

LYDALL INC /DE/
Form 10-Q/A
November 22, 2002
Table of Contents

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**Form 10-Q/A
Amendment Number 1**

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

For the quarterly period ended March 31, 2001

OR

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

For the transition period from _____ to _____

Commission File Number: 1-7665

LYDALL, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

06-0865505
(I.R.S. Employer
Identification No.)

One Colonial Road, Manchester, Connecticut
(Address of principal executive offices)

06040
(zip code)

(860) 646-1233
(Registrant's telephone number, including area code)

None
(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

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Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Common stock \$.10 par value per share.

Total Shares outstanding November 14, 2002

16,016,930

Table of Contents**LYDALL, INC.
INDEX**

	Page Number
Part I.	
Financial Information	
This amendment to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2001 is being filed to revise the consolidated condensed financial statements, as set forth in Note 7 to the Notes to Consolidated Condensed Financial Statements, from those previously filed on May 11, 2001. In this amendment the disclosures have not been updated other than to reflect the adjustments specifically discussed in Note 7 to the Notes to Consolidated Condensed Financial Statements.	
Item 1.	Financial Statements
	<u>Consolidated Condensed Balance Sheets</u> 3
	<u>Consolidated Condensed Statements of Net Income and Comprehensive Income</u> 4
	<u>Consolidated Condensed Statements of Cash Flows</u> 5
	<u>Notes to Consolidated Condensed Financial Statements</u> 6-8
Item 2.	<u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u> 9-11
Item 3.	<u>Quantitative and Qualitative Disclosures about Market Risk</u> 11
Part II.	
Other Information	
Item 6.	<u>Exhibits and Reports on Form 8-K</u> 11-12
<u>Signature</u>	13
<u>Certifications</u>	14-15
<u>Exhibit Index</u>	16

Table of Contents**PART I. FINANCIAL INFORMATION****Item 1. Financial Statements**

LYDALL, INC.
CONSOLIDATED CONDENSED BALANCE SHEETS
(In Thousands)

	March 31, 2001	December 31, 2000
	(Unaudited) (Restated) See Note 7)	
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 4,166	\$ 2,220
Accounts receivable, net	39,629	39,993
Inventories:		
Finished goods	9,778	9,933
Work in process	7,624	5,820
Raw materials	7,646	6,272
LIFO reserve	(555)	(555)
Total inventories	24,493	21,470
Income taxes receivable		2,705
Prepaid expenses	1,717	1,632
Net investment in discontinued operations	1,540	14,285
Assets held for sale	4,824	6,200
Deferred tax assets	9,123	7,290
Total current assets	85,492	95,795
Property, plant and equipment, at cost	127,954	126,711
Accumulated depreciation	(54,435)	(52,291)
	73,519	74,420
Other assets, net	24,656	24,749
Total assets	\$ 183,667	\$ 194,964
LIABILITIES AND STOCKHOLDERS EQUITY		
Current liabilities:		
Current portion of long-term debt	\$ 6,391	\$ 7,101
Accounts payable	19,500	19,154
Accrued taxes	1,422	844
Accrued payroll and other compensation	3,685	7,244
Liabilities related to assets held for sale	183	421
Other accrued liabilities	7,640	6,481
Total current liabilities	38,821	41,245
Long-term debt	12,973	24,927
Deferred tax liabilities	12,698	11,183
Other long-term liabilities	6,002	5,856
Commitments and contingencies		
Stockholders equity:		
Preferred stock		
Common stock	2,196	2,196

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Capital in excess of par value	40,337	40,335
Retained earnings	139,212	137,664
Accumulated other comprehensive loss	(6,930)	(6,800)
	<u>174,815</u>	<u>173,395</u>
Treasury stock, at cost	(61,642)	(61,642)
Total stockholders' equity	<u>113,173</u>	<u>111,753</u>
Total liabilities and stockholders' equity	\$ 183,667	\$ 194,964

See accompanying Notes to Consolidated Condensed Financial Statements.

Table of Contents

LYDALL, INC.
CONSOLIDATED CONDENSED STATEMENTS OF NET INCOME AND COMPREHENSIVE INCOME
(In Thousands Except Per-Share Data)

	Three Months Ended March 31,	
	2001	2000
	(Unaudited) (Restated See Note 7)	
Net sales	\$ 58,266	\$ 69,733
Cost of sales	41,893	52,135
Gross margin	16,373	17,598
Selling, product development and administrative expenses	13,510	13,074
Impairment charge	760	
Operating income	2,103	4,524
Other (income) expense:		
Investment income	(37)	(16)
Interest expense	333	490
Gain on sale of operation		(6,065)
Foreign currency transaction losses, net	148	76
Other, net	33	(312)
	477	(5,827)
Income from continuing operations before income taxes	1,626	10,351
Income tax expense	533	3,832
Income from continuing operations	1,093	6,519
Discontinued operations:		
(Loss) income from operations of discontinued segments, net of tax (benefit) expense of (\$181) and \$95, respectively	(308)	215
Gain on disposal of discontinued segments, net of tax expense of \$448 and \$44, respectively	763	71
Income from discontinued operations	455	286
Net income	\$ 1,548	\$ 6,805
Basic earnings per common share:		
Continuing operations	\$.07	\$.42
Discontinued operations	.03	.01
Net income	\$.10	\$.43
Diluted earnings per common share:		
Continuing operations	\$.07	\$.42
Discontinued operations	.03	.01

