EAGLE BANCORP INC
Form 10-K
March 18, 2013

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

ý **Annual report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the fiscal year ended December 31, 2012

o **Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the transition period from to
Commission file number: 0-25923

Eagle Bancorp, Inc.

(Exact name of registrant as specified in its charter)

Maryland (State or other jurisdiction of incorporation or organization)	**52-2061461** (I.R.S. Employer Identification Number)
7815 Woodmont Avenue, Bethesda, Maryland (Address of principal executive offices)	**20814** (Zip Code)

Registrant's telephone number, including area code: **(301) 986-1800**

Securities registered pursuant to Section 12(b) of the Act:

Title of class	**Name of each exchange on which registered**
Common Stock, $0.01 par value	The NASDAQ Capital Market

Securities registered pursuant to Section 12(g) of the Act: **None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Section 405 of the Securities Act. Yes o No ý

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act Yes o No ý

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 ý No o

Indicate by checkmark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ý No o

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. o

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

Large accelerated filer o Accelerated filer ý Non-accelerated filer o Smaller reporting company o

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

The aggregate market value of the outstanding Common Stock held by nonaffiliates as of June 30, 2012 was approximately $265.3 million.

As of March 13, 2013, the number of outstanding shares of the Common Stock, $0.01 par value, of Eagle Bancorp, Inc. was 23,387,556.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Company's definitive Proxy Statement for the Annual Meeting of Shareholders to be held on May 16, 2013 are incorporated by reference in part III hereof.

EAGLE BANCORP, INC.
ANNUAL REPORT ON FORM 10-K

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PART I

ITEM 1. BUSINESS

Eagle Bancorp, Inc. (the "Company"), headquartered in Bethesda, Maryland, was incorporated under the laws of the State of Maryland on October 28, 1997, to serve as the bank holding company for EagleBank (the "Bank"). The Company was formed by a group of local businessmen and professionals with significant prior experience in community banking in the Company's market area, together with an experienced community bank senior management team. The Company has one direct non-banking subsidiary, Eagle Commercial Ventures, LLC ("ECV"), which provides subordinated financing for the acquisition, development and construction of real estate projects.

The Bank, a Maryland chartered commercial bank, which is a member of the Federal Reserve System, is the Company's principal operating subsidiary. It commenced banking operations on July 20, 1998. As of December 31, 2012, the Bank operated seventeen offices: seven in Montgomery County, Maryland located in Rockville (three), Bethesda, Silver Spring, Potomac and Chevy Chase; five located in the District of Columbia; and five in Northern Virginia located in Tysons Corner, Ballston, Rosslyn, Reston and Merrifield. The Bank plans to open an additional office projected to open in Alexandria, Virginia in March 2013. The Bank seeks additional banking offices consistent with its strategic plan, although there can be no assurance that the Bank will establish any additional offices, or that any branch office will prove to be profitable.

The Bank has two direct subsidiaries: Bethesda Leasing, LLC and Eagle Insurance Services, LLC. Bethesda Leasing, LLC holds title to and operates real estate owned acquired through foreclosure. Eagle Insurance Services, LLC facilitates the placement of commercial and retail insurance products through a referral arrangement with The Meltzer Group, a large well known insurance brokerage within the Company's market area.

The Bank operates as a community bank alternative to the super-regional financial institutions which dominate its primary market area. The cornerstone of the Bank's philosophy is to provide superior, personalized service to its clients. The Bank focuses on relationship banking, providing each client with a number of services, familiarizing itself with, and addressing itself to, client needs in a proactive, personalized fashion. Management believes that the Bank's target market segments, small to medium-sized for profit and non-profit businesses and the consumer base working or living in and near of the Bank's market area, demand the convenience and personal service that a smaller, independent financial institution such as the Bank can offer. It is these themes of convenience and proactive personal service that form the basis for the Bank's business development strategies.

Description of Services. The Bank offers a full range of commercial banking services to its business and professional clients, as well as complete consumer banking services to individuals living or working in the service area. The Bank emphasizes providing commercial banking services to sole proprietorships, small and medium-sized businesses, partnerships, corporations, non-profit organizations and associations, and investors living and working in and near the Bank's primary service area. A full range of retail banking services are offered to accommodate the individual needs of both corporate customers as well as the community the Bank serves. The Bank also offers online banking, mobile banking and a remote deposit service which allows clients to facilitate and expedite deposit transactions through the use of electronic scanning devices.

The Bank provides a variety of commercial and consumer lending products to small to medium-sized businesses and individuals for various business and personal purposes, including (i) commercial loans for a variety of business purposes such as for working capital, equipment purchases, real estate lines of credit, and government contract financing; (ii) asset based lending and accounts receivable financing (on a limited basis); (iii) construction and commercial real estate loans; (iv) business equipment financing; (v) consumer home equity lines of credit, personal lines of credit and term loans; (vi) consumer installment loans such as

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auto and personal loans; (v) personal credit cards offered through an outside vendor; and (vi) residential mortgage loans.

The Bank maintains a loan portfolio consisting primarily of traditional business and real estate secured loans, with a substantial portion having variable and adjustable rates, and where the cash flow of the borrower/borrower's business is the principal source of debt service with a secondary emphasis on collateral. Real estate loans are made generally for commercial purposes and are structured using both variable and fixed rates and renegotiable rates which adjust in three to five years, with maturities of five to ten years.

The Bank's consumer loans portfolio is comprised primarily of home equity lines of credit that are structured with an interest only draw period followed either by a balloon maturity or a fully amortized repayment schedule. The Bank consumer loan portfolio also includes some first lien residential mortgage loans, although the Bank's general practice is to selling such loans released to third party investors. The Bank has also developed significant expertise and commitment as a Small Business Administration ("SBA") lender.

The direct lending activities in which the Bank engages carry the risk that the borrowers will be unable to perform on their obligations. As such, interest rate policies of the Board of Governors of the Federal Reserve System (the "Federal Reserve Board") and general economic conditions, nationally and in the Bank's primary market area, have a significant impact on the Bank's and the Company's results of operations. To the extent that economic conditions deteriorate, business and individual borrowers may be less able to meet their obligations to the Bank in full, in a timely manner, resulting in decreased earnings or losses to the Bank. To the extent the Bank makes fixed rate loans, general increases in interest rates will tend to reduce the Bank's spread as the interest rates the Bank must pay for deposits may increase while interest income may be unchanged. Economic conditions may also adversely affect the value of property pledged as security for loans.

The Bank's goal is to mitigate risks in the event of unforeseen threats to the loan portfolio as a result of economic downturn or other negative influences. Plans for mitigating inherent risks in managing loan assets include: carefully enforcing loan policies and procedures, evaluating each borrower's business plan during the underwriting process and throughout the loan term, identifying and monitoring primary and alternative sources for loan repayment, and obtaining collateral to mitigate economic loss in the event of liquidation. Specific loan reserves are established based upon credit and/or collateral risks on an individual loan basis. A risk rating system is employed to proactively estimate loss exposure and provide a measuring system for setting general and specific reserve allocations.

The Bank is an approved SBA lender. As a preferred lender under the SBA's Preferred Lender Program, the Bank can originate certain SBA loans in-house without prior SBA approval. SBA loans are made through programs designed by the federal government to assist the small business community in obtaining financing from financial institutions that are given government guarantees as an incentive to make the loans. Under certain circumstances, the Bank attempts to further mitigate commercial term loan losses by using loan guarantee programs offered by the SBA. SBA lending is subject to federal legislation that can affect the availability and funding of the program. From time to time, this dependence on legislative funding causes limitations and uncertainties with regard to the continued funding of such programs, which could potentially have an adverse financial impact on our business.

The composition of the Bank's loan portfolio is heavily weighted toward commercial real estate, both owner occupied and investment real estate. Owner occupied commercial real estate and owner occupied commercial real estate construction represent 13.1% of the loan portfolio. At December 31, 2012, commercial real estate and real estate construction combined represented approximately 71.1% of the loan portfolio. Accordingly, when owner occupied commercial real estate is excluded, the percentage that commercial real estate loans represent to total loans decreases to 58.0%. These loans are underwritten to mitigate lending risks typical of this type of loan such as declines in real estate values, changes in borrower

cash flow and general economic conditions. The Bank typically requires a maximum loan to value of 80% or less and minimum cash flow debt service coverage of 1.15 to 1.0. Personal guarantees are generally required, but may be limited. In making real estate commercial mortgage loans, the Bank generally requires that interest rates adjust not less frequently than five years.

The Bank is also an active traditional commercial lender providing loans for a variety of purposes, including cash flow, equipment and account receivable financing. This loan category represents approximately 22% of the Bank's loan portfolio at December 31, 2012 and is generally variable or adjustable rate. Commercial loans meet reasonable underwriting standards, including appropriate collateral, and cash flow necessary to support debt service. Personal guarantees are generally required, but may be limited. SBA loans represent 2% of the commercial loan category of loans. In originating SBA loans, the Company assumes the risk of non-payment on the uninsured portion of the credit. The Company generally sells the insured portion of the loan generating noninterest income from the gains on sale, as well as servicing income on the portion participated. SBA loans are subject to the same cash flow analyses as other commercial loans. SBA loans are subject to a maximum loan size established by the SBA.

Approximately 4% of the loan portfolio at December 31, 2012 consists of home equity loans and lines of credit and other consumer loans. These credits, while making up a smaller portion of the loan portfolio, demand the same emphasis on underwriting and credit evaluation as other types of loans advanced by the Bank.

The remaining 3% of the loan portfolio consists of residential home mortgage loans. These credits represent first liens on residential property loans originated by the Bank. While the Bank's general practice is to originate and sell (servicing released) loans made by its Residential Lending division, certain loan terms do not satisfy the requirements of third party investors and are instead maintained in the Bank's portfolio. These type loans exhibit minimal credit risk.

Our lending activities are subject to a variety of lending limits imposed by state and federal law. These limits will increase or decrease in response to increases or decreases in the Bank's level of capital. At January 31, 2013, the Bank had a legal lending limit of $54.4 million. In accordance with internal lending policies, the Bank occasionally sells participations in its loans to other area banks, which allows the Bank to manage risk involved in these loans and to meet the lending needs of its clients. The Bank has also participated loans to the Company until such time as the Bank could accommodate the participation within its internal lending limit or the loan could be participated to another lender. No loan participations to the Company are outstanding at December 31, 2012. The ability of the Company to assist the Bank with these credits has expanded the flexibility and service the Bank can offer its customers

From time to time the Company may make loans for its own portfolio or through its higher risk loan affiliate, ECV, which under its operating agreement conducts lending only to real estate projects, as to which the Company's directors or lending officers have significant expertise. Such loans may have higher risk characteristics than loans made by the Bank, such as lower priority security interests and/or higher loan to value ratios. The Company seeks an overall financial return on these transactions commensurate with the risks and structure of each individual loan. Certain transactions bear current interest at a rate with a significant premium to normal market rates. Other loan transactions carry a standard rate of current interest, but also earn additional interest based on a fixed rate or a percentage of the profits of the underlying project. Refer to the discussion under "Management's Discussion and Analysis Noninterest Income" at page 49 and "Loan Portfolio" at page 54, for further information on the Company's and ECV's higher risk lending activities. At December 31, 2012, ECV had four outstanding loan transactions totaling $3.5 million.

The risk of nonpayment (or deferred payment) of loans is inherent in commercial banking. The Bank's marketing focus on small to medium-sized businesses may result in the assumption by the Bank of certain lending risks that are different from those attendant to loans to larger companies. The management and director committees of the Bank carefully evaluate all loan applications and attempt to minimize

credit risk exposure by use of extensive loan application data, due diligence, and approval and monitoring procedures; however, there can be no assurance that such procedures can significantly reduce such lending risks.

The Bank originates residential mortgage loans primarily as a correspondent lender. With only minor exceptions, the loans are registered with one of the designated investors at the time of application with intentions of immediate sale to that investor on a servicing released basis. This activity is managed by utilizing the available pricing, programs and lock periods, which produce market gains on the sale of the loan. Activity in the residential mortgage loan market is highly sensitive to changes in interest rates and product availability. While the Bank does have delegated underwriting authority from most of its investors, it also employs the services of the investor to underwrite the loans. Because the loans are originated with investor guidelines and designated automated underwriting and product specific requirements as part of the loan application, the loans sold have a limited recourse provision. Most contracts with investors contain recourse periods. In general, the Company may be required to repurchase a previously sold mortgage loan or indemnify the investor if there is non-compliance with defined loan origination or documentation standards, including fraud, negligence or material misstatement in the loan documents. In addition, the Company may have an obligation to repurchase a loan if the mortgagor has defaulted early in the loan term. The potential default repurchase period is up to approximately twelve months after sale of the loan to the investor. Mortgages subject to recourse are collateralized by single-family residential properties, have loan-to-value ratios of 80% or less, or have private mortgage insurance. In certain instances, the Bank may provide equity loans (second position financing) in combination with residential first mortgage lending for purchase money and refinancing purposes. The Bank also brokers loan transactions with two investors, where the Bank refers, but does not underwrite and does not close the loan transaction. In this situation the Bank has no recourse liability for the loan.

The general terms and underwriting standards for each type of commercial real estate and construction loan are incorporated into the Bank's lending policies. These policies are analyzed periodically by management, and the policies are reviewed and approved by the Board on an annual basis. The Bank's loan policies and practices described in this report are subject to periodic change, and each guideline or standard is subject to waiver or exception in the case of any particular loan, by the appropriate officer or committee, in accordance with the Bank's loan policies. Policy standards are often stated in mandatory terms, such as "shall" or "must", but these provisions are subject to exceptions. Policy requires that loan value not exceed a percentage of "market value" or "fair value" based upon appraisals or evaluations obtained in the ordinary course of the Bank's underwriting practices.

Loans are secured primarily by duly recorded first deeds of trust. In some cases, the Bank may accept a recorded second trust position. In general, borrowers will have a proven ability to build, lease, manage and/or sell a commercial or residential project and demonstrate satisfactory financial condition. Additionally, an equity contribution toward the project is required.

Construction loans require that the financial condition and experience of the general contractor and major subcontractors be satisfactory to the Bank. Guaranteed, fixed price construction contracts are required whenever appropriate, along with payment and performance bonds or completion bonds for larger scale projects.

