CECIL BANCORP, INC. AND SUBSIDIARY
CONSOLIDATED FINANCIAL STATEMENTS
AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2020 AND 2019

INDEX

INDEPENDENT AUDITOR'S REPORT

The Audit Committee of the Board of Directors and Stockholders
Cecil Bancorp, Inc.
Elkton, Maryland

Report on the Financial Statements

We have audited the accompanying consolidated financial statements of Cecil Bancorp, Inc. and its Subsidiary (the Company), which comprise the consolidated balance sheets as of December 31, 2020 and 2019, the related consolidated statements of operations, comprehensive income, changes in stockholders' equity and cash flows for the years then ended, and the related notes to the consolidated financial statements, (collectively, the financial statements).

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Cecil Bancorp, Inc. and it's Subsidiary as of December 31, 2020 and 2019, and the results of their operations and their cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Yount, Hyde & Barbour, P.C.

Richmond, Virginia
May 27, 2021

CECIL BANCORP, INC. AND SUBSIDIARY
CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2020 AND 2019
(in thousands, except per share data)

ASSETS	2020	2019
Cash and due from banks	$ 528	$ 764
Interest bearing deposits with banks	29,017	37,738
Federal funds sold	238	673
Total cash and cash equivalents	29,783	39,175
Securities available-for-sale at fair value	58,292	28,186
Restricted investment securities – at cost	454	531
Loans receivable	76,610	84,439
Less: Allowance for loan losses	(638)	(666)
Net loans receivable	75,972	83,773
Other real estate owned, net of valuation allowance of $1,083 and $3,469	11,147	17,923
Premises and equipment, net	2,356	4,723
Accrued interest receivable	568	544
Other assets	10,739	4,594
TOTAL ASSETS	$ 189,311	$ 179,449
LIABILITIES AND STOCKHOLDERS' EQUITY		
LIABILITIES:		
Deposits	$ 173,962	$ 166,214
Advances from Federal Reserve Bank of Richmond	705	—
Other liabilities	1,606	1,812
Total liabilities	176,273	168,026
STOCKHOLDERS' EQUITY:		
Common stock, $.01 par value; authorized 1,000,000,000 shares in 2020 and 2019, issued and outstanding 6,431,535 voting shares and 1,204,473 nonvoting shares in 2020 and 2019	76	76
Additional paid in capital	42,965	42,965
Retained deficit	(30,130)	(31,789)
Accumulated other comprehensive income	127	171
Total stockholders' equity	13,038	11,423
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 189,311	$ 179,449

See accompanying notes to consolidated financial statements.

CECIL BANCORP, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF OPERATIONS
FOR THE YEARS ENDED DECEMBER 31, 2020 AND 2019
(in thousands, except per share data)

	2020	2019
INTEREST INCOME:		
Interest and fees on loans	$ 3,878	$ 4,804
Interest on investment securities	820	1,156
Dividends on FHLB and FRB stock	29	77
Other interest income	171	432
Total interest income	4,898	6,469
INTEREST EXPENSE:		
Interest expense on deposits	2,022	1,909
Interest expense on advances from Federal Home Loan Bank of Atlanta	—	1,835
Interest expense on advances from Federal Reserve Bank of Richmond	5	—
Total interest expense	2,027	3,744
NET INTEREST INCOME	2,871	2,725
RECOVERY OF LOAN LOSSES	(75)	(200)
NET INTEREST INCOME AFTER RECOVERY OF LOAN LOSSES	2,946	2,925
NONINTEREST INCOME:		
Deposit account fees	147	207
ATM fees	371	264
Gain on sale of loans	—	329
Gain (loss) on sale of investment securities	449	(60)
Loss on premises and equipment	(65)	—
Other	99	126
Total noninterest income	1,001	866
NONINTEREST EXPENSE:		
Salaries and employee benefits	3,155	3,098
Occupancy expense	706	583
Equipment and data processing expense	964	916
Professional fees	1,081	739
FDIC deposit insurance premium	293	233
Other real estate owned expense, gain/loss on sale and valuation adjustments, net	(4,800)	(27)
Insurance expense	301	311
Recovery of off balance sheet credit losses	(114)	(70)
Other	702	724
Total noninterest expense	2,288	6,507
INCOME (LOSS) BEFORE INCOME TAXES	1,659	(2,716)
INCOME TAX EXPENSE	—	—
NET INCOME (LOSS)	$ 1,659	$ (2,716)
Income (loss) per common share - basic	$ 0.22	$ (0.36)
Income (loss) per common share - diluted	$ 0.22	$ (0.36)
Dividends declared per common share	$ 0.00	$ 0.00

See accompanying notes to consolidated financial statements.

CECIL BANCORP, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
FOR THE YEARS ENDED DECEMBER 31, 2020 AND 2019
(in thousands, except per share data)

	2020	**2019**
Net income (loss)	$ 1,659	$ (2,716)
Other comprehensive income (loss):		
Net unrealized gain on securities available for sale	405	2,547
Reclassification of securities sold at a (gain) loss	(449)	60
Net change in unrealized gain (loss) on securities	(44)	2,607
Total comprehensive income (loss)	$ 1,615	$ (109)

See accompanying notes to consolidated financial statements.

CECIL BANCORP, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2020 AND 2019
(in thousands)

	Common Stock	Additional Paid-In Capital	Retained Deficit	Accumulated Other Comprehensive Income (Loss)	Total Stockholders' Equity
BALANCES AT JANUARY 1, 2019	$ 7,636	$ 35,404	$ (29,073)	$ (2,436)	$ 11,531
Net loss	—	—	(2,716)	—	(2,716)
Other comprehensive income	—	—	—	2,607	2,607
Reverse stock split (100 to 1)	(7,560)	7,560	—	—	—
Common stock issued	—	1	—	—	1
BALANCES AT DECEMBER 31, 2019	76	42,965	(31,789)	171	11,423
Net income	—	—	1,659	—	1,659
Other comprehensive loss	—	—	—	(44)	(44)
BALANCES AT DECEMBER 31, 2020	$ 76	$ 42,965	$ (30,130)	$ 127	$ 13,038

See accompanying notes to consolidated financial statements.

CECIL BANCORP, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2020 AND 2019
(in thousands)

	2020	2019
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income (loss)	$ 1,659	$ (2,716)
Adjustments to reconcile net income (loss) to net cash used in operating activities:		
Depreciation on premises and equipment	201	220
Amortization of right of use assets	174	150
Amortization (accretion) on investment securities	262	(84)
Recovery of loan losses	(75)	(200)
Gain on sale of loans	—	(329)
Gain/loss on sale and valuation adjustments of other real estate owned, net	(5,078)	(382)
(Gain) loss on sale of investment securities available-for-sale	(449)	60
Loss on disposal of premises and equipment	65	18
Net change in:		
Accrued interest receivable and other assets	(812)	616
Other liabilities	(82)	(493)
Net cash used in operating activities	(4,135)	(3,140)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchase of investment securities available-for-sale	(68,840)	(7,555)
Proceeds from sales, maturities, calls and principal payments of investment securities available-for-sale	38,876	35,785
Net redemption of restricted investment securities	77	1,464
Proceeds from sale of loans	—	3,654
Purchase of loans	(4,310)	—
Net decrease in loans	12,185	2,212
Proceeds from sale of other real estate owned	7,238	3,938
Capitalized improvements of other real estate owned	(477)	(258)
Proceeds from sale of premises and equipment	2,038	—
Purchases of premises and equipment	(497)	(95)
Net cash (used in) provided by investing activities	(13,710)	39,145
CASH FLOWS FROM FINANCING ACTIVITIES:		
Net increase in deposits	7,748	16,579
Repayment of advances from Federal Home Loan Bank of Atlanta	—	(33,500)
Net increase in advances from Federal Reserve Bank of Richmond	705	—
Proceeds from issuance of common stock	—	1
Net cash provided by (used in) financing activities	8,453	(16,920)
(Decrease) increase in cash and cash equivalents	(9,392)	19,085
Cash and cash equivalents at beginning of year	39,175	20,090
Cash and cash equivalents at end of year	$ 29,783	$ 39,175
Supplemental disclosure of cash flows information:		
Cash paid for interest	$ 2,028	$ 3,904
Cash paid for income taxes	$ —	$ —
Supplemental disclosure of noncash investing and financing activities:		
Transfer of premises and equipment to other real estate owned	$ 562	$ —
Unrealized (loss) gain on investment securities available-for-sale	$ (44)	$ 2,607
Transfer of other real estate owned to other assets	$ 5,655	$ 2,000
Right of use assets and lease liabilities	$ —	$ 1,294

See accompanying notes to consolidated financial statements.

1. SIGNIFICANT ACCOUNTING POLICIES

The accounting and reporting policies of Cecil Bancorp, Inc. (the "Company") and its wholly owned subsidiary, Cecil Bank (the "Bank"), together with its subsidiaries, Cecil Financial Services Corporation, Cecil Real Properties, LLC, Novo Realty, LLC, Route 9 Old New Castle, LLC, and Chesapeake Club Subdivision, LLC conform to accounting principles generally accepted in the United States of America.

The following is a summary of the more significant accounting policies:

Nature of Operations

Through its subsidiary bank, the Company conducts full-service commercial banking. Services to individuals and businesses include accepting deposits, and extending real estate, consumer and commercial loans and lines of credit. The Company primarily operates in Cecil County, Maryland, and has a concentration in loans secured by residential and commercial real estate in this county.

Policy for Consolidation

The consolidated financial statements include the accounts of the Company and its subsidiary. Consolidation has resulted in the elimination of all significant intercompany balances and transactions. The financial statements of the Company (parent only) include its investment in its subsidiary under the equity method of accounting.

Use of Estimates

The preparation of the consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and 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 credit losses, other real estate owned valuation, and other-than-temporary impairment of investment securities.