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Net income	\$.10	\$.43
Weighted average common shares outstanding	15,865	15,706
Weighted average common shares and equivalents outstanding	15,979	15,740
Net income	\$ 1,548	\$ 6,805
Other comprehensive (loss) income, before tax:		
Foreign currency translation adjustments	(384)	(1,330)
Unrealized loss on derivative instruments	(126)	
Unrealized gain on securities		19
	<u> </u>	<u> </u>
Other comprehensive loss, before tax	(510)	(1,311)
Income tax benefit related to items of other comprehensive loss	179	456
	<u> </u>	<u> </u>
Other comprehensive loss, net of tax	(331)	(855)
Cumulative effect of change in accounting principle, net of tax	201	
	<u> </u>	<u> </u>
Comprehensive income	\$ 1,418	\$ 5,950
	<u> </u>	<u> </u>

See accompanying Notes to Consolidated Condensed Financial Statements.

Table of Contents

LYDALL, INC.
CONSOLIDATED CONDENSED STATEMENTS OF CASH FLOWS
(In Thousands)

	Three Months Ended March 31,			
	2001	2000		
	(Unaudited)			
Deposits	1,234	1,232	2,505	2,194
Short-term borrowings	31	4	35	6
Long-term borrowings	106	108	211	213
Junior subordinated debentures	136	136	273	273
Total interest expense	1,507	1,480	3,024	2,686
Net interest income	2,958	2,967	5,850	5,935
Provision for credit losses	20	-	50	-
Net interest income after provision for credit losses	2,938	2,967	5,800	5,935
Other income:				
Service charges on deposit accounts	206	214	399	411
Other fees and commissions	234	253	441	484
Other non-interest income	6	3	9	8
Income on life insurance	65	60	132	105
Gains on investment securities	4	-	5	-
Total other income	515	530	986	1,008
Other expenses:				
Salaries and employee benefits	1,569	1,653	3,168	3,298
Occupancy	217	210	449	417
Other expenses	794	790	1,581	1,636
Total other expenses	2,580	2,653	5,198	5,351
Income before income taxes	873	844	1,588	1,592
Income tax expense	182	131	291	253
Net income	\$ 691	\$ 713	\$ 1,297	\$ 1,339
Basic and diluted earnings per share of common stock	\$ 0.28	\$ 0.29	\$ 0.52	\$ 0.54
Weighted average shares of common stock outstanding	2,487,639	2,470,931	2,486,278	2,469,184

Dividends declared per share of common stock \$ 0.12 \$ 0.12 \$ 0.24 \$ 0.24

See accompanying notes to condensed consolidated financial statements.

-4-

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

	Three Months Ended June 30,		Six Months Ended June 30,	
	2007	2006	2007	2006
Net income	\$ 691	\$ 713	\$ 1,297	\$ 1,339
Other comprehensive (loss) income, net of tax				
Unrealized gains (losses) securities:				
Unrealized holding losses arising during the period	(1,130)	(1,030)	(980)	(1,704)
Reclassification adjustment for gains included in net income	(2)	-	(9)	-
Comprehensive (loss) income	\$ (441)	\$ (317)	\$ 308	\$ (365)

See accompanying notes to condensed consolidated financial statements.

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

	Six Months Ended June 30,	
	2007	2006
Cash flows from operating activities:		
Net income	\$ 1,297	\$ 1,339
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation, amortization, and accretion	268	567
Provision for credit losses	50	-
Gains on disposals of assets, net	(5)	-
Income on investment in life insurance	(133)	(105)
Changes in assets and liabilities:		
Decrease in other assets	(77)	(283)
Decrease in other liabilities	(281)	(194)
Net cash provided by operating activities	1,119	1,324
Cash flows from investing activities:		
Maturities of available for sale mortgage-backed securities	5,113	3,552
Proceeds from maturities and sales of other investment securities	8,365	2,000
Purchases of investment securities	(3,120)	(41,410)
Purchases of Federal Home Loan Bank stock	(116)	(9)
(Increase) decrease in loans, net	(2,209)	6,921
Purchases of premises and equipment	(64)	(44)
Net cash provided (used) by investing activities	7,969	(28,990)
Cash flows from financing activities:		
(Decrease) increase in deposits, net	(10,876)	26,598
Increase (decrease) in short-term borrowings, net	3,224	(406)
Repayment of long-term borrowings	(16)	(15)
Dividends paid	(710)	(692)
Common stock dividends reinvested	93	113
Net cash provided (used) by financing activities	(8,285)	25,598
Increase (decrease) in cash and cash equivalents	803	(2,068)
Cash and cash equivalents, beginning of year	13,320	15,450
Cash and cash equivalents, end of period	\$ 14,123	\$ 13,382

See accompanying notes to condensed consolidated financial statements.