Loans intended for residential land acquisition, lot development and construction are made on the premise that the land: 1) is or will be developed for building sites for residential structures; and 2) will ultimately be utilized for construction or improvement of residential zoned real properties, including the creation of housing. Residential development and construction loans will finance projects such as single family subdivisions, planned unit developments, townhouses, and condominiums. Residential land acquisition, development and construction loans generally are underwritten with a maximum term of 36 months, including extensions approved at origination.

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Commercial land acquisition and construction loans are secured by real property where loan funds will be used to acquire land and to construct or improve appropriately zoned real property for the creation of income producing or owner user commercial properties. Borrowers are required to contribute equity into each project at levels determined by the appropriate Loan Committee. Commercial land acquisition and construction loans generally are underwritten with a maximum term of 24 months.

Loan-to-value ("LTV") ratios, with few exceptions, are maintained consistent with or below supervisory guidelines.

All construction draw requests must be presented in writing on American Institute of Architects documents and certified by the contractor, the borrower and the borrower's architect. Each draw request shall also include the borrower's soft cost breakdown certified by the borrower or its Chief Financial Officer. Prior to an advance, the Bank or its contractor inspects the project to determine that the work has been completed, to justify the draw requisition.

Commercial permanent loans are secured by improved real property which is generating income in the normal course of operation. Debt service coverage, assuming stabilized occupancy, must be satisfactory to support a permanent loan. The debt service coverage ratio is ordinarily at least 1.15 to 1. As part of the underwriting process, debt service coverage ratios are stress tested assuming a 200 basis point increase in interest rates from their current levels.

Commercial permanent loans are generally subject to re-pricing after 5 years and are underwritten with a term not greater than 10 years or the remaining useful life of the property, whichever is lower. The preferred term is between 5 to 7 years, with amortization to a maximum of 25 years.

Personal guarantees are generally received from the principals on commercial real estate loans, and only in instances where the loan-to-value is sufficiently low and the debt service is sufficiently high is consideration given to either limiting or not requiring personal recourse.

Updated appraisals for real estate secured loans are obtained as necessary and appropriate to borrower financial condition, project status, loan terms, and market conditions.

The Company's loan portfolio includes loans made for real estate Acquisition, Development and Construction ("ADC") purposes, including both investment and owner occupied projects. ADC loans amounted to $562.5 million at December 31, 2012. The ADC loans containing loan funded interest reserves represent approximately 31% of the outstanding ADC loan portfolio at December 31, 2012. The decision to establish a loan-funded interest reserve is made upon origination of the ADC loan and is based upon a number of factors considered during underwriting of the credit including: (i) the feasibility of the project; (ii) the experience of the sponsor; (iii) the creditworthiness of the borrower and guarantors; (iv) borrower equity contribution; and (v) the level of collateral protection. When appropriate, an interest reserve provides an effective means of addressing the cash flow characteristics of a properly underwritten ADC loan. The Company does not significantly utilize interest reserves in other loan products. The Company recognizes that one of the risks inherent in the use of interest reserves is the potential masking of underlying problems with the project and/or the borrower's ability to repay the loan. In order to mitigate this inherent risk, the Company employs a series of reporting and monitoring mechanisms on all ADC loans, whether or not an interest reserve is provided, including: (i) construction and development timelines which are monitored on an ongoing basis which track the progress of a given project to the timeline projected at origination; (ii) a construction loan administration department independent of the lending function; (iii) third party independent construction loan inspection reports; (iv) monthly interest reserve monitoring reports detailing the balance of the interest reserves approved at origination and the days of interest carry represented by the reserve balances as compared to the then current anticipated time to completion and/or sale of speculative projects; and (v) quarterly commercial real estate construction meetings among senior Company management which includes monitoring of current and projected real estate market conditions. If a project has not performed as expected, it is not the customary practice of the Company to increase loan funded interest reserves.

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Despite the softening economy and real estate markets in general, to date, the Company has not experienced any significant issues with increased vacancy rates or lower rents for income producing properties financed. However, the construction loan portfolio has felt to some extent the impacts of a softer market and slower absorption, although the Washington, D.C. metropolitan area real estate market has been very strong, as compared to other markets in the U.S. Some general slowness in turn of projects has impacted the liquidity of borrowers and guarantors. As a result the Company has maintained higher allocation factors for the allowance for loan losses ("ALLL") for the real estate loan portfolio. As part of its overall risk assessments, management carefully reviews the Bank's loan portfolio and general economic and market conditions on a regular basis and will continue to adjust both the specific and environmental reserve factors as necessary.

Deposit services include business and personal checking accounts, NOW accounts, tiered savings and money market account and time deposits with varying maturity structures and customer options. A complete individual retirement account program is available. In cooperation with Goldman Sachs Asset Management, the bank offers a Goldman Sachs Investment Sweep Account, a check writing cash management account that sweeps funds to one of several off-balance sheet investment accounts managed by Goldman Sachs. The Bank also participates in the Promontory Interfinancial Network Certificate of Deposit Account Registry Service (CDAR's) and its Insured Cash Sweep (ICS) program.

The Bank offers a full range of on-line banking services for both personal and business accounts and has recently introduced a Mobile Banking application. Other services include cash management services, business sweep accounts, lock box, remote deposit capture, account reconciliation services, merchant card services, safety deposit boxes and Automated Clearing House origination. After-hours depositories and ATM service are also available.

The Bank and Company maintain portfolios of short term investments and investment securities consisting primarily of U.S. Government Agency bonds and government sponsored enterprise mortgage backed securities, and municipal bonds. The Company also owns equity investments related to membership in the Federal Reserve System and the Federal Home Loan Bank of Atlanta ("FHLB"). The Company's securities portfolio also consists of equity investments in the form of common stocks of a few local banking companies. These portfolios provide the following objectives: liquidity management, additional income to the Company and Bank in the form of interest and gain on sale opportunities, collateral to facilitate borrowing arrangements and assistance with meeting interest rate risk management objectives.

The Company and Bank have formalized an asset and liability management process and have a standing Asset Liability Committee ("ALCO") consisting both of outside and inside directors and senior management. The ALCO operates under established policies and practices, which are updated and re-approved annually. A typical Committee meeting includes discussion of current economic conditions and strategies, including interest rate trends and volumes positions, the current balance sheet and earnings position, cash flow estimates, liquidity positions and funding alternatives as necessary, interest rate risk position (quarterly), capital positions of the Company and Bank, reviews (and including independent reviews) of the investment portfolio of the Bank and the Company, and the approval of investment transactions. The current Investment Policy limits the Bank to investments of high quality, U.S. Treasury securities, U.S. Government Agency securities and high grade municipal securities. High risk investments and non traditional investments are prohibited. Investment maturities are generally limited to ten to fifteen years, except as specifically approved by the ALCO, and mortgage backed pass through securities with average lives generally not to exceed eight years.

The Bank's customer base has benefited from the extensive business and personal contacts of its Directors and Executive Officers. To introduce new customers to the Bank, enhanced reliance is expected on proactively designed officer calling programs, active participation in business organizations, advisory board structures and enhanced referral programs.

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Internet Access to Company Documents. The Company provides access to its Securities and Exchange Commission ("SEC") filings through its web site at www.eaglebankcorp.com by linking to the SEC's web site. After accessing the web site, the filings are available upon selecting "Investor Relations SEC Filings." Reports available include the annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and all amendments to those reports as soon as reasonably practicable after the reports are electronically filed with or furnished to the SEC.

MARKET AREA AND COMPETITION

The Bank's main office and the headquarters of the Company and the Bank are located at 7815 Woodmont Avenue, Bethesda, Maryland 20814. The Bank has six additional Maryland offices, located at 110 North Washington Street, Rockville; 8665 Georgia Avenue, Silver Spring; 130 Rollins Avenue, Rockville; 9600 Blackwell Road, Rockville; 15 Wisconsin Circle, Chevy Chase; and 12505 Park Potomac Avenue, Potomac. There are five offices in Washington, D.C., located at 2001 K Street, NW; 1044 Wisconsin Ave, NW; 1228 Connecticut Ave, NW, 1425 K Street, NW; and 700 7th Street, NW. The Bank has five offices in Virginia, located at 8601 Westwood Center Drive, Vienna; 4420 N. Fairfax Drive, Arlington; 1919 North Lynn St, Arlington; 12011 Sunset Hills Road, Reston; and 2905 District Avenue, Fairfax. The Bank is planning to open its eighteenth branch office in Alexandria, Virginia at 277 S. Washington Street, in March 2013.

The primary service area of the Bank is the Washington, D.C. metropolitan area. With a population of approximately 6,200,000 (January, 2009), the region is the 5th largest market in the U.S. Total employment in the region is approximately 2,400,000. The region has the highest total of job creation of any market in the country with reported new job creation of more than 285,000 jobs since 2000 and 34,300 new jobs were created in 2012. The Washington, D.C. metropolitan area contains a substantial federal workforce, as well as supporting a variety of support industries such as attorneys, lobbyists, government contractors, real estate developers and investors, non-profit organizations, tourism and consultants. The Gross Regional Product ("GDP") for 2010 was reported at $436 billion. Of this amount, approximately $79 billion or 18% is spending by the federal government for procurement as of fiscal year 2010. The economic engine is well balanced with 36% contributed by local businesses. The regional economy is further supplied by national and international businesses at 17%. The region also has a very active non-profit sector including trade associations, colleges and universities and major hospitals.

Montgomery County, Maryland with a total population of approximately 972,000 (2010) and occupying an area of about 500 square miles is located roughly 30 miles southwest of Baltimore and is a diverse and healthy segment of Maryland's economy. Montgomery County is a thriving business center and is Maryland's most populous jurisdiction. Population in the county is expected to grow 3.8% between 2010 and 2015. While the State of Maryland boasts a demographic profile superior to the U.S. economy at large, the economy in and around Montgomery County is among the very best in Maryland. According to data from the Maryland National Capital Parks and Planning Commission, the number of jobs in the County has been relatively stable in the recent past with the public sector contributing about 19% of the employment. This is due to federal as well as state and local government employment. The unemployment rate in Montgomery County is among the lowest in the state at 4.9% (December 2012). A very educated population has contributed to favorable median household income of $95,660 with the number of households totaling 355,434. According to the 2010 census update, approximately 57% of the County's residents (between 2007 and 2011) hold college or advanced degrees, placing the population of Montgomery County among the most educated in the nation. The area boasts a diverse business climate of over 34,000 businesses with 510,000 jobs in addition to a strong federal government presence. Major areas of employment include a substantial technology sector, biotechnology, software development, a housing construction and renovation sector, and a legal, financial services and professional services sector. Major private employers include Adventist Healthcare, Lockheed Martin, Giant Food, and Marriott International. The county is also an incubator for firms engaged in biotechnology and the area has

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traditionally attracted significant amounts of venture capital. Transportation congestion remains the biggest threat to future economic development and the quality of life in the area.

Montgomery County is home to many major federal and private sector research and development and regulatory agencies, including the National Institute of Standards and Technology, the National Institutes of Health, National Oceanic and Atmospheric Administration, Naval Research and Development Center, Naval Surface Warfare Center, Nuclear Regulatory Commission, the Food and Drug Administration and the Walter Reed National Military Medical Center in Bethesda.

Washington, D.C. in addition to being the seat of the Federal government is a vibrant city with a well- educated, diverse population. According to survey data from the latest U.S. Census, the estimated 2012 population of the District of Columbia is approximately 632,323, up from 601,723 in 2010. Median household income, at $61,835 between 2007 and 2011, is above the national median level of $52,762. The growth of residents in the city is due partially to improvements in the city's services and also to the many housing options available, ranging from grand old apartment buildings to Federal era town homes to the most modern condominiums. As of 2010, the housing market has grown to over 298,900 units. During 2011, the absorption of condominium units in the District has continued at a satisfactory pace. While the Federal government and its employees are a major factor in the economy, over 100 million square feet of commercial office space support a dynamic business community of more than 20,000 companies. These include law and accounting firms, trade and professional associations, information technology companies, international financial institutions, health and education organizations and research and management companies. This was the second lowest vacancy rate in rankings of the largest downtown U.S. markets. Unemployment has declined slightly with the rate for December 2012 at 8.6%, below December 2011 at 9.8%. The disparity between the high level of unemployment among District residents and the strong employment trends reflects the high level of jobs held by residents of the surrounding suburban jurisdictions. The District has a well-educated and highly paid work force. The Federal Government accounts for approximately 30% of the employment and professional service firms provide an additional 21%. Other large employers include the many local universities and hospitals. Another significant factor in the economy is the leisure and hospitality industry, as Washington, D.C. remains a popular tourist destination for both national and international travelers.

Fairfax County, Virginia is a large, affluent jurisdiction with a population of approximately 1,081,700 as of 2010. This county of about 395 square miles is located west of Washington, D.C. Fairfax County is one of the leading technology centers in the United States. Six Fortune 500 companies are headquartered in the county and 26 of the largest 100 technology federal contractors in the Washington metropolitan area are located in Fairfax County. The county has over 113 million square feet of office space and is one of the largest suburban office markets in the United States. The midyear 2011 office vacancy rate was 12.8%, below the national average of 17.4%, as measured in early 2011. It is a thriving residential as well as business center with 381,700 households, which are expected to grow at about 1% per annum over the next 5 to 10 years. The county is among the most affluent in the country with average annual household income of $108,439 per annum between 2007 and 2011. Total employment was over 558,900 as of 2010. Major companies headquartered in the county, which are also major employers, include Capital One Financial, CSC, Gannett, General Dynamics, Hilton Hotels, SAIC and Sallie Mae. The county is also home to several federal agencies including the CIA, Fort Belvoir and a major facility of the Smithsonian Institution.

In 2011, the Company's footprint expanded into Arlington County, Virginia which has an estimated population of over 216,000 as of 2011. The county is made up of 26 square miles and is situated just west of Washington, D.C., directly across the Potomac River. There are approximately 92,436 households with a median household income of $99,651 on average between 2007 and 2011. There were over 168,900 employees as of June 2011, working predominantly in the public sector. Significant private sector employers include Deloitte, Lockheed Martin Corporation, Virginia Hospital Center and Marriott International, Inc. Unemployment was 3.3% as of December 2012. These numbers compare favorably to the region, the rest of Virginia and the country. Arlington County has approximately 36.3 million square

feet of office space with a vacancy rate of approximately 10.1% as of the fourth quarter 2011. The population is highly educated, with about 71% of residents over 25 years of age holding at least a bachelor's degree as of 2011.