Cash and Cash Equivalents

For purposes of the consolidated statements of cash flows, highly liquid investments with original maturities of three months or less are classified as cash and cash equivalents. Assets categorized in the balance sheet as cash and due from banks, interest bearing deposits with banks, and federal funds sold are considered cash and cash equivalents. Interest bearing deposits with banks generally exceed balances that are recoverable under Federal Deposit Insurance Corporation ("FDIC") insurance.

Investment Securities

Debt securities the Company has the positive intent and ability to hold to maturity are classified as held-to-maturity and recorded at amortized cost. Debt securities are classified as trading securities if bought and held principally for the purpose of selling them in the near-term. Trading securities are reported at estimated fair value, with unrealized gains and losses included in earnings. Debt securities not classified as held-to-maturity or trading securities are considered available-for-sale and are reported at estimated fair value, with unrealized gains and losses excluded from earnings and reported as a separate component of stockholders' equity, in accumulated other comprehensive income. The Company designates debt securities into one of the three categories at the time of purchase.

Premiums and discounts on investments are recognized in interest income over the terms of the securities using methods that approximate the interest method. Declines in the fair value of held-to-maturity and available-for-sale securities below their cost that are deemed to be other than temporary are reflected in earnings as realized losses. In estimating other-than-temporary impairment losses, management considers (1) the duration and magnitude of the decline in value, (2) the financial condition of the issuer, and (3) the structure of the security. An impairment loss is recognized in earnings only when (1) the Company intends to sell the security, (2) it is more likely than not that the Company will be required to sell the security before recovery of its amortized cost basis, or (3) the Company does not expect to recover the entire amortized cost basis of the investment. In situations where the Company intends to sell or when it is more likely than not that the Company will be required to sell the security, the entire impairment loss must be recognized in earnings. In all other situations, only the portion of the impairment loss representing the credit loss must be recognized in earnings, with the remaining portion being recognized in stockholders' equity as a component of other comprehensive income. Gains and losses on the sale of securities are recorded on the trade date and are determined using the specific identification method.

Restricted Investment Securities

Restricted investment securities consist of Federal Reserve Bank of Richmond ("FRB") and Federal Home Loan Bank of Atlanta ("FHLB") stock which are required by law and are restricted as to marketability. Because the investment securities are not marketable, they are reported at cost. The FRB and FHLB perform ongoing reviews of the Company's stock level to be sure it meets the minimum requirements. The FRB requires a minimum stock balance based on the balance of the Bank's common stock and surplus. The FHLB required stock balance is based on total assets as of December 31 of the previous year and total FHLB advances currently outstanding. As of December 31, 2020 and 2019, the Company met all stock ownership requirements set forth by the FRB and FHLB.

Loans Receivable

Loans are stated at their principal balance outstanding net of any deferred fees and costs. Interest income on loans is accrued at the contractual rate based on the principal outstanding. The Company places loans, except for consumer loans, on nonaccrual when any portion of the principal or interest is ninety days past due and collateral is insufficient to discharge the debt in full. Interest accrual may also be discontinued earlier if, in management's opinion, collection is unlikely. Generally, consumer installment loans are not placed on nonaccrual, but are charged off when they are three months past due.

Loans are considered impaired when, based on current information, it is probable that the Company will not collect all principal and interest payments when due according to contractual terms. Generally, loans are considered impaired once principal or interest payments become ninety days or more past due and they are placed on nonaccrual. Management also considers the financial condition of the borrower, cash flows of the loan and the value of the related collateral. Impaired loans do not include large groups of smaller balance homogeneous credits such as residential real estate and consumer installment loans, which are evaluated collectively for impairment. Loans specifically reviewed for impairment are not considered impaired during periods of "insignificant delay" in payment (ninety days or less) provided eventual collection of all amounts due is expected. The impairment of a loan is measured based on the present value of expected future cash flows discounted at the loan's effective interest rate, or the fair value of the collateral if repayment is expected to be provided by the collateral. Generally, the Company's impairment on such loans is measured by reference to the fair value of the collateral. Interest income generally is not recognized on specific impaired loans unless the likelihood of further loss is remote. Interest payments received on such loans are applied as a reduction of the loan principal balance.

Loans are considered troubled debt restructurings ("TDR") if the borrower is experiencing financial difficulties and a creditor has granted a concession. Concessions may include interest rate reductions or below market interest rates, principal forgiveness, restructuring amortization schedules, and other actions intended to minimize potential losses. Loans are identified to be restructured when signs of impairment arise, such as borrower interest rate reduction requests, slowness to pay, or when inability to repay becomes evident. The terms being offered are evaluated to determine if they are more liberal than those that would be indicated by policy or industry standards for similar untroubled credits. In situations where the terms or interest rates are considered to be more favorable than industry standards or the current underwriting standards of the Bank, the loan is classified as a TDR. All loans designated as TDRs are considered impaired loans and may be on accrual or nonaccrual status. In instances where the loan has been placed on nonaccrual status, six consecutive months of timely payments are required prior to returning the loan to accrual status.

In March 2020 (Revised in April 2020), various regulatory agencies, including the Board of Governors of the Federal Reserve System and the Federal Deposit Insurance Corporation, ("the agencies") issued an interagency statement on loan modifications and reporting for financial institutions working with customers affected by the Coronavirus. The interagency statement was effective immediately and impacted accounting for loan modifications. Under Accounting Standards Codification 310-40, "Receivables – Troubled Debt Restructurings by Creditors," ("ASC 310-40"), a restructuring of debt constitutes a troubled debt restructuring ("TDR") if the creditor, for economic or legal reasons related to the debtor's financial difficulties, grants a concession to the debtor that it would not otherwise consider. The agencies confirmed with the staff of the FASB that short-term modifications made on a good faith basis in response to COVID-19 to borrowers who were current prior to any relief, are not to be considered TDRs. This includes short-term (e.g., six months) modifications such as payment deferrals, fee waivers, extensions of repayment terms, or other delays in payment that are insignificant. Borrowers considered current are those that are less than 30 days past due on their contractual payments at the time a modification program is implemented. In August 2020, a joint statement on additional loan modifications was issued. Among other things, the Interagency Statement addresses accounting and regulatory reporting considerations for loan modifications, including those accounted for under Section 4013 of the Coronavirus Aid, Relief, and Economic Security ("CARES") Act. The CARES Act was signed into law on March 27, 2020 to help support individuals and businesses through loans, grants, tax changes and other types of relief. The most significant impacts of the Act related to accounting for loan modifications and establishment of the Paycheck Protection Program ("PPP"). On December 21, 2020, the Consolidated Appropriates Act of 2021 ("CAA") was passed. The CAA extends or modifies many of the relief programs first created by the CARES Act, including the PPP and treatment of certain loan modifications related to the COVID-19 pandemic.

Allowance for Loan Losses

The allowance for loan losses ("Allowance" or "ALLL") is established as losses are estimated to have occurred through a provision for loan losses charged to earnings. Loan losses are charged against the allowance when management believes the uncollectibility of a loan balance is confirmed. Subsequent recoveries, if any, are credited to the allowance.

The Allowance is evaluated on a regular basis, but not less than quarterly, by management and is based upon management's periodic review of the collectibility of the loans in light of historical experience, the nature and volume of the loan portfolio, adverse situations that may affect the borrower's ability to repay, estimated value of any underlying collateral and prevailing economic conditions. This evaluation is inherently subjective as it requires estimates that are susceptible to significant revision as more information becomes available.

The Allowance consists of specific, general, and unallocated components. The components of the Allowance for loan losses represent an estimation done pursuant to either Accounting Standards Codification ("ASC") Topic 450 "Contingencies," or ASC Topic 310 "Receivables." The specific component relates to loans that are classified as either doubtful or substandard. For such loans that are also classified as impaired, an Allowance is established when the discounted cash flows (or collateral value or observable market price) of the impaired loan is lower than the carrying value of that loan. The general component covers non-classified loans and is based on historical loss experience adjusted for qualitative factors. These factors may include the nature and volume of the loan portfolio, overall portfolio quality, and current economic conditions that may affect the borrowers' ability to repay the loan.

Premises and Equipment

Land is carried at cost. Premises and equipment are stated at cost less accumulated depreciation and amortization. Premises and equipment, including costs related to developing or obtaining software for internal use, are depreciated on a straight-line basis over their useful lives, which range from three to seven years for furniture, fixtures and equipment to thirty-nine years for buildings and building improvements. Leasehold improvements are amortized over the shorter of their estimated useful economic lives or the lives of the leases. Maintenance and repairs are charged to expense as incurred, while improvements which extend the useful life are capitalized and depreciated over the remaining life. Interest costs on the original purchase, significant repairs, and construction expenditures relating to Bank premises are capitalized at the Bank's average cost of funds and depreciated over the life of the building.

Other Real Estate Owned

Other real estate owned comprises properties acquired in partial or total satisfaction of problem loans. The properties are recorded at fair value at the date acquired, less estimated costs of disposal, which establishes a new cost basis. Losses arising at the time of acquisition of such properties are charged against the ALLL. Subsequent write-downs that may be required are expensed when incurred and included in noninterest expense. Gains and losses realized from sales and expenses of operation are included in noninterest expense.

During the year ended December 31, 2020, management negotiated the sale of several large other real estate owned properties. These sales were in excess of the prices estimated as likely in previous years. As a result, during 2020, the Bank recovered approximately $3.2 million of previous writedowns on the Statement of Operations.

Revenue Recognition

On January 1, 2018, the Company adopted ASU No. 2014-09 *"Revenue from Contracts with Customers"* (Topic 606) and all subsequent ASUs that modified Topic 606. The implementation of the new standard did not have a material impact on the measurement or recognition of revenue. Results for reporting periods beginning after January 1, 2018 are presented under Topic 606, while prior period amounts were not adjusted and continue to be reported in accordance with our historic accounting under Topic 605.

