable interest debentures to seven statutory trust subsidiaries, Mariner Capital Trust (MCT) II, MCT III, MCT IV, MCT V, MCT VI, and MCT VII (collectively, the Trusts). The Trusts are Delaware business trusts for which all the common securities are owned by First Mariner and which were formed for the purpose of issuing trust preferred securities. In accordance with FASB guidance, we have deconsolidated the Trusts, and their financial position and results of operations are not included in our consolidated financial position and results of operations. The payment and redemption terms of the debentures and related Trust Preferred Securities are substantially identical.

The Trust Preferred Securities are mandatorily redeemable, in whole or in part, upon repayment of their underlying subordinated debt at their respective maturities or their earlier redemption. The junior subordinated deferrable interest debentures are redeemable prior to maturity at our option on or after their optional redemption dates.

As of March 31, 2011, all of the Trust Preferred Securities are Floating Rate Trust Preferred Securities, which accrue interest equal to the 3-month LIBOR rate plus varying basis points as follows: MCT II 335 basis points; MCT III 325 basis points; MCT IV 305 basis points; MCT V 310 basis points; MCT VI 205 basis points; and MCT VII 195 basis points.

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The interest expense (including amortization of the cost of issuance) on junior subordinated deferrable interest debentures was \$403,000 and \$652,000 for the three months ended March 31, 2011 and 2010, respectively. In 2009, we elected to defer interest payments on the debentures. This deferment is permitted by the terms of the debentures and does not constitute an event of default thereunder. Interest on the debentures and dividends on the related Trust Preferred Securities continue to accrue and will have to be paid in full prior to the expiration of the deferral period. The total deferral period may not exceed 20 consecutive quarters and expires with the last quarter of 2013.

The junior subordinated deferrable interest debentures are the sole assets of the Trusts. First Mariner has fully and unconditionally guaranteed all of the obligations of the Trusts.

Under applicable regulatory guidelines, a portion of the Trust Preferred Securities will qualify as Tier I capital, and the remaining portion will qualify as Tier II capital, with certain limitations. At March 31, 2011, \$52,000 of the outstanding Trust Preferred Securities qualify as Tier I capital and due to limitations, no additional amounts qualified as Tier II capital.

In February, 2010, the Company executed an Exchange agreement (the Exchange) with its Chairman and Chief Executive Officer (CEO), Edwin F. Hale, Sr., who purchased, from an independent third party, trust preferred securities issued by MCT II, MCT IV, and MCT VIII. On March 30, 2010, pursuant to the terms of the Exchange, the \$20.0 million of the trust preferred securities held by Mr. Hale were exchanged for 1,626,016 shares of common stock plus warrants to purchase 325,203 shares at \$1.15 per share. The Exchange with Mr. Hale provided that if the Company completed, by June 30, 2010, a public or private offering of its common stock at a price per share below the per share price at which Mr. Hale converted his ownership interest in trust preferred securities into shares of Company common stock (i.e. below \$1.23 per share), then Mr. Hale would be issued additional shares of common stock such that the total shares issued to Mr. Hale would equal \$2.0 million divided by the price per share at which shares were sold in the subsequent public or private offering. Shares sold in our April 12, 2010 Rights and Public Offerings were sold at \$1.15 per share. Accordingly, 113,114 additional shares and 22,623 additional warrants were issued to Mr. Hale on April 12, 2010 in conjunction with those offerings. Upon completion of the Exchange, the Company canceled the \$20.0 million in trust preferred securities and the \$1.4 million in accrued interest on the securities in exchange for the common stock and warrants, eliminating this long term debt. As the Exchange was a related party transaction, the resultant gain of \$13.1 million, net of taxes of \$7.5 million, was recorded as an addition to additional paid-in capital in accordance with FASB guidance.

(6) Regulatory Matters, Capital Adequacy, and Liquidity

Regulatory matters and capital adequacy

Various regulatory capital requirements administered by the federal banking agencies apply to First Mariner and the Bank. Failure to meet minimum capital requirements can initiate certain mandatory, and possibly additional discretionary, actions by regulators that, if undertaken, could have a direct material effect on our financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Bank must meet specific capital guidelines that involve quantitative measures of assets, liabilities, and certain off-balance sheet items as calculated under regulatory accounting practices. The Bank's capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings, and other factors.

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Quantitative measures established by regulation to ensure capital adequacy require the Bank to maintain minimum amounts and ratios of total and Tier I capital to risk-weighted assets, and of Tier I capital to average quarterly assets. As of March 31, 2011, the Bank was under-capitalized under the regulatory framework for prompt corrective action.

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Our regulatory capital amounts and ratios as of March 31, 2011 and December 31, 2010 were as follows:

| (dollars in thousands) | Actual | | Minimum Requirements for Capital Adequacy Purposes | | To be Well Capitalized Under Prompt Corrective Action Provision | |
|---|-----------|--------|--|-------|---|-------|
| | Amount | Ratio | Amount | Ratio | Amount | Ratio |
| As of March 31, 2011: | | | | | | |
| Total capital (to risk-weighted assets): | | | | | | |
| Consolidated | \$ (822) | (0.1)% | \$ 68,145 | 8.0% | \$ 85,182 | 10.0% |
| Bank | 67,511 | 7.9% | 68,307 | 8.0% | 85,383 | 10.0% |
| Tier I capital (to risk-weighted assets): | | | | | | |
| Consolidated | (822) | (0.1)% | 34,073 | 4.0% | 51,109 | 6.0% |
| Bank | 56,787 | 6.7% | 34,153 | 4.0% | 51,230 | 6.0% |
| Tier I capital (to average quarterly assets): | | | | | | |
| Consolidated | (822) | (0.1)% | 51,580 | 4.0% | 64,475 | 5.0% |
| Bank | 56,787 | 4.4% | 51,525 | 4.0% | 64,406 | 5.0% |
| As of December 31, 2010: | | | | | | |
| Total capital (to risk-weighted assets): | | | | | | |
| Consolidated | \$ 19,344 | 2.1% | \$ 74,825 | 8.0% | \$ 93,531 | 10.0% |
| Bank | 75,277 | 8.0% | 74,832 | 8.0% | 93,540 | 10.0% |
| Tier I capital (to risk-weighted assets): | | | | | | |
| Consolidated | 9,672 | 1.0% | 37,412 | 4.0% | 56,119 | 6.0% |
| Bank | 63,544 | 6.8% | 37,416 | 4.0% | 56,124 | 6.0% |
| Tier I capital (to average quarterly assets): | | | | | | |
| Consolidated | 9,672 | 0.7% | 53,780 | 4.0% | 67,226 | 5.0% |
| Bank | 63,544 | 4.7% | 53,926 | 4.0% | 67,407 | 5.0% |

The Federal Deposit Insurance Corporation (FDIC), through the Deposit Insurance Fund (DIF), insures deposits of accountholders up to \$250,000, with the exception of noninterest-bearing transaction accounts, which are insured without limit through December 31, 2012. The Bank pays an annual premium to provide for this insurance.

The Bank is a member of the FHLB System and is required to maintain an investment in the stock of the FHLB based on specific percentages of outstanding mortgages, total assets, or FHLB advances. Purchases and sales of stock are made directly with the Bank at par value.

On September 18, 2009, the Bank entered into an Agreement with the FDIC and the Commissioner of Financial Regulation for the state of Maryland (the Commissioner), pursuant to which it consented to the entry of an Order to Cease and Desist (the September Order), which directs the Bank to (i) increase its capitalization, (ii) improve earnings, (iii) reduce nonperforming loans, (iv) strengthen management policies and practices, and (v) reduce reliance on noncore funding. The September Order required the Bank to adopt a plan to achieve and maintain a Tier I leverage capital ratio of at least 7.5% and a total risk-based capital ratio of at least 11% by June 30, 2010. We did not meet the requirements at June 30, 2010, December 31, 2010, or March 31, 2011. The failure to achieve these capital requirements could result in further action by our regulators.

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As part of the September Order, within 30 days after the end of each calendar year, the Bank must submit an annual budget and profit plan and a plan that takes into account the Bank's pricing structure, the Bank's cost of funds and how this can be reduced, and the level of provision expense for adversely classified loans. To address reliance on noncore funding, the Bank must adopt and submit a liquidity plan intended to reduce the Bank's reliance on noncore funding, wholesale funding sources, and high-cost rate-sensitive deposits. While the September Order is in effect, the Bank may not pay dividends or management fees without the FDIC's prior consent, may not accept, renew, or roll over any brokered deposits, and is restricted in the yields that it may pay on deposits.

First Mariner Bancorp is also a party to agreements with the Federal Reserve Bank (FRB) (the FRB Agreements), which, together, require it to: (i) develop and implement a strategic business plan that includes (a) actions that will be taken to improve our operating performance and reduce the level of parent company leverage, (b) a comprehensive budget and an expanded budget review process, (c) a description of the operating assumptions that form the basis for major projected income and expense components and provisions needed to maintain an adequate loan loss reserve, and (d) a capital plan incorporating all capital needs, risks, and regulatory guidelines; and (ii) submit plans to improve enterprise-wide risk management and effectiveness of internal audit programs. First Mariner Bancorp has also agreed to provide the FRB with advance notice of any significant capital transactions. The FRB Agreements also prohibit First Mariner and the Bank from taking any of the following actions without the FRB's prior written approval: (i) declaring or paying any dividends; (ii) taking dividends from the Bank; (iii) making any distributions of interest,

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principal, or other sums on First Mariner's subordinated debentures or trust preferred securities; (iv) incurring, increasing, or guaranteeing any debt; or (v) repurchasing or redeeming any shares of its stock. To satisfy the FRB's minimum capital requirements, First Mariner's consolidated Tier I capital to average quarterly assets, Tier I capital to risk-weighted assets, and total capital to risk-weighted assets ratios at each quarter end must be at least 4.0%, 4.0%, and 8.0%, respectively. At March 31, 2011, those capital ratios were (0.1)%, (0.1)%, and (0.1)%, respectively, which were not in compliance with the minimum requirements. The failure to achieve these capital requirements could result in further action by our regulators.

On April 22, 2009, the Bank entered into an agreement (the "April Agreement") with the FDIC relating to alleged violations of consumer protection regulations relative to its fair lending practices pursuant to which it consented to the issuance of an Order ("April Order"). The April Order requires the Bank to pay up to \$950,000 in restitution to the Affected Borrowers. It also imposes a civil money penalty of \$50,000, all amounts for which were fully reserved in the final quarter of 2008. In addition to requiring the Bank to cease and desist from violating certain federal fair lending laws, the April Order also requires the Bank to develop and implement policies and procedures to (i) monitor and ensure compliance with fair lending laws and disclosure laws and regulations, (ii) ensure that the costs, terms, features, and risks of the loans and services are adequately disclosed to applicants, and (iii) develop an operating plan to maintain quality control, internal audit, and compliance management systems that are effective in ensuring that the Bank's residential mortgage lending activities comply with all applicable laws, regulations, and Bank policies. The Bank must also conduct or sponsor financial literacy and education courses where it provides residential mortgage loans. Further, the Bank is prohibited from offering "payment-option" adjustable rate mortgage loans, which the Bank ceased offering in 2007. On April 27, 2010, we received notification from the FDIC to discontinue the restitution process after providing restitution in the amount of \$731,000. The FDIC directed us to apply any remaining settlement funds to our charitable programs, specifically financial literacy programs, while the April Order remains in effect. If any settlement funds remain at the time the April Order is discontinued, those remaining funds will then be applied to the Mariner Charitable Foundation programs.

The foregoing will subject us to increased regulatory scrutiny and may have an adverse impact on our business operations. Failure to comply with the provisions of these regulatory requirements may result in more restrictive actions from our regulators, including more severe and restrictive enforcement actions.

The April Order has not had and is not expected to have a material impact on the Bank's financial performance. Management believes the ultimate successful satisfaction of the September Order's requirements and the requirements of the FRB Agreements will strengthen the financial condition of the Bank and Company for future periods.

See Note 13 for information on a subsequent event regarding a potential recapitalization of the Company.

Liquidity

The Bank's principal sources of liquidity are cash and cash equivalents (which are cash on hand or amounts due from financial institutions, federal funds sold, money market mutual funds, and interest bearing deposits), AFS securities, deposit accounts, and borrowings. The levels of such sources are dependent on the Bank's operating, financing, and investing activities at any given time. We attempt to primarily rely on core deposits from customers to provide stable and cost-effective sources of funding to support our loan growth. We also seek to augment such deposits with longer term and higher yielding certificates of deposit. Cash and cash equivalents, which totaled \$273.4 million at March 31, 2011, have immediate availability to meet our short-term funding needs. Our entire investment portfolio is classified as AFS, is highly marketable (excluding our holdings of pooled trust preferred securities), and is available to meet our liquidity needs. Additional sources of liquidity include loans held for sale, which totaled \$47.4 million at March 31, 2011, are committed to be sold into the secondary market, and generally are funded

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within 60 days and our residential real estate portfolio includes loans that are underwritten to secondary market criteria. Additionally, our residential construction loan portfolio provides a source of liquidity as construction periods generally range from 9-12 months, and these loans are subsequently refinanced with permanent first-lien mortgages and sold into the secondary market. Our loan to deposit ratio stood at 70.7% at March 31, 2011 and 72.4% at December 31, 2010.

Table of Contents**(7) Employee Benefit Plans*****Profit Sharing Plan***

We established a defined contribution plan in 1997, covering our employees meeting certain age and service eligibility requirements. The Plan provides for cash deferrals qualifying under Section 401(k). In 2008, we suspended the company-match contributions.

Stock Options and Warrants

We have stock option plans, which provide for the granting of options to acquire First Mariner common stock to our directors and key employees. Option exercise prices are equal to or greater than the fair market value of the common stock on the date of the grant.

We account for stock options issued under our stockholder-approved Long-Term Incentive Plan (the Plan) in accordance with FASB guidance on share-based payments. The plan permits the granting of share options and shares to our directors and key employees. We recognized stock based compensation cost of \$5,000 and \$7,000 for the three months ended March 31, 2011 and 2010, respectively.

During the first quarter of 2010, we issued warrants to purchase 325,203 shares of common stock in the Exchange transaction with Mr. Hale, the Company's Chairman and CEO. The warrants vested immediately upon issuance. See additional information on the transaction in Note 5.

As of March 31, 2011, all options and warrants were fully vested. All options expire 10 years after the date of grant. The warrants expire five years after date of issuance.

Information with respect to stock options and warrants is as follows for the three months ended March 31:

| | 2011 | | | 2010 | | | | |
|----------------------------------|------------------|---------------------------------|--|--|------------------|---------------------------------|--|--|
| | Number of Shares | Weighted-Average Exercise Price | Weighted-Average Remaining Contractual Term (in years) | Aggregate Intrinsic Value (in thousands) | Number of Shares | Weighted-Average Exercise Price | Weighted-Average Remaining Contractual Term (in years) | Aggregate Intrinsic Value (in thousands) |
| Outstanding at beginning of year | 930,228 | \$ 7.92 | | | 668,593 | \$ 12.20 | | |
| Granted | | | | | 325,203 | 1.23 | | |
| Forfeited/cancelled | (80,250) | 1.50 | | | (98,439) | 11.81 | | |
| Outstanding at end of year | 849,978 | 8.06 | 3.4 | \$ | 895,357 | 8.26 | 4.1 | \$ |

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| | | | | | | |
|----------------------------|---------|------|--------|---------|------|--------|
| Exercisable at end of year | 849,978 | 8.06 | 3.4 \$ | 884,357 | 8.29 | 4.1 \$ |
|----------------------------|---------|------|--------|---------|------|--------|

The weighted average fair value of the warrants issued for the three months ended March 31, 2010 was \$0.73. There were no options granted or warrants issued in 2011. The fair value of the warrants was calculated using the Black-Scholes-Merton option-pricing model with the following weighted average assumptions for the three months ended March 31:

| | 2010 |
|-------------------------|-------------|
| Dividend yield | |
| Expected volatility | 92.75% |
| Risk-free interest rate | 2.60% |
| Expected lives | 5 years |

There were no options or warrants exercised during 2011 or 2010.