The most recent addition to the Company's branch network will be in Alexandria, Virginia in early 2013. Alexandria is a city with an estimated population of 144,301 as of 2011. The city is made up of just over 15 square miles and sits on the west bank of the Potomac River just south of Arlington, Virginia. There are approximately 64,217 households with a median household income of $82,899 on average between 2007 and 2011. The employment base was approximately 94,651 employees as of September 2012, with 77% working in the private sector and 23% working in government roles. Alexandria has over 8,000 businesses and organizations, located in the more than 20 million square feet of office space and 11 million square feet of retail space existing in the city today. Unemployment was just 4.2% as of December 2012. The population is highly educated, with over 60% of residents over 25 years of age holding at least a bachelor's degree as of 2011.

Deregulation of financial institutions and holding company acquisitions of banks across state lines has resulted in widespread, fundamental changes in the financial services industry. This transformation, although occurring nationwide, is particularly intense in the greater Washington, D.C. metropolitan area because of the changes in the area's economic base in recent years and changing state laws authorizing interstate mergers and acquisitions of banks, and the interstate establishment or acquisition of branches.

Throughout the Washington, D.C. metropolitan area, competition is keen from large banking institutions headquartered outside of Maryland. In addition, the Bank competes with other community banks, savings and loan associations, credit unions, mortgage companies, finance companies and others providing financial services. Among the advantages that many of these large institutions have over the Bank are their abilities to finance extensive advertising campaigns, maintain extensive branch networks and technology investments, and to directly offer certain services, such as international banking and trust services, which are not offered directly by the Bank. Further, the greater capitalization of the larger institutions allows for substantially higher lending limits than the Bank. Certain of these competitors have other advantages, such as tax exemption in the case of credit unions, and lesser regulation in the case of mortgage companies and finance companies, although this regulatory oversight is undergoing dramatic change. As a result of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act"), enacted in July 2010, regulation of all financial firms has been heightened. Under current law, unlimited interstate *de novo* branching is available to all state and federally chartered banks. As a result, institutions which previously were ineligible to establish *de novo* branches in the Company's market area may elect to do so.

EMPLOYEES

At December 31, 2012 the Bank employed 393 persons on a full time basis (nine of whom are executive officers of the Bank) which compares to 338 employees at December 31, 2011. None of the Bank's employees are represented by any collective bargaining group and the Bank believes that its employee relations are good. At December 31, 2012, the Bank provided a benefit program which included health and dental insurance, a 401(k) plan, life and long term disability insurance. Additionally, the Company maintains an employee stock purchase plan and a stock-based compensation plan for employees of the Bank who meet certain eligibility requirements.

REGULATION

Our business and operations are subject to extensive federal and state governmental regulation and supervision. The following is a brief summary of certain statutes and rules and regulations that affect or will affect us. This summary is not intended to be an exhaustive description of the statutes or regulations

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applicable to our business. Supervision, regulation, and examination of the Company by the regulatory agencies are intended primarily for the protection of depositors rather than our stockholders.

The Company. The Company is a bank holding company registered under the Bank Holding Company Act of 1956, as amended, (the "Act") and is subject to regulation and supervision by the Board of Governors of the Federal Reserve Board. The Act and other federal laws subject bank holding companies to restrictions on the types of activities in which they may engage, and to a range of supervisory requirements and activities, including regulatory enforcement actions for violations of laws and regulations and unsafe and unsound banking practices. As a bank holding company, the Company is required to file with the Federal Reserve Board an annual report and such other additional information as the Federal Reserve Board may require pursuant to the Act. The Federal Reserve Board may also examine the Company and each of its subsidiaries.

The Act requires approval of the Federal Reserve Board for, among other things, a bank holding company's direct or indirect acquisition of control of more than five percent (5%) of the voting shares, or substantially all the assets, of any bank or the merger or consolidation by a bank holding company with another bank holding company. The Act also generally permits the acquisition by a bank holding company of control or substantially all the assets of any bank located in a state other than the home state of the bank holding company, except where the bank has not been in existence for the minimum period of time required by state law; but if the bank is at least 5 years old, the Federal Reserve Board may approve the acquisition.

With certain limited exceptions, a bank holding company is prohibited from acquiring control of any voting shares of any company which is not a bank or bank holding company and from engaging directly or indirectly in any activity other than banking or managing or controlling banks or furnishing services to or performing service for its authorized subsidiaries. A bank holding company may, however, engage in or acquire an interest in, a company that engages in activities which the Federal Reserve Board has determined by order or regulation to be so closely related to banking or managing or controlling banks as to be properly incident thereto. In making such a determination, the Federal Reserve Board is required to consider whether the performance of such activities can reasonably be expected to produce benefits to the public, such as convenience, increased competition or gains in efficiency, which outweigh possible adverse effects, such as undue concentration of resources, decreased or unfair competition, conflicts of interest or unsound banking practices. The Federal Reserve Board is also empowered to differentiate between activities commenced *de novo* and activities commenced by the acquisition, in whole or in part, of a going concern. Some of the activities that the Federal Reserve Board has determined by regulation to be closely related to banking include making or servicing loans, performing certain data processing services, acting as a fiduciary or investment or financial advisor, and making investments in corporations or projects designed primarily to promote community welfare.

Subsidiary banks of a bank holding company are subject to certain restrictions imposed by the Federal Reserve Act on any extensions of credit to the bank holding company or any of its subsidiaries, or investments in the stock or other securities thereof, and on the taking of such stock or securities as collateral for loans to any borrower. Further, a bank holding company and any subsidiary bank are prohibited from engaging in certain tie-in arrangements in connection with the extension of credit. A subsidiary bank may not extend credit, lease or sell property, or furnish any services, or fix or vary the consideration for any of the foregoing on the condition that: (i) the customer obtain or provide some additional credit, property or services from or to such bank other than a loan, discount, deposit or trust service; (ii) the customer obtain or provide some additional credit, property or service from or to the Company or any other subsidiary of the Company; or (iii) the customer not obtain some other credit, property or service from competitors, except for reasonable requirements to assure the soundness of credit extended.

Effective on March 11, 2000, the Gramm Leach-Bliley Act of 1999 (the "GLB Act") allows a bank holding company or other company to certify status as a financial holding company, which allows such

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company to engage in activities that are financial in nature, that are incidental to such activities, or are complementary to such activities. The GLB Act enumerates certain activities that are deemed financial in nature, such as underwriting insurance or acting as an insurance principal, agent or broker, underwriting, dealing in or making markets in securities, and engaging in merchant banking under certain restrictions. It also authorizes the Federal Reserve Board to determine by regulation what other activities are financial in nature, or incidental or complementary thereto. The GLB Act allows a wider array of companies to own banks, which could result in companies with resources substantially in excess of the Company's entering into competition with the Company and the Bank. The Company has not elected financial holding company status.

The Bank. The Bank, as a Maryland chartered commercial bank which is a member of the Federal Reserve System (a "state member bank") and whose accounts are insured by the Deposit Insurance Fund of the Federal Deposit Insurance Corporation (the "FDIC") up to the maximum legal limits of the FDIC, is subject to regulation, supervision and regular examination by the Maryland Department of Financial Institutions and the Federal Reserve Board. The regulations of these various agencies govern most aspects of the Bank's business, including required reserves against deposits, loans, investments, mergers and acquisitions, borrowing, dividends and location and number of branch offices.

The laws and regulations governing the Bank generally have been promulgated to protect depositors and the deposit insurance funds, and not for the purpose of protecting shareholders.

Competition among commercial banks, savings and loan associations, and credit unions has increased following enactment of legislation which greatly expanded the ability of banks and bank holding companies to engage in interstate banking or acquisition activities. As a result of federal and state legislation, banks in the Washington, D.C./Maryland/Virginia area can, subject to limited restrictions, acquire or merge with a bank in another of the jurisdictions, and can branch *de novo* in any of the jurisdictions.

Banking is a business which depends on interest rate differentials. In general, the differences between the interest paid by a bank on its deposits and its other borrowings and the interest received by a bank on loans extended to its customers and securities held in its investment portfolio constitute the major portion of the bank's earnings. Thus, the earnings and growth of the Bank will be subject to the influence of economic conditions generally, both domestic and foreign, and also to the monetary and fiscal policies of the United States and its agencies, particularly the Federal Reserve Board, which regulates the supply of money through various means including open market dealings in United States government securities. The nature and timing of changes in such policies and their impact on the Bank cannot be predicted.

Branching and Interstate Banking. The federal banking agencies are authorized to approve interstate bank merger transactions without regard to whether such transaction is prohibited by the law of any state, unless the home state of one of the banks has opted out of the interstate bank merger provisions of the Riegle-Neal Interstate Banking and Branching Efficiency Act of 1994 (the "Riegle-Neal Act") by adopting a law after the date of enactment of the Riegle-Neal Act and prior to June 1, 1997 which applies equally to all out-of-state banks and expressly prohibits merger transactions involving out-of-state banks. Interstate acquisitions of branches are permitted only if the law of the state in which the branch is located permits such acquisitions. Such interstate bank mergers and branch acquisitions are also subject to the nationwide and statewide insured deposit concentration limitations described in the Riegle-Neal Act. The District of Columbia, Maryland and Virginia have each enacted laws which permit interstate acquisitions of banks and bank branches. The Dodd-Frank Act authorizes national and state banks to establish *de novo* branches in other states to the same extent as a bank chartered by that state would be permitted to branch. Previously, banks could only establish branches in other states if the host state expressly permitted out-of-state banks to establish branches in that state. Although the District of Columbia, Maryland and Virginia had all enacted laws which permitted banks in these jurisdictions to branch freely, the branching provisions of the Dodd-Frank Act could result in banks from a wider variety of states establishing *de novo* branches in the Bank's market area.

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The GLB Act made substantial changes in the historic restrictions on non-bank activities of bank holding companies, and allows affiliations between types of companies that were previously prohibited. The GLB Act also allows banks to engage in a wider array of non banking activities through "financial subsidiaries."

USA Patriot Act. Under the Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act, commonly referred to as the "USA Patriot Act" or the "Patriot Act," financial institutions are subject to prohibitions against specified financial transactions and account relationships, as well as enhanced due diligence standards intended to detect, and prevent, the use of the United States financial system for money laundering and terrorist financing activities. The Patriot Act requires financial institutions, including banks, to establish anti-money laundering programs, including employee training and independent audit requirements, meet minimum standards specified by the act, follow minimum standards for customer identification and maintenance of customer identification records, and regularly compare customer lists against lists of suspected terrorists, terrorist organizations and money launderers. The costs or other effects of the compliance burdens imposed by the Patriot Act or future anti-terrorist, homeland security or anti-money laundering legislation or regulation cannot be predicted with certainty.

Capital Adequacy Guidelines. The Federal Reserve Board and the FDIC have adopted risk based capital adequacy guidelines pursuant to which they assess the adequacy of capital in examining and supervising banks and bank holding companies and in analyzing bank regulatory applications. Risk-based capital requirements determine the adequacy of capital based on the risk inherent in various classes of assets and off-balance sheet items. Under the Dodd-Frank Act, the Federal Reserve Board is required to apply consolidated capital requirements to depository institution holding companies that are no less stringent than those currently applied to depository institutions. The Dodd-Frank Act additionally requires capital requirements to be countercyclical so that the required amount of capital increases in times of economic expansion and decreases in times of economic contraction, consistent with safety and soundness.

State member banks are expected to meet a minimum ratio of total qualifying capital (the sum of core capital (Tier 1) and supplementary capital (Tier 2) to risk weighted assets of 8%. At least half of this amount (4%) should be in the form of core capital.

Tier 1 Capital generally consists of the sum of common shareholders' equity and perpetual preferred stock (subject in the case of the latter to limitations on the kind and amount of such stock which may be included as Tier 1 Capital), less goodwill, without adjustment for changes in the market value of securities classified as "available-for-sale," together with a limited amount of other qualifying interests, including trust preferred securities. The cumulative perpetual stock issued to the United States Department of the Treasury (the "Treasury") pursuant to the Trouble Assets Relief Program Capital Purchase Program (the "Capital Purchase Program") is eligible for treatment as Tier 1 capital without limitation. Tier 2 Capital consists of the following: hybrid capital instruments; perpetual preferred stock which is not otherwise eligible to be included as Tier 1 Capital; term subordinated debt and intermediate-term preferred stock; and, subject to limitations, general allowances for loan losses and excess restricted core capital elements. Assets are adjusted under the risk-based guidelines to take into account different risk characteristics, with the categories ranging from 0% (requiring no risk-based capital) for assets such as cash, to 100% for the bulk of assets which are typically held by a bank holding company, including certain multi-family residential and commercial real estate loans, commercial business loans and consumer loans. Residential first mortgage loans on one to four family residential real estate and certain seasoned multi-family residential real estate loans, which are not 90 days or more past due or nonperforming and which have been made in accordance with prudent underwriting standards are assigned a 50% level in the risk-weighing system, as are certain privately-issued mortgage-backed securities representing indirect ownership of such loans. Off-balance sheet items also are adjusted to take into account certain risk characteristics. Under guidance adopted by the federal banking regulators, banks which have concentrations in construction, land development or commercial real estate loans (other than loans for

majority owner occupied properties) would be expected to maintain higher levels of risk management and, potentially, higher levels of capital.

In addition to the risk-based capital requirements, the Federal Reserve Board has established a minimum 3.0% Leverage Capital Ratio (Tier 1 Capital to total adjusted assets) requirement for the most highly-rated banks, with an additional cushion of at least 100 to 200 basis points for all other banks, which effectively increases the minimum Leverage Capital Ratio for such other banks to 4.0% 5.0% or more. The highest-rated banks are those that are not anticipating or experiencing significant growth and have well diversified risk, including no undue interest rate risk exposure, excellent asset quality, high liquidity, good earnings and, in general, those which are considered a strong banking organization. A bank having less than the minimum Leverage Capital Ratio requirement shall, within 60 days of the date as of which it fails to comply with such requirement, submit a reasonable plan describing the means and timing by which the bank shall achieve its minimum Leverage Capital Ratio requirement. A bank which fails to file such plan is deemed to be operating in an unsafe and unsound manner, and could subject the bank to a cease-and-desist order. Any insured depository institution with a Leverage Capital Ratio that is less than 2.0% is deemed to be operating in an unsafe or unsound condition pursuant to Section 8(a) of the Federal Deposit Insurance Act (the "FDIA") and is subject to potential termination of deposit insurance. However, such an institution will not be subject to an enforcement proceeding solely on account of its capital ratios, if it has entered into and is in compliance with a written agreement to increase its Leverage Capital Ratio and to take such other action as may be necessary for the institution to be operated in a safe and sound manner. The capital regulations also provide, among other things, for the issuance of a capital directive, which is a final order issued to a bank that fails to maintain minimum capital or to restore its capital to the minimum capital requirement within a specified time period. Such directive is enforceable in the same manner as a final cease-and-desist order.