Topic 606 does not apply to revenue associated with financial instruments, including revenue from loans and investment securities. Topic 606 is applicable to noninterest revenue such as deposit related fees and debit card fees. However, the recognition of these revenue streams did not change significantly upon the adoption of Topic 606. Substantially all of the Company's revenue is generated from contracts with customers. Noninterest income included within the scope of Topic 606 is discussed below.

Deposit account fees consist of monthly service fees, insufficient funds fees, check orders, and other deposit related fees. The Company's performance obligation for monthly service fees is generally satisfied, and the related revenue recognized, over the period in which the service is provided. Insufficient funds fees, check orders, and other deposit related fees are largely transactional based, and therefore, the Company's performance obligation is satisfied, and related revenue recognized, at a point in time. Payment for deposit account fees is primarily received immediately or at the end of the month through a direct charge to customers' accounts.

ATM fees are generated from the Company's cardholders using other banks' ATMs, the use of the Company's ATMs by non-bank cardholders, and interchange fees earned from usage of the Company's debit cards in payment networks such as MasterCard. Other noninterest income consists primarily of safe deposit box fees, wire transfer fees, official check fees, and rental income. The Company's performance obligation is satisfied, and related revenue recognized when the services are received. Payment of these fees is received immediately in the case of ATM fees, wire transfer fees, and official check fees. With respect to safe deposit box fees and rental income, revenue is recognized on the cash basis, which is materially with the duration of the performance obligation.

Income Taxes

Income tax expense is based on the results of operations, adjusted for permanent differences between items of income or expense reported in the financial statements and those reported for tax purposes. Under the liability method, deferred income taxes are determined based on the differences between the financial statement carrying amounts and the income tax base of assets and liabilities and are measured at the enacted tax rates that will be in effect when these differences reverse. The Company recognizes interest and penalties related to income tax matters in other noninterest expense. The Company does not have any uncertain tax positions that are deemed material and did not recognize any adjustments for unrecognized tax benefits.

Advertising

Advertising costs are expensed as incurred. Advertising expense was \$18.0 thousand and \$59.0 thousand for the years ended December 31, 2020 and 2019, respectively.

Earnings (Loss) Per Share

Basic earnings (loss) per share ("EPS") are calculated by dividing net income available to common stockholders by the weighted average number of common shares outstanding during the period. Diluted earnings per share are calculated by 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, warrants, and their equivalents are computed using the treasury stock method.

Comprehensive Income (Loss)

The Company reports comprehensive income (loss) which includes net income (loss), as well as other changes in stockholders' equity that result from transactions and economic events other than those with stockholders. The Company's only significant element of other comprehensive income (loss) is unrealized gains and losses on available-for-sale securities.

Transfers of Financial Assets

The Company accounts for transfers and servicing of financial assets in accordance with ASC Topic 860, *Transfers and Servicing*. Transfers of financial assets are accounted for as sales only when control over the assets has been surrendered. Control over transferred assets is deemed to be surrendered when (1) the assets have been isolated from the Company, (2) the transferee obtains the right (free of conditions that constrain it from taking advantage of that right) to pledge or exchange the transferred assets, and (3) the Company does not maintain effective control over the transferred assets through an agreement to repurchase them before their maturity.

Segment Reporting

ASC Topic 280, *Segment Reporting*, requires that an enterprise report selected information about operating segments in its financial reports issued to its shareholders. Based on the analysis performed by the Company, management has determined the Company only has one operating segment, which is commercial banking. The chief operating decision-makers use consolidated results to make operating and strategic decisions, and therefore, are not required to disclose any additional segment information.

Subsequent Events

Subsequent events have been evaluated for potential recognition and/or disclosure through the date of the Independent Auditor's Report, which is the date these financial statements were available to be issued. The Company evaluates subsequent events that have occurred after the balance sheet date, but before the financial statements are issued. There are two types of subsequent events (1) recognized, or those that provide additional evidence about conditions that existed at the date of the balance sheet, including the estimates inherent in the process of preparing financial statements, and (2) non-recognized, or those that provide evidence about conditions that did not exist at the date of the balance sheet but arose about that date.

2. RECENT ACCOUNTING PRONOUNCEMENTS

In June 2016, the FASB issued ASU No. 2016-13, "Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments." The amendments in this ASU, among other things, require the measurement of all expected credit losses for financial assets held at the reporting date based on historical experience, current conditions, and reasonable and supportable forecasts. Financial institutions and other organizations will now use forward-looking information to better inform their credit loss estimates. Many of the loss estimation techniques applied today will still be permitted, although the inputs to those techniques will change to reflect the full amount of expected credit losses. In addition, the ASU amends the accounting for credit losses on available-for-sale debt securities and purchased financial assets with credit deterioration. For public business entities that meet the definition of a U.S.

Securities and Exchange Commission (SEC) filer, excluding smaller reporting companies, the standard is effective for fiscal years beginning after December 15, 2019, including interim periods in those fiscal years. All other entities will be required to apply the guidance for fiscal years, and interim periods within those years, beginning after December 15, 2022. The Company is currently assessing the impact that ASU 2016-13 will have on its consolidated financial statements.

In December 2019, the FASB issued ASU 2019-12, "Income Taxes (Topic 740) – Simplifying the Accounting for Income Taxes." The ASU is expected to reduce cost and complexity related to the accounting for income taxes by removing specific exceptions to general principles in Topic 740 (eliminating the need for an organization to analyze whether certain exceptions apply in a given period) and improving financial statement preparers' application of certain income tax-related guidance. This ASU is part of the FASB's simplification initiative to make narrow-scope simplifications and improvements to accounting standards through a series of short-term projects. For public business entities, the amendments are effective for fiscal years beginning after December 15, 2020, and interim periods within those fiscal years. Early adoption is permitted. The Company is currently assessing the impact that ASU 2019-12 will have on its consolidated financial statements.

In January 2020, the FASB issued ASU 2020-01, "Investments – Equity Securities (Topic 321), Investments – Equity Method and Joint Ventures (Topic 323), and Derivatives and Hedging (Topic 815) – Clarifying the Interactions between Topic 321, Topic 323, and Topic 815." The ASU is based on a consensus of the Emerging Issues Task Force and is expected to increase comparability in accounting for these transactions. ASU 2016-01 made targeted improvements to accounting for financial instruments, including providing an entity the ability to measure certain equity securities without a readily determinable fair value at cost, less any impairment, plus or minus changes resulting from observable price changes in orderly transactions for the identical or a similar investment of the same issuer. Among other topics, the amendments clarify that an entity should consider observable transactions that require it to either apply or discontinue the equity method of accounting. For public business entities, the amendments in the ASU are effective for fiscal years beginning after December 15, 2020, and interim periods within those fiscal years. Early adoption is permitted. The Company does not expect the adoption of ASU 2020-01 to have a material impact on its consolidated financial statements.

In March 2020 (Revised in April 2020), various regulatory agencies, including the Board of Governors of the Federal Reserve System and the Federal Deposit Insurance Corporation, ("the agencies") issued an interagency statement on loan modifications and reporting for financial institutions working with customers affected by the Coronavirus. The interagency statement was effective immediately and impacted accounting for loan modifications. Under Accounting Standards Codification 310-40, "Receivables – Troubled Debt Restructurings by Creditors," ("ASC 310-40"), a restructuring of debt constitutes a troubled debt restructuring ("TDR") if the creditor, for economic or legal reasons related to the debtor's financial difficulties, grants a concession to the debtor that it would not otherwise consider. The agencies confirmed with the staff of the FASB that short-term modifications made on a good faith basis in response to COVID-19 to borrowers who were current prior to any relief, are not to be considered TDRs. This includes short-term (e.g., six months) modifications such as payment deferrals, fee waivers, extensions of repayment terms, or other delays in payment that are insignificant. Borrowers considered current are those that are less than 30 days past due on their contractual payments at the time a modification program is implemented. In August 2020, a joint statement on additional loan modifications was issued. Among other things, the Interagency Statement addresses accounting and regulatory reporting considerations for loan modifications, including those accounted for under Section 4013 of the Coronavirus Aid, Relief, and Economic Security ("CARES") Act. The CARES Act was signed into law on March 27, 2020 to help support individuals and businesses through loans, grants, tax changes and other types of relief. The most significant impacts of the Act related to accounting for loan modifications and establishment of the Paycheck Protection Program

(“PPP”). On December 21, 2020, the Consolidated Appropriates Act of 2021 (“CAA”) was passed. The CAA extends or modifies many of the relief programs first created by the CARES Act, including the PPP and treatment of certain loan modifications related to the COVID-19 pandemic.

In August 2020, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2020-06 “Debt – Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging – Contracts in Entity’s Own Equity (Subtopic 815-40): Accounting for Convertible Instruments and Contracts in an Entity’s Own Equity.” The ASU simplifies accounting for convertible instruments by removing major separation models required under current U.S. GAAP. Consequently, more convertible debt instruments will be reported as a single liability instrument and more convertible preferred stock as a single equity instrument with no separate accounting for embedded conversion features. The ASU removes certain settlement conditions that are required for equity contracts to qualify for the derivative scope exception, which will permit more equity contracts to qualify for it. The ASU also simplifies the diluted earnings per share (EPS) calculation in certain areas. In addition, the amendment updates the disclosure requirements for convertible instruments to increase the information transparency. For public business entities, excluding smaller reporting companies, the amendments in the ASU are effective for fiscal years beginning after December 15, 2021, and interim periods within those fiscal years. For all other entities, the standard will be effective for fiscal years beginning after December 15, 2023, including interim periods within those fiscal years. Early adoption is permitted. The Company does not expect the adoption of ASU 2020-06 to have a material impact on its consolidated financial statements.