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Options and warrants outstanding at March 31, 2011 are summarized as follows:

| Exercise Price | Options and Warrants Outstanding (shares) | Weighted Average Remaining Contractual Life (in years) | Options and Warrants Exercisable (shares) |
|----------------|---|--|---|
| \$ 1.09 | 18,348 | 4.2 | 18,348 |
| 1.15 | 347,826 | 4.0 | 347,826 |
| 4.15 | 11,200 | 7.1 | 11,200 |
| 5.41 | 2,754 | 6.8 | 2,754 |
| 5.70 | 34,500 | 7.0 | 34,500 |
| 6.45 | 400 | 0.2 | 400 |
| 7.10 | 2,500 | 0.1 | 2,500 |
| 7.40 | 250 | 0.5 | 250 |
| 9.16 | 850 | 0.7 | 850 |
| 9.86 | 1,350 | 1.5 | 1,350 |
| 10.45 | 92,500 | 0.8 | 92,500 |
| 10.70 | 650 | 1.0 | 650 |
| 11.68 | 126,500 | 1.8 | 126,500 |
| 11.95 | 600 | 1.8 | 600 |
| 12.03 | 2,500 | 1.1 | 2,500 |
| 13.00 | 700 | 2.0 | 700 |
| 13.33 | 7,300 | 6.1 | 7,300 |
| 13.52 | 3,000 | 2.1 | 3,000 |
| 16.67 | 4,800 | 4.1 | 4,800 |
| 16.70 | 1,800 | 4.6 | 1,800 |
| 16.95 | 2,300 | 2.6 | 2,300 |
| 17.45 | 19,750 | 4.7 | 19,750 |
| 17.77 | 134,350 | 3.8 | 134,350 |
| 18.20 | 4,950 | 3.1 | 4,950 |
| 18.38 | 19,900 | 2.8 | 19,900 |
| 18.94 | 2,350 | 5.6 | 2,350 |
| 19.30 | 6,050 | 5.1 | 6,050 |
| | 849,978 | | 849,978 |

(8) Comprehensive Loss

Comprehensive loss is defined as net loss plus transactions and other occurrences which are the result of nonowner changes in equity. Our nonowner equity changes are comprised of unrealized gains or losses on AFS securities that are accumulated with net loss in determining comprehensive loss.

Components of our comprehensive loss are as follows for the three months ended March 31:

| (dollars in thousands) | 2011 | 2010 |
|-----------------------------------|------------|------------|
| Net loss | \$ (7,309) | \$ (3,439) |
| Other comprehensive income items: | | |

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| | | |
|---|------------|------------|
| Unrealized holding gains on securities arising during the period (net of tax expense of \$73 and \$330), respectively) | 108 | 487 |
| Less: reclassification adjustment for losses on securities (net of tax benefit of \$0 and \$49, respectively) included in net loss | | 74 |
| Total other comprehensive income | 108 | 561 |
| Total comprehensive loss | \$ (7,201) | \$ (2,878) |

(9) Earnings Per Share

Basic earnings per share is computed by dividing income available to common stockholders by the weighted-average number of common shares outstanding. Diluted earnings per share is computed after adjusting the denominator of the basic earnings per share computation for the effects of all dilutive potential common shares outstanding during the period. The dilutive effects of options,

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warrants, and their equivalents are computed using the treasury stock method. For the three-month periods ended March 31, 2011 and 2010, all options were antidilutive and excluded from the computations due to our realized net loss.

Information relating to the calculation of earnings per common share is summarized as follows for the three months ended March 31:

| (dollars in thousands, except for per share data) | 2011 | 2010 |
|---|------------|------------|
| Weighted-average share outstanding - basic | 18,406,448 | 6,470,698 |
| Dilutive securities - options and warrants | | |
| Adjusted weighted-average shares outstanding - dilutive | 18,406,448 | 6,470,698 |
| Net loss from continuing operations | \$ (7,309) | \$ (3,239) |
| Net loss from discontinued operations | | (200) |
| Net loss | \$ (7,309) | \$ (3,439) |
| Basic: | | |
| Net loss from continuing operations | \$ (0.40) | \$ (0.50) |
| Net loss from discontinued operations | | (0.03) |
| Net loss | \$ (0.40) | \$ (0.53) |
| Diluted: | | |
| Net loss from continuing operations | \$ (0.40) | \$ (0.50) |
| Net loss from discontinued operations | | (0.03) |
| Net loss | \$ (0.40) | \$ (0.53) |

(10) Fair Value of Financial Instruments

We group financial assets and financial liabilities measured at fair value in three levels, based on the markets in which the assets and liabilities are traded and the reliability of the assumptions used to determine fair value. These levels are:

| | |
|---------|--|
| Level 1 | Valuations for assets and liabilities traded in active exchange markets. Valuations are obtained from readily available pricing sources for market transactions involving identical assets or liabilities. |
| Level 2 | Valuations for assets and liabilities traded in less active dealer or broker markets. Valuations are obtained from third party pricing services for identical or comparable assets or liabilities which use observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities. |
| Level 3 | Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. |

We record transfers between levels at the end of the reporting period in which the change in significant inputs occurs.

Table of Contents**Financial Instruments Measured on a Recurring Basis**

The following tables present fair value measurements for assets, liabilities, and off-balance sheet items that are measured at fair value on a recurring basis:

| (dollars in thousands) | March 31, 2011 | | | | |
|--|----------------|-------------------------|---|---|--|
| | Carrying Value | Quoted Prices (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) | Total Changes In Fair Values Included In Period Losses |
| Securities: | | | | | |
| Mortgage-backed securities | \$ 11,853 | \$ | \$ 11,853 | \$ | \$ |
| Trust preferred securities | 10,672 | | 9,621 | 1,051 | |
| U.S. government agency notes | 33,836 | | 33,836 | | |
| U.S. Treasury securities | 1,037 | | 1,037 | | |
| Corporate obligations | 1,032 | | 1,032 | | |
| Equity securities - banks | 202 | | 202 | | |
| Equity securities - mutual funds | 756 | | 756 | | |
| | \$ 59,388 | \$ | \$ 58,337 | \$ 1,051 | \$ |
| Mortgage servicing rights | \$ 1,232 | \$ | \$ | \$ 1,232 | \$ 77 |
| Warrants | 266 | | | 266 | |
| Loans held for sale | 47,354 | | 47,354 | | 1,103 |
| Interest rate lock commitments (IRLC or IRLCs) (notional amount of \$75,117) | 75,860 | | 75,860 | | 217 |
| Forward contracts to sell mortgage-backed securities (notional amount of \$68,250) | 68,056 | | 68,056 | | 70 |

| (dollars in thousands) | December 31, 2010 | | | | |
|----------------------------------|-------------------|-------------------------|---|---|--|
| | Carrying Value | Quoted Prices (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) | Total Changes In Fair Values Included In Period Losses |
| Securities: | | | | | |
| Mortgage-backed securities | \$ 2,325 | \$ | \$ 2,325 | \$ | \$ |
| Trust preferred securities | 10,464 | | 9,477 | 987 | (1,249)(1) |
| U.S. government agency notes | 12,071 | | 12,071 | | |
| U.S. Treasury securities | 1,001 | | 1,001 | | |
| Corporate obligations | 1,010 | | 1,010 | | |
| Equity securities - banks | 197 | | 197 | | |
| Equity securities - mutual funds | 758 | | 758 | | |
| | \$ 27,826 | \$ | \$ 26,839 | \$ 987 | \$ (1,249) |
| Mortgage servicing rights | \$ 1,309 | \$ | \$ | \$ 1,309 | \$ (309) |

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| | | | |
|---|---------|---------|---------|
| Warrants | 137 | 137 | |
| Loans held for sale | 140,343 | 140,343 | (655) |
| IRLCs (notional amount of \$71,228) | 71,753 | 71,753 | 479 |
| Forward contracts to sell mortgage-backed securities (notional amount of \$125,500) | 127,424 | 127,424 | (3,288) |

(1) Represents net OTTI charges taken on certain Level 3 securities

Level 3 Financial Instruments

Financial instruments are considered Level 3 when their values are determined using pricing models, discounted cash flow methodologies, or similar techniques and at least one significant model assumption or input is unobservable. Level 3 financial instruments also include those for which the determination of fair value requires significant management judgment or estimation.

Table of ContentsSecurities AFS

The fair value of AFS securities is based on bid quotations received from securities dealers, bid prices received from an external pricing service, or modeling utilizing estimated cash flows, depending on the circumstances of the individual security.

As of March 31, 2011, \$1.1 million (\$10.9 million par value) of our AFS securities (four securities) were classified as Level 3, all of which are pooled trust preferred securities. The market environment has continued to be inactive for these security types and made fair value pricing more subjective. The amount of Level 3 securities will likely continue to be a function of market conditions and additional security transfers from Level 2 to Level 3 could result if further market inactivity occurs.

The following table details the four Level 3 securities:

| (dollars in thousands) | Class | Remaining Par Value | Current Rating/Outlook (1) | | Maturity | (2) Auction Call Date | (3) Index |
|---------------------------------|-------|---------------------------|----------------------------|-------|------------|-----------------------------|--------------|
| | | | Moody's | Fitch | | | |
| ALESCO Preferred Funding VII | C-1 | \$ 1,000 | Ca | C | 7/23/2035 | MAR 2015 | 3ML + 1.5% |
| ALESCO Preferred Funding XI | C-1 | 4,938 | C | C | 12/23/2036 | JUNE 2016 | 3ML + 1.2% |
| MM Community Funding | B | 2,500 | Ca | C | 8/1/2031 | N/A | 6ML + 3.1% |
| MM Community Funding IX | B-1 | 2,500 | Caa3 | C | 5/1/2033 | N/A | 3ML + 1.8% |

(1) Ratings as of March 31, 2011.

(2) Under the terms of the offering, if the notes have not been redeemed in full prior to the indicated call date then an auction of the collateral debt securities will be conducted and the collateral will be sold and the notes redeemed. If the auction is not successful, the collateral manager will conduct auctions on a quarterly basis until the rated notes are redeemed in full.

(3) 3/6ML - 3 or 6 Month LIBOR; LIBOR (London Interbank Offered Rate) daily reference rate based on the interest rates at which banks offer to lend unsecured funds to other banks in the London wholesale money market or interbank market.

Classification of Level 3 indicates that significant valuation assumptions are not consistently observable in the market and, as such, fair values are derived using the best available data. We calculated fair value for these four securities by using a present value of future cash flows model, which incorporated assumptions as follows as of March 31, 2011:

| Cumulative Default (1) | Key Model Assumptions Used In Pricing | | | | Liquidity MTM Adj (5) (6) |
|---------------------------|---------------------------------------|-----------------------|--------------------------|----------|------------------------------|
| | Deferrals Cured (2) | Credit MTM (3) (6) | Liquidity Premium (4) | | |
| 36.0% | 1.3% | \$ 48.36 | 12.00% | \$ 35.90 | |

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| | | | | | |
|------------------------------|-------|-------|-------|--------|-------|
| ALESCO Preferred Funding VII | | | | | |
| ALESCO Preferred Funding XI | 36.0% | 4.0% | 50.44 | 12.00% | 41.78 |
| MM Community Funding | 68.0% | 14.5% | 25.20 | 12.00% | 17.06 |
| MM Community Funding IX | 47.0% | 10.3% | 65.39 | 12.00% | 53.59 |

-
- (1) The anticipated level of total defaults from the issuers within the pool of performing collateral as of March 31, 2011. There are no recoveries assumed on any default.
- (2) Deferrals that are cured occur 60 months after the initial deferral starts.
- (3) The credit mark to market represents the discounted value of future cash flows after the assumption of current and future defaults discounted at the book rate of interest on the security.
- (4) The risk of being unable to sell the instrument for cash at short notice without significant costs, usually indicative of the level of trading activity for a specific security or class of securities.
- (5) The liquidity mark to market adjustment on the security represents the difference between the value of the discounted cash flows based on the book interest rate and the value discounted at the liquidity premium. The credit MTM less the liquidity MTM equals the estimated fair value price of the security.
- (6) Price per \$100

| | March 31, 2011 | | December 31, 2010 | |
|------------------------------|------------------|---------------------------|----------------------|---------------------------|
| | Model Result (1) | Fair Value (in thousands) | Model Result (1) (2) | Fair Value (in thousands) |
| ALESCO Preferred Funding VII | \$ 12.46 | \$ 125 | \$ 9.38 | \$ 94 |
| ALESCO Preferred Funding XI | 8.66 | 428 | 7.81 | 386 |
| MM Community Funding | 8.14 | 203 | 9.88 | 247 |
| MM Community Funding IX | 11.80 | 295 | 10.41 | 260 |
| | | \$ 1,051 | | \$ 987 |

-
- (1) Price per \$100
- (2) Based on December 31, 2010 assumptions

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During the three months ended March 31, 2010, we determined that OTTI had occurred with respect to two of our pooled trust preferred securities. The amount of OTTI that is recognized through earnings is determined by comparing the present value of the expected cash flows to the amortized cost of the security. The discount rate used to determine the credit loss is the expected book yield on the security. During the three months ended March 31, 2011, we determined that no OTTI had occurred on any of our securities. The credit loss estimated under the aforementioned method that was charged to operating earnings totaled \$123,000 for the three months ended March 31, 2010.

Mortgage Servicing Rights

We calculate the fair value of MSR's by using a present value of future cash flows model.

Fair value of servicing rights are estimated based on the future servicing income of the servicing receivables utilizing management's best estimate of remaining loan lives and discounted at the original discount rate.

A summary of the key economic assumptions used to measure total MSR's follows (*dollars in thousands*):

| | March 31, 2011 | December 31, 2010 |
|---|-------------------|----------------------|
| Fair value of MSR's | \$ 1,232 | \$ 1,309 |
| Weighted-average life (<i>in years</i>) (1) | 4.9 | 5.1 |
| Discount rate | 4.95% | 4.95% |
| Option-adjusted spread (OAS) | 2.75% | 2.75% |

(1) The majority of our MSR's are related to reverse mortgages for which there are no calculable contractual lives.

The value of MSR's is derived from the net positive cash flows associated with the servicing contracts. The Company receives a net servicing fee of generally \$240 per loan annually. The precise market value of MSR's cannot be readily determined because these assets are not actively traded in stand-alone markets. Our MSR's valuation process uses a discounted cash flow model combined with analysis of current market data to arrive at an estimate of fair value at each balance sheet date. The key assumptions used in the valuation of MSR's include mortgage prepayment speeds (average lives), which are a function of the age of the borrower, and the discount rate (projected LIBOR plus option-adjusted spread). Changes in fair value based on variations in assumptions generally cannot be extrapolated because the relationship of the change in assumption to the change in fair value may not be linear. Also, the effect of a variation in a particular assumption on the fair value of the retained interest is calculated without changing any other assumption. In reality, changes in one factor may result in changes in another, which might magnify or counteract the sensitivities. The discount rate used to determine the present value of estimated future net servicing income represents management's expectation of the required rate of return investors in the market would expect for an asset with similar risk.

Warrants

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As of March 31, 2011, certain warrants were classified as Level 3. See Note 7 for information related to the calculation of fair value of the warrants.

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The table below presents a reconciliation of financial instruments measured at fair value on a recurring basis using significant unobservable inputs (Level 3) for the three months ended March 31:

| (dollars in thousands) | 2011 | | | 2010 | | |
|--|------------|----------|----------|------------|----------|----------|
| | Securities | MSRs | Warrants | Securities | MSRs | Warrants |
| Balance at beginning of year | \$ 987 | \$ 1,309 | \$ 137 | \$ 1,432 | \$ 1,176 | \$ |
| Warrants issued | | | | | | 237 |
| MSR amortization | | (65) | | | (82) | |
| Increase in fair value included in additional paid-in capital | | | 129 | | | |
| Total realized gains (losses) included in other comprehensive income | 64 | (12) | | (123) | (8) | |
| Total unrealized losses included in other comprehensive income | | | | (7) | | |
| Balance at end of year | \$ 1,051 | \$ 1,232 | \$ 266 | \$ 1,302 | \$ 1,086 | \$ 237 |

There were no transfers between any of Levels 1, 2, and 3 for the three months ended March 31, 2011 or 2010.

*Other Financial Instruments Measured on a Recurring Basis*Loans Held for Sale

Loans held for sale are carried at fair value, which is determined based on outstanding investor commitments or, in the absence of such commitments, based on current investor yield requirements or third party pricing models.

IRLCs

We engage an experienced third party to estimate the fair market value of our IRLC. IRLCs are valued based upon mandatory pricing quotes from correspondent lenders less estimated costs to process and settle the loan. Fair value is adjusted for the estimated probability of the loan closing with the borrower.

Forward Contracts to Sell Mortgage-Backed Securities

Fair value of these commitments is determined based upon the quoted market values of the securities.

Financial Instruments Measured on a Nonrecurring Basis

We may be required, from time to time, to measure certain other financial assets and liabilities at fair value on a nonrecurring basis. These adjustments to fair value usually result from application of lower-of-cost-or-market accounting or write-downs of individual assets. For assets measured at fair value on a nonrecurring basis as of March 31, 2011 and December 31, 2010, the following tables provide the level of valuation assumptions used to determine each adjustment and the carrying value of the assets:

| (dollars in thousands) | March 31, 2011 | | | |
|--|----------------|-------------------------|---|---|
| | Carrying Value | Quoted Prices (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| Impaired loans | \$ 65,333 | \$ | \$ | \$ 65,333 |
| Real estate acquired through foreclosure | 28,317 | | | 28,317 |
| Loans held for sale | 47,354 | | | 47,354 |

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| (dollars in thousands) | December 31, 2010 | | | |
|--|-------------------|-------------------------|---|---|
| | Carrying Value | Quoted Prices (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| Impaired loans | \$ 71,970 | \$ | \$ | \$ 71,970 |
| Real estate acquired through foreclosure | 21,185 | | | 21,185 |
| Loans Held for Sale | 140,343 | | | 140,343 |

Impaired Loans

Allowable methods for estimating fair value for impaired loans include using the fair value of the collateral for collateral dependent loans or, where a loan is determined not to be collateral dependent, using the discounted cash flow method.