Proposed Changes in Capital Requirements. In December 2010, the Basel Committee on Banking Supervision released its final framework for strengthening international capital and liquidity regulation ("Basel III"). Basel III, when implemented by the U.S. banking agencies and fully phased-in, will require bank holding companies and their bank subsidiaries to maintain more capital, with a greater emphasis on common equity. Implementation was to be phased in between 2013 and 2019, but has been delayed pending further review of the proposed implementing regulations discussed below.

The Basel III final capital framework, among other things, (i) introduces as a new capital measure "Common Equity Tier 1" ("CET1"), (ii) specifies that Tier 1 capital consists of CET1 and "Additional Tier 1 capital" instruments meeting specified requirements, (iii) defines CET1 narrowly by requiring that most adjustments to regulatory capital measures be made to CET1 and not to the other components of capital and (iv) expands the scope of the adjustments as compared to existing regulations.

When fully phased in, Basel III requires banks to maintain (i) as a newly adopted international standard, a minimum ratio of CET1 to risk-weighted assets of at least 4.5%, plus a "capital conservation buffer" of 2.5%; (ii) a minimum ratio of Tier 1 capital to risk-weighted assets of at least 6.0%, plus the capital conservation buffer; (iii) a minimum ratio of Total (Tier 1 plus Tier 2) capital to risk-weighted assets of at least 8.0% plus the capital conservation buffer and (iv) as a newly adopted international standard, a minimum leverage ratio of 3%, calculated as the ratio of Tier 1 capital to balance sheet exposures plus certain off-balance sheet exposures (computed as the average for each quarter of the month-end ratios for the quarter).

Basel III also provides for a "countercyclical capital buffer," generally to be imposed when national regulators determine that excess aggregate credit growth becomes associated with a buildup of systemic risk that would be a CET1 add-on to the capital conservation buffer in the range of 0% to 2.5% when fully implemented. The capital conservation buffer is designed to absorb losses during periods of economic stress. Banking institutions with a ratio of CET1 to risk-weighted assets above the minimum but below the conservation buffer (or below the combined capital conservation buffer and countercyclical capital buffer,

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when the latter is applied) may face constraints on dividends, equity repurchases and compensation based on the amount of the shortfall.

The Basel III final framework provides for a number of new deductions from and adjustments to CET1. These include, for example, the requirement that mortgage servicing rights, deferred tax assets dependent upon future taxable income and significant investments in non-consolidated financial entities be deducted from CET1 to the extent that any one such category exceeds 10% of CET1 or all such categories in the aggregate exceed 15% of CET1.

The Federal Reserve Board, the FDIC and the Office of the Comptroller of the Currency(the "OCC") issued a joint Notice of Proposed Rulemaking in June 2012 (the "Basel III Notice"), which proposes to implement Basel III under regulations substantially consistent with the above. One additional proposed change from current practice proposed in the Basel III Notice, included as part of the definition of CET1 capital, would require banking institutions to generally include the amount of Additional Other Comprehensive Income (which primarily consists of unrealized gains and losses on available-for-sale securities which are not required to be treated as OTTI, net of tax) in calculating regulatory capital. The Basel III Notice also proposes a 4% minimum leverage ratio.

Additionally, the Federal Reserve Board, the FDIC and the OCC issued a second Notice of Proposed Rulemaking in June 2012 (the "Standardized Approach Notice") which would change the manner of calculating risk weighted assets. Under this Notice, new methodologies for determining risk-weighted assets in the general capital rules are proposed, including revisions to recognition of credit risk mitigation, including a greater recognition of financial collateral and a wider range of eligible guarantors. They also include risk weighting of equity exposures and past due loans, potential changes in the weighting of residential mortgage loans depending on the risk characteristics of the loan; and higher (greater than 100%) risk weighting for certain commercial real estate exposures that have higher credit risk profiles, including higher loan to value and equity components.

The components of the Basel III framework remain subject to revision or amendment, as are the rules proposed by the U.S. regulatory agencies in the Basel III Notice and Standardized Approach Notice. Accordingly, the regulations ultimately applicable to us may be substantially different from the Basel III final framework as published in December 2010, and as proposed in the Basel III Notice and Standardized Approach Notice. Requirements to maintain higher levels of capital or to maintain higher levels of liquid assets, and changes in the manner of calculating risk weighted assets, could adversely impact our net income and return on equity.

Prompt Corrective Action. Under Section 38 of the FDIA, each federal banking agency is required to implement a system of prompt corrective action for institutions which it regulates. The federal banking agencies have promulgated substantially similar regulations to implement the system of prompt corrective action established by Section 38 of the FDIA. Under the regulations, a bank shall be deemed to be: (i) "well capitalized" if it has a Total Risk Based Capital Ratio of 10.0% or more, a Tier 1 Risk Based Capital Ratio of 6.0% or more, a Leverage Capital Ratio of 5.0% or more and is not subject to any written capital order or directive; (ii) "adequately capitalized" if it has a Total Risk Based Capital Ratio of 8.0% or more, a Tier 1 Risk Based Capital Ratio of 4.0% or more and a Tier 1 Leverage Capital Ratio of 4.0% or more (3.0% under certain circumstances) and does not meet the definition of "well capitalized;" (iii) "undercapitalized" if it has a Total Risk Based Capital Ratio that is less than 8.0%, a Tier 1 Risk based Capital Ratio that is less than 4.0% or a Leverage Capital Ratio that is less than 4.0% (3.0% under certain circumstances); (iv) "significantly undercapitalized" if it has a Total Risk Based Capital Ratio that is less than 6.0%, a Tier 1 Risk Based Capital Ratio that is less than 3.0% or a Leverage Capital Ratio that is less than 3.0%; and (v) "critically undercapitalized" if it has a ratio of tangible equity to total assets that is equal to or less than 2.0%.

An institution generally must file a written capital restoration plan which meets specified requirements with an appropriate federal banking agency within 45 days of the date the institution receives

notice or is deemed to have notice that it is undercapitalized, significantly undercapitalized or critically undercapitalized. A federal banking agency must provide the institution with written notice of approval or disapproval within 60 days after receiving a capital restoration plan, subject to extensions by the applicable agency.

An institution which is required to submit a capital restoration plan must concurrently submit a performance guaranty by each company that controls the institution. Such guaranty shall be limited to the lesser of (i) an amount equal to 5.0% of the institution's total assets at the time the institution was notified or deemed to have notice that it was undercapitalized or (ii) the amount necessary at such time to restore the relevant capital measures of the institution to the levels required for the institution to be classified as adequately capitalized. Such a guaranty shall expire after the federal banking agency notifies the institution that it has remained adequately capitalized for each of four consecutive calendar quarters. An institution which fails to submit a written capital restoration plan within the requisite period, including any required performance guaranty, or fails in any material respect to implement a capital restoration plan, shall be subject to the restrictions in Section 38 of the FDIA which are applicable to significantly undercapitalized institutions.

A "critically undercapitalized institution" is to be placed in conservatorship or receivership within 90 days unless the FDIC formally determines that forbearance from such action would better protect the deposit insurance fund. Unless the FDIC or other appropriate federal banking regulatory agency makes specific further findings and certifies that the institution is viable and is not expected to fail, an institution that remains critically undercapitalized on average during the fourth calendar quarter after the date it becomes critically undercapitalized must be placed in receivership. The general rule is that the FDIC will be appointed as receiver within 90 days after a bank becomes critically undercapitalized unless extremely good cause is shown and an extension is agreed to by the federal regulators. In general, good cause is defined as capital which has been raised and is imminently available for infusion into the Bank except for certain technical requirements which may delay the infusion for a period of time beyond the 90 day time period.

Immediately upon becoming undercapitalized, an institution shall become subject to the provisions of Section 38 of the FDIA, which (i) restrict payment of capital distributions and management fees; (ii) require that the appropriate federal banking agency monitor the condition of the institution and its efforts to restore its capital; (iii) require submission of a capital restoration plan; (iv) restrict the growth of the institution's assets; and (v) require prior approval of certain expansion proposals. The appropriate federal banking agency for an undercapitalized institution also may take any number of discretionary supervisory actions if the agency determines that any of these actions is necessary to resolve the problems of the institution at the least possible long-term cost to the deposit insurance fund, subject in certain cases to specified procedures. These discretionary supervisory actions include: requiring the institution to raise additional capital; restricting transactions with affiliates; requiring divestiture of the institution or the sale of the institution to a willing purchaser; and any other supervisory action that the agency deems appropriate. These and additional mandatory and permissive supervisory actions may be taken with respect to significantly undercapitalized and critically undercapitalized institutions.

Additionally, under Section 11(c)(5) of the FDIA, a conservator or receiver may be appointed for an institution where: (i) an institution's obligations exceed its assets; (ii) there is substantial dissipation of the institution's assets or earnings as a result of any violation of law or any unsafe or unsound practice; (iii) the institution is in an unsafe or unsound condition; (iv) there is a willful violation of a cease-and-desist order; (v) the institution is unable to pay its obligations in the ordinary course of business; (vi) losses or threatened losses deplete all or substantially all of an institution's capital, and there is no reasonable prospect of becoming "adequately capitalized" without assistance; (vii) there is any violation of law or unsafe or unsound practice or condition that is likely to cause insolvency or substantial dissipation of assets or earnings, weaken the institution's condition, or otherwise seriously prejudice the interests of depositors or the insurance fund; (viii) an institution ceases to be insured; (ix) the institution is undercapitalized and

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has no reasonable prospect that it will become adequately capitalized, fails to become adequately capitalized when required to do so, or fails to submit or materially implement a capital restoration plan; or (x) the institution is critically undercapitalized or otherwise has substantially insufficient capital.

Regulatory Enforcement Authority. Federal banking law grants substantial enforcement powers to federal banking regulators. This enforcement authority includes, among other things, the ability to assess civil money penalties, to issue cease-and-desist or removal orders and to initiate injunctive actions against banking organizations and institution-affiliated parties. In general, these enforcement actions may be initiated for violations of laws and regulations and unsafe or unsound practices. Other actions or inactions may provide the basis for enforcement action, including misleading or untimely reports filed with regulatory authorities.

As a result of the volatility and instability in the financial system in recent years, the Congress, the bank regulatory authorities and other government agencies have called for or proposed additional regulation and restrictions on the activities, practices and operations of banks and their holding companies. While many of these proposals relate to institutions that have accepted investments from, or sold troubled assets to, the Department of the Treasury or other government agencies, or otherwise participate in government programs intended to promote financial stabilization, the Congress and the federal banking agencies have broad authority to require all banks and holding companies to adhere to more rigorous or costly operating procedures, corporate governance procedures, or to engage in activities or practices which they would not otherwise elect. Any such requirement could adversely affect the Company's business and results of operations.

The Dodd-Frank Act. The financial crisis of 2008, including the downturn of global economic, financial and money markets and the threat of collapse of numerous financial institutions, and other recent events have led to the adoption of numerous new laws and regulations that apply to, and focus on, financial institutions. The most significant of these new laws is the Dodd-Frank Act, which makes significant changes to the current bank regulatory structure and affects the lending, deposit, investment, trading and operating activities of financial institutions and their holding companies. The Dodd-Frank Act requires a number of federal agencies to adopt a broad range of new rules and regulations, and to prepare various studies and reports for Congress. The federal agencies are given significant discretion in drafting these rules and regulations, and consequently, many of the details and much of the impact of the Dodd-Frank Act may not be known for some time. Although it is not possible to determine the ultimate impact of this statute until the extensive rulemaking is complete and becomes effective, the following provisions are considered to be of greatest significance to the Company:

- Expands the authority of the Federal Reserve Board to examine bank holding companies and their subsidiaries, including insured depository institutions.

- Requires a bank holding company to be well capitalized and well managed to receive approval of an interstate bank acquisition.

- Provides mortgage reform provisions regarding a customer's ability to pay and making more loans subject to provisions for higher-cost loans and new disclosures.

- Creates a new Consumer Financial Protection Bureau ("CFPB") that will have rulemaking authority for a wide range of consumer protection laws that would apply to all banks and would have broad powers to supervise and enforce consumer protection laws.

- Creates the Financial Stability Oversight Council with authority to identify institutions and practices that might pose a systemic risk.

- Introduces additional corporate governance and executive compensation requirements on companies subject to the 1934 Act, as amended.

- Permits FDIC-insured banks to pay interest on business demand deposits.

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Codifies the requirement that holding companies and other companies that directly or indirectly control an insured depository institution to serve as a source of financial strength.

Makes permanent the $250 thousand limit for federal deposit insurance.

Permits national and state banks to establish interstate branches to the same extent as the branch host state allows establishment of in-state branches.

Consumer Financial Protection Bureau. The Dodd-Frank Act created the CFPB, a new, independent federal agency within the Federal Reserve System having broad rulemaking, supervisory and enforcement powers under various federal consumer financial protection laws, including the Equal Credit Opportunity Act, Truth in Lending Act, Real Estate Settlement Procedures Act, Fair Credit Reporting Act, Fair Debt Collection Practices Act, the consumer financial privacy provisions of the Gramm-Leach-Bliley Act and certain other statutes. The CFPB, which began operations on July 21, 2011, has examination and primary enforcement authority with respect to depository institutions with $10 billion or more in assets. Smaller institutions, including the Bank, are subject to rules promulgated by the CFPB but continue to be examined and supervised by federal banking regulators for compliance with federal consumer protection laws and regulations. The CFPB also has authority to prevent unfair, deceptive or abusive practices in connection with the offering of consumer financial products. The Dodd-Frank Act permits states to adopt consumer protection laws and standards that are more stringent than those adopted at the federal level and, in certain circumstances, permits state attorneys general to enforce compliance with both the state and federal laws and regulations.