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

NOTE 1 - BASIS OF PRESENTATION

The accompanying condensed balance sheet as of December 31, 2006, which has been derived from audited financial statements, and the unaudited interim consolidated financial statements were prepared in accordance with instructions for Form 10-Q and, therefore, do not include all information and notes necessary for a complete presentation of financial position, results of operations, changes in stockholders' equity, and cash flows in conformity with accounting principles generally accepted in the United States of America. However, all adjustments (consisting only of normal recurring accruals) which, in the opinion of management, are necessary for a fair presentation of the unaudited consolidated financial statements have been included in the results of operations for the three and six months ended June 30, 2007 and 2006.

Operating results for the three and six month periods ended June 30, 2007 are not necessarily indicative of the results that may be expected for the year ending December 31, 2007.

NOTE 2 - EARNINGS PER SHARE

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

	Three Months Ended June 30,		Six Months Ended June 30,	
	2007	2006	2007	2006
Basic and diluted:				
Net income	\$ 691,000	\$ 713,000	\$ 1,297,000	\$ 1,339,000
Weighted average common shares outstanding	2,487,639	2,470,931	2,486,278	2,469,184
Dilutive effect of stock options	-	184	-	92
Average common shares outstanding - diluted	2,487,639	2,471,115	2,486,278	2,469,276
Basic and dilutive net income per share	\$ 0.28	\$ 0.29	\$ 0.52	\$ 0.54

Diluted earnings per share calculations were not required for the three and six months ended June 30, 2007, since there were no options outstanding.

NOTE 3 - RECENT ACCOUNTING PRONOUNCEMENTS

In September 2006, the FASB issued SFAS No. 157, *Fair Value Measurements* ("SFAS 157"). SFAS 157 defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements. SFAS will be applied prospectively and is effective for fiscal years beginning after November 15, 2007 and interim periods within those fiscal years. SFAS 157 is not expected to have a material impact on the Company's consolidated financial statements.

In February 2007 the FASB issued SFAS No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities- including an amendment of FASB Statement No. 115* which is effective as of the beginning of the first fiscal year that begins after November 15, 2007. Early adoption is permitted as of the fiscal year that begins on or after November 15, 2007, provided that the Company also elects to apply the provisions of FASB Statement No. 157, *Fair Value Measurements*. Management is currently evaluating the impact of adopting this Statement on the Company's financial statements for future periods.

-7-

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

OVERVIEW

Net interest income before provision for credit losses, for the second quarter, was \$2,967,000 in 2006 compared to \$2,958,000 in 2007, a 0.30% decrease. Interest income for the second quarter grew from \$4,447,000 in 2006 to \$4,465,000 in 2007, a 0.40% increase. Total interest expense for the quarter increased from \$1,480,000 in 2006 to \$1,507,000 in 2007, a 1.82% increase. The Company realized consolidated net income of \$691,000 for the second quarter of 2007 compared to \$713,000 for the second quarter of 2006, a 3.08% decrease. Year-to-date net interest income before provision for credit losses was \$5,935,000 in 2006 compared to \$5,850,000 in 2007, a 1.43% decrease. Interest income year-to-date grew from \$8,621,000 in 2006 to \$8,874,000 in 2007, a 2.93% increase. Total interest expense increased from \$2,686,000 in 2006 to \$3,024,000 in 2007, a 12.58% increase. The Company realized consolidated net income of \$1,297,000 for the first six months of 2007 compared to \$1,339,000 for the first six months of 2006, a 3.14% decrease.