If the impaired loan is identified as collateral dependent, then the fair value method of measuring the amount of impairment is utilized. This method requires obtaining a current independent appraisal or utilizing some other method of valuation for the collateral and applying a discount factor to the value based on our loan review policy and procedures.

If the impaired loan is determined not to be collateral dependent, then the discounted cash flow method is used. This method requires the impaired loan to be recorded at the present value of expected future cash flows discounted at the loan's effective interest rate. The effective interest rate of a loan is the contractual interest rate adjusted for any net deferred loan fees or costs, premiums, or discounts existing at origination or acquisition of the loan.

For all loans other than TDRs, a partial charge-off is recorded to reduce the carrying amount of the loan to its fair value. For TDRs that have an estimated fair value that is below the carrying value, a specific reserve is established and remains part of the allowance until such time that it is determined the loan will proceed to foreclosure. Total impaired loans had a carrying value of \$65.3 million and \$72.0 million as of March 31, 2011 and December 31, 2010, respectively, with specific reserves of \$539,000 and \$588,000 as of March 31, 2011 and December 31, 2010, respectively.

Real Estate Acquired Through Foreclosure

We record foreclosed real estate assets at the lower of cost or estimated fair value on their acquisition dates and at the lower of such initial amount or estimated fair value less estimated selling costs thereafter. Estimated fair value is generally based upon independent appraisal of the collateral or listing prices supported by broker recommendation. We consider these collateral values to be estimated using Level 3 inputs. We held real estate acquired through foreclosure of \$28.3 million as of March 31, 2011 and \$21.2 million as of December 31, 2010. During 2011, we added \$9.6 million to real estate acquired through foreclosure and recorded write-downs and losses on sales, included in noninterest expense, of \$1.7 million. We disposed of \$810,000 of foreclosed properties.

Other Financial Instruments

The carrying value and estimated fair value of other financial instruments are summarized in the following table. Certain financial instruments disclosed previously in this footnote are excluded from this table.

| (dollars in thousands) | March 31, 2011 | | December 31, 2010 | |
|--|----------------|----------------------|-------------------|----------------------|
| | Carrying Value | Estimated Fair Value | Carrying Value | Estimated Fair Value |
| Assets: | | | | |
| Cash and cash equivalents | \$ 273,351 | \$ 273,351 | \$ 217,961 | \$ 217,961 |
| Loans receivable | 767,396 | 767,650 | 811,687 | 812,417 |
| Restricted stock investments | 7,095 | 7,095 | 7,095 | 7,095 |
| Liabilities: | | | | |
| Deposits | 1,085,375 | 1,102,451 | 1,121,889 | 1,141,321 |
| Long- and short-term borrowings | 117,981 | 121,584 | 118,287 | 120,150 |
| Junior subordinated deferrable interest debentures | 52,068 | 32,108 | 52,068 | 32,060 |

Pricing or valuation models are applied using current market information to estimate fair value. In some cases considerable judgment is required to interpret market data to develop the estimates of fair value. Accordingly, the estimates

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presented herein are not necessarily indicative of the amounts the Company could realize in a current market exchange. The use of different market assumptions and/or estimation methods may have a material effect on the estimated fair value amounts.

Cash and Cash Equivalents

The carrying amount for cash and cash equivalents approximates fair value due to the short maturity of these instruments.

Loans Receivable

Loans were segmented into portfolios with similar financial characteristics. Loans were also segmented by type such as residential, multifamily, residential and nonresidential construction and land, home equity and second mortgage loans, commercial, and consumer. Each loan category was further segmented by fixed and adjustable rate interest terms and performing and nonperforming categories. The fair value of each loan category was calculated by discounting anticipated cash flows based on weighted-average contractual maturity, weighted-average coupon, and discount rate.

The fair value for nonperforming loans was determined utilizing FASB guidance on loan impairment.

Restricted Stock Investments

The carrying value of restricted stock investments is a reasonable estimate of fair value as these investments do not have a readily available market.

Deposits

The fair value of deposits with no stated maturity, such as noninterest-bearing deposits, interest-bearing NOW accounts, money market, and savings accounts, is deemed to be equal to the carrying amounts. The fair value of certificates of deposit is based on the discounted value of contractual cash flows. The discount rate for certificates of deposit was estimated using the rate currently offered for deposits of similar remaining maturities.

Long- and Short-Term Borrowings and Junior Subordinated Deferrable Interest Debentures

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Long- and short-term borrowings and junior subordinated notes were segmented into categories with similar financial characteristics. Carrying values were discounted using a cash flow approach based on market rates.

Other Off-Balance Sheet Financial Instruments

The disclosure of fair value amounts does not include the fair values of any intangibles, including core deposit intangibles. Core deposit intangibles represent the value attributable to total deposits based on an expected duration of customer relationships.

Limitations

Fair value estimates are made at a specific point in time, based on relevant market information and information about financial instruments. These estimates do not reflect any premium or discount that could result from a one-time sale of our total holdings of a particular financial instrument. Because no market exists for a significant portion of our financial instruments, fair value estimates are based on judgments regarding future expected loss experience, current economic conditions, risk characteristics of various financial instruments, and other factors. These estimates are subjective in nature and involve uncertainties and matters of significant judgment and therefore cannot be determined with precision. Changes in assumptions could significantly affect estimates.

(11) Segment Information

We are in the business of providing financial services, and we operate in two business segments—commercial and consumer banking and mortgage-banking. Commercial and consumer banking is conducted through the Bank and involves delivering a broad range of financial services, including lending and deposit taking, to individuals and commercial enterprises. This segment also includes our treasury and administrative functions. Mortgage-banking is conducted through First Mariner Mortgage and Next Generation Financial Services, divisions of the Bank, and involves originating first- and second-lien residential mortgages for sale in the secondary market and to the Bank.

The following table presents certain information regarding our business segments:

Table of Contents***For the three month period ended March 31, 2011:***

| (dollars in thousands) | Commercial and Consumer Banking | Mortgage- Banking | Total |
|--|------------------------------------|----------------------|--------------|
| Interest income | \$ 11,468 | \$ 720 | \$ 12,188 |
| Interest expense | 4,920 | 464 | 5,384 |
| Net interest income | 6,548 | 256 | 6,804 |
| Provision for loan losses | 800 | | 800 |
| Net interest income after provision for loan losses | 5,748 | 256 | 6,004 |
| Noninterest income | 1,726 | 1,336 | 3,062 |
| Noninterest expense | 14,349 | 2,026 | 16,375 |
| Net intersegment income (expense) | 259 | (259) | |
| Net loss before income taxes and discontinued operations | \$ (6,616) | \$ (693) | \$ (7,309) |
| Total assets | \$ 1,218,626 | \$ 47,354 | \$ 1,265,980 |

For the three month period ended March 31, 2010:

| (dollars in thousands) | Commercial and Consumer Banking | Mortgage- Banking | Total |
|--|------------------------------------|----------------------|--------------|
| Interest income | \$ 13,355 | \$ 850 | \$ 14,205 |
| Interest expense | 7,184 | 120 | 7,304 |
| Net interest income | 6,171 | 730 | 6,901 |
| Provision for loan losses | 1,081 | 1,109 | 2,190 |
| Net interest income (loss) after provision for loan losses | 5,090 | (379) | 4,711 |
| Noninterest income | 3,418 | 2,424 | 5,842 |
| Noninterest expense | 14,315 | 1,974 | 16,289 |
| Net intersegment income (expense) | 491 | (491) | |
| Net loss before income taxes and discontinued operations | \$ (5,316) | \$ (420) | \$ (5,736) |
| Total assets | \$ 1,349,487 | \$ 55,360 | \$ 1,404,847 |

(12) Recent Accounting Pronouncements***Pronouncements Adopted***

In July, 2010, the FASB issued ASU No. 2010-20, *Disclosures about the Credit Quality of Financing Receivables and the Allowance for Credit Losses*, which requires companies to improve their disclosures about the credit quality of their financing receivables and the credit reserves held against them. The standard is effective for interim and annual reporting periods ending after December 15, 2010. In January of 2011, this standard was updated by ASU No. 2011-01, *Receivables (Topic 310) Deferral of the Effective Date of Disclosure about Troubled Debt Restructurings in Update No. 2010-20*, which temporarily delays the provisions of ASU No. 2010-20 for troubled debt restructurings until the FASB clarifies the guidance for determining what constitutes a troubled debt restructuring in order to ensure more consistent disclosures about

troubled debt restructurings. The Board expects the effective date for the new troubled debt restructure guidance to be for interim and annual periods ending after June 15, 2011. We began providing the aforementioned disclosures in the Consolidated Financial Statements as of and for the three years ended December 31, 2010.

Pronouncements Issued

In April 2011, the FASB issued Accounting Standards Update (ASU) No. 2011-02, *A Creditor's Determination of Whether a Restructuring Is a Troubled Debt Restructuring*. ASU No. 2011-02 provides additional guidance and clarification to help creditors in determining whether a creditor has granted a concession and whether a debtor is experiencing financial difficulties for purposes of determining whether a restructuring constitutes a troubled debt restructuring. The provisions of ASU No. 2011-02 will be effective for the Company's reporting period ended September 30, 2011 and will be applied retrospectively to January 1, 2011. As a result of

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the retrospective application, the Company may identify loans that are newly considered impaired. The adoption of this ASU is not expected to have a material impact on the Company's statements of operations or financial condition.

(13) Subsequent Event

For information with respect to the Securities Purchase Agreement entered into by the Company and the Bank with Priam Capital Fund I, LP on April 19, 2011, see the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on April 25, 2011.

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Item 2 - Management's Discussion and Analysis of Financial Condition and Results of Operations

When used in this report, the terms the Company, we, us, and our refer to First Mariner Bancorp and, unless the context requires otherwise, its consolidated subsidiary. The following discussion should be read and reviewed in conjunction with Management's Discussion and Analysis of Financial Condition and Results of Operations set forth in First Mariner Bancorp's Annual Report on Form 10-K for the year ended December 31, 2010.

Recent Developments

For information with respect to the Securities Purchase Agreement entered into by the Company and the Bank with Priam Capital Fund I, LP on April 19, 2011, see the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on April 25, 2011.

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The Company

First Mariner Bancorp is a bank holding company incorporated under the laws of Maryland and registered under the federal Bank Holding Company Act of 1956, as amended. First Mariner Bancorp's business is conducted primarily through its wholly-owned subsidiary, First Mariner Bank (the "Bank"). The Company had over 630 employees (approximately 592 full-time equivalent employees) as of March 31, 2011.

The Bank, with assets exceeding \$1.2 billion as of March 31, 2011, is engaged in the general commercial banking business, with particular attention and emphasis on the needs of individuals and small to mid-sized businesses, and delivers a wide range of financial products and services that are offered by many larger competitors. The Bank's primary market area for its core banking operations, which consist of traditional commercial and consumer lending, as well as retail and commercial deposit operations, is central Maryland as well as portions of Maryland's eastern shore. Products and services of the Bank include traditional deposit products, a variety of consumer and commercial loans, residential and commercial mortgage and construction loans, wire transfer services, nondeposit investment products, and Internet banking and similar services. Most importantly, the Bank provides customers with access to local Bank officers who are empowered to act with flexibility to meet customers' needs in an effort to foster and develop long-term loan and deposit relationships. The Bank is an independent community bank and its deposits are insured by the Federal Deposit Insurance Corporation (the "FDIC").

First Mariner Mortgage, a division of the Bank, engages in mortgage-banking activities, providing mortgages and associated products to customers and selling most of those mortgages into the secondary market. Origination volume during the three months ended March 31, 2011 and 2010 was \$118.9 million and \$183.9 million, respectively. During 2011, 71% of the originations were made in the state of Maryland, 13% in the immediately surrounding states, and the remaining 16% in other states throughout the country. First Mariner Mortgage has offices in Maryland, Delaware, Virginia, and North Carolina.

Next Generation Financial Services ("NGFS"), a division of the Bank, engages in the origination of reverse and conventional mortgage loans, providing these products directly through commission based loan officers throughout the United States. NGFS originates reverse mortgage loans for sale to unaffiliated parties. The Bank does not originate any reverse mortgage loans for its portfolio, but does retain the servicing rights on reverse mortgage loans originated by NGFS and sold to Fannie Mae. The Bank has entered into a purchase and sale agreement with a private company related to NGFS, which may result in the acquisition of NGFS if certain requirements are satisfied. The contemplated acquisition requires two separate independent closings, which include a profit sharing arrangement during the interim period. The initial closing of the transaction has been completed and a subsequent closing must occur before the acquisition is finalized. The subsequent closing is subject to numerous conditions, including, without limitation, that the parties obtain consents and approvals from certain lenders and governmental agencies that license and supervise the Bank. Accordingly, there can be no assurance that the final closing will occur when expected, if at all. The Bank does not anticipate any benefit that results from the sale to be material.

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Critical Accounting Policies

The Company's consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States of America (GAAP) and follow general practices within the industry in which it operates. Application of these principles requires management to make estimates, assumptions, and judgments that affect the amounts reported in the consolidated financial statements and accompanying notes. These estimates, assumptions, and judgments are based on information available as of the date of the consolidated financial statements; accordingly, as this information changes, the consolidated financial statements could reflect different estimates, assumptions, and judgments. Certain policies inherently have a greater reliance on the use of estimates, assumptions, and judgments and, as such, have a greater possibility of producing results that could be materially different than originally reported. Estimates, assumptions, and judgments are necessary when assets and liabilities are required to be recorded at fair value, when a decline in the value of an asset not carried on the consolidated financial statements at fair value warrants an impairment write-down or valuation reserve to be established, or when an asset or liability needs to be recorded contingent upon a future event. Carrying assets and liabilities at fair value inherently results in more financial statement volatility. When applying accounting policies in such areas that are subjective in nature, management must use its best judgment to arrive at the carrying value of certain assets and liabilities. Below is a discussion of our critical accounting policies.

Allowance for loan losses

Our allowance for loan losses represents an estimated amount that, in management's judgment, will be adequate to absorb probable incurred losses on existing loans. The allowance for loan losses consists of an allocated component and an unallocated component. Management uses a disciplined process and methodology to establish the allowance for losses each quarter. To determine the total allowance for loan losses, we estimate the reserves needed for each segment of the portfolio, including loans analyzed individually and loans analyzed on a pooled basis. The allowance for loan losses consists of amounts applicable to: (1) the commercial loan portfolio; (2) the commercial mortgage loan portfolio; (3) the construction loan portfolio; (4) the residential mortgage loan portfolio; and (5) the consumer loan portfolio.

To determine the balance of the allowance account, loans are pooled by portfolio segment and losses are modeled using historical experience, quantitative analysis, and other mathematical techniques over the loss emergence period. For each class of loan, significant judgment is exercised to determine the estimation method that fits the credit risk characteristics of its portfolio segment. We use internally developed models in this process. Management must use judgment in establishing additional input metrics for the modeling processes. The models and assumptions used to determine the allowance are independently validated and reviewed to ensure that their theoretical foundation, assumptions, data integrity, computational processes, reporting practices, and end-user controls are appropriate and properly documented.

The establishment of the allowance for loan losses relies on a consistent process that requires multiple layers of management review and judgment and responds timely to changes in economic conditions and other influences. From time to time, events or economic factors may affect the loan portfolio, causing management to provide additional amounts to or release balances from the allowance for loan losses.

Management monitors differences between estimated and actual incurred loan losses. This monitoring process includes periodic assessments by senior management of loan portfolios and the models used to estimate incurred losses in those portfolios. Loans deemed uncollectible are charged against, while recoveries are credited to, the allowance. Management adjusts the level of the allowance through the provision for loan losses, which is recorded as a current period operating expense.

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Commercial (including commercial mortgages) and construction loans (including both commercial and consumer) are generally evaluated for impairment when the loan becomes 90 days past due and/or is rated as substandard. The difference between the fair value of the collateral, less estimated selling costs and the carrying value of the loan is charged-off at that time. Residential mortgage loans are generally charged down to their fair value when the loan becomes 120 days past due or is placed in nonaccrual status, whichever is earlier. Consumer loans are generally charged-off when the loan becomes 120 days past due or when it is determined that the amounts due are uncollectible (whichever is earlier). The above charge-off guidelines may not apply if the loan is both well secured and in the process of collection.

As an additional portion of the allowance for loan losses, we also estimate probable losses related to unfunded loan commitments. These commitments are subject to individual review and are analyzed for impairment the same as a correspondent loan would be.

Securities available for sale (AFS)

We designate securities into one of three categories at the time of purchase. Debt securities that we have the intent and ability to hold to maturity are classified as held to maturity and recorded at amortized cost. Debt and equity securities are classified as trading if bought and held principally for the purpose of sale in the near term. Trading securities are reported at

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estimated fair value, with unrealized gains and losses included in earnings. Debt securities not classified as held to maturity and debt and equity securities not classified as trading securities are considered AFS and are reported at estimated fair value, with unrealized gains and losses reported as a separate component of stockholders' equity, net of tax effects, in accumulated other comprehensive loss.