In October 2020, the FASB issued ASU 2020-08, “Codification Improvements to Subtopic 310-20, Receivables – Nonrefundable fees and Other Costs.” This ASU clarifies that an entity should reevaluate whether a callable debt security is within the scope of ASC paragraph 310-20-35-33 for each reporting period. For public business entities, the ASU is effective for fiscal years beginning after December 15, 2020, and interim periods within those fiscal years. Early adoption is not permitted. All entities should apply ASU No. 2020-08 on a prospective basis as of the beginning of the period of adoption for existing or newly purchased callable debt securities. The Company does not expect the adoption of ASU 2020-06 to have a material impact on its (consolidated) financial statements.

3. INVESTMENT SECURITIES

Investment securities have been classified in the consolidated balance sheets according to management's intent and ability to hold the investment.

Investment securities at December 31, 2020 and 2019 are summarized in the following table (in thousands).

	2020			
	Amortized Cost	**Gross Unrealized Gains**	**Gross Unrealized Losses**	**Estimated Fair Value**
Available-for-Sale:				
SBA securitized loan pools	$ 6,188	$ 20	$ 5	$ 6,203
Mortgage-backed securities	48,720	300	57	48,963
Municipal securities	514	11	—	525
Corporate bonds	2,628	—	27	2,601
	$ 58,050	$ 331	$ 89	$ 58,292

	2019			
	Amortized Cost	**Gross Unrealized Gains**	**Gross Unrealized Losses**	**Estimated Fair Value**
Available-for-Sale:				
SBA securitized loan pools	$ 291	$ 3	$ —	$ 294
Mortgage-backed securities	26,070	351	65	26,356
Municipal securities	515	—	1	514
Corporate bonds	1,022	—	—	1,022
	$ 27,898	$ 354	$ 66	$ 28,186

At December 31, 2020 and 2019, investment securities with a carrying value of $284.0 thousand and $447.0 thousand, respectively, were pledged to the FRB.

The contractual maturities of investment securities at December 31, 2020 (in thousands) are shown below. The values shown are carrying values. Expected maturities may differ from contractual maturities because borrowers may have the right to prepay obligations with or without prepayment penalties.

	Carrying Value	**Due Within One Year**	**Due Between 1-5 Years**	**Due Between 5-10 Years**	**Due After 10 Years**
Available-for-Sale:					
SBA securitized loan pools	$ 6,203	$ —	$ —	$ 3,276	$ 2,927
Mortgage-backed securities	48,963	—	—	—	48,963
Municipal securities	525	—	525	—	—
Corporate bonds	2,601	—	1,000	1,601	—
	$ 58,292	$ —	$ 1,525	$ 4,877	$ 51,890

The contractual maturities of investment securities at December 31, 2019 (in thousands) are shown below. The values shown are carrying values. Expected maturities may differ from contractual maturities because borrowers may have the right to prepay obligations with or without prepayment penalties.

	Carrying Value	Due Within One Year	Due Between 1-5 Years	Due Between 5-10 Years	Due After 10 Years
Available-for-Sale:					
SBA securitized loan pools	$ 294	$ —	$ —	$ —	$ 294
Mortgage-backed securities	26,356	—	—	—	26,356
Municipal securities	514	—	514	—	—
Corporate bonds	1,022	—	—	1,022	—
	$ 28,186	$ —	$ 514	$ 1,022	$ 26,650

As of December 31, 2020, unrealized losses (in thousands) on securities were comprised of the following based on the length of time that the securities have been in a continuous loss position:

	Less than 12 Months		More than 12 Months		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Available-for-Sale:						
SBA securitized loan pools	$ 888	$ 5	$ —	$ —	$ 888	$ 5
Mortgage-backed securities	11,816	57	—	—	11,816	57
Municipal securities	—	—	—	—	—	—
Corporate bonds	928	6	673	21	1,601	27
	$ 13,632	$ 68	$ 673	$ 21	$ 14,305	$ 89

As of December 31, 2019, unrealized losses (in thousands) on securities were comprised of the following based on the length of time that the securities have been in a continuous loss position:

	Less than 12 Months		More than 12 Months		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Available-for-Sale:						
SBA securitized loan pools	$ —	$ —	$ —	$ —	$ —	$ —
Mortgage-backed securities	2,243	11	2,755	54	4,998	65
Municipal securities	514	1	—	—	514	1
Corporate bonds	—	—	—	—	—	—
	$ 2,757	$ 12	$ 2,755	$ 54	$ 5,512	$ 66

As of December 31, 2020 and 2019, management does not have the intent to sell any of the securities classified as available for sale in the tables above and believes that it is more likely than not that the Company will not have to sell any such securities before a recovery of cost. Management does not believe any of the securities are impaired due to reasons of credit quality. Accordingly, as of December 31, 2020 and 2019, management believes the impairments detailed in the tables above are temporary and no impairment loss has been realized in the Company’s consolidated income statement.

As of December 31, 2020, there was one SBA securitized loan pool, five mortgage-backed securities, and four corporate bonds in an unrealized loss position. As of December 31, 2019, there were eleven mortgage-backed securities and one municipal security in an unrealized loss position.

During the year ended December 31, 2020, the Company sold investment securities with a book value of $29.3 million at a realized gain of $449.0 thousand. During the year ended December 31, 2019, the Company sold investment securities with a book value of $26.7 million at a realized loss of $60.0 thousand.

4. LOANS AND ALLOWANCE FOR LOAN LOSSES

The Company has segregated its loan portfolio into six segments, including construction and land development, 1-4 family residential and home equity, multi-family residential, commercial real estate, commercial business, and consumer. The Company's primary market area is in Northeastern Maryland in Cecil County, so exposure to credit risk is significantly affected by economic changes and real estate valuations in this county.

Construction lending primarily involves lending for construction of single-family residences, although the Bank does lend funds for the construction of commercial properties and multi-family real estate. The majority of loans that are made for the purpose of constructing residential homes have a loan-to-value ratio of not more than 80%. The Bank has financed the construction of non-residential properties on a case by case basis. Loan proceeds are disbursed during the construction phase according to a draw schedule based on the stage of completion. Construction projects are regularly inspected by contracted inspectors or bank personnel. Construction loans are underwritten on the basis of the estimated value of the property as completed. The Bank originates loans secured by raw land, which are generally granted to developers; these loans have terms of up to three years. The substantial majority of land loans have a loan-to-value ratio not exceeding 75%. Land loans have a higher level of risk than residential mortgage loans because their values tend to fluctuate more frequently and in a more pronounced manner. The Bank has sought to minimize this risk by offering such financing primarily to builders and developers to whom the Bank has loaned funds in the past and to persons who have previous experience in such projects.

The Bank offers fixed and adjustable conventional mortgage and home equity loans on one-to-four family residential dwellings. Most loans are originated in amounts up to $350.0 thousand on properties located in the Bank's primary market area. These loans are generally for terms of 15, 20, and 30 years amortized on a monthly basis with interest and principal due each month. The Bank retains all mortgage loans it originates. The retention of adjustable rate loans helps reduce the Bank's exposure to rising interest rates. However, during periods of rising interest rates, the risk of default on adjustable rate mortgage loans may increase due to the upward adjustment of the interest cost to the borrower.

The Bank originates multi-family residential loans in its market area. These loans are generally larger and involve greater risks than one-to-four family residential loans. Because payments on these loans are often dependent on the successful operations and management of the property, repayment of such loans will be heavily dependent on the conditions in the real estate market or the economy. The Bank seeks to minimize these risks in a variety of ways, including limiting the size of such loans and obtaining higher down payments. The loans typically have terms of 20 to 40 years, with rate adjustments every one, three, or five years. They generally have imbedded interest rate floors, with no interest rate ceilings, and have no interest rate change limitations.

The Bank primarily originates commercial real estate loans in its market area. These loans are generally larger and involve greater risks than one-to-four family residential loans. Because payments on these loans are often dependent on the successful operation or management of the property, repayment of such loans may be subject to a greater extent to adverse conditions in the real estate market or the economy. The Bank seeks to minimize these risks in a variety of ways, including limiting the size of such loans and obtaining higher down payments. The loans typically have terms of 20 to 40 years, with rate adjustments every one, three, or five years. They generally have imbedded interest rate floors, with no interest rate ceilings, and have no interest rate change limitations. The Bank's commercial real estate loans are typically secured by retail or wholesale establishments, motels/hotels, service industries, and industrial or warehouse facilities. During 2011, the Bank began making loans under the Small Business Administration ("SBA") Section 7(a) program, under which the SBA guarantees up to 75% of loans of up to $5.0 million for the purchase or expansion of small businesses. The Bank may sell the guaranteed portion of SBA loans into the secondary market and retain the unguaranteed portion in its portfolio.

The Bank offers secured and unsecured commercial business loans and lines of credit to businesses located in its primary market area. Most business loans have a one-year term, while lines of credit can remain open for longer periods. Generally, owners, partners, and officers sign the loan agreement. The security for a business loan depends on the amount borrowed, the business involved, and the strength of the borrower's firm. Commercial business lending entails significant risk, as the payments on such loans generally depend upon the successful operations and management of the business involved. Although the Bank attempts to limit its risk of loss on such loans by limiting the amount and the term, and by requiring personal guarantees of the principals of the business, the risk of loss on these loans is substantially greater than the risk of loss from residential real estate lending. During the years ended December 31, 2020 and 2019, the Bank purchased $4.3 million and zero commercial loans, respectively.

The Bank's consumer loans consist of automobile loans, deposit account loans, home improvement loans, and other consumer loans. The loans are generally offered for terms of up to five years at fixed interest rates. Consumer loans are generally originated at higher interest rates than residential mortgage loans because of their higher risk. Repossessed collateral for a defaulted loan may not provide an adequate source of repayment as a result of damage, loss, or depreciation. In addition, collections are dependent on the borrower's continuing financial stability, and thus are more likely to be adversely affected by job loss, divorce, illness, or personal bankruptcy.