Net interest income is affected by the mix of loans in the Bank's loan portfolio. Currently a majority of the Bank's loans are mortgage and construction loans secured by real estate and indirect automobile loans secured by automobiles. While mortgage and construction loans secured by real estate produce higher yields than automobile loans, all of these types of loans are made at interest rates lower than unsecured loans. While the Bank's loan volume increased in 2004 and 2005, this loan mix produced lower yields on the Company's interest-earning assets. Meanwhile, market forces resulted in higher rates of interest being paid by the Bank on deposits and borrowings used to fund income producing assets resulting in a decline in net interest income for 2005. In January of 2006, the Bank initiated a plan to increase net interest income by reducing its portfolio of lower yielding loans, acquiring additional deposits, expanding its customer base and increasing the Bank's higher yielding commercial loan portfolio. As part of this plan, the Bank attracted additional deposits by temporarily offering a 15-month certificate of deposit with an above market rate which resulted in over \$27 million in additional deposits. These additional funds were invested in marketable securities and overnight deposits making them readily available to fund loans. The Bank also hired a new commercial loan officer to increase its ability to reach this market segment. In accordance with this plan, the Bank successfully increased its higher yield commercial loans resulting in increased loan volume and yield on commercial mortgages, although the commercial loan volume increase was less than anticipated. Over the same period, yields on new indirect automobile loans increased as outstanding lower interest indirect loans matured. As a result, the Bank earned higher yields on its interest earning assets. However, market forces required us to pay higher rates of interest than anticipated on deposits overall and on borrowings used to fund income producing assets, thereby mitigating the successes of the Bank's plan and resulting in an overall decline in net interest income for 2006 and the first six months of 2007.

The Bank has developed programs to significantly increase its portfolio of commercial mortgage loans to offset the higher rates paid on deposits. In addition, the Bank has reduced its portfolio of above market rate 15-month certificates of deposit which the Bank had attracted in its promotion that began in January 2006. These steps resulted in improvements in the Bank's net interest margins and in improvements in the Bank's overall financial results and condition from the first quarter of 2007, and management anticipates that these steps will continue to improve net interest margins in future periods. The Bank funded these deposit outflows and the increase in loans through the sale of investment securities and short-term overnight borrowings.

FORWARD-LOOKING STATEMENTS

When used in this discussion and elsewhere in this Form 10-Q, the words or phrases "will likely result," "are expected to," "will continue," "is anticipated," "estimate," "project" or similar expressions are intended to identify "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. The Company cautions readers not to place undue reliance on any such forward-looking statements, which speak only as of the date made, and

readers are advised that various factors could affect the Company's financial performance and could cause the Company's actual results for future periods to differ materially from those anticipated or projected. While it is impossible to identify all such factors, such factors include, but are not limited to, those risks identified in the Company's periodic reports filed with the Securities and Exchange Commission, including its most recent Annual Report on Form 10-K.

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

RESULTS OF OPERATIONS

General. Glen Burnie Bancorp, a Maryland corporation (the "Company"), and its subsidiaries, The Bank of Glen Burnie (the "Bank") and GBB Properties, Inc., both Maryland corporations, and Glen Burnie Statutory Trust I, a Connecticut business trust, had consolidated net income of \$691,000 (\$0.28 basic and diluted earnings per share) for the second quarter of 2007, compared to the second quarter 2006 consolidated net income of \$713,000 (\$0.29 basic and diluted earnings per share). The decrease in consolidated net income for the three month period was due to increases in short term borrowings expense and provision for loan losses, partially offset by decreases in salaries. Year-to-date consolidated net income of \$1,297,000 (\$0.52 basic and diluted earnings per share) for the six months ended June 30, 2007, compared to the six months ended June 30, 2006 consolidated net income of \$1,339,000 (\$0.54 basic and diluted earnings per share). The decrease in consolidated net income was primarily due to an increase in interest expense and provisions for loan losses, partially offset by an increase in interest income and decreases in salaries and employee benefits and other expenses for the period.

Net Interest Income. The Company's consolidated net interest income prior to provision for credit losses for the three and six months ended June 30, 2007 was \$2,958,000 and \$5,850,000, respectively, compared to \$2,967,000 and \$5,935,000 for the same period in 2006, a decrease of \$9,000 (0.30%) for the three month period and a decrease of \$85,000 (1.43%) for the six month period.

Interest income increased \$18,000 (0.40%) and \$253,000 (2.93%) for the three and six months ended June 30, 2007, compared to the same periods in 2006, primarily due to an increase in loan income because of an increase in the average loan balance, partially offset by decreases in the other categories.

Interest expense increased \$27,000 (1.82%) and \$338,000 (12.58%) for the three and six months ended June 30, 2007, compared to the same 2006 periods. Interest expense increased for the six month period ended June 30, 2007, primarily attributable to increases in interest rates on certificates of deposit and individual retirement accounts and an increase in short term borrowings. The increase in interest expense for the three month period ended June 30, 2007 was due to short term borrowings.

Net interest margins for the three and six months ended June 30, 2007 were 4.43% and 4.44%, compared to tax equivalent net interest margins of 4.24% and 4.35% for the three and six months ended June 30, 2006.

Provision for Credit Losses. The Company made a provision for credit losses of \$20,000 and \$50,000 during the three and six month periods ended June 30, 2007 and no provision for credit losses during the three and six month periods ended June 30, 2006. As of June 30, 2007, the allowance for credit losses equaled 926.32% of non-accrual and past due loans compared to 3,116.95% at December 31, 2006 and 708.86% at June 30, 2006. During the three and six month periods ended June 30, 2007, the Company recorded net charge-offs of \$64,000 and \$129,000, compared to net charge-offs of \$1,000 and \$39,000 during the corresponding period of the prior year. On an annualized basis, net charge-offs for the 2007 period represent 0.13% of the average loan portfolio.