The CFPB has proposed or issued a number of important rules affecting a wide range of consumer financial products. Many of these rules have not been implemented, which has created significant uncertainty for the Company and the financial services industry in general. It is difficult to predict at this time the specific impact the Dodd-Frank Act and CFPB rulemakings will have on our busin ess. The changes resulting from the Dodd-Frank Act and CFPB rulemakings may impact the profitability of our business activities, limit our ability to make, or the desirability of making, certain types of loans, including non-qualified mortgage loans, require us to change certain of our business practices, impose upon us more stringent capital, liquidity and leverage ratio requirements or otherwise adversely affect our business or profitability. The changes may also require us to dedicate significant management attention and resources to evaluate and make necessary changes to comply with the new statutory and regulatory requirements.

FDIC Insurance Premiums. The FDIC maintains a risk-based assessment system for determining deposit insurance premiums. Four risk categories (I-IV), each subject to different premium rates, are established based upon an institution's status as well capitalized, adequately capitalized or undercapitalized, and the institution's supervisory rating. An insured institution is required to pay deposit insurance premiums on its assessment base in accordance with its risk category. There are three adjustments that can be made to an institution's initial base assessment rate: (1) a potential decrease for long-term unsecured debt, including senior and subordinated debt and, for small institutions, a portion of Tier 1 capital; (2) a potential increase for secured liabilities above a threshold amount; and (3) for non-Risk Category I institutions, a potential increase for brokered deposits above a threshold amount. The FDIC may also impose special assessments from time to time.

The Dodd-Frank Act permanently increased the maximum deposit insurance amount for banks, savings institutions and credit unions to $250,000 per depositor, and extended unlimited deposit insurance to noninterest bearing transaction accounts through December 31, 2012. The Dodd-Frank Act also broadened the base for FDIC insurance assessments. Assessments are now based on a financial institution's average consolidated total assets less tangible equity capital. The Dodd-Frank Act requires the FDIC to increase the reserve ratio of the Deposit Insurance Fund from 1.15% to 1.35% of insured deposits by 2020 and eliminates the requirement that the FDIC pay dividends to insured depository institutions when the reserve ratio exceeds certain thresholds. The Dodd-Frank Act eliminated the statutory prohibition against the payment of interest on business checking accounts, effective in July 2011.

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ITEM 1A. RISK FACTORS

An investment in our common stock involves a high degree of risk. Before making an investment decision, you should carefully read and consider the risk factors described below as well as the other information included in this report and other documents we file with the SEC, as the same may be updated from time to time. Any of these risks, if they actually occur, could materially adversely affect our business, financial condition, and results of operations. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial may also materially and adversely affect us. In any such case, you could lose all or a portion of your original investment.

The price of our common stock may fluctuate significantly, which may make it difficult for investors to resell shares of common stock at time or prices they find attractive.

Our stock price may fluctuate significantly as a result of a variety of factors, many of which are beyond our control. These factors include:

- Actual or anticipated quarterly fluctuations in our operating results and financial condition;
- Changes in financial estimates or publication of research reports and recommendations by financial analysts or actions taken by rating agencies with respect to us or other financial institutions;
- Speculation in the press or investment community generally or relating to our reputation or the financial services industry;
- Strategic actions by us or our competitors, such as acquisitions, restructurings, dispositions or financings;
- Fluctuations in the stock price and operating results of our competitors;
- Future sales of our equity or equity-related securities;
- Proposed or adopted regulatory changes or developments;
- Anticipated or pending investigations, proceedings, or litigation that involve or affect us;
- Domestic and international economic factors unrelated to our performance; and
- General market conditions and, in particular, developments related to market conditions for the financial services industry.

In addition, in recent years, the stock market in general has experienced extreme price and volume fluctuations. This volatility has had a significant effect on the market price of securities issued by many companies, including for reasons unrelated to their operating performance. These broad market fluctuations may adversely affect our stock price, notwithstanding our operating results. We expect that the market price of our common stock will continue to fluctuate and there can be no assurances about the levels of the market prices for our common stock.

Trading in the common stock has been moderate. As a result, shareholders may not be able to quickly and easily sell their common stock, particularly in large quantities.

Although our common stock is listed for trading on the NASDAQ Capital Market and a number of brokers offer to make a market in the common stock on a regular basis, trading volume to date has been limited, averaging approximately 53,810 shares per day during 2012, and there can be no assurance that a continuously active and liquid market for the common stock can be maintained. As a result, shareholders may find it difficult to sell a significant number of shares at the prevailing market price.

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Our ability to pay dividends on the common stock, or repurchase shares of common stock may be limited.

Although no dividend is currently being paid on the common stock, under the terms of the our Senior Non-Cumulative Perpetual Preferred Stock, Series B (the "Series B Preferred Stock") issued under the Small Business Lending Fund Program (the "SBLF"), our ability to declare or pay dividends or distributions on, or purchase, redeem or otherwise acquire for consideration, shares of common stock is subject to restrictions. No repurchases of common stock may be effected, and no dividends may be declared or paid on the common stock during the current quarter and for the next three quarters following the failure to declare and pay dividends on the Series B Preferred Stock.

Under the terms of the Series B Preferred Stock, the Company may only declare and pay a dividend on the common stock, or repurchase shares of any such class or series of stock, if, after payment of such dividend, the dollar amount of the Company's Tier 1 Capital would be at least 90% of the Signing Date Tier 1 Capital, as set forth in the Articles Supplementary relating to the Series B Preferred Stock, excluding any subsequent net charge-offs and any redemption of the Series B Preferred Stock (the "Tier 1 Dividend Threshold"). The Tier 1 Dividend Threshold is subject to reduction, beginning on the second anniversary of issuance and ending on the tenth anniversary, by 10% for each one percent increase in QSBL over the baseline level. See "Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Common Equity" at page 32 for additional information on limitations of our ability to pay dividends.

We may issue additional equity securities, or engage in other transactions which dilute our book value or affect the priority of the common stock, which may adversely affect the market price of our common stock.

Our board of directors may determine from time to time that we need to raise additional capital by issuing additional shares of our common stock or other securities. We are not restricted from issuing additional shares of common stock, including securities that are convertible into or exchangeable for, or that represent the right to receive, common stock. Because our decision to issue securities in any future offering will depend on market conditions and other factors beyond our control, we cannot predict or estimate the amount, timing or nature of any future offerings, or the prices at which such offerings may be affected. Such offerings, including an offering to fund the redemption of our Series B Preferred Stock, could be dilutive to common shareholders. New investors also may have rights, preferences and privileges that are senior to, and that adversely affect, our then current common shareholders. Additionally, if we raise additional capital by making additional offerings of debt or preferred equity securities, upon liquidation, holders of our debt securities and shares of preferred stock, and lenders with respect to other borrowings, will receive distributions of our available assets prior to the holders of our common stock. Additional equity offerings may dilute the holdings of our existing shareholders or reduce the market price of our common stock, or both. Holders of our common stock are not entitled to preemptive rights or other protections against dilution.

Directors and executive officers of the Company own approximately 12.7% of the outstanding common stock. As a result of their combined ownership, they could make it more difficult to obtain approval for some matters submitted to shareholder vote, including acquisitions of the Company. The results of the vote may be contrary to the desires or interests of the public shareholders.

Directors and executive officers of the Company and their affiliates own approximately 12.7% of the outstanding shares of common stock, excluding shares which may be acquired upon the exercise of options. By voting against a proposal submitted to shareholders, the directors and officers, as a group, may be able to make approval more difficult for proposals requiring the vote of shareholders, such as some mergers, share exchanges, asset sales, and amendments to the articles of incorporation.

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Substantial regulatory limitations on changes of control and anti-takeover provisions of Maryland law may make it more difficult for you to receive a change in control premium.

With certain limited exceptions, federal regulations prohibit a person or company or a group of persons deemed to be "acting in concert" from, directly or indirectly, acquiring more than 10% (5% if the acquirer is a bank holding company) of any class of our voting stock or obtaining the ability to control in any manner the election of a majority of our directors or otherwise direct the management or policies of our company without prior notice or application to and the approval of the Federal Reserve Board. There are comparable prior approval requirements for changes in control under Maryland law. Also, Maryland corporate law contains several provisions that may make it more difficult for a third party to acquire control of the Company without the approval of the Company's board of directors, and may make it more difficult or expensive for a third party to acquire a majority of our outstanding common stock.

The current economic environment poses significant challenges for us and could adversely affect our financial condition and results of operations.

The Company is operating in a challenging and uncertain economic environment. Financial institutions continue to be affected by softness in the real estate market and constrained financial markets, highlighted by historically low market interest rates. Dramatic declines in the housing market over the past years, with falling home prices and high levels of foreclosures and unemployment, have resulted in significant write-downs of asset values by financial institutions, although such conditions in the past year have been less severe than in 2010 and 2011. While conditions appear to have begun to improve, generally and in the Company's market area, should declines in real estate values, home sales volumes, and financial stress on borrowers as a result of the uncertain economic environment re-emerge, such events could have an adverse effect on our borrowers or their customers, which could adversely affect our financial condition and results of operations. A worsening of these conditions would likely exacerbate the adverse effects on the Company and others in the financial institutions industry. For example, further deterioration in local economic conditions in our market could drive losses beyond that which is provided for in our allowance for loan losses. The Company may also face the following risks in connection with these events:

- Economic conditions that negatively affect housing prices and the job market (including loss of federal and local government jobs in our marketplace) may result in a deterioration in credit quality of our loan portfolios, and such deterioration in credit quality has had, and could continue to have, a negative impact on our business;

- Market developments may affect consumer confidence levels and may cause adverse changes in payment patterns, causing increases in delinquencies and default rates on loans and other credit facilities;

- The methodologies we use to establish our allowance for loan losses may no longer be reliable because they rely on complex judgments, including forecasts of economic conditions, which may no longer be capable of accurate estimation;

- Continued turmoil in the market, and loss of confidence in the banking system, could require the Bank to pay higher interest rates to obtain deposits to meet the needs of its depositors and borrowers, resulting in reduced margin and net interest income. If conditions worsen significantly, it is possible that banks such as the Bank may be unable to meet the needs of their depositors and borrowers, which could, in the worst case, result in the Bank being placed into receivership; and

- Compliance with increased regulation of the banking industry may increase our costs, limit our ability to pursue business opportunities, and divert management efforts.

If these conditions or similar ones continue to exist or worsen, the Company could experience continuing or increased adverse effects on its financial condition.

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Our financial condition and results of operations would be adversely affected if our allowance for loan losses is not sufficient to absorb actual losses or if we are required to increase our allowance for loan losses.

Historically, we have enjoyed a relatively low level of nonperforming assets and net charge-offs, both in absolute dollars, as a percentage of loans and as compared to many of our peer institutions. As a result of this historical experience, we have incurred a relatively lower loan loss provision expense, which has positively impacted our earnings. However, experience in the banking industry indicates that a portion of our loans will become delinquent, that some of our loans may only be partially repaid or may never be repaid and we may experience other losses for reasons beyond our control. Despite our underwriting criteria and historical experience, we may be particularly susceptible to losses due to: (1) the geographic concentration of our loans; (2) the concentration of higher risk loans, such as commercial real estate, construction and commercial and industrial loans; (3) the relative lack of seasoning of certain of our loans. As a result, we may not be able to maintain our relatively low levels of nonperforming assets and charge-offs. Although we believe that our allowance for loan losses is maintained at a level adequate to absorb any inherent losses in our loan portfolio, these estimates of loan losses are necessarily subjective and their accuracy depends on the outcome of future events. If we need to make significant and unanticipated increases in our loss allowance in the future, our results of operations and financial condition would be materially adversely affected at that time.

While we strive to carefully monitor credit quality and to identify loans that may become nonperforming, at any time there are loans included in the portfolio that will result in losses, but that have not been identified as nonperforming or potential problem loans. We cannot be sure that we will be able to identify deteriorating loans before they become nonperforming assets, or that we will be able to limit losses on those loans that are identified. As a result, future additions to the allowance may be necessary.

Economic conditions and increased uncertainty in the financial markets could adversely affect our ability to accurately assess our allowance for credit losses. Our ability to assess the creditworthiness of our customers or to estimate the values of our assets and collateral for loans will be reduced if the models and approaches we use become less predictive of future behaviors, valuations, assumptions or estimates. We estimate losses inherent in our credit exposure, the adequacy of our allowance for loan losses and the values of certain assets by using estimates based on difficult, subjective, and complex judgments, including estimates as to the effects of economic conditions and how these economic conditions might affect the ability of our borrowers to repay their loans or the value of assets.

Our continued growth depends on our ability to meet minimum regulatory capital levels. Growth and shareholder returns may be adversely affected if sources of capital are not available to help us meet them.

While the Company had a very successful common stock raise in 2012, as we grow, we will have to maintain our regulatory capital levels at or above the required minimum levels. If earnings do not meet our current estimates, if we incur unanticipated losses or expenses, or if we grow faster than expected, we may need to obtain additional capital sooner than expected or we may be required to reduce our level of assets or reduce our rate of growth in order to maintain regulatory compliance. Under those circumstances net income and the rate of growth of net income may be adversely affected. Additional issuances of equity securities could have a dilutive effect on existing shareholders.

Our results of operations, financial condition and the value of our shares may be adversely affected if we are not able to maintain our historical growth rate.

Since opening for business in 1998, our asset level has increased rapidly, including a 20% increase in 2012. Over the past five fiscal years (2008 - 2012), our net income has increased at a compounded annual rate of 36%, with an increase in net income of 44% in 2012. We may not be able to achieve comparable results in future years. As our asset size and earnings increase, it may become more difficult to achieve high rates of increase in assets and earnings. Additionally, it may become more difficult to achieve

continued improvements in our expense levels and efficiency ratio. We may not be able to maintain the relatively low levels of nonperforming assets that we have experienced. Declines in the rate of growth of income or assets or deposits, and increases in operating expenses or nonperforming assets may have an adverse impact on the value of the common stock.

We are subject to liquidity risk in our operations.