On an ongoing basis, the Bank assigns a grade to each of its loans. The internal grades are pass, special mention, substandard, doubtful, and loss. Loans graded pass are high quality loans where the borrower exhibits a strong balance sheet position and good earnings and cash flow history. Loans graded special mention show potential weaknesses that deserve the Bank's close attention. If these potential weaknesses are not corrected, they may result in deterioration of the repayment prospects for the loan or in the Bank's credit position at some future date. Substandard loans are inadequately protected by the current sound worth and paying capacity of the borrower or of the collateral pledged, if any. Substandard loans have a well-defined weakness that could jeopardize the liquidation of the debt. Substandard loans are characterized by the distinct possibility that the Bank will sustain some loss if the weaknesses are not corrected. Loans graded doubtful have all the weaknesses inherent in substandard loans with the added characteristic that the weaknesses make collection or liquidation in full highly improbable. Assets graded loss are considered uncollectible and of such little value that their continuance as an asset is not warranted. The classification does not mean the loan has absolutely no recovery value, but that it is not practical to defer charging off the loan even though partial recovery may be effected in the future.

For the year ended December 31, 2020, the Bank executed principal and/or interest deferrals on outstanding loan balances of $16.3 million. As of December 31, 2020, loans with a principal balance of $5.6 million remain on deferral.

The following table shows the composition of the loan portfolio at December 31, net of deferred loan origination fees and costs.

(In thousands)	**2020**	**2019**
Real estate loans:		
Construction and land development	$ 1,553	$ 2,422
1-4 family residential and home equity	22,994	25,352
Multi-family residential	1,537	2,228
Commercial	27,324	29,494
Total real estate loans	53,408	59,496
Commercial business loans	23,012	24,735
Consumer loans	190	208
Gross loans	76,610	84,439
Less allowance for loan losses	(638)	(666)
Net loans	$ 75,972	$ 83,773

In accordance with the standards issued under the Disclosures of Credit Quality of Financing Receivables and the Allowance, the following tables show credit quality indicators, the aging of receivables, and disaggregated balances of loans receivable and the Allowance (in thousands) as of December 31, 2020 and 2019.

Credit Quality Indicators
As of December 31, 2020

	Construction & Land Development	**1-4 Family Residential**	**Multi-Family Residential**	**Commercial Real Estate**	**Commercial Business**	**Consumer**	**Total**
Credit risk profile by internally assigned grade:							
Pass	$1,390	$17,717	$1,537	$26,054	$22,960	$190	$69,848
Special mention	-	3,337	-	813	52	-	4,202
Substandard	163	1,940	-	457	-	-	2,560
Total	$1,553	$22,994	$1,537	$27,324	$23,012	$190	$76,610
Credit risk profile based on payment activity:							
Current	$1,390	$21,497	$1,537	$27,019	$23,012	$190	$74,645
Past Due	163	1,497	-	305	-	-	1,965
Total	$1,553	$22,994	$1,537	$27,324	$23,012	$190	$76,610

Credit Quality Indicators
As of December 31, 2019

	Construction & Land Development	**1-4 Family Residential**	**Multi-Family Residential**	**Commercial Real Estate**	**Commercial Business**	**Consumer**	**Total**
Credit risk profile by internally assigned grade:							
Pass	$2,254	$20,035	$2,228	$24,055	$24,674	$208	$73,454
Special mention	-	3,531	-	4,825	61	-	8,417
Substandard	168	1,786	-	614	-	-	2,568
Total	$2,422	$25,352	$2,228	$29,494	$24,735	$208	$84,439
Credit risk profile based on payment activity:							
Current	$2,422	$25,029	$2,228	$29,075	$23,563	$208	$82,525
Past Due	-	323	-	419	1,172	-	1,914
Total	$2,422	$25,352	$2,228	$29,494	$24,735	$208	$84,439

Age Analysis of Past Due Loans Receivable
As of December 31, 2020

	Construction & Land Development	**1-4 Family Residential**	**Multi-Family Residential**	**Commercial Real Estate**	**Commercial Business**	**Consumer**	**Total**
30-59 Days Past Due	$ -	$ -	$ -	$ 305	$ -	$ -	$ 305
60-89 Days Past Due	-	-	-	-	-	-	-
Greater Than 90 Days Past Due	163	1,497	-	-	-	-	1,660
Total Past Due	163	1,497	-	305	-	-	1,965
Current	1,390	21,497	1,537	27,019	23,012	190	74,645
Total Loans Receivable	$1,553	$22,994	$1,537	$27,324	$23,012	$190	$76,610
Recorded Investment > 90 Days and Accruing	-	-	-	-	-	-	-

Age Analysis of Past Due Loans Receivable
As of December 31, 2019

	Construction & Land Development	**1-4 Family Residential**	**Multi-Family Residential**	**Commercial Real Estate**	**Commercial Business**	**Consumer**	**Total**
30-59 Days Past Due	$ -	$ 280	$ -	$ 419	$ 1,154	$ -	$ 1,853
60-89 Days Past Due	-	-	-	-	-	-	-
Greater Than 90 Days Past Due	-	43	-	-	18	-	61
Total Past Due	-	323	-	419	1,172	-	1,914
Current	2,422	25,029	2,228	29,075	23,563	208	82,525
Total Loans Receivable	$2,422	$25,352	$2,228	$29,494	$24,735	$208	$84,439
Recorded Investment > 90 Days and Accruing	-	-	-	-	18	-	18

Allowance for Loan Losses and Recorded Investment in Loans Receivable
For the Year Ended December 31, 2020

	Construction & Land Development	**1-4 Family Residential**	**Multi-Family Residential**	**Commercial Real Estate**	**Commercial Business**	**Consumer**	**Unallocated**	**Total**
Allowance for loan losses:								
Beginning balance	$1	$59	$-	$ 70	$ 9	$2	$525	$666
Charge-offs	-	-	-	-	-	(1)	-	(1)
Recoveries	-	37	-	-	10	1	-	48
Recovery	3	(39)	-	46	38	(1)	(122)	(75)
Ending balance	$4	$57	$-	$116	$57	$1	$403	$638
Ending balance of allowance individually evaluated for impairment	$-	$-	$-	$45	$-	$-	$-	$45
Ending balance of allowance collectively evaluated for impairment	$4	$57	$-	$71	$57	$1	$403	$593
Loans receivable:								
Ending balance	$1,553	$22,994	$1,537	$27,324	$23,012	$190	$-	$76,610
Ending balance of loans individually evaluated for impairment	$163	$3,017	$-	$6,667	$-	$-	$-	$9,847
Ending balance of loans collectively evaluated for impairment	$1,390	$19,977	$1,537	$20,657	$23,012	$190	$-	$66,763

Allowance for Loan Losses and Recorded Investment in Loans Receivable
For the Year Ended December 31, 2019

	Construction & Land Development	1-4 Family Residential	Multi-Family Residential	Commercial Real Estate	Commercial Business	Consumer	Unallocated	Total
Allowance for loan losses:								
Beginning balance	$11	$62	$-	$279	$62	$-	$325	$739
Charge-offs	-	(52)	-	-	-	(12)	-	(64)
Recoveries	18	164	-	7	-	2	-	191
Recovery	(28)	(115)	-	(216)	(53)	12	200	(200)
Ending balance	$ 1	$59	$-	$ 70	$ 9	$2	$525	$666
Ending balance of allowance individually evaluated for impairment	$-	$4	$-	$51	$-	$-	$-	$55
Ending balance of allowance collectively evaluated for impairment	$1	$55	$-	$19	$9	$2	$525	$611
Loans receivable:								
Ending balance	$2,422	$25,352	$2,228	$29,494	$24,735	$208	$-	$84,439
Ending balance of loans individually evaluated for impairment	$167	$2,886	$-	$10,496	$-	$-	$-	$13,549
Ending balance of loans collectively evaluated for impairment	$2,255	$22,466	$2,228	$18,998	$24,735	$208	$-	$70,890

Loans Receivable on Nonaccrual Status
As of December 31, 2020

	Construction & Land Development	1-4 Family Residential	Multi-Family Residential	Commercial Real Estate	Commercial Business	Consumer	Total
Unpaid Principal Balance	$163	$1,497	$-	$92	$-	$-	$1,752

Loans Receivable on Nonaccrual Status
As of December 31, 2019

	Construction & Land Development	1-4 Family Residential	Multi-Family Residential	Commercial Real Estate	Commercial Business	Consumer	Total
Unpaid Principal Balance	$-	$55	$-	$-	$-	$-	$55

Impaired Loans
As of and For the Year Ended December 31, 2020

	Construction & Land Development	1-4 Family Residential	Multi-Family Residential	Commercial Real Estate	Commercial Business	Consumer	Total
Loans With a Valuation Allowance:							
Recorded Investment	$-	$ -	$-	$366	$-	$-	$ 366
Unpaid Principal Balance	$-	$ -	$-	$366	$-	$-	$ 366
Related Allowance for Loan Losses	$-	$ -	$-	$ 45	$-	$-	$ 45
Average Recorded Investment	$-	$18	$-	$374	$-	$-	$ 392
Interest Income Recognized	$-	$ -	$-	$ 19	$-	$-	$ 19
Loans Without a Valuation Allowance:							
Recorded Investment	$163	$3,017	$-	$6,301	$-	$-	$ 9,481
Unpaid Principal Balance	$166	$3,035	$-	$6,308	$-	$-	$ 9,506
Related Allowance for Loan Losses	$-	$ -	$-	$ -	$-	$-	$ -
Average Recorded Investment	$165	$2,934	$-	$8,208	$-	$-	$11,307
Interest Income Recognized	$-	$ 90	$-	$ 237	$-	$-	$ 327
Totals:							
Recorded Investment	$163	$3,017	$-	$6,667	$-	$-	$ 9,847
Unpaid Principal Balance	$166	$3,035	$-	$6,674	$-	$-	$ 9,872
Related Allowance for Loan Losses	$-	$ -	$-	$ 45	$-	$-	$ 45
Average Recorded Investment	$165	$2,952	$-	$8,582	$-	$-	$11,699
Interest Income Recognized	$-	$ 90	$-	$ 256	$-	$-	$ 346