Other Income. Other income decreased from \$530,000 for the three month period ended June 30, 2006, to \$515,000 for the corresponding 2007 period, a \$15,000 (2.83%) decrease. For the six month period, other income decreased to \$986,000 at June 30, 2007 from \$1,008,000 at June 30, 2006, a \$22,000 (2.18%) decrease. The decrease for the three and six month periods were primarily due to a decrease in other fees and commissions and gains on investment securities. The six month period decrease was partially offset by an increase in income on life insurance.

Other Expenses. Other expenses decreased from \$2,653,000 for the three month period ended June 30, 2006, to \$2,580,000 for the corresponding 2007 period, an \$73,000 (2.75%) decrease. For the six month period, other expenses decreased from \$5,351,000 at June 30, 2006 to \$5,198,000 at June 30, 2007, a \$153,000 (2.94%) decrease. The decrease for the three month period was primarily due to a decrease in salaries and employee benefits. The decrease for the six month period was primarily due to a decrease in salaries and employee benefits and a decline in various operating expenses.

Income Taxes. During the three and six months ended June 30, 2007, the Company recorded income tax expense of \$182,000 and \$291,000, respectively, compared to income tax expense of \$131,000 and \$253,000, for the corresponding periods of the prior year. The Company's effective tax rate for the three and six month periods in 2007 were 20.85% and 18.32%, respectively, compared to 15.52% and 15.89%, respectively for the prior year periods. The increase in the effective tax rate for the three month period was due to decreases in income on tax exempt securities and increased income on loans. The increase in the effective tax rate for the six month period was due to decreases in income on state tax exempt agency securities and increased income on loans.

Comprehensive Income (Loss). In accordance with regulatory requirements, the Company reports comprehensive income in its financial statements. Comprehensive income consists of the Company's net income, adjusted for unrealized gains and losses on the Bank's investment portfolio of investment securities. For the second quarter of 2007,

comprehensive income (loss), net of tax, totaled (\$441,000), compared to the June 30, 2006 total of (\$317,000). Year-to-date comprehensive income (loss), net of tax, totaled \$308,000, as of June 30, 2007, compared to the June 30, 2006 total of (\$365,000). The decrease for the second quarter, from the prior year, is due primarily to the increase in unrealized losses on available for sale securities, while the increase for the year-to-date, from the prior year, was due to a decrease in unrealized losses on available for sale securities.

-9-

FINANCIAL CONDITION

General. The Company's assets decreased to \$309,488,000 at June 30, 2007 from \$317,746,000 at December 31, 2006, primarily due to the decrease in investment securities referred to above (see "Overview") used to fund the Bank's increase in loans and the Bank's deposit outflow resulting from the reduction in portfolio of above market rate 15-month certificates of deposit which the Bank had previously attracted in its promotion that began in January 2006. This decrease in investment securities was partially offset by an increase in cash and cash equivalents and other assets. The Bank's net loans totaled \$195,496,000 at June 30, 2007, compared to \$193,337,000 at December 31, 2006, an increase of \$2,159,000 (1.12%), primarily attributable to an increase in refinanced mortgages and mortgage participations purchased, partially offset by a decrease in demand loans and purchase money mortgages. Management believes that these steps resulted in improvements in the Bank's net interest margins and in improvements in the Bank's overall financial results and condition from the first quarter of 2007, and management anticipates that these steps will continue to improve net interest margins in future periods.

The Company's total investment securities portfolio (including both investment securities available for sale and investment securities held to maturity) totaled \$84,527,000 at June 30, 2007, an \$11,967,000 (12.40%) decrease from \$96,494,000 at December 31, 2006. The Bank's cash and due from banks (cash due from banks, interest-bearing deposits in other financial institutions, and federal funds sold), as of June 30, 2007, totaled \$14,123,000, an increase of \$803,000 (6.03%) from the December 31, 2006 total of \$13,320,000. The aggregate market value of investment securities held by the Bank as of June 30, 2007 was \$84,562,000 compared to \$96,541,000 as of December 31, 2006, a \$11,979,000 (12.41%) decrease.