Securities AFS are evaluated periodically to determine whether a decline in their value is other than temporary. The term "other than temporary" is not intended to indicate a permanent decline in value. Rather, it means that the prospects for near term recovery of value are not necessarily favorable, or that there is a lack of evidence to support fair values equal to, or greater than, the carrying value of the security.

The initial indications of other-than-temporary impairment (OTTI) for both debt and equity securities are a decline in the market value below the amount recorded for an investment and the severity and duration of the decline. In determining whether an impairment is other than temporary, we consider the length of time and the extent to which the market value has been below cost, recent events specific to the issuer, including investment downgrades by rating agencies and economic conditions of its industry, our intent to sell the security, and if it is more likely than not that we will be required to sell the security before recovery of its amortized cost basis. For marketable equity securities, we also consider the issuer's financial condition, capital strength, and near-term prospects. For debt securities and for perpetual preferred securities that are treated as debt securities for the purpose of OTTI analysis, we also consider the cause of the price decline (general level of interest rates and industry- and issuer-specific factors), the issuer's financial condition, near-term prospects and current ability to make future payments in a timely manner, the issuer's ability to service debt, and any change in agencies' ratings at evaluation date from acquisition date and any likely imminent action. Once a decline in value is determined to be other than temporary, the security is segmented into credit- and noncredit-related components. Any impairment adjustment due to identified credit-related components is recorded as an adjustment to current period earnings, while noncredit-related fair value adjustments are recorded through accumulated other comprehensive loss. In situations where we intend to sell or it is more likely than not that we will be required to sell the security, the entire OTTI loss must be recognized in earnings.

Gains or losses on the sales of securities are calculated using a specific-identification basis and are determined on a trade-date basis. Premiums and discounts on securities are amortized (accreted) over the term of the security using methods that approximate the interest method. Gains and losses on trading securities are recognized regularly in income as the fair value of those securities changes.

Income Taxes

Deferred income taxes are recognized for the tax consequences of temporary differences between financial statement carrying amounts and the tax bases of assets and liabilities. Deferred income taxes are provided on income and expense items when they are reported for financial statement purposes in periods different from the periods in which these items are recognized in the income tax returns. Deferred tax assets are recognized only to the extent that it is more likely than not that such amounts will be realized based upon consideration of available evidence, including tax planning strategies and other factors.

We recognize a tax position as a benefit only if it is "more likely than not" that the tax position would be sustained in a tax examination, with a tax examination being presumed to occur. The amount recognized is the largest amount of tax benefit that is greater than 50% likely to be realized on examination. For tax positions not meeting the "more likely than not" test, no tax benefit is recorded. As of March 31, 2011 and December 31, 2010 we maintained a valuation allowance against the full amount of our deferred tax assets.

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The calculation of tax liabilities is complex and requires the use of estimates and judgment since it involves the application of complex tax laws that are subject to different interpretations by us and the various tax authorities. These interpretations are subject to challenge by the tax authorities upon audit or to reinterpretation based on management's ongoing assessment of facts and evolving case law.

Periodically and in the ordinary course of business, we are involved in inquiries and reviews by tax authorities that normally require management to provide supplemental information to support certain tax positions we take in our tax returns. Uncertain tax positions are initially recognized in the financial statements when it is more likely than not the position will be sustained upon examination by the tax authorities. Such tax positions are initially and subsequently measured as the largest amount of tax benefit that is greater than 50% likely of being realized upon ultimate settlement with the tax authority assuming full knowledge of the position and all relevant facts. Management believes it has taken appropriate positions on its tax returns, although the ultimate outcome of any tax review cannot be predicted with certainty. No assurance can be given that the final outcome of these matters will not be different than what is reflected in the current and historical financial statements.

We recognize interest and penalties related to income tax matters in income tax (benefit) expense.

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Loan income recognition

Interest income on loans is accrued at the contractual rate based on the principal outstanding. Loan origination fees and certain direct loan origination costs are deferred and amortized as a yield adjustment over the contractual loan terms or until the date of sale or disposition. Accrual of interest is discontinued when its receipt is in doubt, which typically occurs when a loan becomes impaired. Any interest accrued to income in the year when interest accruals are discontinued is generally reversed. Management may elect to continue the accrual of interest when a loan is in the process of collection and the estimated fair value of the collateral is sufficient to satisfy the principal balance and accrued interest. Loans are returned to accrual status once the doubt concerning collectibility has been removed and the borrower has demonstrated the ability to pay and remain current. Payments on nonaccrual loans are applied to principal.

Real Estate Acquired Through Foreclosure

We record foreclosed real estate assets at the lower of cost or estimated fair value on the acquisition date and at the lower of such initial amount or estimated fair value less estimated selling costs thereafter. Estimated fair value is based upon many subjective factors, including location and condition of the property and current economic conditions, among other things. Because the calculation of fair value relies on estimates and judgments relating to inherently uncertain events, results may differ from our estimates.

Write-downs at time of transfer are made through the allowance for loan losses. Write-downs subsequent to transfer are included in our noninterest expenses, along with operating income, net of related expenses of such properties and gains or losses realized upon disposition.

Financial Condition

At March 31, 2011, our total assets remained at \$1.3 billion compared to the same at December 31, 2010. Earning assets decreased \$114.7 million, or 11.1%, to \$920.7 million at March 31, 2011 from \$1.0 billion at December 31, 2010. We experienced decreases in loans receivable (-\$44.3 million), loans held for sale (-\$93.0 million), and federal funds sold and interest-bearing deposits (\$-9.0 million), partially offset by growth in cash and due from banks (+\$64.4 million) and securities AFS (+\$31.6 million). Deposits and capital decreased \$36.5 million and \$7.1 million, respectively.

Securities AFS

We utilize the securities portfolio as part of our overall asset/liability management practices to enhance interest revenue while providing necessary liquidity for the funding of loan growth or deposit withdrawals. We continually monitor the credit risk associated with investments and diversify the risk in the securities portfolios. We held \$59.4 million and \$27.8 million, respectively, in securities classified as AFS as of March 31, 2011 and December 31, 2010. During the first quarter of 2011, we purchased \$34.0 million in securities in order to utilize some of our excess liquidity.

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We recorded \$123,000 in net OTTI charges related to two pooled trust preferred securities during the first quarter of 2010; however, we did not record any OTTI in 2011. Overall market values of securities have improved as evidenced by a net unrealized loss on securities classified as AFS of \$3.5 million at March 31, 2011 compared to a net unrealized loss of \$3.6 million at December 31, 2010.

The trust preferred securities we hold in our securities portfolio were issued by other banks, bank holding companies, and insurance companies. Certain of these securities have experienced declines in credit ratings from credit rating firms, which have devalued these specific securities. These declines have occurred primarily over the past two years due to changes in the market which has limited the demand for these securities and reduced their liquidity. While some of these issuers have reported weaker financial performance since acquisition of these securities, in management's opinion, they continue to possess acceptable credit risk. We monitor the actual default rates and interest deferrals for possible losses and contractual shortfalls of interest or principal, which could warrant further recognition of impairment.

All of the remaining securities that are temporarily impaired are impaired due to declines in fair values resulting from changes in interest rates or increased credit/liquidity spreads compared to the time they were purchased. We have the intent to hold these securities to maturity and it is more likely than not that we will not be required to sell the securities before recovery of value. As such, management considers the impairments to be temporary.

Our securities AFS portfolio composition is as follows:

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| (dollars in thousands) | March 31, 2011 | December 31, 2010 |
|----------------------------------|-------------------|----------------------|
| Mortgage-backed securities | \$ 11,853 | \$ 2,325 |
| Trust preferred securities | 10,672 | 10,464 |
| U.S. government agency notes | 33,836 | 12,071 |
| U.S. Treasury securities | 1,037 | 1,001 |
| Corporate obligations | 1,032 | 1,010 |
| Equity securities - banks | 202 | 197 |
| Equity securities - mutual funds | 756 | 758 |
| | \$ 59,388 | \$ 27,826 |

Loans

Our loan portfolio is expected to produce higher yields than investment securities and other interest-earning assets; the absolute volume and mix of loans and the volume and mix of loans as a percentage of total earning assets is an important determinant of our net interest margin.

The following table sets forth the composition of our loan portfolio:

| (dollars in thousands) | March 31, 2011 | December 31, 2010 |
|-------------------------|-------------------|----------------------|
| Commercial | \$ 65,407 | \$ 78,801 |
| Commercial mortgage | 342,116 | 349,411 |
| Commercial construction | 56,909 | 58,764 |
| Consumer construction | 36,361 | 30,792 |
| Residential mortgage | 122,220 | 144,209 |
| Consumer | 144,383 | 149,710 |
| Total loans | \$ 767,396 | \$ 811,687 |

Total loans decreased \$44.3 million during the first three months of 2011. We experienced lower balances in most loan types: commercial (-\$13.4 million), commercial mortgages (-\$7.3 million), commercial construction balances (-\$1.9 million), residential mortgages (-\$22.0 million), and consumer loans (-\$5.3 million). These decreases were partially offset by the increase in consumer construction loans (\$5.6 million). During the first three months of 2011, we were less aggressive in our loan origination activity, as we focused on improving asset quality and controlling our growth of assets to improve our capital ratios.

Commercial Construction Portfolio

Our commercial construction portfolio consists of construction and development loans for commercial purposes and includes loans made to builders and developers of residential real estate projects. Of the March 31, 2011 total included above, \$25.7 million represents loans made to borrowers for the development of residential real estate. This segment of the portfolio has exhibited greater weakness (relative to our other loan portfolios) during 2010 and the first quarter of 2011 due to overall weakness in the residential housing sector.

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The breakdown of the portion of the commercial construction portfolio made to borrowers for residential real estate is as follows as of March 31, 2011 and December 31, 2010:

| (dollars in thousands) | March 31, 2011 | December 31, 2010 |
|--------------------------------|-------------------|----------------------|
| Raw residential land | \$ 6,313 | \$ 6,617 |
| Residential subdivisions | 5,110 | 5,653 |
| Single residential lots | 3,526 | 3,589 |
| Single family construction | 4,517 | 4,949 |
| Townhome construction | 947 | 912 |
| Multi-family unit construction | 5,287 | 6,135 |
| | \$ 25,700 | \$ 27,855 |

Transferred Loans

In accordance with the Financial Accounting Standards Board (FASB) guidance on accounting for certain mortgage-

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banking activities, any loans which are originally originated for sale into the secondary market and which we subsequently transfer into the Company's loan portfolio are valued at fair value at the time of the transfer with any decline in value recorded as a charge to operating expense. We maintained \$24.8 million in first-lien mortgage loans and \$1.2 million in second-lien mortgage loans that were transferred from loans held for sale to our mortgage and consumer loan portfolios at March 31, 2011.

Credit Risk Management

Credit risk is the risk of loss arising from the inability of a borrower to meet its obligations and entails both general risks, which are inherent in the process of lending, and risks specific to individual borrowers. Our credit risk is mitigated through portfolio diversification, which limits exposure to any single customer, industry, or collateral type.

We manage credit risk by evaluating the risk profile of the borrower, repayment sources, the nature of the underlying collateral, and other support given current events, conditions, and expectations. We attempt to manage the risk characteristics of our loan portfolio through various control processes, such as credit evaluation of borrowers, establishment of lending limits, and application of lending procedures, including the holding of adequate collateral and the maintenance of compensating balances. However, we seek to rely primarily on the cash flow of our borrowers as the principal source of repayment. Although credit policies and evaluation processes are designed to minimize our risk, management recognizes that loan losses will occur and the amount of these losses will fluctuate depending on the risk characteristics of our loan portfolio, as well as general and regional economic conditions.

Management has an established methodology to determine the adequacy of the allowance for loan losses that assesses the risks and losses inherent in the loan portfolio. Our allowance methodology employs management's assessment as to the level of future losses on existing loans based on our internal review of the loan portfolio, including an analysis of the borrowers' current financial position, and the consideration of current and anticipated economic conditions and their potential effects on specific borrowers and/or lines of business. In determining our ability to collect certain loans, we also consider the fair value of any underlying collateral. In addition, we evaluate credit risk concentrations, including trends in large dollar exposures to related borrowers, industry and geographic concentrations, and economic and environmental factors.

For purposes of determining the allowance for loan losses, we have segmented our loan portfolio by product type. Our loan segments are commercial, commercial mortgage, commercial construction, consumer construction, residential mortgage, and consumer. We have looked at all segments to determine if subcategorization into classes is warranted based upon our credit review methodology. As of March 31, 2011, we divided consumer loans into two classes, (1) home equity and second mortgage loans and (2) other consumer loans. For each class of loan, significant judgment is exercised to determine the estimation method that fits the credit risk characteristics of its portfolio segment. We use internally developed models in this process. Management must use judgment in establishing additional input metrics for the modeling processes. The models and assumptions used to determine the allowance are independently validated and reviewed to ensure that their theoretical foundation, assumptions, data integrity, computational processes, reporting practices, and end-user controls are appropriate and properly documented.

The establishment of the allowance for loan losses relies on a consistent process that requires multiple layers of management review and judgment and responds timely to changes in economic conditions and other influences. From time to time, events or economic factors may affect the loan portfolio, causing management to provide additional amounts to or release balances from the allowance for loan losses.

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To establish the allowance for loan losses, loans are pooled by portfolio class and an historical loss percentage is applied to each class. The historical loss percentage is based upon a rolling 24 month history. That calculation determines the required allowance for loan loss level. We then apply additional loss multipliers to the different classes of loans to reflect various environmental factors. This amount is considered our unallocated reserve. For individually evaluated loans (impaired loans), we do additional analyses to determine the impairment amount (see below for more detail on these calculations). In general, this impairment amount is included as part of the allowance for loan losses for modified loans and is charged-off for all other impaired loans. These loss estimates are performed under multiple economic scenarios to establish a range of potential outcomes for each criterion. Management applies judgment to develop its own view of loss probability within that range, using external and internal parameters with the objective of establishing an allowance for loss inherent within these portfolios as of the reporting date.

Commercial

Credit risk in commercial lending, which includes commercial, commercial mortgage, commercial construction, and consumer construction loans, can vary significantly, as losses as a percentage of outstanding loans can shift widely during economic cycles and are particularly sensitive to changing economic conditions. In general, improving economic conditions result in improved operating results on the part of commercial customers, enhancing their ability to meet debt service requirements. However, any improvements in operating cash flows can be offset by the impact of rising interest rates that could occur during improved economic

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times. Declining economic conditions have an adverse affect on the operating results of commercial customers, reducing their ability to meet debt service obligations.

Our commercial loans are generally reviewed individually, in accordance with FASB guidance on accounting for loan impairment, to determine impairment, accrual status, and the need for specific reserves. We use creditworthiness categories to grade commercial loans. Our internal grading system is based on experiences with similarly graded loans and incorporates a variety of risk considerations, both qualitative and quantitative (see definitions of our various grades and the composition of our loan portfolio within those grades in Note 4 to the Consolidated Financial Statements). Quantitative factors include collateral values, financial condition of borrowers, and other factors. Qualitative factors include judgments concerning general economic conditions that may affect credit quality, credit concentrations, the pace of portfolio growth, and delinquency levels; these qualitative factors are evaluated in connection with the unallocated portion of our allowance for loan losses. We periodically engage outside firms and experts to independently assess our methodology and perform various loan review functions. Commercial loans are generally evaluated for impairment when the loan becomes 90 day past due and/or is placed on nonaccrual status. The difference between that fair value of the collateral and the carrying value of the loan is charged-off at that time. We may not adhere to these guidelines if the loan is both well secured and in the process of collection.

Consumer

Our consumer portfolio includes first- and second-lien mortgage loans and other loans to individuals. Generally, consumer loans are segregated into homogeneous pools with similar risk characteristics. We do not individually grade residential mortgage or consumer loans. Such loans are classified as performing or nonperforming. Trends such as delinquency and loss and current economic conditions in consumer loan pools are analyzed and historical loss experience is adjusted accordingly. Quantitative and qualitative adjustment factors for the different consumer portfolios are consistent with those for the commercial portfolios. Residential mortgage loans are generally charged down to their fair value when the loan becomes 120 days past due or is placed in nonaccrual status, whichever is earlier. Consumer loans are generally charged-off when the loan becomes 120 days past due or when it is determined that the amounts due are uncollectible (whichever is earlier). These charge-off guidelines may not apply if the loan is both well secured and in the process of collection or is a troubled debt restructure (TDR) (see the discussion on TDRs later in this section).

Unallocated

The unallocated portion of the allowance is intended to provide for losses that are not identified when establishing the specific and general portions of the allowance and is based upon management's evaluation of various conditions that are not directly measured in the determination of the formula and specific allowances. Such conditions include general economic and business conditions affecting key lending areas, credit quality trends (including trends in delinquencies and nonperforming loans expected to result from existing conditions), loan volumes and concentrations, specific industry conditions within portfolio categories, duration of the current business cycle, bank regulatory examination results, and management's judgment with respect to various other conditions including loan administration and management and the quality of risk identification systems. Executive management reviews these conditions quarterly. We have risk management practices designed to ensure timely identification of changes in loan risk profiles; however, undetected losses may exist inherently within the loan portfolio. The assessments aspects involved in analyzing the quality of individual loans and assessing collateral values can also contribute to undetected, but probable, losses.