Impaired Loans
As of and For the Year Ended December 31, 2019

	Construction & Land Development	1-4 Family Residential	Multi-Family Residential	Commercial Real Estate	Commercial Business	Consumer	Total
Loans With a Valuation Allowance:							
Recorded Investment	$-	$ 35	$-	$382	$-	$-	$ 417
Unpaid Principal Balance	$-	$ 35	$-	$382	$-	$-	$ 417
Related Allowance for Loan Losses	$-	$ 4	$-	$ 51	$-	$-	$ 55
Average Recorded Investment	$-	$ 104	$-	$371	$-	$-	$ 475
Interest Income Recognized	$-	$ 3	$-	$ 30	$-	$-	$ 33
Loans Without a Valuation Allowance:							
Recorded Investment	$167	$2,851	$-	$10,114	$-	$-	$13,132
Unpaid Principal Balance	$167	$2,882	$-	$10,114	$-	$-	$13,163
Related Allowance for Loan Losses	$-	$ -	$-	$ -	$-	$-	$ -
Average Recorded Investment	$84	$2,156	$-	$10,446	$-	$-	$12,686
Interest Income Recognized	$9	$ 171	$-	$ 506	$-	$-	$ 686
Totals:							
Recorded Investment	$167	$2,886	$-	$10,496	$-	$-	$13,549
Unpaid Principal Balance	$167	$2,917	$-	$10,496	$-	$-	$13,580
Related Allowance for Loan Losses	$-	$ 4	$-	$ 51	$-	$-	$ 55
Average Recorded Investment	$84	$2,260	$-	$10,817	$-	$-	$13,161
Interest Income Recognized	$9	$ 174	$-	$ 536	$-	$-	$ 719

There were zero loans that were restructured during the years ended December 31, 2020 and 2019 that were categorized as troubled debt restructurings. Additionally, there were zero troubled debt restructurings that defaulted during the years ended December 31, 2020 and 2019 that were initially restructured during the twelve months preceding the default.

As of December 31, 2020, there were zero residential real estate properties in the process of foreclosure.

In the normal course of banking business, loans are made to officers and directors and their affiliated interests. These loans are made on substantially the same terms and conditions as those prevailing at the time for comparable transactions with outsiders and are not considered to involve more than the normal risk of collectibility. As of December 31, 2020 and 2019, there were no such loans outstanding, both direct and indirect (including guarantees), to directors, their associates, and policy-making officers were as follows (in thousands):

5. PREMISES AND EQUIPMENT

Premises and equipment are summarized by major classifications as follows as of December 31, (in thousands):

	2020	2019
Land	$ 398	$ 952
Buildings and improvements	2,391	5,432
Furniture, fixtures and equipment	2,127	2,690
Leasehold improvements	365	472
	5,281	9,546
Less: accumulated depreciation	2,925	4,823
	$ 2,356	$ 4,723

Depreciation expense for the years ended December 31, 2020 and 2019 was $201.0 thousand and $220.0 thousand, respectively.

On January 1, 2019, the Company adopted FASB ASU 2016-02, *Leases (Topic 842)*, relating to its non-cancellable operating leases and subleases of Bank premises. The guidance was implemented using the modified retrospective transition approach at the date of adoption with no cumulative effect adjustment to opening retained earnings and no material impact on the measurement of operating lease costs. Prior period amounts were not adjusted and continue to be reported in accordance with the Company's historical accounting policies, resulting in a balance sheet presentation that is not comparable to the prior period in the first year of adoption. The Company elected the practical expedient package, which allowed it to not reassess (1) whether expired or existing contracts are or contain a lease, (2) the lease classification of expired or existing leases, and (3) the initial direct costs for any existing leases. The Company also elected the practical expedient to use hindsight in determining the lease term for existing leases, thereby including renewal options that the Company is reasonably certain will be exercised in the lease term. The adoption of this ASU resulted in the recognition of operating lease assets and lease liabilities of $898.0 thousand at January 1, 2019.

The Company's leases have lease terms between two years and ten years, and most of these leases include one or more renewal options for five years or less. At lease commencement, the Company assesses whether it is reasonably certain to exercise a renewal option by considering various economic factors. Options that are reasonably certain of being exercised are factored into the determination of the lease term and related payments are included in the calculation of the right-of-use asset and lease liability. The

Company uses its incremental borrowing rate to calculate the present value of lease payments when the interest rate implicit in a lease is not disclosed. None of the Company's current leases contain variable lease payment terms. The Company accounts for associated non-lease components separately.

The following table presents operating lease liabilities at December 31, 2020 (in thousands):

Gross lease liability	$	973
Less: imputed interest		140
Present value of lease liability	$	868

The weighted average remaining lease term and weighted average discount rate for operating leases at December 31, 2020 was 7.0 years and 3.15%, respectively. Maturities of the gross operating lease liability at December 31, 2020 are as follows (in thousands):

Year ending December 31:		
2021	$	150
2022		153
2023		140
2024		118
2025		121
Thereafter		291
Total	$	973

Rent expense was $350.0 thousand and $189.0 thousand for the years ended December 31, 2020 and 2019, respectively. During the year ended December 31, 2020, the Company terminated an existing lease associated with a branch closure. Termination of the lease resulted in an $85.0 thousand accrual at December 31, 2020 based upon an amendment to the lease agreement.

6. DEPOSITS

The following is a summary of deposits (in thousands) as of December 31:

	2020			2019		
		Balance	Weighted Average Rate		Balance	Weighted Average Rate
NOW and Money Market accounts	$	33,815	0.48%	$	29,793	1.30%
Savings accounts		25,314	0.15		21,537	0.30
Certificates of deposit		84,937	1.97		90,563	2.27
Checking accounts		29,896	0.00		24,321	0.00
	$	173,962		$	166,214	

A summary of certificate accounts (in thousands) by maturity as of December 31, 2020 is as follows:

Three months or less	$	10,482
Three months to twelve months		31,674
Twelve months to twenty-four months		24,995
Twenty-four months to thirty-six months		8,754
Thirty-six months to forty-eight months		5,433
Forty-eight months to sixty months		3,599
	$	84,937

The Bank's deposits are insured to applicable limits by the FDIC. Under the Dodd-Frank Wall Street Reform and Consumer Protection Act, the maximum deposit insurance amount has been permanently increased to $250.0 thousand.

Term certificates include certificates of deposit in denominations of $250.0 thousand or more aggregating approximately $7.9 million and $6.2 million at December 31, 2020 and 2019, respectively.

Officers' and directors' deposit accounts amounted to approximately $221.0 thousand and $448.0 thousand at December 31, 2020 and 2019, respectively.

As of December 31, 2020 and 2019, $10.0 thousand and $8.0 thousand, respectively, in overdrawn demand deposit accounts were reclassified as loans receivable on the consolidated balance sheets.

7. ADVANCES FROM FEDERAL HOME LOAN BANK OF ATLANTA ("FHLB")

The Bank has a borrowing facility with the FHLB with a total maximum available balance of $38.9 million, subject to the value of collateral pledged. As of December 31, 2020, based on the level of collateral, the Bank had credit availability of $7.2 million. As of December 31, 2019, based on the level of collateral, the Bank had credit availability of $9.1 million.

During the year ended December 31, 2019, the Bank incurred prepayment penalties of $1.1 million for the repayment of $33.5 million in advances from FHLB. The prepayment penalties were included in interest expense on advances from Federal Home Loan Bank of Atlanta on the Statement of Operations.

Wholly owned first mortgage loans on 1 - 4 family and multifamily dwelling units, commercial real estate loans, and second mortgages and home equity lines of credit with unpaid principal balances of approximately $12.3 million were pledged to the FHLB as collateral on the borrowing facility as of December 31, 2020.

8. ADVANCES FROM FEDERAL RESERVE BANK OF RICHMOND

The Bank pledged loans originated under the Small Business Administration's Paycheck Protection Program ("PPP") to the FRB as part of the PPP Liquidity Facility implemented during 2020. The advances, which bear interest at 0.35%, total $705.0 thousand as of December 31, 2020 and mature during the second quarter of 2022.

9. INCOME TAXES

The tax effects (in thousands) of temporary differences that give rise to significant portions of the deferred tax assets and deferred tax liabilities at December 31, 2020 and 2019 are presented below:

	2020	2019
Deferred tax assets:		
Deferred loan origination fees	$ 72	$ 67
Non-accrual interest	30	1
Loan loss allowance	175	183
Tax basis in excess of carrying value of other real estate owned	780	1,669
Capital loss carry-forwards	17	17
Net operating loss carry-forwards	15,564	15,153
Other	56	85
Total gross deferred tax assets	16,694	17,175
Deferred tax liabilities:		
FHLB stock dividends	20	20
Net unrealized gain on available-for-sale securities	117	117
Tax accumulated depreciation in excess of book	363	384
Total gross deferred tax liabilities	500	521
Net deferred tax assets before valuation allowance	16,194	16,654
Valuation allowance	(16,194)	(16,654)
Net deferred tax assets	$ —	$ —

The Company established a full valuation allowance on its deferred tax assets during the third quarter 2012 in accordance with accounting principles generally accepted in the United States of America. The establishment of the valuation allowance does not preclude the Company from realizing these assets in the future. The Company has federal loss carry-forwards totaling approximately $58.6 million that begin to expire in 2021 through 2040.

A two-year reconcilement of the difference between the statutory federal income tax rate and the effective tax rate for the Company is shown below as of December 31:

	2020	2019
Federal income tax rate	(21.0)%	(21.0)%
Increase (decrease) resulting from:		
State income taxes, net of federal		
Income tax benefit	(6.5)	(6.5)
Other	27.5	27.5
Effective tax rate	0.0%	0.0%

The Company files income tax returns in the U.S. federal jurisdiction. The Company is no longer subject to U.S. federal income tax examinations by tax authorities for years before 2017.