Deposits as of June 30, 2007 totaled \$263,957,000, which is a decrease of \$10,876,000 (3.96%) from \$274,833,000 at December 31, 2006. Demand deposits as of June 30, 2007 totaled \$75,156,000, which is an increase of \$427,000 (0.57%) from \$74,729,000 at December 31, 2006. NOW accounts as of June 30, 2007 totaled \$22,084,000, which is a decrease of \$190,000 (0.85%) from \$22,274,000 at December 31, 2006. Money market accounts as of June 30, 2007 totaled \$16,669,000, which is an increase of \$1,328,000 (8.66%), from \$15,341,000 at December 31, 2006. Savings deposits as of June 30, 2007 totaled \$52,006,000, which is an increase of \$1,772,000 (3.53%) from \$50,234,000 at December 31, 2006. Certificates of deposit over \$100,000 totaled \$19,330,000 on June 30, 2007, which is a decrease of \$3,050,000 (13.63%) from \$22,380,000 at December 31, 2006. Other time deposits (made up of certificates of deposit less than \$100,000 and individual retirement accounts) totaled \$78,712,000 on June 30, 2007, which is an \$11,162,000 (12.42%) decrease from the \$89,874,000 total at December 31, 2006.

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

-10-

	At June 30, 2007	At December 31, 2006
	(Dollars in Thousands)	
Restructured loans	\$ 1,055	\$ -
Non-accrual loans:		
Real-estate - mortgage:		
Residential	\$ -	\$ 3
Commercial	-	-
Real-estate - construction		
Installment	58	46
Credit card and related	-	-
Commercial	128	8
Total non-accrual loans	186	57
Accruing loans past due 90 days or more:		
Real-estate - mortgage:		
Residential	-	2
Commercial	-	-
Real-estate - construction		
Installment	4	-
Credit card and related	-	-
Commercial	-	-
Other	-	-
Total accruing loans past due 90 days or more	4	2
Total non-accrual loans and past due loans	\$ 190	\$ 59
Non-accrual and past due loans to gross loans	0.10%	0.03%
Allowance for credit losses to non-accrual and past due loans	926.32%	3,116.95%

At June 30, 2007, there were no loans outstanding, other than those reflected in the above table, as to which known information about possible credit problems of borrowers caused management to have serious doubts as to the ability of such borrowers to comply with present loan repayment terms. Such loans consist of loans which were not 90 days or more past due but where the borrower is in bankruptcy or has a history of delinquency, or the loan to value ratio is considered excessive due to deterioration of the collateral or other factors. Reflected in the above table are \$0 of prior period troubled debt restructurings that are now not performing under the terms of their modified agreements.

Allowance For Credit Losses. The allowance for credit losses is established through a provision for credit losses charged to expense. Loans are charged against the allowance for credit losses when management believes that the collectibility of the principal is unlikely. The allowance, based on evaluations of the collectibility of loans and prior loan loss experience, is an amount that management believes will be adequate to absorb possible losses on existing loans that may become uncollectible. The evaluations take into consideration such factors as changes in the nature and volume of the loan portfolio, overall portfolio quality, review of specific problem loans, and current economic conditions and trends that may affect the borrowers' ability to pay.

Transactions in the allowance for credit losses for the six months ended June 30, 2007 and 2006 were as follows:

	Six Months Ended June 30, 2007		2006	
	(Dollars in Thousands)			
Beginning balance	\$	1,839	\$	2,201
Charge-offs		(305)		(219)
Recoveries		176		180
Net charge-offs		(129)		(39)
Provisions charged to operations		50		-
Ending balance	\$	1,760	\$	2,162
Average loans	\$	194,121	\$	185,093
Net charge-offs to average loans (annualized)		0.13%		0.04%

Reserve for Unfunded Commitments. As of June 30, 2007, the Bank had outstanding commitments totaling \$25,703,548. These outstanding commitments consisted of letters of credit, undrawn lines of credit, and other loan commitments. The following table shows the Bank's reserve for unfunded commitments arising from these transactions:

	Six Months Ended June 30, 2007		2006	
	(Dollars in Thousands)			
Beginning balance	\$	200	\$	200
Provisions charged to operations		-		-
Ending balance	\$	200	\$	200

Contractual Obligations and Commitments. No material changes, outside the normal course of business, have been made during the second quarter of 2007.

MARKET RISK AND INTEREST RATE SENSITIVITY

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

The following table sets forth the Company's interest-rate sensitivity at June 30, 2007.