Liquidity risk is the possibility of being unable to meet obligations as they come due, pay deposits when withdrawn, and fund loan and investment opportunities as they arise because of an inability to liquidate assets or obtain adequate funding on a timely basis, at a reasonable cost and within acceptable risk tolerances. If a financial institution is unable to meet its payment obligations on a daily basis, it is subject to being placed into receivership, regardless of its capital levels. Our largest source of liquidity is customer deposit accounts, including noninterest bearing demand deposit accounts, which at December 31, 2012, constituted 30% of our total deposits.

The Dodd-Frank Act provided for temporary unlimited deposit insurance coverage for noninterest bearing demand deposit accounts through December 31, 2012, at no additional premium to the bank holding the deposit. Congress did not extend this unlimited deposit insurance coverage provision past December 31, 2012, which means that deposits in such accounts in excess of the generally applicable $250,000 coverage limit will no longer be insured. In the absence of such insurance, customers who would have uninsured deposits may decide to move their deposits to institutions which are perceived as safer, sounder, or "too big to fail" or could elect to use other non-deposit funding products, such as repurchase agreements, that would require the Bank to pay interest and to provide securities as collateral for the Bank's repurchase obligation. At December 31, 2012, the Bank had approximately $699 million of deposits in noninterest bearing demand accounts that would be uninsured deposits, or 24% of our total deposits. Based on activity through February 28, 2013, the Bank has not experienced any significant loss of deposits as a result of this law's expiration.

While we believe that our strong earnings, capital position, relationship banking model and reputation as a safe and sound institution mitigate the risk of losing deposits now that unlimited insurance coverage for these accounts has expired, there can be no assurance that that we will not have to replace a significant amount of deposits with alternative funding sources, such as repurchase agreements, federal funds lines, certificates of deposit, brokered deposits, other categories of interest bearing deposits and FHLB borrowings, all of which are more expensive than noninterest bearing deposits. While we believe that we would be able to maintain adequate liquidity at reasonable cost, the loss of a significant amount of noninterest bearing deposits could have a material adverse affect on our earnings, net interest margin, rate of growth and stock price.

We may not be able to successfully manage continued growth.

We intend to seek further growth in the level of our assets and deposits and selectively in the number of our branches, both within our existing footprint and possibly to expand our footprint in the Maryland and Virginia suburbs, and in Washington, D.C. We may not be able to manage increased levels of assets and liabilities, and an expanded branch system, without increased expenses and higher levels of nonperforming assets. We may be required to make additional investments in equipment and personnel to manage higher asset levels and loan balances and a larger branch network, which may adversely impact earnings, shareholder returns and our efficiency ratio. Increases in operating expenses or nonperforming assets may have an adverse impact on the value of our common stock.

We may face risks with respect to future expansion or acquisition activity.

We selectively seek to expand our banking operations through limited *de novo* branching or opportunistic acquisition activities, and expect to continue to explore such opportunities. We cannot be

certain that any expansion activity, through *de novo* branching, acquisition of branches of another financial institution or a whole institution, or acquisition of nonbanking financial service companies, will prove profitable or will increase shareholder value. The success of any acquisition will depend, in part, on our ability to realize the estimated cost savings and revenue enhancements from combining the businesses of the Company and the target company. Our ability to realize increases in revenue will depend, in part, on our ability to retain customers and employees, and to capitalize on existing relationships for the provision of additional products and services. If our estimates turn out to be incorrect or we are not able to successfully combine companies, the anticipated cost savings and increased revenues may not be realized fully or at all, or may take longer to realize than expected. It is possible that the integration process could result in the loss of key employees, the disruption of each company's ongoing business or inconsistencies in standards, controls, procedures and policies that adversely affect our ability to maintain relationships with clients and employees or to achieve the anticipated benefits of the merger. As with any combination of banking institutions, there also may be disruptions that cause us to lose customers or cause customers to withdraw their deposits from our bank. Customers may not readily accept changes to their banking arrangements that we make as part of or following an acquisition. Additionally, the value of an acquisition to the Company is dependent on our ability to successfully identify and estimate the magnitude of any asset quality issues of acquired companies.

Our concentrations of loans may create a greater risk of loan defaults and losses.

A substantial portion of our loans are secured by real estate in the Washington, D.C. metropolitan area and substantially all of our loans are to borrowers in that area. We also have a significant amount of real estate construction loans and land related loans for residential and commercial developments. At December 31, 2012, 78% of our loans were secured by real estate, primarily commercial real estate. Management believes that the commercial real estate concentration risk is mitigated by diversification among the types and characteristics of real estate collateral properties, sound underwriting practices, and ongoing portfolio monitoring and market analysis. Of these loans, $562.5 million, or 23% were construction and land development loans. An additional $545.1 million, or 22% of portfolio loans, were commercial and industrial loans which are generally not secured by real estate. The repayments of these loans often depends on the successful operation of a business or the sale or development of the underlying property and as a result, are more likely to be adversely affected by adverse conditions in the real estate market or the economy in general. While we believe that our loan portfolio is well diversified in terms of borrowers and industries, these concentrations expose us to the risk that adverse developments in the real estate market, or in the general economic conditions in the Washington, D.C. metropolitan area, could increase the levels of nonperforming loans and charge-offs, and reduce loan demand. In that event, we would likely experience lower earnings or losses. Additionally, if, for any reason, economic conditions in our market area deteriorate, or there is significant volatility or weakness in the economy or any significant sector of the area's economy, our ability to develop our business relationships may be diminished, the quality and collectability of our loans may be adversely affected, the value of collateral may decline and loan demand may be reduced.

Commercial, commercial real estate and construction loans tend to have larger balances than single family mortgages loans and other consumer loans. Because the loan portfolio contains a significant number of commercial and commercial real estate and construction loans with relatively large balances, the deterioration of one or a few of these loans may cause a significant increase in nonperforming assets. An increase in nonperforming loans could result in: a loss of earnings from these loans, an increase in the provision for loan losses, or an increase in loan charge-offs, which could have an adverse impact on our results of operations and financial condition.

Further, under guidance adopted by the federal banking regulators, banks which have concentrations in construction, land development or commercial real estate loans (other than loans for majority owner occupied properties) would be expected to maintain higher levels of risk management and, potentially,

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higher levels of capital. We may be required to maintain higher levels of capital than we would otherwise be expected to maintain as a result of our levels of construction, development and commercial real estate loans, which may require us to obtain additional capital sooner than we would otherwise seek it, which may reduce shareholder returns.

Additionally, through ECV, we provide subordinated financing for the acquisition, development and construction of real estate or other projects, the primary financing for which may be provided by the Bank. These subordinated financings and the business of ECV will generally entail a higher risk profile (including lower priority and higher loan to value ratios) than loans made by the Bank. A portion of the amount which the Company expects to receive for such loans will be payments based on the success, sale or completion of the underlying project, and as such the income of the Company may be more volatile from period to period, based on the status of such projects. The Company may not be able to successfully operate or manage the business of providing higher loan to value financing.

We may not be able to maintain growth in our Residential Lending department.

Over the past two years, an increasing percentage of our noninterest income has been provided by the Bank's Residential Lending department, which originates residential mortgage loans on a pre-sold servicing released basis, for secondary market sale. The volume of loans originated and sold has increased significantly over the past few years to $1.5 billion of loans originated in 2012 as compared to $816 million in 2011. The residential mortgage business is highly competitive, and highly susceptible to changes in market interest rates, consumer confidence levels, employment statistics, the capacity and willingness of secondary market purchasers to acquire and hold or securitize loans, and other factors beyond our control. Additionally, in many respects, the mortgage origination business is relationship based, and dependent on the services of individual mortgage loan officers. The loss of services of one or more loan officers could have the effect of reducing the level of our mortgage production, or the rate of growth of production. As a result of these factors we cannot be certain that we will not be able to continue to increase the volume or percentage of revenue or net income produced by the residential mortgage business.

Our financial condition, earnings and asset quality could be adversely affected if we are required to repurchase loans originated for sale by our Residential Lending department.

The Bank originates residential mortgage loans for sale to secondary market investors, subject to contractually specified and limited recourse provisions. In 2012, the Bank originated $1.5 billion and sold $1.4 billion to investors, as compared to $872 million originated and $717 million sold in 2011 and $461 million originated and $450 million sold in 2010. Because the loans are intended to be originated within investor guidelines, designated automated underwriting and product specific requirements as part of the loan application, the loans sold have a limited recourse provision. In general, the Bank may be required to repurchase a previously sold mortgage loan or indemnify the investor if there is non-compliance with defined loan origination or documentation standards, including fraud, negligence, material misstatement in the loan documents or noncompliance with applicable law. In addition, the Company may have an obligation to repurchase a loan if the mortgagor has defaulted early in the loan term. The potential mortgagor early default repurchase period is up to approximately twelve months after sale of the loan to the investor. The recourse period for fraud, material misstatement, breach of representations and warranties, noncompliance with law, or similar matters could be as long as the term of the loan. Mortgages subject to recourse are collateralized by single-family residential properties, have loan-to-value ratios of 80% or less, or have private mortgage insurance. From January 1, 2010 to December 31, 2012, we have only been required to repurchase a loan or indemnify a purchaser on two occasions. However, if we become required to repurchase a significant number of loans, whether because of early default, fraud, breach of representations, material misstatement, legal noncompliance or otherwise, our financial condition, earnings and asset quality could be adversely impacted, which could adversely impact our share price.

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Changes in interest rates and other factors beyond our control could have an adverse impact on our financial performance and results.

Our operating income and net income depend to a great extent on our net interest margin, i.e., the difference between the interest yields we receive on loans, securities and other interest bearing assets and the interest rates we pay on interest bearing deposits and other liabilities. Net interest margin is affected by changes in market interest rates, because different types of assets and liabilities may react differently, and at different times, to market interest rate changes. When interest bearing liabilities mature or re-price more quickly than interest earning assets in a period, an increase in market rates of interest could reduce net interest income. Similarly, when interest earning assets mature or re-price more quickly than interest bearing liabilities, falling interest rates could reduce net interest income. These rates are highly sensitive to many factors beyond our control, including competition, general economic conditions and monetary and fiscal policies of various governmental and regulatory authorities, including the Federal Reserve Board.

We attempt to manage our risk from changes in market interest rates by adjusting the rates, maturity, re-pricing, and balances of the different types of interest earning assets and interest bearing liabilities, but interest rate risk management techniques are not exact. As a result, a rapid increase or decrease in interest rates could have an adverse effect on our net interest margin and results of operations. At December 31, 2012, our cumulative net asset sensitive twelve month gap position was 16.41% of total assets, which includes loans currently at their floor rates. As such, we expect modest decreases of approximately minus 0.2% and minus 6.1%, respectively, in projected net interest income and net income over a twelve month period resulting from a 100 basis point increase in rates, as loans currently at floor rates which are above the calculated contractual rate do not adjust upon a rate increase, and our residential mortgage origination and sale volume could decline as interest rates increase. The results of our interest rate sensitivity simulation model depend upon a number of assumptions, which may not prove to be accurate. There can be no assurance that we will be able to successfully manage our interest rate risk.

Adverse changes in the real estate market in our market area could also have an adverse affect on our cost of funds and net interest margin, as we have a large amount of noninterest bearing deposits related to real estate sales and development. While we expect that we would be able to replace the liquidity provided by these deposits, the replacement funds would likely be more costly, negatively impacting earnings.

We may not be able to successfully compete with others for business.

The Washington, D.C. metropolitan area in which we operate is considered highly attractive from an economic and demographic viewpoint, and is a highly competitive banking market. We compete for loans, deposits, and investment dollars with numerous regional and national banks, online divisions of out-of-market banks, and other community banking institutions, as well as other kinds of financial institutions and enterprises, such as securities firms, insurance companies, savings associations, credit unions, mortgage brokers, and private lenders. Many competitors have substantially greater resources than us, and operate under less stringent regulatory environments. The differences in resources and regulations may make it harder for us to compete profitably, reduce the rates that we can earn on loans and investments, increase the rates we must offer on deposits and other funds, and adversely affect our overall financial condition and earnings.

The Company has been very successful in developing new customer relationships by capitalizing on the reluctance of many large regional and nationwide banks to lend over the past several years, and the demise of the commercial mortgage backed securities market and other nonbank sources of financing. These new relationships have resulted in significant increases in both loans and deposits, and have contributed to increased earnings. As the economy improves and these competitors recommence lending, we may not be able to retain the loans and deposits produced by these new relationships. While we believe that our relationship banking model will enable us to keep a significant percentage of these new relationships, there can be no assurance that we will be able to do so, that we would be able to maintain

favorable pricing, margins and asset quality, or that we will be able to grow at the same rate we did when such alternative financing was not widely available.

Government regulation will significantly affect the Bank's business, and may result in higher costs and lower shareholder returns.

The banking industry is heavily regulated. Banking regulations are primarily intended to protect the federal deposit insurance funds and depositors, not shareholders. The Company and Bank are regulated and supervised by the Maryland Department of Financial Regulation, the Federal Reserve Board and the FDIC. The Bank is also subject to regulations promulgated by the CFPB. The burden imposed by federal and state regulations puts banks at a competitive disadvantage compared to less regulated competitors such as finance companies, mortgage banking companies and leasing companies. Changes in the laws, regulations and regulatory practices affecting the banking industry may increase our costs of doing business or otherwise adversely affect us and create competitive advantages for others. Regulations affecting banks and financial services companies undergo continuous change, and we cannot predict the ultimate effect of these changes, which could have a material adverse effect on our profitability or financial condition. Federal economic and monetary policy may also affect our ability to attract deposits and other funding sources, make loans and investments, and achieve satisfactory interest spreads.

New or changed legislation or regulation and regulatory initiatives could subject us to increased regulation, increase our costs of doing business and adversely affect us.

Changes in federal and state legislation and regulation may affect our operations. New and modified regulation, such as the Dodd-Frank Act and Basel III, may have unforeseen or unintended consequences on our industry. The Dodd-Frank Act has implemented, and is expected to further implement, significant changes to the U.S. financial system, including the creation of new regulatory agencies (such as the Financial Stability Oversight Council to oversee systemic risk and the CFPB to develop and enforce rules for consumer financial products), changes in retail banking regulations, and changes to deposit insurance assessments. Additionally, proposed rules to implement Basel III would revise risk-based and leverage capital requirements and also limit capital distributions and certain discretionary bonuses if a banking organization does not hold a "capital conservation buffer." This additional regulation could increase our compliance costs and otherwise adversely affect our operations. The potential also exists for additional federal or state laws or regulations, or changes in policy or interpretations, affecting many of our operations, including capital levels, lending and funding practices, insurance assessments, and liquidity standards. The effect of any such changes and their interpretation and application by regulatory authorities cannot be predicted, may increase the Company's cost of doing business and otherwise affect our operations, may significantly affect the markets in which the Company does business, and could have a materially adverse effect on the Company.