10. REGULATORY MATTERS

The Bank is subject to various regulatory capital requirements administered by the federal banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory and additional discretionary actions by regulators that, if undertaken, could have a material effect on the Company's and the Bank's 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 capital amounts and classifications are also subject to qualitative judgments by the regulators about components, risk weightings, and other factors. Prompt corrective action provisions are not applicable to bank holding companies.

Quantitative measures established by regulation to ensure capital adequacy require the Bank to maintain minimum amounts and ratios (set forth in the table below and as defined in the regulations) of total and Tier 1 capital to risk-weighted assets, of Tier 1 capital to average assets, and Common Equity Tier 1 capital. Management believes, as of December 31, 2020 and 2019, the Bank met all capital adequacy requirements to which it is subject.

The final rule implementing Basel Committee on Banking Supervision's capital guidelines for U.S. banks (Basel III rules) became effective on January 1, 2015, with full compliance with all of the requirements being phased in over a multi-year schedule, and fully phased in by January 1, 2019. As part of the new requirements, the Common Equity Tier 1 Capital ratio is calculated and utilized in the assessment of capital for all institutions.

In July 2013, the Federal Reserve issued final rules to include technical changes to its market risk capital rules to align them with the Basel III regulatory capital framework and meet certain requirements of the Dodd-Frank act. Effective January 1, 2015, the final rules require the Bank to comply with the following minimum capital ratios: (i) a new common equity Tier 1 capital ratio of 4.5% of risk-weighted assets; (ii) a Tier 1 capital ratio of 6.0% or risk-weighted assets; (iii) a total capital ratio of 8.0% of risk-weighted assets; and (iv) a leverage ratio of 4.0% of average assets. The Basel III Final Rules establish a capital conservation buffer of 2.5%, which is added to the 4.5% CETI to risk-weighted assets to increase the ratio to at least 7%. The Basel III Final Rules also establish risk weightings that applied to many classes of assets held by community banks, importantly including applying higher risk weightings to certain commercial real estate loans. The Basel III Final Rules became effective January 1, 2015 and the Basel III Final Rules capital conservation buffer was phased in from 2015 to 2019.

As of December 31, 2020, the most recent notification from the Federal Reserve Board categorized the Bank as well capitalized under the framework for prompt corrective action. To be categorized as well capitalized, an institution must maintain minimum total risk-based, Tier 1 risk-based, and Tier 1 leverage ratios as set forth in the table below. There are no conditions or events since that notification that management believes have changed the Bank's categorization. The Bank's actual capital amounts and ratios are also presented in the table below.

	Actual		**To be Well Capitalized Under Prompt Corrective Action Rules**		**For Capital Adequacy Purposes**	
	Amount	**Ratio**	**Amount**	**Ratio**	**Amount**	**Ratio**
			(Dollars in thousands)			
As of December 31, 2020:						
Total risk-based capital ratio	$13,576	15.78 %	$8,603	10.00 %	$6,882	8.00 %
Tier 1 risk-based capital ratio	12,798	14.88	6,882	8.00	5,162	6.00
Common equity tier 1 capital ratio	12,798	14.88	5,592	6.50	3,871	4.50
Tier 1 leverage ratio	12,798	6.77	9,457	5.00	7,566	4.00
As of December 31, 2019:						
Total risk-based capital ratio	$12,045	14.28 %	$8,435	10.00 %	$6,748	8.00 %
Tier 1 risk-based capital ratio	11,125	13.19	6,748	8.00	5,061	6.00
Common equity tier 1 capital ratio	11,125	13.19	5,483	6.50	3,796	4.50
Tier 1 leverage ratio	11,125	6.31	8,818	5.00	7,054	4.00

Effective June 29, 2010, the Company and the Bank entered into a written agreement with the FRB and the State of Maryland Commissioner of Financial Regulation pursuant to which the Company and the Bank have agreed to take various actions. Under the terms of the Written Agreement, the Bank has agreed to develop and submit for approval written plans to: (1) strengthen board oversight of the management and operations of the Bank; (2) strengthen credit risk management practices; (3) strengthen management of credit concentrations; (4) enhance its lending and credit administration program; (5) provide for the ongoing review and grading of the Bank's loan portfolio by a qualified independent party; (6) improve the Bank's position through repayment, amortization, liquidation, additional collateral, or other means on each loan or other asset in excess of $250,000, including other real estate owned, that is (i) 90 days or more past due as of the date of the Written Agreement, (ii) that is on the Bank's problem loan list, or (iii) that was adversely classified in a report of examination of the Bank; (7) for the use or disposition of real property acquired for Bank premises; (8) provide for the maintenance of an adequate ALLL; (9) provide for contingent liquidity funding; (10) improve the Bank's earnings and overall condition; and (11) address criticisms in the most recent examination report including independent testing for BSA/AML compliance. Under the agreement, both the Company and the Bank have agreed to submit capital plans to maintain sufficient capital at the Company, on a consolidated basis, and at the Bank, on a stand-alone basis, and to refrain from declaring or paying dividends without prior regulatory approval. The Company has agreed that it will not take any other form of payment representing a reduction in the Bank's capital or make any distributions of interest, principal, or other sums on subordinated debentures or trust preferred securities without prior regulatory approval. The Company may not incur, increase, or guarantee any debt without prior regulatory approval and has agreed not to purchase or redeem any shares of its stock without prior regulatory approval.

11. OFFICER, DIRECTOR AND EMPLOYEE BENEFIT PLANS

Profit Sharing Plan

The Bank established a defined contribution 401(k) profit sharing plan for the benefit of its employees. The Plan covers all full-time employees who meet certain eligibility requirements as to age and length of service. Contributions to the 401(k) section of the plan are based on the amounts contributed by employees. The employees may contribute a percentage of their annual compensation to the Plan. The Bank makes a discretionary matching contribution equal to a uniform percentage of the amount of the employees' contribution. In applying the matching contribution, only employee salary deductions up to 2.0% will be considered. The Bank may also make a discretionary profit sharing contribution to the Plan as determined by the Board of Directors. For the years ended December 31, 2020 and 2019, the Bank's expense related to the Plan was $40.0 thousand and $29.0 thousand, respectively.

12. FINANCIAL INSTRUMENTS WITH OFF-BALANCE-SHEET RISK

In the normal course of business, the Bank has various outstanding credit commitments which are properly not reflected in the financial statements. These commitments are made to satisfy the financing needs of the Bank's clients. The associated credit risk is controlled by subjecting such activity to the same credit and quality controls that exist for the Bank's lending and investing activities. The commitments involve diverse business and consumer customers and are generally well collateralized. Management does not anticipate that losses, if any, which may occur as a result of these commitments, would materially affect the stockholders' equity of the Bank. Since a portion of the commitments have some likelihood of not being exercised, the amounts do not necessarily represent future cash requirements.

Loan and credit line commitments, excluding unused portions of home equity lines of credit, totaled approximately $944.0 thousand at December 31, 2020, and $409.0 thousand at December 31, 2019. These commitments are contingent upon continuing customer compliance with the terms of the agreement.

Unused portions of home equity lines at year-end amounted to approximately $2.2 million in 2020 and $1.2 million in 2019. The Bank's home equity line accounts are secured by the borrower's residence.

Irrevocable letters of credit, totaling $635.0 thousand at December 31, 2020 and $653.0 thousand at December 31, 2019, are obligations to make payments under certain conditions to meet contingencies related to customers' contractual agreements. They are primarily used to guarantee a customer's contractual and/or financial performance and are seldom exercised.

The Bank has established an allowance for off balance sheet credit exposures. The allowance is established as losses are estimated to have occurred through a loss for off balance sheet credit exposures charged to earnings. Losses are charged against the allowance when management believes the required funding of these exposures is uncollectible. While this evaluation is completed on a regular basis, it is inherently subjective as it requires estimates that are susceptible to significant revision as more information becomes available. At December 31, 2020 and 2019, the allowance was $140.0 thousand and $254.0 thousand, respectively.

13. EARNINGS (LOSS) PER SHARE

In the following table, basic loss per share is derived by dividing net income (loss) available to common stockholders by the weighted average number of common shares outstanding and does not include the effect of any potentially dilutive common stock equivalents. The diluted earnings per share are derived by dividing net income (loss) by the weighted average number of shares outstanding, adjusted for the dilutive effect of outstanding stock options and warrants. The earnings per share calculations have been adjusted to give retroactive effect to the 100-into-1 reverse stock split that was effective as of May 1, 2019. As of December 31, 2020 and 2019, the Company does not have any potentially dilutive shares.

The calculation of earnings (loss) per common share for the years ended December 31 is as follows (in thousands, except per share data):

	2020	2019
BASIC AND DILUTED:		
Net income (loss)	$ 1,659	$ (2,716)
Preferred stock dividends and discount accretion	—	—
Net income (loss) available to common stockholders	$ 1,659	$ (2,716)
Average common shares outstanding	7,636	7,636
Basic and diluted income (loss) per share	$ 0.22	$ (0.36)

14. FAIR VALUE OF FINANCIAL INSTRUMENTS

ASC Topic 825 *Disclosure About Fair Value of Financial Instruments* requires that the Company disclose estimated fair values for both its on and off-balance sheet financial instruments.

Current accounting pronouncements require disclosure of the estimated fair value of financial instruments. Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. With the exception of certain marketable securities, the Company's financial instruments are not readily marketable and market prices do not exist. Since negotiated prices in illiquid markets depend upon the then present motivations of the buyer and seller, the assumption could be made the actual sales prices could reasonably vary widely from any estimate of fair value made without the benefit of negotiations. Additionally, the changes in market interest rates can dramatically impact the value of financial instruments in a short period of time. Finally, the Company expects to retain substantially all assets and liabilities measured at fair value to their maturity or call date. Accordingly, the fair values disclosed herein are unlikely to represent the instruments' liquidation values, and do not with the exception of securities, loans, time deposits, and borrowings, consider exit costs since they cannot be reasonably estimated.