-12-

	0-3 Months	Over 3 to 12 Months	Over 1 Through 5 Years	Over 5 Years	Total
(Dollars in Thousands)					
Assets:					
Cash and due from banks	\$ -	\$ -	\$ -	\$ -	\$ 11,413
Federal funds and overnight deposits	2,710	-	-	-	2,710
Securities	299	-	9,613	74,615	84,527
Loans	9,812	12,206	79,000	94,478	195,496
Fixed assets	-	-	-	-	3,259
Other assets	-	-	-	-	12,083
Total assets	\$ 12,821	\$ 12,206	\$ 88,613	\$ 169,093	\$ 309,488
Liabilities:					
Demand deposit accounts	\$ -	\$ -	\$ -	\$ -	\$ 75,156
NOW accounts	22,084	-	-	-	22,084
Money market deposit accounts	16,669	-	-	-	16,669
Savings accounts	52,006	-	-	-	52,006
IRA accounts	3,636	5,609	17,531	2,391	29,167
Certificates of deposit	18,056	21,033	29,267	519	68,875
Short-term borrowings	3,769	-	-	-	3,769
Long-term borrowings	8	26	7,090	-	7,124
Other liabilities	-	-	-	-	1,478
Junior subordinated debenture	-	-	5,155	-	5,155
Stockholders' equity:	-	-	-	-	28,005
Total liabilities and stockholders' equity	\$ 116,228	\$ 26,668	\$ 59,043	\$ 2,910	\$ 309,488
GAP	\$ (103,407)	\$ (14,462)	\$ 29,570	\$ 166,183	
Cumulative GAP	\$ (103,407)	\$ (117,869)	\$ (88,299)	\$ 77,884	
Cumulative GAP as a % of total assets	-33.41%	-38.09%	-28.53%	25.17%	

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

In addition to GAP analysis, the Bank utilizes a simulation model to quantify the effect a hypothetical immediate plus or minus 200 basis point change in rates would have on net interest income and the economic value of equity. The model takes into consideration the effect of call features of investments as well as prepayments of loans in periods of declining rates. When actual changes in interest rates occur, the changes in interest earning assets and interest bearing liabilities may differ from the assumptions used in the model. As of December 31, 2006, the model produced the following sensitivity profile for net interest income and the economic value of equity.

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	Immediate Change in Rates			
	-200	-100	+100	+200
	Basis Points	Basis Points	Basis Points	Basis Points
% Change in Net Interest Income	-4.8%	-0.8%	-1.4%	-3.6%
% Change in Economic Value of Equity	-9.5%	-1.5%	-5.4%	-12.0%

-13-

LIQUIDITY AND CAPITAL RESOURCES

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

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

The Bank's most liquid assets are cash and cash equivalents, which are cash on hand, amounts due from financial institutions, federal funds sold, certificates of deposit with other financial institutions that have an original maturity of three months or less and money market mutual funds. The levels of such assets are dependent on the Bank's operating, financing and investment activities at any given time. The variations in levels of cash and cash equivalents are influenced by deposit flows and anticipated future deposit flows. The Bank's cash and cash equivalents (cash due from banks, interest-bearing deposits in other financial institutions, and federal funds sold), as of June 30, 2007, totaled \$14,123,000, an increase of \$803,000 (6.03%) from the December 31, 2006 total of \$13,320,000.

As of June 30, 2007, the Bank was permitted to draw on a \$37,100,000 line of credit from the FHLB of Atlanta. Borrowings under the line are secured by a floating lien on the Bank's residential mortgage loans. As of June 30, 2007, a \$7.0 million long-term convertible advance was outstanding. A short term advance of \$3.5 million from FHLB of Atlanta was outstanding at June 30, 2007. This advance was used to fund the 15 month certificate of deposits that were maturing in the second quarter and not being renewed. In addition the Bank has an unsecured line of credit in the amount of \$5.0 million from another commercial bank on which it did not have an outstanding balance at June 30, 2007. Furthermore, as of June 30, 2007, the Company had outstanding \$5,155,000 of its 10.6% Junior Subordinated Deferrable Interest Debentures issued to Glen Burnie Statutory Trust I, a Connecticut statutory trust subsidiary of the Company.

The Company's stockholders' equity decreased \$196,000 (0.70%) during the six months ended June 30, 2007, due mainly to an increase in accumulated other comprehensive loss, net of tax benefits, offset by increases in all the other items. The Company's accumulated other comprehensive loss, net of tax benefits increased by \$989,000 (312.97%) from (\$316,000) at December 31, 2006 to (\$1,305,000) at June 30, 2007, as a result of a decrease in the market value of securities classified as available for sale. Retained earnings increased by \$700,000 (4.89%) as the result of the Company's earnings for the six months, offset by dividends. In addition, \$93,755 was transferred within stockholders' equity in consideration for shares to be issued under the Company's dividend reinvestment plan in lieu of cash dividends.