See additional detail on our allowance methodology and risk rating system in Note 4 to the Consolidated Financial Statements.

The changes in the allowance are presented in the following table for the three months ended March 31:

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| (dollars in thousands) | 2011 | 2010 |
|--|------------|------------|
| Allowance for loan losses, beginning of year | \$ 14,115 | \$ 11,639 |
| Charge-offs: | | |
| Commercial | | |
| Commercial mortgage | (40) | (270) |
| Commercial construction | | (193) |
| Consumer construction | (24) | (121) |
| Residential mortgage | (350) | (804) |
| Consumer | (470) | (550) |
| Total charge-offs | (884) | (1,938) |
| Recoveries: | | |
| Commercial | | |
| Commercial mortgage | | |
| Commercial construction | | |
| Consumer construction | | |
| Residential mortgage | 7 | 63 |
| Consumer | 59 | 49 |
| Total recoveries | 66 | 112 |
| Net charge-offs | (818) | (1,826) |
| Provision for loan losses | 800 | 2,190 |
| Allowance for loan losses, end of period | \$ 14,097 | \$ 12,003 |
| Loans (net of premiums and discounts): | | |
| Period-end balance | \$ 767,396 | \$ 872,385 |
| Average balance during period | 795,697 | 885,719 |
| Allowance as a percentage of period-end loan balance | 1.84% | 1.38% |
| Percent of average loans: | | |
| Provision for loan losses | 0.41% | 1.00% |
| Net charge-offs | 0.42% | 0.84% |

The following table summarizes our allocation of allowance by loan type:

| (dollars in thousands) | March 31, 2011 | | | December 31, 2010 | | |
|-------------------------|----------------|------------------|---------------------------------|-------------------|------------------|---------------------------------|
| | Amount | Percent of Total | Percent of Loans to Total Loans | Amount | Percent of Total | Percent of Loans to Total Loans |
| Commercial | \$ 163 | 1.2% | 8.5% | \$ 291 | 2.1% | 9.7% |
| Commercial mortgage | 2,600 | 18.4% | 44.6% | 2,542 | 18.0% | 43.1% |
| Commercial construction | 1,772 | 12.6% | 7.4% | 2,053 | 14.5% | 7.2% |
| Consumer construction | 478 | 3.4% | 4.8% | 817 | 5.8% | 3.8% |
| Residential mortgage | 3,166 | 22.4% | 15.9% | 3,032 | 21.5% | 17.8% |
| Consumer | 2,624 | 18.6% | 18.8% | 2,417 | 17.1% | 18.4% |
| Unallocated | 3,294 | 23.4% | | 2,963 | 21.0% | |
| Total | \$ 14,097 | 100.0% | 100.0% | \$ 14,115 | 100.0% | 100.0% |

Based upon management's evaluation, provisions are made to maintain the allowance as a best estimate of inherent losses within the portfolio. The allowance for loan losses totaled \$14.1 million as of both March 31, 2011 and December 31, 2010. Any changes in the allowance from period to period reflects management's ongoing application of its methodologies to establish the allowance, which, in 2011, included increases in the allowance for commercial and residential mortgage loans and consumer loans. We also increased the unallocated allowance to reflect negative market trends and other qualitative factors. Recent economic conditions have had a broad impact on our loan portfolio as a whole. While the Mid-Atlantic region may not be as adversely affected by the current economic conditions as other markets in the nation, we are experiencing a negative impact from the economic pressures that our borrowers are experiencing.

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The provision for loan losses recognized to maintain the allowance was \$800,000 for the three months ended March 31, 2011 compared to \$2.2 million for the three months ended March 31, 2010. We recorded net charge-offs of \$818,000 during the first quarter of 2011 compared to net charge-offs of \$1.8 million during the same period of 2010. During the first quarter of 2011, net charge-offs as compared to average loans outstanding decreased to 0.42%, compared to 0.84% during the same period of 2010.

Our allowance as a percentage of outstanding loans has increased from 1.38% as of March 31, 2010 to 1.84% as of March 31, 2011, reflecting the changes in our loss estimates and the results of the application of our loss estimate methodology. Charge-offs and transfers to real estate acquired through foreclosure continued to be significant during the first quarter of 2011.

Although management uses available information to establish the appropriate level of the allowance for loan losses, future additions or reductions to the allowance may be necessary based on estimates that are susceptible to change as a result of changes in economic conditions and other factors. As a result, our allowance for loan losses may not be sufficient to cover actual loan losses, and future provisions for loan losses could materially adversely affect our operating results. In addition, various regulatory agencies, as an integral part of their examination process, periodically review our allowance for loan losses. Such agencies may require us to recognize adjustments to the allowance based on their judgments about information available to them at the time of their examination.

Management believes the allowance for loan losses is adequate as of March 31, 2011. Our total allowance at March 31, 2011 is considered by management to be sufficient to address the credit losses inherent in the current loan portfolio. However, our determination of the appropriate allowance level is based upon a number of assumptions we make about future events, which we believe are reasonable, but which may or may not prove valid. Thus, there can be no assurance that our charge-offs in future periods will not exceed our allowance for loan losses or that we will not need to make additional increases in our allowance for loan losses.

Nonperforming Assets and Loans 90 Days Past Due and Still Accruing

For smaller loans, we place loans in nonaccrual status when they are contractually past due 90 days as to either principal or interest, unless the loan is well secured and in the process of collection, or earlier, when, in the opinion of management, the collection of principal and interest is in doubt. For larger loans and certain mortgage loans, management applies FASB guidance on impaired loan accounting to determine accrual status. Under that guidance, when it is probable that we will be unable to collect all payments due, including interest, we place the loan in nonaccrual status. A loan remains in nonaccrual status until the loan is current as to payment of both principal and interest and the borrower demonstrates the ability to pay and remain current. As a result of our ongoing review of the loan portfolio, we may classify loans as nonaccrual even though the presence of collateral or the borrower's financial strength may be sufficient to provide for ultimate repayment. We recognize interest on nonaccrual loans only when it is received. In general, loans are charged-off when a loan or a portion thereof is considered uncollectible. We determine that the entire balance of a loan is contractually delinquent for all classes if the minimum payment is not received by the specified due date. Interest and fees continue to accrue on past due loans until the date the loan goes in nonaccrual status.

Nonperforming assets, expressed as a percentage of total assets, totaled 5.64% at March 31, 2011, 5.48% at December 31, 2010, and 4.24% at March 31, 2010. The distribution of our nonperforming assets and loans greater than 90 days past due and accruing is illustrated in the following table:

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| (dollars in thousands) | March 31, 2011 | December 31, 2010 | March 31, 2010 |
|---|-------------------|----------------------|-------------------|
| Nonaccruing loans: | | | |
| Commercial | \$ 1,324 | \$ 1,501 | \$ 499 |
| Commercial mortgage | 18,869 | 26,991 | 11,688 |
| Commercial construction | 7,897 | 7,987 | 12,514 |
| Consumer construction | 1,533 | 1,257 | 2,232 |
| Other residential mortgage | 12,925 | 11,877 | 11,428 |
| Other consumer | 474 | 946 | 1,337 |
| | 43,022 | 50,559 | 39,698 |
| Real estate acquired through foreclosure: | | | |
| Commercial | | | |
| Commercial mortgage | 10,144 | 3,317 | 3,853 |
| Commercial construction | 7,476 | 7,094 | 7,710 |
| Consumer construction | 3,170 | 3,553 | 4,506 |
| Other residential mortgage | 5,812 | 7,154 | 1,976 |
| Other consumer | 1,715 | 67 | 1,870 |
| | 28,317 | 21,185 | 19,915 |
| Total nonperforming assets | \$ 71,339 | \$ 71,744 | \$ 59,613 |
| Loans past-due 90 days or more and accruing: | | | |
| Commercial | \$ 1,583 | \$ | \$ 200 |
| Commercial mortgage | 3,176 | 1,952 | 2,470 |
| Commercial construction | | 250 | 39 |
| Consumer construction | | | |
| Other residential mortgage | | 776 | 1,265 |
| Other consumer | 127 | | 1,064 |
| | \$ 4,886 | \$ 2,978 | \$ 5,038 |

Nonaccrual loans decreased \$7.5 million from December 31, 2010 to \$43.0 million at March 31, 2011. The commercial loan nonaccrual balance consisted of nine loans, with the largest balance amounting to \$548,000. All of these loans were in nonaccrual status as of December 31, 2010. We did not put any new commercial loans in nonaccrual status in 2011. Of the \$1.5 million in nonaccrual commercial loans as of December 31, 2010, one loan in the amount of \$162,000 was returned to accrual status during 2011.

The commercial mortgage loan nonaccrual balance consisted of 32 loans, with the largest balance amounting to \$4.6 million. We placed five commercial mortgage loans totaling \$1.0 million on nonaccrual in 2011. \$7.3 million in commercial mortgage loans were transferred to real estate acquired through foreclosure during the first three months of 2011 and \$2.2 million were returned to accrual status.

The commercial construction nonaccrual balance consisted of nine loans, with the largest balance amounting to \$4.9 million. All of these loans were in nonaccrual status as of December 31, 2010. We did not put any new commercial loans in nonaccrual status in 2011.

The consumer construction nonaccrual balance consisted of three loans, with the largest balance amounting to \$901,000. During the three months ended March 31, 2011, we transferred one consumer construction loan totaling \$83,000 that was in nonaccrual status as of December 31, 2010 to real estate acquired through foreclosure.

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The residential mortgage nonaccrual balance consisted of 41 loans, with the largest balance amounting to \$1.5 million. We placed \$2.0 million of these loans in nonaccrual status during the three months ended March 31, 2011, transferred \$1.1 million in nonaccrual residential mortgage loans at December 31, 2010 to real estate acquired through foreclosure, and charged off \$280,000 in residential mortgage loans that were in nonaccrual status at December 31, 2010.

The consumer loan nonaccrual balance consisted of eight loans, with all but one of those loans remaining in nonaccrual status since December 31, 2010. These loans are well secured and we have determined that they do not require charge-off as of March 31,

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2011.

The interest which would have been recorded on nonaccrual loans if those loans had been performing in accordance with their contractual terms was approximately \$1.4 million and \$1.5 million for the three months ended March 31, 2011 and 2010, respectively. The actual interest income recorded on those loans for the three months ended March 31, 2011 and 2010 was approximately \$215,000 and \$170,000, respectively.

Real estate acquired through foreclosure increased \$7.1 million when compared to December 31, 2010, with increases in commercial mortgages, commercial construction, and consumer loans. We transferred approximately \$7.4 million, \$400,000, and \$1.6 million in commercial mortgage, consumer construction, and consumer loans, respectively, to real estate acquired through foreclosure during the three months ended March 31, 2011. The decreases in the remaining loan types were due to resolution of the properties through foreclosure sales or buyouts.

Loans 90 days delinquent and accruing, which are loans that are well secured and in the process of collection, increased from \$3.0 million at December 31, 2010 to \$4.9 million as of March 31, 2011. The commercial loan total of \$1.6 million consists of four loans, the largest of which amounted to \$1.3 million, the commercial mortgage loan total of \$3.2 million consists of eight loans, the largest of which amounted to \$776,000, and the consumer loan total consists of one home equity loan.

TDRs

In situations where, for economic or legal reasons related to a borrower's financial difficulties, management may grant a concession for other than an insignificant period of time to the borrower that would not otherwise be considered, the related loan is classified as a TDR. Such concessions could include reductions in the interest rate, payment extensions, forgiveness of principal, forbearance, or other actions. These loans are excluded from pooled loss forecasts and a separate reserve is provided under the accounting guidance for loan impairment. At the time that a loan is modified, management evaluates any possible impairment based on the present value of expected future cash flows, discounted at the contractual interest rate of the original loan agreement, except when the sole remaining source of repayment for the loan is the liquidation of the collateral. In these cases, we use the current fair value of the collateral, less selling costs, instead of discounted cash flows. Any impairment amount is then charged to the allowance.

Management strives to identify borrowers in financial difficulty early and work with them to modify their loan to more affordable terms before their loan reaches nonaccrual status. These modified terms may include rate reductions, principal forgiveness, payment forbearance, and other actions intended to minimize the economic loss and to avoid foreclosure or repossession of the collateral. In cases where borrowers are granted new terms that provide for a reduction of either interest or principal, management measures any impairment on the restructuring as noted above for impaired loans.

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The composition of our TDRs is illustrated in the following table at March 31, 2011 and December 31, 2010:

| (dollars in thousands) | March 31, 2011 | December 31, 2010 |
|---------------------------------|-------------------|----------------------|
| Commercial: | | |
| Nonaccrual | \$ | \$ |
| 90 days or more and accruing | | |
| < 90 days past due/current | 162 | |
| | 162 | |
| Commercial mortgage: | | |
| Nonaccrual | 714 | 1,490 |
| 90 days or more and accruing | | |
| < 90 days past due/current | 4,777 | 2,856 |
| | 5,491 | 4,346 |
| Commercial construction: | | |
| Nonaccrual | 353 | 353 |
| 90 days or more and accruing | | |
| < 90 days past due/current | 5,287 | 5,287 |
| | 5,640 | 5,640 |
| Consumer construction: | | |
| Nonaccrual | | |
| 90 days or more and accruing | | |
| < 90 days past due/current | | |
| Residential mortgage: | | |
| Nonaccrual | 1,070 | |
| 90 days or more and accruing | | 450 |
| < 90 days past due/current | 11,964 | 12,697 |
| | 13,034 | 13,147 |
| Consumer: | | |
| Nonaccrual | 451 | 923 |
| 90 days or more and accruing | | |
| < 90 days past due/current | 122 | 121 |
| | 573 | 1,044 |
| Totals: | | |
| Nonaccrual | \$ 2,588 | \$ 2,766 |
| 90 days or more and accruing | \$ | \$ 450 |
| < 90 days past due/current | \$ 22,312 | \$ 20,961 |
| | \$ 24,900 | \$ 24,177 |

The interest income which would have been recorded on TDRs if those loans had performed in accordance with their contractual terms was approximately \$682,000 and \$525,000 for the three months ended March 31, 2011 and 2010, respectively. The actual interest income recorded on these loans for the three months ended March 31, 2011 and 2010, was \$329,000 and \$229,000, respectively.

The following table shows the breakdown of loans modified during the three months ended March 31:

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| (dollars in thousands) | Number of Modifications | 2011 Recorded Investment Prior to Modification | Recorded Investment After Modification | Number of Modifications | 2010 Recorded Investment Prior to Modification | Recorded Investment After Modification |
|------------------------------|----------------------------|--|---|----------------------------|--|---|
| Commercial | 1 | \$ 163 | \$ 163 | | \$ | \$ |
| Commercial mortgage | 2 | 2,195 | 2,195 | | | |
| Commercial construction | | | | 3 | 2,484 | 2,484 |
| Consumer construction | | | | | | |
| Residential mortgage | | | | 3 | 1,625 | 1,625 |
| Home equity and 2nd mortgage | | | | | | |
| Other consumer | 3 | \$ 2,358 | \$ 2,358 | 6 | \$ 4,109 | \$ 4,109 |

Impaired Loans

We determine a loan to be impaired when, based on current information and events, it is probable that we will be unable to collect all amounts due according to the contractual terms of the loan agreement. In general, impaired loans include nonaccrual loans and TDRs. We do not consider a loan impaired during a period of delay in payment if we expect to collect all amounts due, including interest past-due. Generally we consider a period of delay in payment to include delinquency up to 90 days, but may extend this period if the loan is collateralized by residential or commercial real estate with a low loan-to-value (LTV) ratio, and where collection and repayment efforts are progressing. We evaluate our commercial, commercial mortgage, commercial construction, and consumer construction classes of loans individually for impairment. We evaluate larger groups of smaller-balance homogeneous loans, which include our residential mortgage, home equity and second mortgage, and other consumer classes of loans collectively for impairment.

We identify impaired loans and measure impairment (1) at the present value of expected cash flows discounted at the loan's effective interest rate, (2) at the observable market price, or (3) at the fair value of the collateral if the loan is collateral dependent. If our measure of the impaired loan is less than the recorded investment in the loan, we record a charge-off for the deficiency unless it's a TDR, for which we recognize an impairment loss through a specific reserve portion of the allowance.

When the ultimate collectability of an impaired loan's principal is in doubt, wholly or partially, all cash receipts are applied to principal. Once the recorded principal balance has been reduced to zero, future cash receipts are applied to interest income, to the extent any interest has been foregone, and then they are recorded as recoveries of any amounts previously charged-off. When this doubt no longer exists, cash receipts are applied under the contractual terms of the loan agreements.

Not all of the loans newly classified as impaired since December 31, 2010 required impairment reserves, as some of the loans' collateral had estimated fair values greater than the carrying amount of the loan or the loan has been written down to its estimated fair value. Additionally, in general, we charge-off all impairment amounts immediately for all loans that are not TDRs.