In addition, recent government responses to the condition of the global financial markets and the banking industry has, among other things, increased our costs and may further increase our costs for items such as federal deposit insurance. The FDIC insures deposits at FDIC-insured institutions, such as the Bank, up to applicable limits. The FDIC charges the insured financial institutions premiums to maintain the Deposit Insurance Fund at a certain level. Current economic conditions have placed greater stress on the Deposit Insurance Fund due to an increase in bank failures in which case the FDIC would pay all deposits of a failed bank up to the insured amount from the Deposit Insurance Fund. Increases in deposit insurance premiums could adversely affect the Company's net income.

The CFPB, which has now been in operation for over a year, has concentrated much of its rulemaking efforts on reforms related to residential mortgage transactions. In 2013, the CFPB issued final rules related to a borrower's ability to repay and qualified mortgage standards, mortgage servicing standards, loan originator compensation standards, requirements for high-cost mortgages, appraisal and escrow standards and requirements for higher-priced mortgages. Several of the CFPB's rulemakings were issued in January

2013, and we continue to analyze their requirements to determine the impact of the rules to our businesses. During 2013, we expect the CFPB to focus its rulemaking efforts on integrating disclosure requirements for lenders and settlement agents and expanding the scope of information lenders must report in connection with mortgage and other housing-related loan applications under the Home Mortgage Disclosure Act. These rules include significant regulatory and compliance changes and are expected to have a broad impact on the financial services industry.

On January 10, 2013, the CFPB issued a final rule to implement sections of the Dodd-Frank Act that will require lenders to determine whether a consumer has the ability to repay a mortgage loan. The rule, which goes into effect on January 10, 2014, establishes certain minimum requirements for creditors when making ability to pay determinations, and establishes certain protections from liability for mortgages meeting the definition of "qualified mortgages." Generally, the rule applies to all consumer-purpose, closed-end loans secured by a dwelling including home-purchase loans, refinances and home equity loans-whether first or subordinate lien. The rule does not cover, among other things, home equity lines of credit or other open-end credit; temporary or "bridge" loans with a term of 12 months or less, such as a loan to finance the initial construction of a dwelling; a construction phase of 12 months or less of a construction-to-permanent loan; and business-purpose loans, even if secured by a dwelling. The rule affords greater legal protections for lenders making qualified mortgages that are not "higher priced." Qualified mortgages must generally satisfy detailed requirements related to product features, underwriting standards, and a points and fees requirement whereby the total points and fees on a mortgage loan cannot exceed specified amounts or percentages of the total loan amount. Mandatory features of a qualified mortgage include: (1) a loan term not exceeding 30 years; and (2) regular periodic payments that do not result in negative amortization, deferral of principal repayment, or a balloon payment. Further, the rule clarifies that qualified mortgages do not include "no-doc" loans and loans with negative amortization, interest-only payments, or balloon payments. The rule creates a special category of qualified mortgages originated by certain smaller creditors that operate in predominantly rural or underserved areas, as defined by the CFPB. Concurrently with the final "ability to repay" rule, the CFPB released a proposal that, among other things, may define a separate category of qualified mortgages for certain smaller creditors. Our business strategy, product offerings, and profitability may change as the rule become becomes effective and is interpreted by the regulators and courts.

On January 17, 2013, the CFPB issued final rules containing new mortgage servicing standards which will take effect on January 10, 2014. The final rules impose new requirements regarding force-placed insurance, mandate certain notices prior to rate adjustments on adjustable-rate mortgages, and establish requirements for periodic disclosures to borrowers. These requirements will affect notices to be given to consumers as to delinquency, foreclosure alternatives, modification applications, interest rate adjustments and options for avoiding "force-placed" insurance. Servicers will be prohibited from processing foreclosures when a loan modification is pending, and must wait until a loan is more than 120 days delinquent before initiating a foreclosure action. Servicers must provide direct and ongoing access to its personnel, and provide prompt review of any loss mitigation application. Servicers must maintain accurate and accessible mortgage records for the life of a loan and until one year after the loan is paid off or transferred. These new standards are expected to increase the cost and compliance risks of servicing mortgage loans. While the Bank has a general practice of selling the residential mortgage loans it originates in the secondary market, it continues to engage in servicing activities for the loans it maintains in its portfolio. We cannot predict the ultimate outcome of these inquiries, actions, or regulatory changes or the impact that they could have on our financial condition, results of operations, or business.

While the full impact of the Dodd-Frank Act and the CFPB rulemakings cannot be assessed until all implementing regulations are released and become effective, the Dodd-Frank Act's extensive requirements may have a significant effect on the financial markets, and may affect the availability or terms of financing from our lender counterparties and the availability or terms of mortgage-backed securities, both of which may have an adverse effect on our financial condition and results of operations. The CFPB's rules are

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likely to result in increased compliance costs and fees, along with possible restrictions on our operations, any of which may have a material adverse affect on our operating results and financial condition.

Our customers, and businesses in the Washington, D.C. metropolitan area in general, may be adversely impacted as a result of the Federal government budget sequestration.

Sequestration is the process of automatic, largely across-the board, spending reductions under which federal budgetary resources are permanently canceled by a uniform percentage, is required pursuant to the Budget Control Act of 2011 ("BCA") or the Pay-As-You-Go-Act of 2010 under certain circumstances. While there are multiple sequestration triggers relating to the federal budget, one trigger for sequestration under the BCA is if Congress fails to enact legislation developed by the Joint Select Committee on Deficit Reduction (the "Deficit Committee") by January 15, 2012 to reduce the federal budget by at least $1.2 trillion. This deadline was not met, and as a result, the first spending cut was scheduled to commence on January 2, 2013, but legislation was enacted to delay its commencement to March 1, 2013. As a result of the failure to enact a further delay or appropriate budget measures, spending cuts are scheduled to go into effect.

While the Company does not have a significant level of loans to federal government contractors or their subcontractors, the impact of a decline in federal government spending, or a delay in payments to such contractors, could have a ripple effect. Temporary layoffs, salary reductions or furloughs of government employees or government contractors could have adverse impacts on other businesses in the Company's market and the general economy of the greater Washington D.C. metropolitan area, and may indirectly lead to a loss of revenues by the Company's customers, including vendors and lessors to the federal government and government contractors or to their employees, as well as a wide variety of commercial and retail businesses.. Accordingly, sequestration could lead to increases in past due loans, nonperforming loans, loan loss reserves, and charge offs, and a decline in liquidity.

Our operations rely on certain external vendors.

Our business is dependent on the use of outside service providers that support our day-to-day operations including data processing and electronic communications. Our operations are exposed to risk that a service provider may not perform in accordance with established performance standards required in our agreements for any number of reasons including equipment or network failure, a change in their senior management, their financial condition, their product line or mix and how they support existing customers, or a simple change in their strategic focus. While we have comprehensive policies and procedures in place to mitigate risk at all phases of service provider management from selection, to performance monitoring and renewals, the failure of a service provider to perform in accordance with contractual agreements could be disruptive to our business, which could have a material adverse effect on our financial conditions and results of our operations.

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ITEM 1B. UNRESOLVED STAFF COMMENTS

None

ITEM 2. PROPERTIES

All properties out of which the Company operates are leased properties. As of December 31, 2012, the Company and its subsidiaries operated out of 24 leased facilities; 17 of which are leased for branch offices in the Washington, D.C. metro area: seven in Montgomery County, Maryland; five located in Northern Virginia; and five in the District of Columbia.

The Bank has announced an additional office projected to open in Alexandria, Virginia in March 2013.

Maryland Branch Locations:

Bethesda Main Office
7815 Woodmont Avenue
Bethesda, Maryland 20814

Chevy Chase Office
15 Wisconsin Circle
Chevy Chase, Maryland 20815

Park Potomac Office
12505 Park Potomac Avenue
Potomac, Maryland 20854

Rockville Office
110 North Washington Street
Rockville, Maryland 20850

Rollins Avenue Office
130 Rollins Avenue
Rockville, Maryland 20852

Shady Grove Office
9600 Blackwell Road
Rockville, Maryland 20850

Silver Spring Office
8665-B Georgia Avenue
Silver Spring, Maryland 20910

Virginia Branch Locations:

Alexandria Office(1)
277 S. Washington Street
Alexandria, Virginia 22314

Ballston Office
4420 N. Fairfax Drive
Arlington, Virginia 22203

Merrifield Office
2905 District Avenue
Fairfax, Virginia 22201

Reston Office
12011 Sunset Hills Road
Reston, Virginia 20190

Rosslyn Office
1919 N. Lynn Street
Arlington, Virginia 22209

Tysons Corner Office
8601 Westwood Center Drive
Vienna, Virginia 22182

Washington, D.C. Branch Locations:

Dupont Circle Office
1228 Connecticut Avenue, NW
Washington, D.C. 20036

Gallery Place Office
700 7th Street, NW
Washington, D.C. 20001

Georgetown Office
1044 Wisconsin Avenue, NW
Washington, D.C. 20007

K Street Office
2001 K Street, NW
Washington, D.C. 20006

McPherson Square Office
1425 K Street, NW
Washington, D.C. 20005

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(1) Projected to open in March 2013

Operations and executive administration accounted for an additional three offices. The executive offices for the Bank and the Company are located adjacent to the Main Office branch at 7809 Woodmont

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Avenue, Bethesda, Maryland. The Lending Operations Center is located at 7830 Old Georgetown Road, and the Operations Center is located at 11961 Tech Road, Silver Spring, Maryland.

In June 2003, the Company occupied an additional office facility in Bethesda at 7819 Norfolk Avenue, consisting of 2,820 square feet under a ten year lease (with options) which expires in May 2013. This facility is currently under a sub-lease arrangement which runs concurrent to the lease expiration in May 2013.

Other Properties:

Executive Offices
7809 Woodmont Avenue
Bethesda, Maryland 20814

Lending Center
7830 Old Georgetown Road
Bethesda, Maryland 20814

Operations Center
11961 Tech Road
Silver Spring, Maryland 20904

Reston Corporate Center
11911 Freedom Drive
Reston, Virginia 20190

7819 Norfolk Avenue
Bethesda, Maryland 20814

Residential Lending operates out of three offices as follows:

Residential Lending:

Anne Arundel County Office
808 Landmark Drive, Suite 221
Glen Burnie, Maryland 21061

Park Potomac Office Fifth Floor
12505 Park Potomac Avenue
Potomac, Maryland 20854

Reston Office Residential Lending
12011 Sunset Hills Drive
Reston, Virginia 20190

ITEM 3. LEGAL PROCEEDINGS

From time to time the Company is a participant in various legal proceedings incidental to its business. In the opinion of management, the liabilities (if any) resulting from such legal proceedings will not have a material effect on the financial position of the Company.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

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PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF COMMON EQUITY

Market for Common Stock. The Company's common stock is listed for trading on the NASDAQ Capital Market under the symbol "EGBN." Over the twelve month period ended December 31, 2012, the average daily trading volume amounted to approximately 53,810 shares, an increase from approximately 49,113 shares over the twelve month period ended December 31, 2011. No assurance can be given that a highly active trading market will develop or can be maintained. The following table sets forth the high and low sale prices for the common stock during each calendar quarter during the last two fiscal years. No dividends for common shareholders were declared during such periods. As of March 13, 2013, there were 23,387,556 shares of common stock outstanding, held by approximately 4,900 beneficial shareholders, including approximately 895 shareholders of record.

	2012		2011	
Quarter	**High**	**Low**	**High**	**Low**
First	$ 17.67	$ 14.65	$ 15.14	$ 13.00
Second	$ 17.94	$ 15.36	$ 14.50	$ 11.80
Third	$ 18.18	$ 15.71	$ 14.55	$ 11.10
Fourth	$ 21.56	$ 16.77	$ 15.10	$ 11.26

Dividends. The Company has not paid a cash dividend on the common stock since the second quarter of 2008, after which the dividend was discontinued in order to conserve capital.

The resumption of payment of a cash dividend on common stock will depend largely upon the ability of the Bank, the Company's principal operating business, to declare and pay dividends to the Company. Resumption of dividends on the common stock will also depend upon the Bank's earnings, financial condition, and need for funds, as well as governmental policies and regulations applicable to the Company and the Bank.

Regulations of the Federal Reserve Board and Maryland law place limits on the amount of dividends the Bank may pay to the Company without prior approval. Prior regulatory approval is required to pay dividends which exceed the Bank's net profits for the current year plus its retained net profits for the preceding two calendar years, less required transfers to surplus. Under Maryland law, dividends may only be paid out of retained earnings. State and federal bank regulatory agencies also have authority to prohibit a bank from paying dividends if such payment is deemed to be an unsafe or unsound practice, and the Federal Reserve Board has the same authority over bank holding companies. At December 31, 2012 the Bank could pay dividends to the Company to the extent of its earnings so long as it maintained required capital ratios.

The Federal Reserve Board has established guidelines with respect to the maintenance of appropriate levels of capital by registered bank holding companies. Compliance with such standards, as presently in effect, or as they may be amended from time to time, could possibly limit the amount of dividends that the Company may pay in the future. In 1985, the Federal Reserve Board issued a policy statement on the payment of cash dividends by bank holding companies. In the statement, the Federal Reserve Board expressed its view that a holding company experiencing earnings weaknesses should not pay cash dividends exceeding its net income, or which could only be funded in ways that weaken the holding company's financial health, such as by borrowing. As a depository institution, the deposits of which are insured by the FDIC, the Bank may not pay dividends or distribute any of its capital assets while it remains in default on any assessment due the FDIC. The Bank currently is not in default under any of its obligations to the FDIC.