Accounting principles establish a three-level valuation hierarchy for fair value measurements. The valuation hierarchy is based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date. A financial instrument's categorization with the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement. The three levels are defined as follows:

Level 1 Inputs to the valuation methodology are quoted prices for identical assets and liabilities in active markets.

Level 2 Inputs to the valuation methodology included quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.

Level 3	Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The estimated fair values of financial instruments (in thousands) at December 31, 2020 are as follows:

			Fair Value Measurements at Reporting Date Using		
	Carrying Value	Fair Value	Quoted Prices In Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Financial assets:					
Cash and cash equivalents	$ 29,783	$ 29,783	$ 29,783	$ —	$ —
Investment securities:					
Available-for-sale	58,292	58,292	—	58,292	—
Loans receivable, net	75,972	76,404	—	—	76,404
Restricted investment securities	454	454	—	454	—
Accrued interest receivable	568	568	—	568	—
Financial liabilities:					
Deposits	173,962	175,986	—	—	175,986
Advances from Federal Reserve Bank of Richmond	705	708	—	708	—
Accrued interest payable	2	2	—	2	—

The estimated fair values of financial instruments (in thousands) at December 31, 2019 are as follows:

			Fair Value Measurements at Reporting Date Using		
	Carrying Value	Fair Value	Quoted Prices In Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Financial assets:					
Cash and cash equivalents	$ 39,175	$ 39,175	$ 39,175	$ —	$ —
Investment securities:					
Available-for-sale	28,186	28,186	—	28,186	—
Loans receivable, net	83,773	83,810	—	—	83,810
Restricted investment securities	531	531	—	531	—
Accrued interest receivable	544	544	—	544	—
Financial liabilities:					
Deposits	166,214	167,114	—	—	167,114
Accrued interest payable	2	2	—	2	—

15. ASSETS MEASURED AT FAIR VALUE

The following describes the valuation techniques used by the Company to measure certain financial assets and liabilities recorded at fair value on a recurring basis in the financial statements:

Securities available for sale: Securities available for sale are recorded at fair value on a recurring basis. Fair value measurement is based upon quoted market prices, when available (Level 1). If quoted market prices are not available, fair values are measured using independent valuation techniques of identical or similar securities for which significant assumptions are derived primarily from or corroborated by observable market data. Third party vendors compile prices from various sources and may determine the fair value of identical or similar securities by using pricing models that consider observable market data (Level 2).

Accounting principles permit the measurement of certain assets at fair value on a nonrecurring basis. Adjustments to the fair value of these assets usually result from the application of lower-of-cost-or-market accounting or write-downs of individual assets.

The following table summarizes the Company's assets (in thousands) that were measured at fair value on a nonrecurring basis during the period.

	Fair Value Measurements at Reporting Date Using			
Description	Carrying Value	Quoted Prices in Active Markets For Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
December 31, 2020				
Investment securities available-for-sale				
SBA securitized loan pools	$ 6,203	$ —	$ 6,203	$ —
Mortgage-backed securities	48,963	—	48,963	—
Municipal securities	525	—	525	—
Corporate bonds	2,601	—	2,601	—
Total investment securities available-for-sale	$ 58,292	$ —	$ 58,292	$ —
December 31, 2019				
Investment securities available-for-sale				
SBA securitized loan pools	$ 294	$ —	$ 294	$ —
Mortgage-backed securities	26,356	—	26,356	—
Municipal securities	514	—	514	—
Corporate bonds	1,022	—	1,022	—
Total investment securities available-for-sale	$ 28,186	$ —	$ 28,186	$ —

The Bank 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 at December 31, 2020 and 2019, the following table provides the level of valuation assumptions used to determine each adjustment and the carrying value of the assets. For other real estate owned and impaired loans, Level 3 assets are valued at the lesser of the unpaid principal balance of the loan, or the appraised value of the underlying collateral, net of estimated disposal costs, as determined by a third-party appraiser.

The following describes the valuation techniques used by the Company to measure certain assets recorded at fair value on a nonrecurring basis in the financial statements:

Impaired Loans: The Bank does not record loans at fair value on a recurring basis; however, from time to time a loan is considered impaired and a specific reserve is established. Loans for which is the probability exists the payment of interest and principal will not be made in accordance with the contractual terms of the loan agreement are considered impaired. Once a loan is identified as impaired, management measures the extent of any loss. The fair value of impaired loans is estimated using one of several methods, including collateral value, market value of similar debt, enterprise value, liquidation value, and discounted cash flow. Those impaired loans not requiring an allowance represent loans for which the fair value of the expected repayments or collateral exceed the recorded investment in such loans. Impaired loans where an allowance is established based on the fair value of collateral require classification in the fair value hierarchy. When an appraised value is not available or management determines the fair value of collateral is further impaired below the appraised value and there is no observable market price, the Bank records the impaired loan as nonrecurring Level 3.

Other real estate owned: The carrying amount of real estate owned by the Bank resulting from foreclosure is estimated at the fair value of the real estate based on an observable market price or a current appraised value less selling costs. If carried at market price based on appraised value using observable market data, it is recorded as nonrecurring Level 2. When an appraised value is not available or is not current, or management determines the fair value of the real estate is further impaired below the appraised value or there is no observable market price, the Bank records the real estate as nonrecurring Level 3.

(In thousands) Description	Carrying Value	Fair Value Measurements at Reporting Date Using Quoted Prices In Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
December 31, 2020				
Other real estate owned:				
Construction & Land Development	$9,732	$—	$—	$9,732
1-4 Family Residential	297	—	—	297
Commercial Real Estate	1,118	—	—	1,118
Total	$11,147	$—	$—	$11,147
Impaired loans:				
Commercial Real Estate	$321	$—	$—	$321
Total	$321	$—	$—	$321
December 31, 2019				
Other real estate owned:				
Construction & Land Development	$15,702	$—	$—	$15,702
1-4 Family Residential	1,201	—	—	1,201
Commercial Real Estate	1,020	—	—	1,020
Total	$17,923	$—	$—	$17,923
Impaired loans:				
1-4 Family Residential	$ 31	—	—	$ 31
Commercial Real Estate	331	—	—	331
Total	$362	$—	$—	$362

	Fair Value Measurements			
Description	**Fair Value**	**Valuation Technique**	**Unobservable Inputs**	**Weighted Average Discount**
December 31, 2020				
Other real estate owned:				
Construction & Land Development	$9,732	Sales Comparison Approach	Adjustment for differences in comparable sales and age	8%
1-4 Family Residential	297	Sales Comparison Approach	Adjustment for differences in comparable sales and age	0%
Commercial Real Estate	1,118	Sales Comparison Approach	Adjustment for differences in comparable sales and age	20%
Impaired loans:				
Commercial Real Estate	321	Sales Comparison Approach	Adjustment for differences in comparable sales and age	12%
December 31, 2019				
Other real estate owned:				
Construction & Land Development	$15,702	Sales Comparison Approach	Adjustment for differences in comparable sales and age	17%
1-4 Family Residential	1,201	Sales Comparison Approach	Adjustment for differences in comparable sales and age	2%
Commercial Real Estate	1,020	Sales Comparison Approach	Adjustment for differences in comparable sales and age	13%
Impaired loans:				
1-4 Family Residential	31	Sales Comparison Approach	Adjustment for differences in comparable sales and age	10%
Commercial Real Estate	331	Sales Comparison Approach	Adjustment for differences in comparable sales and age	13%

16. CECIL BANCORP, INC. - HOLDING COMPANY ONLY FINANCIAL INFORMATION

The following condensed balance sheets as of December 31, 2020 and 2019 and condensed statements of operations and cash flows for the years then ended for Cecil Bancorp, Inc. should be read in conjunction with the consolidated financial statements and notes thereto.

BALANCE SHEETS (in thousands, except per share data)

ASSETS

	2020	2019
Cash	$ 113	$ 126
Investment in subsidiaries	12,925	11,297
Total assets	$ 13,038	$ 11,423
LIABILITIES AND STOCKHOLDERS' EQUITY		
Total liabilities	—	—
Stockholders' equity:		
Common stock, $.01 par value; authorized 1,000,000,000 shares in 2020 and 2019, issued and outstanding 6,431,535 voting shares and 1,204,473 nonvoting shares in 2020 and 2019	76	76
Additional paid in capital	42,965	42,965
Retained deficit	(30,130)	(31,789)
Accumulated other comprehensive income (loss)	127	171
Total stockholders' equity	13,038	11,423
Total liabilities and stockholders' equity	$ 13,038	$ 11,423

STATEMENTS OF OPERATIONS

(in thousands)

	Years Ended December 31, 2020	Years Ended December 31, 2019
Income:		
Equity (deficit) in undistributed earnings/loss of subsidiaries	$ 1,672	$ (2,696)
Operating expenses:		
Other	13	20
Total operating expenses	13	20
Net income (loss)	$ 1,659	$ (2,716)

STATEMENTS OF CASH FLOWS

(in thousands)

	Years Ended December 31, 2020	Years Ended December 31, 2019
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income (loss)	$ 1,659	$ (2,716)
Adjustments to reconcile net loss to net cash used in operating activities:		
(Equity) deficit in undistributed earnings/loss of subsidiaries	(1,672)	2,696
Net change in other assets and other liabilities	—	(11)
Net cash used in operating activities	(13)	(31)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Net cash used in investing activities	—	—
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from issuance of common stock	—	1
Net cash provided by financing activities	—	1
NET DECREASE IN CASH	(13)	(30)
CASH AT BEGINNING OF PERIOD	126	156
CASH AT END OF PERIOD	$ 113	$ 126