The following tables show the breakout of impaired loans by class:

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| (dollars in thousands) | March 31, 2011 | | | | | |
|----------------------------|---------------------|--------------------------|-------------------|-----------------------------|----------------------------|-------------|
| | Recorded Investment | Unpaid Principal Balance | Related Allowance | Average Recorded Investment | Interest Income Recognized | Charge-Offs |
| With no related allowance: | | | | | | |
| Commercial | \$ 1,486 | \$ 1,486 | \$ | \$ 1,493 | \$ 10 | \$ |
| Commercial mortgage | \$ 19,676 | \$ 19,676 | \$ | \$ 23,105 | \$ 162 | \$ |
| Commercial construction | \$ 12,724 | \$ 12,724 | \$ | \$ 12,769 | \$ 60 | \$ |
| Consumer construction | \$ 1,533 | \$ 1,533 | \$ | \$ 1,395 | \$ 23 | \$ |
| Residential mortgage | \$ 12,411 | \$ 12,411 | \$ | \$ 12,052 | \$ 18 | \$ 91 |
| Home equity & 2nd mortgage | \$ 596 | \$ 596 | \$ | \$ 923 | \$ 1 | \$ |
| Other consumer | \$ | \$ | \$ | \$ | \$ | \$ |
| With a related allowance: | | | | | | |
| Commercial | | | | | | |
| Commercial mortgage | 3,868 | 3,971 | 103 | 3,547 | 65 | 40 |
| Commercial construction | 446 | 459 | 13 | 445 | 2 | |
| Consumer construction | | | | | | 24 |
| Residential mortgage | 12,054 | 12,477 | 423 | 12,358 | 148 | 259 |
| Home equity & 2nd mortgage | | | | | | 471 |
| Other consumer | | | | | | |
| Totals: | | | | | | |
| Commercial | \$ 1,486 | \$ 1,486 | \$ | \$ 1,493 | \$ 10 | \$ |
| Commercial mortgage | \$ 23,544 | \$ 23,647 | \$ 103 | \$ 26,652 | \$ 227 | \$ 40 |
| Commercial construction | \$ 13,170 | \$ 13,183 | \$ 13 | \$ 13,214 | \$ 62 | \$ |
| Consumer construction | \$ 1,533 | \$ 1,533 | \$ | \$ 1,395 | \$ 23 | \$ 24 |
| Residential mortgage | \$ 24,465 | \$ 24,888 | \$ 423 | \$ 24,410 | \$ 166 | \$ 350 |
| Home equity & 2nd mortgage | \$ 596 | \$ 596 | \$ | \$ 923 | \$ 1 | \$ 471 |
| Consumer | \$ | \$ | \$ | \$ | \$ | \$ |

| (dollars in thousands) | December 31, 2010 | | | | | |
|----------------------------|---------------------|--------------------------|-------------------|-----------------------------|----------------------------|-------------|
| | Recorded Investment | Unpaid Principal Balance | Related Allowance | Average Recorded Investment | Interest Income Recognized | Charge-Offs |
| With no related allowance: | | | | | | |
| Commercial | \$ 1,501 | \$ 1,501 | \$ | \$ 2,069 | \$ 40 | \$ 1,979 |
| Commercial mortgage | \$ 26,534 | \$ 26,534 | \$ | \$ 17,437 | \$ 811 | \$ 1,232 |
| Commercial construction | \$ 12,814 | \$ 12,814 | \$ | \$ 10,647 | \$ 310 | \$ 2,320 |
| Consumer construction | \$ 1,257 | \$ 1,257 | \$ | \$ 2,200 | \$ 35 | \$ 804 |
| Residential mortgage | \$ 11,877 | \$ 11,877 | \$ | \$ 11,973 | \$ 381 | \$ 3,757 |
| Home equity & 2nd mortgage | \$ 1,067 | \$ 1,067 | \$ | \$ 1,385 | \$ 15 | \$ 3,787 |
| Other consumer | \$ | \$ | \$ | \$ 13 | \$ | \$ |
| With a related allowance: | | | | | | |
| Commercial | | | | | | |
| Commercial mortgage | 3,226 | 3,314 | 88 | 2,864 | 73 | 163 |
| Commercial construction | 445 | 459 | 14 | 2,567 | 18 | 1,932 |
| Consumer construction | | | | | | |
| Residential mortgage | 12,661 | 13,147 | 486 | 5,339 | 695 | |
| Home equity & 2nd mortgage | | | | 2,065 | | |
| Other consumer | | | | 1 | | |
| Total: | | | | | | |
| Commercial | \$ 1,501 | \$ 1,501 | \$ | \$ 2,069 | \$ 40 | \$ 1,979 |
| Commercial mortgage | \$ 29,760 | \$ 29,848 | \$ 88 | \$ 20,301 | \$ 884 | \$ 1,395 |
| Commercial construction | \$ 13,259 | \$ 13,273 | \$ 14 | \$ 13,214 | \$ 328 | \$ 4,252 |
| Consumer construction | \$ 1,257 | \$ 1,257 | \$ | \$ 2,200 | \$ 35 | \$ 804 |
| Residential mortgage | \$ 24,538 | \$ 25,024 | \$ 486 | \$ 17,312 | \$ 1,076 | \$ 3,757 |
| Home equity & 2nd mortgage | \$ 1,067 | \$ 1,067 | \$ | \$ 3,450 | \$ 15 | \$ 3,787 |

Consumer \$ \$ \$ \$ 14 \$ \$

Deposits

Deposits totaled \$1.1 billion at March 31, 2011, decreasing \$36.5 million or 3.3% from the December 31, 2010 balance. The decrease in deposits was primarily due to decreases in time deposits and NOW accounts, partially offset by increases in savings, money market, and noninterest-bearing demand deposits. Given our level of liquidity, we reduced the rates on new certificates of deposit during the first three months of 2011. The deposit breakdown is as follows:

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| (dollars in thousands) | March 31, 2011 | | December 31, 2010 | |
|----------------------------|----------------|------------------|-------------------|------------------|
| | Balance | Percent of Total | Balance | Percent of Total |
| NOW | \$ 8,996 | 0.8% | \$ 12,230 | 1.1% |
| Money market | 134,026 | 12.3% | 125,943 | 11.2% |
| Savings | 59,931 | 5.5% | 56,652 | 5.1% |
| Time | 775,249 | 71.5% | 823,614 | 73.4% |
| Total interest-bearing | 978,202 | 90.1% | 1,018,439 | 90.8% |
| Noninterest-bearing demand | 107,173 | 9.9% | 103,450 | 9.2% |
| Total | \$ 1,085,375 | 100.0% | \$ 1,121,889 | 100.0% |

Core deposits represent deposits that we believe to be less sensitive to changes in interest rates and, therefore, will be retained regardless of the movement of interest rates. We consider our core deposits to be all noninterest-bearing, NOW, money market accounts less than \$100,000, and saving deposits, as well as all time deposits less than \$100,000 that mature in greater than one year. As of March 31, 2011 and December 31, 2010, our core deposits were \$405.5 million and \$413.3 million, respectively. The remainder of our deposits could be susceptible to attrition due to interest rate movements.

Borrowings

Our borrowings consist of short-term promissory notes issued to certain qualified investors, short-term and long-term advances from the Federal Home Loan Bank (FHLB), and a mortgage loan at March 31, 2011 and December 31, 2011. Our short-term promissory notes are in the form of commercial paper, which reprice daily and have maturities of 270 days or less. Our advances from the FHLB may be in the form of short-term or long-term obligations. Short-term advances have maturities for one year or less and may contain prepayment penalties. Long-term borrowings through the FHLB have original maturities up to 15 years and generally contain prepayment penalties.

The FHLB advances are available under a specific collateral pledge and security agreement, which requires that we maintain collateral for all of our borrowings equal to 125% of advances. We may pledge as collateral specific first- and second-lien mortgage loans or commercial mortgages up to 10% of the Bank's total assets. Long-term FHLB advances are fixed-rate instruments with various call provisions. Generally, short-term advances are in the form of overnight borrowings with rates changing daily. Due to our capital adequacy status (see Note 6 to the consolidated financial statements), the FHLB has limited our borrowings to \$132.0 million. Our outstanding FHLB advance balance at March 31, 2011 and December 31, 2011 was \$107.0 million.

Long-term borrowings, which totaled \$48.9 million and \$33.9 million at March 31, 2011 and December 31, 2010, respectively, consist of long-term advances from the FHLB and a mortgage loan on our former headquarters building. We held \$40.0 million and \$25.0 million in long-term FHLB advances at March 31, 2011 and December 31, 2010, respectively. As of March 31, 2011 and December 31, 2010, the balance on the mortgage loan was \$8.8 million and \$8.9 million, respectively.

Short-term borrowings consist of short-term promissory notes and short-term advances from the FHLB. These borrowings decreased from \$84.4 million at December 31, 2010 to \$69.1 million at March 31, 2011. We held \$67.0 million and \$82.0 million in short-term FHLB advances at March 31, 2011 and December 31, 2010, respectively.

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In the past, to further our funding and capital needs, we raised capital by issuing Trust Preferred Securities through statutory trusts (the Trusts), which are wholly-owned by First Mariner Bancorp. The Trusts used the proceeds from the sales of the Trust Preferred Securities, combined with First Mariner Bancorp's equity investment in these Trusts, to purchase subordinated deferrable interest debentures from First Mariner Bancorp. The debentures are the sole assets of the Trusts. Aggregate debentures outstanding as of both March 31, 2011 and December 31, 2010 totaled \$52.1 million.

In February, 2010, the Company executed an Exchange agreement (the Exchange) with its Chairman and Chief Executive Officer (CEO), Edwin F. Hale, Sr., who purchased, from an independent third party, trust preferred securities issued by MCT II, MCT IV, and MCT VIII. On March 30, 2010, pursuant to the terms of the Exchange, the \$20.0 million of the trust preferred securities held by Mr. Hale were exchanged for 1,626,016 shares of common stock plus warrants to purchase 325,203 shares at \$1.15 per share. The Exchange with Mr. Hale provided that if the Company completed, by June 30, 2010, a public or private offering of its common stock at a price per share below the per share price at which Mr. Hale converted his ownership interest in trust preferred securities into shares of Company common stock (i.e. below \$1.23 per share), then Mr. Hale would be issued additional shares of common stock such that the total shares issued to Mr. Hale would equal \$2.0 million divided by the price per share at which shares were sold in the subsequent public or private offering. Shares sold in our April 12, 2010 Rights and Public Offerings were sold at \$1.15 per share. Accordingly, 113,114 additional shares and 22,623 additional warrants were issued to Mr. Hale on April 12, 2010 in conjunction with those offerings. Upon completion of the Exchange, the Company canceled the \$20.0 million in trust preferred securities and the \$1.4 million in accrued interest on the securities in exchange for the common stock and warrants, eliminating this long term debt. As the

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Exchange was a related party transaction, the resultant gain of \$13.1 million, net of taxes of \$7.5 million, was recorded as an addition to additional paid-in capital in accordance with FASB guidance.

The Trust Preferred Securities are mandatorily redeemable, in whole or in part, upon repayment of their underlying subordinated debentures at their respective maturities or their earlier redemption. The subordinated debentures are redeemable prior to maturity at First Mariner's option on or after its optional redemption dates. In 2009, we elected to defer interest payments on the debentures. This deferral is permitted by the terms of the debentures and does not constitute an event of default thereunder. Interest on the debentures and dividends on the related Trust Preferred Securities continue to accrue and will have to be paid in full prior to the expiration of the deferral period. The total deferral period may not exceed 20 consecutive quarters and expires with the last quarter of 2013.

First Mariner Bancorp has fully and unconditionally guaranteed all of the obligations of the Trusts.

Under applicable regulatory guidelines, a portion of the Trust Preferred Securities will qualify as Tier I capital, and the remaining portion will qualify as Tier II capital, with certain limitations. At March 31, 2011, \$52,000 of the outstanding Trust Preferred Securities qualify as Tier I capital and due to limitations, no additional amounts qualified as Tier II capital.

Capital Resources

Stockholders' equity decreased \$7.1 million in the first three months of 2011 to \$(3.3) million from \$3.7 million as of December 31, 2010.

Common stock and additional paid-in-capital increased by \$107,000 due to the issuance of common stock to directors and certain employees as part of their compensation. We did not repurchase any common stock during 2011, nor was any stock issued through the employee stock purchase plan. Accumulated other comprehensive loss, which is derived from the fair value calculations for securities AFS, decreased by \$108,000. Retained earnings declined by the net loss of \$7.3 million for the first three months of 2011.

Banking regulatory authorities have implemented strict capital guidelines directly related to the credit risk associated with an institution's assets. Banks and bank holding companies are required to maintain capital levels based on their risk-adjusted assets so that categories of assets with higher defined credit risks will require more capital support than assets with lower risk. Additionally, capital must be maintained to support certain off-balance sheet instruments.

Capital is classified as Tier I capital (common stockholders' equity less certain intangible assets plus a portion of the Trust Preferred Securities) and Total Capital (Tier I plus the allowed portion of the allowance for loan losses plus any off-balance sheet reserves and the allowable portion of Trust Preferred Securities not included in Tier I capital). Minimum required levels must at least equal 4% for Tier I capital and 8% for Total Capital. In addition, institutions must maintain a minimum 4% leverage capital ratio (Tier I capital to average total assets for the quarter).

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We regularly monitor the Company's capital adequacy ratios to assure that the Bank meets its regulatory capital requirements. As of March 31, 2011, the Bank was under-capitalized under the regulatory framework for prompt corrective action.

The regulatory capital ratios are shown below:

| | March 31, 2011 | December 31, 2010 | Minimum Regulatory Requirements |
|--|-------------------|----------------------|---------------------------------------|
| Regulatory capital ratios: | | | |
| Leverage: | | | |
| Consolidated | (0.1)% | 0.7% | 4.0% |
| The Bank | 4.4% | 4.7% | 4.0% |
| Tier I capital to risk-weighted assets: | | | |
| Consolidated | (0.1)% | 1.0% | 4.0% |
| The Bank | 6.7% | 6.8% | 4.0% |
| Total capital to risk-weighted assets: | | | |
| Consolidated | (0.1)% | 2.1% | 8.0% |
| The Bank | 7.9% | 8.0% | 8.0% |

On September 18, 2009, the Bank entered into the September Order, which directs the Bank to (i) increase its capitalization, (ii) improve earnings, (iii) reduce nonperforming loans, (iv) strengthen management policies and practices, and (v) reduce reliance on noncore funding. The September Order required the Bank to adopt a plan to achieve and maintain a Tier I leverage capital ratio of at

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least 7.5% and a total risk-based capital ratio of at least 11% by June 30, 2010. We did not meet the requirements at June 30, 2010, December 31, 2010, or March 31, 2011. The failure to achieve these capital requirements could result in further action by our regulators.

As part of the September Order, within 30 days after the end of each calendar year, the Bank must submit an annual budget and profit plan and a plan that takes into account the Bank's pricing structure, the Bank's cost of funds and how this can be reduced, and the level of provision expense for adversely classified loans. To address reliance on noncore funding, the Bank must adopt and submit a liquidity plan intended to reduce the Bank's reliance on noncore funding, wholesale funding sources, and high-cost rate-sensitive deposits. While the September Order is in effect, the Bank may not pay dividends or management fees without the FDIC's prior consent, may not accept, renew, or roll over any brokered deposits, or pay effective yields on deposits that are greater than those generally paid in its markets.

First Mariner Bancorp is also a party to the FRB Agreements, which, require it to: (i) develop and implement a strategic business plan that includes (a) actions that will be taken to improve our operating performance and reduce the level of parent company leverage, (b) a comprehensive budget and an expanded budget review process, (c) a description of the operating assumptions that form the basis for major projected income and expense components and provisions needed to maintain an adequate loan loss reserve, and (d) a capital plan incorporating all capital needs, risks, and regulatory guidelines; and (ii) submit plans to improve enterprise-wide risk management and effectiveness of internal audit programs. First Mariner Bancorp has also agreed to provide the Federal Reserve Bank (FRB) with advance notice of any significant capital transactions. The FRB Agreements also prohibit First Mariner and the Bank from taking any of the following actions without the FRB's prior written approval: (i) declaring or paying any dividends; (ii) taking dividends from the Bank; (iii) making any distributions of interest, principal, or other sums on First Mariner's subordinated debentures or trust preferred securities; (iv) incurring, increasing, or guaranteeing any debt; or (v) repurchasing or redeeming any shares of its stock. To satisfy the FRB's minimum capital requirements, First Mariner's consolidated Tier I capital to average quarterly assets, Tier I capital to risk-weighted assets, and total capital to risk-weighted assets ratios at each quarter end must be at least 4.0%, 4.0%, and 8.0%, respectively. At March 31, 2011, those capital ratios were (0.1)%, (0.1)%, and (0.1)%, respectively, which were not in compliance with the minimum requirements. The failure to achieve these capital requirements could result in further action by our regulators.