The Federal Reserve Board and the FDIC have established guidelines with respect to the maintenance of appropriate levels of capital by bank holding companies and state non-member banks, respectively. The regulations impose two sets of capital adequacy requirements: minimum leverage rules, which require bank holding companies and banks to maintain a specified minimum ratio of capital to total assets, and risk-based capital rules, which require the maintenance of specified minimum ratios of capital to "risk-weighted" assets. At June 30, 2007, the Bank was in full compliance with these guidelines with a Tier 1 leverage ratio of 10.81%, a Tier 1 risk-based capital ratio of 16.23% and a total risk-based capital ratio of 17.16%.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The Company's accounting policies are more fully described in its Annual Report on Form 10-K for the fiscal year ended December 31, 2006 and are essential to understanding Management's Discussion and Analysis of Financial Condition and Results of Operations. As discussed there, the preparation of financial statements in conformity with accounting principles generally accepted in the U.S. requires management to make estimates and assumptions about future events that affect the amounts reported in the financial statements and accompanying notes. Since future events and their effects cannot be determined with absolute certainty, the determination of estimates requires the exercise of judgment. Management has used the best information available to make the estimations necessary to value the related assets and liabilities based on historical experience and on various assumptions which are believed to be reasonable under the circumstances. Actual results could differ from those estimates, and such differences may be material to the financial statements. The Company reevaluates these variables as facts and circumstances change. Historically, actual results have not differed significantly from the Company's estimates. The following is a summary of the more judgmental accounting estimates and principles involved in the preparation of the Company's financial statements, including the identification of the variables most important in the estimation process:

-14-

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

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

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISK

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

ITEM 4. CONTROLS AND PROCEDURES

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

-15-

PART II - OTHER INFORMATION

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

On May 10, 2007, the Company held its Annual Meeting of Stockholders. The matters submitted to the stockholders for a vote were: (i) the election of four directors; and (ii) the authorization of the Board of Directors to accept the selection of the Audit Committee of an outside auditing firm for the Company's fiscal year ending December 31, 2007. The nominees submitted for election as directors were F. William Kuethe, Jr., Thomas Clocker, William N. Scherer, Sr., and Karen B. Thorwarth.

At the Meeting, at least 1,857,192 shares were voted in favor of each nominee, no more than 310,236 shares were voted to withhold approval of any director. As a result, all of the nominees were elected to serve as directors for a term of three years each and until their successors are duly elected and qualified. Directors not up for re-election and continuing in office after the Meeting are: John E. Demyan, F. W. Kuethe, III, Charles Lynch, Jr., Shirley E. Boyer, Norman Harrison, Michael Livingston, Edward Maddox and Mary Lou Wilcox.

At the Meeting, the Company was authorized to select an outside auditing firm, with 2,101,410 shares voting in favor of the measure, 63,003 shares voting against authorization, and 3,015 shares abstaining.

ITEM 6. EXHIBITS

Exhibit No.

- 3.1 Articles of Incorporation (incorporated by reference to Exhibit 3.1 to Amendment No. 1 to the Registrant's Form 8-A filed December 27, 1999, File No. 0-24047)
- 3.2 Articles of Amendment, dated October 8, 2003 (incorporated by reference to Exhibit 3.2 to the Registrant's Quarterly Report on Form 10-Q for the Quarter ended March 31, 2003, File No. 0-24047)
- 3.3 Articles Supplementary, dated November 16, 1999 (incorporated by reference to Exhibit 3.3 to the Registrant's Current Report on Form 8-K filed December 8, 1999, File No. 0-24047)
- 3.4 By-Laws (incorporated by reference to Exhibit 3.4 to the Registrant's Quarterly Report on Form 10-Q for the Quarter ended March 31, 2003, File No. 0-24047)
- 4.1 Rights Agreement, dated as of February 13, 1998, between Glen Burnie Bancorp and The Bank of Glen Burnie, as Rights Agent, as amended and restated as of December 27, 1999 (incorporated by reference to Exhibit 4.1 to Amendment No. 1 to the Registrant's Form 8-A filed December 27, 1999, File No. 0-24047)
- 10.1 Glen Burnie Bancorp Director Stock Purchase Plan (incorporated by reference to Exhibit 99.1 to Post-Effective Amendment No. 1 to the Registrant's Registration Statement on Form S-8, File No. 33-62280)
- 10.2 The Bank of Glen Burnie Employee Stock Purchase Plan (incorporated by reference to Exhibit 99.1 to Post-Effective Amendment No. 1 to the Registrant's Registration Statement on Form S-8, File No. 333-46943)
- 10.3 Amended and Restated Change-in-Control Severance Plan (incorporated by reference to Exhibit 3.2 to the Registrant's Annual Report on Form 10-K for the Fiscal Year Ended December 31, 2001, File No. 0-24047)
- 10.4 The Bank of Glen Burnie Executive and Director Deferred Compensation Plan (incorporated by reference to Exhibit 10.4 to the Registrant's Annual Report on Form 10-K for the Fiscal Year Ended December 31, 1999, File

No. 0-24047)

31.1	Rule 15d-14(a) Certification of Chief Executive Officer
31.2	Rule 15d-14(a) Certification of Chief Financial Officer
32.1	Section 1350 Certifications
99.1	Press Release dated August 8, 2007

-16-

SIGNATURES

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

GLEN BURNIE BANCORP

(Registrant)

Date: August 8, 2007

By: /s/ F. William Kuethe, Jr.

F. William Kuethe, Jr.
President, Chief Executive Officer

By: /s/ John E. Porter

John E. Porter
Chief Financial Officer