On April 22, 2009, the Bank entered into an agreement (the April Agreement) with the FDIC relating to alleged violations of consumer protection regulations relative to its fair lending practices pursuant to which it consented to the issuance of an Order (April Order). The April Order requires the Bank to pay up to \$950,000 in restitution to the Affected Borrowers. It also imposes a civil money penalty of \$50,000, all amounts for which were fully reserved in the final quarter of 2008. In addition to requiring the Bank to cease and desist from violating certain federal fair lending laws, the April Order also requires the Bank to develop and implement policies and procedures to (i) monitor and ensure compliance with fair lending laws and disclosure laws and regulations, (ii) ensure that the costs, terms, features, and risks of the loans and services are adequately disclosed to applicants, and (iii) develop an operating plan to maintain quality control, internal audit, and compliance management systems that are effective in ensuring that the Bank's residential mortgage lending activities comply with all applicable laws, regulations, and Bank policies. The Bank must also conduct or sponsor quarterly financial literacy and education courses where it provides residential mortgage loans. Further, the Bank is prohibited from offering payment-option adjustable rate mortgage loans, which the Bank ceased offering in 2007. On April 27, 2010, we received notification from the FDIC to discontinue the restitution process after providing restitution in the amount of \$731,000. The FDIC directed us to apply any remaining settlement funds to our charitable programs, specifically financial literacy programs, while the April Order remains in effect. If any settlement funds remain at the time the April Order is discontinued, those remaining funds will then be applied to the Mariner Charitable Foundation programs.

The April Order has not had and is not expected to have a material impact on the Bank's financial performance. Management believes the ultimate successful satisfaction of the September Order's requirements and the requirements of the FRB Agreements will strengthen the financial condition of the Bank and Company for future periods.

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The foregoing will subject us to increased regulatory scrutiny and may have an adverse impact on our business operations. Failure to comply with the provisions of these regulatory requirements may result in more restrictive actions from our regulators, including more severe and restrictive enforcement actions.

Results of Operations

Net Loss

For the three months ended March 31, 2011, we realized a net loss of \$7.3 million compared to a net loss of \$3.4 million for the three month period ended March 31, 2010. Basic and diluted losses per share for the first three months of 2011 and 2010 totaled \$(0.40) and \$(0.53), respectively.

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Net Interest Income

Our primary source of earnings is net interest income, which is the difference between the interest income we earn on interest-earning assets, such as loans and investment securities, and the interest expense we pay on interest-bearing sources of funds, such as deposits and borrowings. Net interest income is a function of several factors, including changes in the volume and mix of interest-earning assets and funding sources, and market interest rates. While management policies influence these factors, external forces, including customer needs and demands, competition, the economic policies of the federal government, and the monetary policies of the FRB, are also determining factors.

Net interest income for the first three months of 2011 totaled \$6.8 million, a decrease of \$97,000 from \$6.9 million for the three months ended March 31, 2010. Interest margin increased to 2.84% from 2.70% due to a larger spread between rates on interest-earning assets (5.15%) and interest-bearing liabilities (1.86%).

Interest income

Total interest income decreased by \$2.0 million for the three months ended March 31, 2011 due primarily to the decreased yield on interest-earning assets, from 5.63% for the three months ended March 31, 2010 to 5.15% for the three months ended March 31, 2011. Yields on earning assets continue to be affected by the level of nonperforming assets and corresponding interest reversals. In addition to lower yields, our level of interest-earning assets was lower during 2011 (\$948.0 million) compared to 2010 (\$1.0 billion) due to our continued attempt to improve the quality of our loan portfolio, and have slowed our origination of new loans.

Average loans outstanding decreased by \$90.0 million. We experienced decreases in almost all loan types: commercial loans (-\$9.3 million), commercial and consumer construction loans (-\$41.2 million and -\$18.6 million, respectively), residential mortgages (-\$28.4 million), and consumer loans (-\$5.7 million). These decreases were partially offset by an increase in commercial mortgages (+\$13.1 million) and were due primarily to the continued weak real estate market, which has led to the reduction of new real estate loans and reduced values of the collateral of currently-held real estate loans and foreclosures.

Average loans held for sale decreased \$278,000, due to lower origination volumes. Average securities decreased by \$4.8 million, due primarily to normal principal repayments on mortgage-backed securities and deteriorations in value of certain securities, primarily trust preferred securities, due to the current economic conditions.

Interest expense

Interest expense decreased by \$1.9 million to \$5.4 million for the three months ended March 31, 2011, compared to \$7.3 million for the same period in 2010. We experienced a decrease in the average rate paid on interest-bearing liabilities, from 2.41% for the three months ended March 31, 2010 to 1.86% for the three months ended March 31, 2011. We also experienced a \$56.3 million decrease in the level of interest-bearing liabilities. The decrease in the rate paid on interest-bearing deposits from 2.20% in 2010 to 1.82% in 2011 was due to the decreased rate environment and our reduction in rates due to our high level of liquidity. All deposit types experienced decreased rates during the

three months ended March 31, 2011.

Average interest-bearing deposits decreased by \$32.1 million primarily due to decreases in the volume of NOWs, time deposits, and money market deposits. A decrease in average borrowings of \$24.2 million was due primarily to the cancellation of certain junior subordinated debt (see Borrowings above). We experienced a decrease in the costs of borrowed funds from 3.54% for the three months ended March 31, 2010 to 2.11% for the same period in 2011 due to the decline in variable-rate trust preferred security costs, decreased junior subordinated debt, and lower short-term borrowing costs.

The following tables set forth, for the periods indicated, information regarding the average balances of interest-earning assets and interest-bearing liabilities and the resulting yields on average interest-earning assets and rates paid on average interest-bearing liabilities. Average balances are also provided for noninterest-earning assets and noninterest-bearing liabilities.

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| | For the Three Months Ended March 31, | | | | | |
|---|--------------------------------------|--------------|--|------------------------|--------------|----------------|
| | 2011 | | | 2010 | | |
| | Average Balance (1) | Interest (2) | Yield/ Rate (dollars in thousands) | Average Balance (1) | Interest (2) | Yield/ Rate |
| ASSETS | | | | | | |
| Loans: | | | | | | |
| Commercial | \$ 69,555 | \$ 904 | 5.20% | \$ 78,854 | \$ 1,034 | 5.24% |
| Commercial mortgage | 351,292 | 5,498 | 6.26% | 338,198 | 5,304 | 6.27% |
| Commercial construction | 57,187 | 787 | 5.50% | 98,345 | 1,335 | 5.43% |
| Consumer construction | 28,700 | 370 | 5.19% | 47,323 | 795 | 6.78% |
| Residential mortgage | 140,688 | 1,773 | 5.04% | 169,068 | 2,352 | 5.56% |
| Consumer | 148,275 | 1,638 | 4.46% | 153,931 | 1,774 | 4.64% |
| Total loans | 795,697 | 10,970 | 5.52% | 885,719 | 12,594 | 5.70% |
| Loans held for sale | 68,315 | 728 | 4.26% | 68,593 | 850 | 4.96% |
| Securities, trading and AFS | 33,721 | 361 | 4.28% | 38,530 | 659 | 6.84% |
| Interest-bearing deposits | 43,612 | 129 | 1.18% | 9,170 | 102 | 4.46% |
| Restricted stock investments, at cost | 7,995 | | | 7,934 | | |
| Total earning assets | 948,440 | 12,188 | 5.15% | 1,009,946 | 14,205 | 5.63% |
| Allowance for loan losses | (14,356) | | | (11,994) | | |
| Cash and other nonearning assets | 356,435 | | | 378,233 | | |
| Total assets | \$ 1,290,519 | 12,188 | | \$ 1,376,185 | 14,205 | |
| LIABILITIES AND STOCKHOLDERS | | | | | | |
| EQUITY | | | | | | |
| Interest-bearing deposits: | | | | | | |
| NOW deposits | \$ 6,615 | 9 | 0.57% | \$ 7,604 | 14 | 0.76% |
| Savings deposits | 57,892 | 27 | 0.19% | 53,689 | 38 | 0.29% |
| Money market deposits | 132,242 | 182 | 0.56% | 150,074 | 247 | 0.67% |
| Time deposits | 806,224 | 4,285 | 2.16% | 823,684 | 5,311 | 2.61% |
| Total interest-bearing deposits | 1,002,973 | 4,503 | 1.82% | 1,035,051 | 5,610 | 2.20% |
| Borrowings | 169,755 | 881 | 2.11% | 193,981 | 1,694 | 3.54% |
| Total interest-bearing liabilities | 1,172,728 | 5,384 | 1.86% | 1,229,032 | 7,304 | 2.41% |
| Noninterest-bearing demand deposits | 103,885 | | | 108,259 | | |
| Other noninterest-bearing liabilities | 12,387 | | | 11,645 | | |
| Stockholders equity | 1,519 | | | 27,249 | | |
| Total liabilities and stockholders equity | \$ 1,290,519 | 5,384 | | \$ 1,376,185 | 7,304 | |
| Net interest income/net interest spread | | \$ 6,804 | 3.29% | | \$ 6,901 | 3.22% |
| Net interest margin | | | 2.84% | | | 2.70% |

(1) Nonaccrual loans are included in average loans.

(2) There are no tax equivalency adjustments

A rate/volume analysis, which demonstrates changes in interest income and expense for significant assets and liabilities, appears below. Changes attributable to mix (rate and volume) are allocated to volume and rate based on the relative size of the variance that can be separately identified with each.

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| | For the Three Months Ended March 31, 2011 vs March 31, 2010 Due to Variances in | | | For the Three Months Ended March 31, 2010 vs March 31, 2009 Due to Variances in | | |
|---------------------------------|--|----------|---------------------------------|--|------------|----------|
| | Rate | Volume | Total (dollars in thousands) | Rate | Volume | Total |
| Interest earned on: | | | | | | |
| Loans: | | | | | | |
| Commercial | \$ (8) | \$ (122) | \$ (130) | \$ 290 | \$ (478) | \$ (188) |
| Commercial mortgage | (57) | 251 | 194 | (1,320) | 1,100 | (220) |
| Commercial construction | 120 | (668) | (548) | 170 | (229) | (59) |
| Consumer construction | (158) | (267) | (425) | 1,102 | (1,109) | (7) |
| Residential mortgage | (207) | (372) | (579) | (536) | 841 | 305 |
| Consumer | (71) | (65) | (136) | 142 | 21 | 163 |
| Total loans | (381) | (1,243) | (1,624) | (152) | 146 | (6) |
| Loans held for sale | (119) | (3) | (122) | (48) | (203) | (251) |
| Securities, trading and AFS | (223) | (75) | (298) | 507 | (622) | (115) |
| Interest-bearing deposits | (498) | 525 | 27 | 235 | (158) | 77 |
| Total interest income | (1,221) | (796) | (2,017) | 542 | (837) | (295) |
| Interest paid on: | | | | | | |
| Interest-bearing deposits: | | | | | | |
| NOW deposits | (3) | (2) | (5) | 1 | 2 | 3 |
| Savings deposits | (29) | 18 | (11) | (10) | 4 | (6) |
| Money market deposits | (38) | (27) | (65) | (78) | (21) | (99) |
| Time deposits | (916) | (110) | (1,026) | (6,955) | 6,249 | (706) |
| Total interest-bearing deposits | (986) | (121) | (1,107) | (7,042) | 6,234 | (808) |
| Borrowings | (621) | (192) | (813) | (230) | (277) | (507) |
| Total interest expense | (1,607) | (313) | (1,920) | (7,272) | 5,957 | (1,315) |
| Net interest income | \$ 386 | \$ (483) | \$ (97) | \$ 7,814 | \$ (6,794) | \$ 1,020 |

Noninterest Income

Noninterest income for the three months ended March 31, 2011 was \$3.1 million, a decrease of \$2.8 million or 47.6% from the comparable period of 2010 primarily, with decreases in most major categories of noninterest income.

Mortgage-banking revenue decreased from \$2.5 million for the three months ended March 31, 2010 to \$935,000 for the three months ended March 31, 2011 due primarily to a decline in the volume of loan originations and a decreased level of loans sold. The volume of loans sold decreased from \$252.7 million in 2010 to \$212.6 million in 2011 and reflects a reduction in reverse mortgage originations and customer refinance activity due to the overall decline in the economy.

Deposit service charges declined to \$735,000 in the first quarter of 2011 from \$1.1 million for the first quarter of 2010 due primarily to the implementation of new regulations that limited certain fees on deposit accounts. During the three months ended March 31, 2010, we experienced a recovery of value of our trading assets and certain long-term borrowings of \$847,000. Those trading assets were sold during 2010 and the related liabilities were refinanced in 2010 with liabilities not valued at fair value. We did not recognize any OTTI during 2011, while we recognized \$123,000 of OTTI during 2010. We recognized a \$152,000 gain on the sale of one of our branch locations that was closed in 2008

during the three months ended March 31, 2010.

Noninterest expenses

Noninterest expenses remained relatively stable at \$16.4 million compared to the 2010 level of \$16.3 million.

The decreases in salaries and benefits, occupancy, and furniture and equipment costs were a reflection of our continuing efforts in reducing controllable costs. Professional service costs increased due to regulatory compliance costs and costs related to loan workouts.

The following table shows the breakout of noninterest expense for the three months ended March 31:

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| (dollars in thousands) | 2011 | 2010 |
|---|-----------|-----------|
| Salaries and employee benefits | \$ 6,270 | \$ 6,596 |
| Occupancy | 2,176 | 2,371 |
| Furniture, fixtures, and equipment | 485 | 612 |
| Professional services | 1,164 | 720 |
| Advertising | 136 | 178 |
| Data processing | 455 | 402 |
| ATM servicing expenses | 208 | 204 |
| Write-downs, losses, and costs of real estate acquired through foreclosure | 1,759 | 1,685 |
| FDIC premiums | 973 | 934 |
| Service and maintenance | 652 | 683 |
| Office supplies | 90 | 103 |
| Printing | 79 | 69 |
| Corporate insurance | 368 | 318 |
| Consulting fees | 315 | 187 |
| Marketing/promotion | 219 | 18 |
| Postage | 147 | 270 |
| Overnight delivery/courier | 92 | 111 |
| Security | 43 | 74 |
| Dues and subscriptions | 94 | 115 |
| Loan collection expenses | 153 | 135 |
| Director fees | 38 | 101 |
| Employee education and training | 11 | 39 |
| Automobile expense | 24 | 32 |
| Travel and entertainment | 37 | 46 |
| Other | 387 | 286 |
| | \$ 16,375 | \$ 16,289 |

Income Taxes

As we have set up a valuation allowance against all of our deferred taxes, we do not show an income tax benefit for the three months ended March 31, 2011. During the three months ended March 31, 2010, we recorded an income tax benefit from continuing operations of \$2.5 million on a net loss before income taxes and discontinued operations of \$5.7 million, resulting in an effective tax rate of (43.5)%.

Liquidity

Liquidity describes our ability to meet financial obligations, including lending commitments and contingencies, which arise during the normal course of business. Liquidity is primarily needed to meet the borrowing and deposit withdrawal requirements of our customers, as well as to meet current and planned expenditures. These cash requirements are met on a daily basis through the inflow of deposit funds, and the maintenance of short-term overnight investments, maturities and calls in our investment portfolio, and available lines of credit with the FHLB, which requires pledged collateral. Fluctuations in deposit and short-term borrowing balances may be influenced by the interest rates paid, general consumer confidence, and the overall economic environment. There can be no assurances that deposit withdrawals and loan fundings will not exceed all available sources of liquidity on a short-term basis. Such a situation would have an adverse effect on our ability to originate new loans and maintain reasonable loan and deposit interest rates, which would negatively impact earnings.

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The borrowing requirements of customers include commitments to extend credit and the unused portion of lines of credit (collectively commitments), which totaled \$181.0 million at March 31, 2011. Historically, many of the commitments expire without being fully drawn; therefore, the total commitment amounts do not necessarily represent future cash requirements. Commitments for real estate development and construction, which totaled \$16.2 million, are generally short-term in nature, satisfying cash requirements with principal repayments as construction properties financed are generally repaid with permanent financing. Available credit lines represent the unused portion of credit previously extended and available to the customer as long as there is no violation of material contractual conditions. Commitments to extend credit for residential mortgage loans of \$75.1 million at March 31, 2011 generally expire within 60 days. Commercial commitments to extend credit and unused lines of credit of \$15.5 million

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at March 31, 2011 generally do not extend for more than 12 months. Consumer commitments to extend credit and unused lines of credit of \$11.8 million at March 31, 2011 are generally open ended. At March 31, 2011, available home equity lines totaled \$62.4 million. Home equity credit lines generally extend for a period of 10 years.

Capital expenditures for various branch locations and equipment can be a significant use of liquidity. As of March 31, 2011, we plan on expending approximately \$1.0 million in the next 12 months on our premises and equipment.

Customer withdrawals are also a principal use of liquidity, but are generally mitigated by growth in customer funding sources, such as deposits and short-term borrowings. While balances may fluctuate up and down in any given period, historically we have experienced a steady increase in total customer funding sources.

The Bank's principal sources of liquidity are cash and cash equivalents (which are cash on hand or amounts due from financial institutions, federal funds sold, money market mutual funds, and interest bearing deposits), AFS securities, deposit accounts, and borrowings. The levels of such sources are dependent on the Bank's operating, financing and investing activities at any given time. We continue to primarily rely on core deposits from customers to provide stable and cost-effective sources of funding to support our loan growth. We also seek to augment such deposits with longer term and higher yielding certificates of deposit. Cash and cash equivalents, which totaled \$273.4 million at March 31, 2011, have immediate availability to meet our short-term funding needs. Our entire investment portfolio is classified as AFS, is highly marketable (excluding our holdings of pooled trust preferred securities), and available to meet our liquidity needs. Loans held for sale, which totaled \$47.4 million at March 31, 2011, are committed to be sold into the secondary market and generally are funded within 60 days. Our residential real estate portfolio includes loans that are underwritten to secondary market criteria and provide us an additional source of liquidity. Additionally, our residential construction loan portfolio provides a source of liquidity as construction periods generally range from 9-12 months, and these loans are subsequently financed with permanent first-lien mortgages and sold into the secondary market. Our loan to deposit ratio stood at 70.7% at March 31, 2011 and 72.4% at December 31, 2010.

We also have the ability to utilize established credit lines as additional sources of liquidity. To utilize the vast majority of our credit lines, we must pledge certain loans and/or securities before advances can be obtained. As of March 31, 2011, we maintained lines of credit totaling \$151.2 million and funding capacity of \$37.1 million based upon loans and securities available for pledging and available overnight deposits. Due to our current capital levels, (see "Capital Resources" above), the FHLB has limited our borrowings to \$132.0 million. Our outstanding balance was \$107.0 million at March 31, 2011 and December 31, 2010. The Bank has been notified by the FRB that it is a secondary credit facility. All future borrowings must be approved by the discount committee of the FRB.

We are not permitted to purchase brokered deposits without first obtaining a regulatory waiver. We are also required to comply with restrictions on deposit rates that we may offer. These factors could significantly affect our ability to fund normal operations. Our ability to acquire deposits or borrow could also be impaired by factors that are not specific to us, such as a severe disruption of the financial markets or negative views and expectations about the prospects for the financial services industry as a whole. At March 31, 2011, management considered the Bank's liquidity level to be sufficient for the purposes of meeting the Bank's cash flow requirements.

First Mariner Bancorp is a separate entity and apart from First Mariner Bank and must provide for its own liquidity. In addition to its operating expenses, First Mariner Bancorp is responsible for the payment of any dividends that may be declared for its shareholders, and interest and principal on outstanding debt. A significant amount of First Mariner Bancorp's revenues are obtained from subsidiary service fees and dividends. Payment of such dividends to First Mariner Bancorp by First Mariner Bank is limited under Maryland law. For a Maryland chartered bank or trust company, dividends may be paid out of undivided profits or, with the prior approval of the Commissioner, from surplus in excess of 100%

of required capital stock. If, however, the surplus of a Maryland bank is less than 100% of its required capital stock, cash dividends may not be paid in excess of 90% of net earnings. In addition to these specific restrictions, bank regulatory agencies also have the ability to prohibit proposed dividends by a financial institution which would otherwise be permitted under applicable regulations if the regulatory body determines that such distribution would constitute an unsafe or unsound practice. As noted earlier, First Mariner and its bank subsidiary have entered into agreements with the FRB, FDIC, and the Commissioner that, among other things, require us to obtain the prior approval of our regulators before paying a dividend or otherwise making a distribution on our stock. In addition, First Mariner elected to defer regularly scheduled quarterly interest payments on its junior subordinated debentures issued in connection with its trust preferred securities offerings. First Mariner is prohibited from paying any dividends or making any other distribution on its common stock for so long as interest payments are being deferred.

Inflation

Inflation may be expected to have an impact on our operating costs and, thus, on net income. A prolonged period of inflation could cause interest rates, wages, and other costs to increase and could adversely affect our results of operations unless the fees we charge could be increased correspondingly. However, we believe that the impact of inflation on our operations was not material for 2011 or 2010.

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Off-Balance Sheet Arrangements

We enter into off-balance sheet arrangements in the normal course of business. These arrangements consist primarily of commitments to extend credit, lines of credit, and letters of credit.

Credit Commitments

Credit commitments are agreements to lend to a customer as long as there is no violation of any condition to the contract. Loan commitments generally have interest rates fixed at current market amounts, fixed expiration dates, and may require payment of a fee. Lines of credit generally have variable interest rates. Such lines do not represent future cash requirements because it is unlikely that all customers will draw upon their lines in full at any time. Letters of credit are commitments issued to guarantee the performance of a customer to a third party.

Our exposure to credit loss in the event of nonperformance by the borrower is the contract amount of the commitment. Loan commitments, lines of credit, and letters of credit are made on the same terms, including collateral, as outstanding loans. We are not aware of any accounting loss we would incur by funding our commitments.

See detailed information on credit commitments above under Liquidity.

Derivatives

We maintain and account for derivatives, in the form of interest rate lock commitments (IRLC or IRLCs) and forward sales commitments, in accordance with FASB guidance on accounting for derivative instruments and hedging activities. We recognize gains and losses on IRLCs and forward sales commitments on the loan pipeline through mortgage-banking revenue in the Consolidated Statements of Operations.

The Bank, through First Mariner Mortgage, enters into IRLCs, under which we originate residential mortgage loans with interest rates determined prior to funding. IRLCs on mortgage loans that we intend to sell in the secondary market are considered derivatives. The period of time between issuance of a loan commitment and closing and sale of the loan generally ranges from 14 days to 60 days. For these IRLCs, we protect the Company from changes in interest rates through the use of forward sales of to be issued (TBA) mortgage-backed securities.

We are exposed to price risk from the time a mortgage loan closes until the time the loan is sold. To manage this risk, we also utilize forward sales of TBA mortgage-backed securities. During the period of the rate lock commitment and from the time a loan is closed with the borrowers and sold to investors, we remain exposed to basis (execution, timing, and/or volatility) risk in that the changes in value of our hedges may not equal or completely offset the changes in value of the rate commitments being hedged. This can result due to changes in the market demand for our mortgage loans brought about by supply and demand considerations and perceptions about credit risk relative to the agency securities. We

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also mitigate counterparty risk by entering into commitments with proven counterparties and pre-approved financial intermediaries.

The market value of IRLCs is not readily ascertainable with precision because they are not actively traded in stand-alone markets. The Bank determines the fair value of IRLCs by measuring the change in the value of the underlying asset, while taking into consideration the probability that the IRLCs will close.

Information pertaining to the carrying amounts of our derivative financial instruments follows as of March 31, 2011 and December 31, 2010:

| (dollars in thousands) | March 31, 2011 | | December 31, 2010 | |
|---|--------------------|-------------------------|--------------------|-------------------------|
| | Notional Amount | Estimated Fair Value | Notional Amount | Estimated Fair Value |
| IRLCs | \$ 75,117 | \$ 75,860 | \$ 71,228 | \$ 71,753 |
| Forward contracts to sell mortgage-backed securities | 68,250 | 68,056 | 125,500 | 127,424 |

Changes in interest rates could materially affect the fair value of the IRLCs or the forward commitments. In the case of the loan related derivatives, fair value is also impacted by the probability that the rate lock commitment will close (fallout factor). In addition, changes in interest rates could result in changes in the fallout factor, which might magnify or counteract the sensitivities. This is because the impact of an interest rate shift on the fallout ratio is nonsymmetrical and nonlinear.

Table of Contents**Item 3 - Quantitative and Qualitative Disclosures About Market Risk**

Results of operations for financial institutions, including us, may be materially and adversely affected by changes in prevailing economic conditions, including declines in real estate values, rapid changes in interest rates, and the monetary and fiscal policies of the federal government. Our loan portfolio is concentrated primarily in central Maryland and portions of Maryland's Eastern Shore and is, therefore, subject to risks associated with these local economies.

Interest Rate Risk

Our profitability is in part a function of the spread between the interest rates earned on assets and the interest rates paid on deposits and other interest-bearing liabilities (net interest income), including advances from the FHLB and other borrowings. Interest rate risk arises from mismatches (i.e., the interest sensitivity gap) between the dollar amount of repricing or maturing assets and liabilities and is measured in terms of the ratio of the interest rate sensitivity gap to total assets. More assets repricing or maturing than liabilities over a given time period is considered asset-sensitive and is reflected as a positive gap, and more liabilities repricing or maturing than assets over a given time period is considered liability-sensitive and is reflected as negative gap. An asset-sensitive position (i.e., a positive gap) will generally enhance earnings in a rising interest rate environment and will negatively impact earnings in a falling interest rate environment, while a liability-sensitive position (i.e., a negative gap) will generally enhance earnings in a falling interest rate environment and negatively impact earnings in a rising interest rate environment. Fluctuations in interest rates are not predictable or controllable. We have attempted to structure our asset and liability management strategies to mitigate the impact on net interest income of changes in market interest rates. However, there can be no assurance that we will be able to manage interest rate risk so as to avoid significant adverse effects on net interest income. At March 31, 2011, we had a one-year cumulative positive gap of approximately \$108.5 million.

While we monitor interest rate sensitivity gap reports, we primarily test our interest rate sensitivity through the deployment of simulation analysis. We use earnings simulation models to estimate what effect specific interest rate changes would have on our net interest income and net income. Simulation analysis provides us with a more rigorous and dynamic measure of interest sensitivity. Changes in prepayments have been included where changes in behavior patterns are assumed to be significant to the simulation, particularly mortgage related assets. Call features on certain securities and borrowings are based on their call probability in view of the projected rate change, and pricing features such as interest rate floors are incorporated. Our fee income produced by mortgage-banking operations may also be impacted by changes in rates. As long-term rates increase, the volume of fixed rate mortgage loans originated for sale in the secondary market may decline and reduce our revenues generated by this line of business. We attempt to structure our asset and liability management strategies to mitigate the impact on net interest income by changes in market interest rates. However, there can be no assurance that we will be able to manage interest rate risk so as to avoid significant adverse effects on net interest income. At March 31, 2011, the simulation model provided the following profile of our interest rate risk measured over a one-year time horizon, assuming a parallel shift in a yield curve based off the U.S. dollar forward swap curve adjusted for certain pricing assumptions:

| | Immediate Rate Change | |
|---------------------|------------------------------|---------------|
| | +200BP | -200BP |
| Net interest income | (3.62)% | (2.06)% |

Both of the above tools used to assess interest rate risk have strengths and weaknesses. Because the gap analysis reflects a static position at a single point in time, it is limited in quantifying the total impact of market rate changes which do not affect all earning assets and interest-bearing liabilities equally or simultaneously. In addition, gap reports depict the existing structure, excluding exposure arising from new business. While the simulation process is a powerful tool in analyzing interest rate sensitivity, many of the assumptions used in the process are highly qualitative

and subjective and are subject to the risk that past historical activity may not generate accurate predictions of the future. The model also assumes parallel movements in interest rates, which means both short-term and long-term rates will change equally. Nonparallel changes in interest rates (short-term rates changing differently from long-term rates) could result in significant differences in projected income amounts when compared to parallel tests. Both measurement tools taken together, however, provide an effective evaluation of our exposure to changes in interest rates, enabling management to better control the volatility of earnings.

We are party to mortgage rate lock commitments to fund mortgage loans at interest rates previously agreed (locked) by both us and the borrower for specified periods of time. When the borrower locks an interest rate, we effectively extend a put option to the borrower, whereby the borrower is not obligated to enter into the loan agreement, but we must honor the interest rate for the specified time period. We are exposed to interest rate risk during the accumulation of IRLCs and loans prior to sale. We utilize forward sales commitments to economically hedge the changes in fair value of the loan due to changes in market interest rates.

Item 4 - Controls and Procedures

(a) Evaluation of disclosure controls and procedures. The Company maintains disclosure controls and procedures that are designed to ensure that information required to be disclosed in our reports filed under the Securities Exchange Act of 1934, such as this Quarterly Report, is recorded, processed, summarized, and reported within the time periods specified in the Securities and

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Exchange Commission rules and forms, and that such information is accumulated and communicated to the Company's management, including the Chief Executive Officer (CEO) and Chief Financial Officer (CFO), as appropriate, to allow for timely decisions regarding required disclosure. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the control. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions; over time, controls may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate.

An evaluation of the effectiveness of these disclosure controls, as of the end of the period covered by this Quarterly Report on Form 10-Q, was carried out under the supervision and with the participation of the Company's management, including the CEO and CFO. Based on that evaluation, the Company's management, including the CEO and CFO, has concluded that the Company's disclosure controls and procedures are in fact effective at the reasonable assurance level.

(b) Changes in Internal Control Over Financial Reporting. There were no significant changes in our internal control over financial reporting during our last fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II OTHER INFORMATION

Item 1 - Legal Proceedings

None

Item 1A Risk Factors

The risks and uncertainties to which our financial condition and operations are subject are discussed in detail in Item 1A of Part I of the Annual Report of First Mariner Bancorp on Form 10-K for the year ended December 31, 2010. The following discussion is an update to those risk factors contained in the Annual Report on Form 10-K.

As of March 31, 2011, the Bank's and the Company's capital levels were not sufficient to achieve compliance with the higher capital requirements we were required by our regulators to meet by June 30, 2010. The failure to maintain these capital requirements could result in further action by our regulators.

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In the September Order, the FDIC and the Commissioner directed the Bank to raise its Tier I leverage and total risk-based capital ratios to 6.5% and 10%, respectively, by March 31, 2010 and to 7.5% and 11%, respectively, by June 30, 2010. We did not meet these requirements. Based on assets as of March 31, 2011, we estimated that we would need to increase the Bank's capital by at least \$26.4 million to achieve all target capital requirements. We have been in regular communication with the staffs of the FDIC and the Commissioner regarding efforts to satisfy the higher capital requirements.

First Mariner currently does not have any capital available to invest in the Bank and any further increases to our allowance for loan losses and operating losses would negatively impact our capital levels and make it more difficult to achieve the capital levels directed by the FDIC and the Commissioner.

Because we have not met all of the capital requirements set forth in the September Order within the prescribed timeframes, if our revised capital plan is not approved or if we are not granted a waiver of such requirements, the FDIC and the Commissioner could take additional enforcement action against us, including the imposition of monetary penalties, as well as further operating restrictions. The FDIC or the Commissioner could direct us to seek a merger partner or possibly place the Bank in receivership. If the Bank is placed into receivership, the Company would cease operations and liquidate or seek bankruptcy protection. If the Company were to liquidate or seek bankruptcy protection, we do not believe that there would be assets available to holders of the capital stock of the Company.

Additionally, on November 24, 2009, First Mariner's primary regulator, the FRB, required the Company to enter into the New FRB Agreement. In accordance with the requirements of the New FRB Agreement, the Company submitted a written plan to maintain sufficient capital at the holding company level, such that First Mariner satisfies the FRB's minimum capital requirements. As of the date of this document, the FRB is reviewing the Company's revised capital plan. To satisfy these requirements, First Mariner's consolidated Tier I capital to average quarterly assets, Tier I capital to risk-weighted assets and total capital to risk-weighted assets ratios must be at least 4.0%, 4.0%, and 8.0%, respectively. At March 31, 2011, those capital ratios were (0.1)%.

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(0.1)%, and (0.1)%, respectively, which were not in compliance with the minimum requirements. Based on assets as of March 31, 2011, we estimated that we will need to increase the Company's capital by at least \$69.0 million to meet all of the requirements. As further described above, the failure to meet all of the capital ratios could subject us to additional enforcement actions.

Item 2 - Unregistered Sales of Equity Securities and Use of Proceeds

There were no repurchases of the Company's common stock during the three months ended March 31, 2011.

Item 3 - Defaults Upon Senior Securities

None

Item 4 [REMOVED AND RESERVED]

Item 5 - Other Information

None

Item 6 - Exhibits

- 3.1 Amended and Restated Bylaws of First Mariner Bancorp, filed herewith
- 10.1 Securities Purchase Agreement, dated April 19, 2011, by and among First Mariner Bancorp, First Mariner Bank and Priam Capital Fund I, LP, together with the Form of Articles Supplementary to the Company's Charter setting forth the terms of the Series A Preferred Stock, Form of Warrant, Form of Registration Rights Agreement, and term sheet for post-closing arrangements with Mr. Hale (Incorporated by reference to Exhibit 10.1 of the Company's Form 8-K filed on April 25, 2011)
- 31.1 Certifications of Chief Executive Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a), promulgated under the Securities Exchange Act of 1934, as amended, filed herewith
- 31.2 Certifications of Chief Financial Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a), promulgated under the Securities Exchange Act of 1934, as amended, filed herewith

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- 32.1 Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002, furnished herewith
- 32.2 Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002, furnished herewith

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SIGNATURES

Pursuant to the requirements of Section 13 or 15 (d) 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.

FIRST MARINER BANCORP

Date: May 16, 2011

By: */s/ Edwin F. Hale Sr.*
Edwin F. Hale Sr.
Chairman and Chief Executive Officer

Date: May 16, 2011

By: */s/ Paul B. Susie*
Paul B. Susie
Chief Financial Officer

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