The Company's ability to pay dividends on the common stock is also restricted by the provisions of the Series B Preferred Stock issued under the SBLF. Under the Series B Preferred Stock, no repurchases may be effected, and no dividends may be declared or paid on preferred shares ranking *pari passu* with the Series B Preferred Stock, junior preferred shares, or other junior securities (including the common stock) during the current quarter and for the next three quarters following the failure to declare and pay dividends on the Series B Preferred Stock, except that, in any such quarter in which the dividend is paid, dividend payments on shares ranking *pari passu* may be paid to the extent necessary to avoid any resulting material covenant breach. The Company at December 31, 2012 was not in default of any obligations to declare and pay dividends on the Series B Preferred Stock.

Under the terms of the Series B Preferred Stock, the Company may only declare and pay a dividend on the common stock or other stock junior to the Series B Preferred Stock, or repurchase shares of any such class or series of stock, if, after payment of such dividend, the dollar amount of the Company's Tier 1 Capital would be at least 90% of the Signing Date Tier 1 Capital, as set forth in the Articles Supplementary relating to the Series B Preferred Stock, excluding any subsequent net charge-offs and any redemption of the Series B Preferred Stock (the "Tier 1 Dividend Threshold"). The Tier 1 Dividend Threshold is subject to reduction, beginning on the second anniversary of issuance and ending on the tenth anniversary, by 10% for each one percent increase in QSBL over the baseline level.

Issuer Repurchase of Common Stock. No shares of the Company's Common Stock were repurchased by or on behalf of the Company during 2012 or 2011.

Internet Access to Company Documents. The Company provides access to its Securities and Exchange Commission ("SEC") filings through its web site at www.eaglebankcorp.com by linking to the SEC's web site. After accessing the web site, the filings are available upon selecting "Investor Relations SEC Filings." Reports available include the annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and all amendments to those reports as soon as reasonably practicable after the reports are electronically filed with or furnished to the SEC.

See Item 12 Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters for "Securities Authorized for Issuance Under Equity Compensation Plans."

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Stock Price Performance. The following table compares the cumulative total return on a hypothetical investment of $100 in the Company's common stock on December 31, 2007 through December 31, 2012, with the hypothetical cumulative total return on the NASDAQ Stock Market Index (U.S. Companies) and the NASDAQ Bank Index for the comparable period, including reinvestment of dividends.

Total Return Performance

	Period Ending					
Index	**12/31/07**	**12/31/08**	**12/31/09**	**12/31/10**	**12/31/11**	**12/31/12**
Eagle Bancorp, Inc.	100.00	52.84	96.22	132.62	133.63	183.53
NASDAQ Stock Market Index (U.S. Companies)	100.00	60.02	87.24	103.08	102.26	120.42
NASDAQ Bank Index	100.00	78.46	65.67	74.97	67.10	79.64

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ITEM 6. SELECTED FINANCIAL DATA

The following table shows selected historical consolidated financial data for the Company. It should be read in conjunction with Management's Discussion and Analysis of Financial Condition and Results of Operations and the Consolidated Financial Statements and related notes included elsewhere in this report.

Use of Non-GAAP Financial Measures

The information set forth below contains certain financial information determined by methods other than in accordance with generally accepted accounting principles in the United States ("GAAP"). These non-GAAP financial measures are "tangible common equity," and "tangible book value per common share." Our management uses these non-GAAP measures in its analysis of our performance because it believes these measures are material and will be used as a measure of our performance by investors.

These disclosures should not be considered in isolation or as a substitute for results determined in accordance with GAAP, and are not necessarily comparable to non-GAAP performance measures which may be presented by other bank holding companies. Management compensates for these limitations by providing detailed reconciliations between GAAP information and the non-GAAP financial measures. A reconciliation table is set forth below following the selected historical consolidated financial data.

	Years Ended December 31,				
(dollars in thousands except per share data)	**2012**	**2011**	**2010**	**2009**	**2008**
Balance Sheet Period End					
Securities	$ 310,514	$ 324,053	$ 237,576	$ 245,644	$ 169,079
Loans held for sale	226,923	176,826	80,571	1,550	2,718
Loans	2,493,095	2,056,256	1,675,500	1,399,311	1,265,640
Allowance for credit losses	37,492	29,653	24,754	20,619	18,403
Intangible assets, net	3,785	4,145	4,188	4,379	2,533
Total assets	3,409,441	2,831,255	2,089,370	1,805,504	1,496,827
Deposits	2,897,222	2,392,095	1,726,798	1,460,274	1,129,380
Borrowings	140,638	152,662	146,884	150,090	215,952
Total liabilities	3,059,465	2,564,544	1,884,654	1,617,183	1,354,456
Preferred shareholders' equity	56,600	56,600	22,582	22,612	36,312
Common shareholders' equity	293,376	210,111	182,134	165,709	106,059
Total shareholders' equity	349,976	266,711	204,716	188,321	142,371
Tangible common equity(1)	289,591	205,966	177,946	161,330	103,526
Statement of Operations					
Interest income	$ 141,943	$ 119,124	$ 96,658	$ 84,338	$ 65,657
Interest expense	14,414	20,077	19,832	24,809	23,676
Provision for credit losses	16,190	10,983	9,308	7,669	3,979
Noninterest income	21,364	13,501	9,242	7,297	4,366
Noninterest expense	76,531	63,276	51,005	42,773	30,817
Income before taxes	56,172	38,289	25,755	16,384	11,551
Income tax expense	20,883	13,731	9,098	5,965	4,123
Net income	35,289	24,558	16,657	10,419	7,428
Preferred dividends	566	1,511	1,299	2,307	177
Net income available to common shareholders	34,723	23,047	15,358	8,112	7,251

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(dollars in thousands except per share data)	Years Ended December 31, 2012	2011	2010	2009	2008
Per Common Share Data(2)					
Net income, basic	$ 1.65	$ 1.16	$ 0.78	$ 0.55	$ 0.63
Net income, diluted	1.61	1.14	0.77	0.55	0.62
Dividends declared					0.11
Book value	12.78	10.53	9.25	8.48	8.34
Tangible book value(3)	12.62	10.32	9.03	8.26	8.14
Common shares outstanding	22,954,889	19,952,844	19,700,387	19,534,226	12,714,355
Weighted average common shares outstanding	21,032,624	19,835,534	19,648,591	14,643,294	11,556,569
Ratios					
Net interest margin(4)	4.32%	3.99%	4.09%	3.85%	4.05%
Efficiency ratio(5)	51.40%	56.22%	59.26%	64.01%	66.49%
Return on average assets(4)	1.18%	0.97%	0.86%	0.65%	0.69%
Return on average common equity	14.14%	11.71%	8.74%	6.52%	8.04%
Total capital (to risk weighted assets)	12.20%	11.84%	11.64%	13.57%	11.93%
Tier 1 capital (to risk weighted assets)	10.80%	10.33%	9.91%	11.82%	9.78%
Tier 1 capital (to average assets)	10.44%	8.21%	9.32%	10.29%	9.22%
Asset Quality					
Nonperforming assets and loans 90+ past due	$ 35,983	$ 36,019	$ 31,988	$ 27,131	$ 26,366
Nonperforming assets and loans 90+ past due to total assets	1.06%	1.27%	1.53%	1.50%	1.76%
Allowance for credit losses to loans	1.50%	1.44%	1.48%	1.47%	1.45%
Allowance for credit losses to nonperforming assets	104.19%	82.33%	77.39%	76.00%	69.80%
Net charge-offs	$ 8,351	$ 6,084	$ 5,172	$ 5,454	$ 1,123
Net charge-offs to average loans	0.37%	0.32%	0.35%	0.42%	0.12%

(1) Tangible common shareholders' equity, a non-GAAP financial measure, is defined as total common shareholders' equity reduced by goodwill and other intangible assets.

(2) Presented giving retroactive effect to the 10% stock dividend paid on the common stock on October 1, 2008. In July 2008, the Company discontinued the payment of its quarterly cash dividend.

(3) Tangible book value per common share, a non-GAAP financial measure, is defined as tangible common shareholders' equity divided by total common share outstanding.

(4) The reported figure includes the effect of a $618 million deposit received on September 13, 2011 in connection with a class action settlement, which was disbursed by year end. The deposit was invested in excess reserves at the Federal Reserve Bank. As the magnitude of the deposit distorts the operational results of the Company, we present, in the GAAP reconciliation below and in Management's Discussion and Analysis of Financial Condition and Results of Operations, certain performance ratios excluding the effect of this deposit, notably the net interest margin and the return on average assets which resulted in approximately $326,000 of interest income and $170,000 of income, net of tax, during the twelve month period ended December 31, 2011. We believe this information is important to enable shareholders and other interested parties to assess the core operational performance of the Company.

(5) Computed by dividing noninterest expense by the sum of net interest income and noninterest income.

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GAAP Reconciliation (dollars in thousands except per share data)	Years Ended December 31, 2012	2011	2010	2009	2008
Common shareholders' equity	$ 293,376	$ 210,111	$ 182,134	$ 165,709	$ 106,059
Less: Intangible assets	(3,785)	(4,145)	(4,188)	(4,379)	(2,533)
Tangible common equity	$ 289,591	$ 205,966	$ 177,946	$ 161,330	$ 103,526
Book value per common share	$ 12.78	$ 10.53	$ 9.25	$ 8.48	$ 8.34
Less: Intangible book value per common share	(0.16)	(0.21)	(0.22)	(0.22)	(0.20)
Tangible book value per common share	$ 12.62	$ 10.32	$ 9.03	$ 8.26	$ 8.14

(dollars in thousands except per share data)	Year Ended December 31, 2012	Year Ended December 31, 2011
Common shareholders' equity	$ 293,376	$ 210,111
Less: Intangible assets	(3,785)	(4,145)
Tangible common equity	$ 289,591	$ 205,966
Book value per common share	$ 12.78	$ 10.53
Less: Intangible book value per common share	(0.16)	(0.21)
Tangible book value per common share	$ 12.62	$ 10.32
Total assets	$ 3,409,441	$ 2,831,255
Less: Intangible assets	(3,785)	(4,145)
Tangible assets	$ 3,405,656	$ 2,827,110
Tangible common equity ratio	8.50%	7.29%

	Years Ended December 31,					
	2012			2011		
GAAP Reconciliation (Unaudited) **(dollars in thousands except per share data)**	**Average Balance**	**Interest**	**Average Yield/Rate**	**Average Balance**	**Interest**	**Average Yield/Rate**
Total earning assets	$ 2,953,417	$ 141,943	4.81%	$ 2,482,625	$ 119,124	4.80%
Less: settlement deposit				(117,990)	(326)	(0.28)%
Adjusted earning assets	$ 2,953,417	$ 141,943	4.81%	$ 2,364,635	$ 118,798	5.02%
Total interest bearing liabilities	$ 1,903,453	$ 14,414	0.76%	$ 1,679,855	$ 20,077	1.20%
Adjusted interest spread			4.05%			3.82%
Adjusted interest margin			4.32%			4.17%

	Years Ended December 31, 2012	2011
Net income	$ 35,289	$ 24,558
Less: settlement deposit		(170)

Adjusted net income	$ 35,289	$ 24,388
Average total assets	$ 2,997,994	$ 2,523,592
Less: settlement deposit		(117,990)
Adjusted average total assets	$ 2,997,994	$ 2,405,602
Adjusted return on average assets	1.18%	1.01%

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ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion provides information about the results of operations, financial condition, liquidity, and capital resources of the Company. The Company's primary subsidiaries are the Bank, Bethesda Leasing, LLC, Eagle Insurance Services, LLC, and Eagle Commercial Ventures ("ECV"). This discussion and analysis should be read in conjunction with the audited Consolidated Financial Statements and Notes thereto, appearing elsewhere in this report.

Caution About Forward Looking Statements. This report contains forward looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, or the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act. These forward looking statements represent plans, estimates, objectives, goals, guidelines, expectations, intentions, projections and statements of our beliefs concerning future events, business plans, objectives, expected operating results and the assumptions upon which those statements are based. Forward looking statements include without limitation, any statement that may predict, forecast, indicate or imply future results, performance or achievements, and are typically identified with words such as "may," "could," "should," "will," "would," "believe," "anticipate," "estimate," "expect," "intend," "plan," or words or phases of similar meaning. These forward looking statements are based largely on our expectations and are subject to a number of known and unknown risks and uncertainties that are subject to change based on factors which are, in many instances, beyond our control. Actual results, performance or achievements could differ materially from those contemplated, expressed, or implied by the forward looking statements.

The following factors, among others, could cause our financial performance to differ materially from that expressed in such forward looking statements:

- The strength of the United States economy in general and the strength of the local economies in which we conduct operations;
- Geopolitical conditions, including acts or threats of terrorism, actions taken by the United States or other governments in response to acts or threats of terrorism and/or military conflicts, which could impact business and economic conditions in the United States and abroad;
- The effects of, and changes in, trade, monetary and fiscal policies and laws, including interest rate policies of the Federal Reserve Board, inflation, interest rate, market and monetary fluctuations;
- The timely development of competitive new products and services and the acceptance of these products and services by new and existing customers;
- The willingness of users to substitute competitors' products and services for our products and services;
- The impact of changes in financial services policies, laws and regulations, including laws, regulations and policies concerning taxes, banking, securities and insurance, and the application thereof by regulatory bodies;
- The effect of changes in accounting policies and practices, as may be adopted from time-to-time by bank regulatory agencies, the Securities and Exchange Commission (the "SEC"), the Public Company Accounting Oversight Board or the Financial Accounting Standards Board;
- Technological changes;
- The effect of acquisitions we may make, including, without limitation, the failure to achieve the expected revenue growth and/or expense savings from such acquisitions;

The growth and profitability of noninterest or fee income being less than expected;

Changes in the level of our nonperforming assets and charge-offs;

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Changes in consumer spending and savings habits; and

Unanticipated regulatory or judicial proceedings.

If one or more of the factors affecting our forward looking information and statements proves incorrect, then our actual results, performance or achievements could differ materially from those expressed in, or implied by, forward looking information and statements contained in this report. You should not place undue reliance on our forward looking information and statements. We will not update the forward looking statements to reflect actual results or changes in the factors affecting the forward looking statements.

GENERAL

The Company is a growth oriented, one-bank holding company headquartered in Bethesda, Maryland. The Company provides general commercial and consumer banking services through the Bank, its wholly owned banking subsidiary, a Maryland chartered bank, which is a member of the Federal Reserve System. The Company was organized in October 1997, to be the holding company for the Bank. The Bank was organized as an independent, community oriented, full service banking alternative to the super regional financial institutions, which dominate the primary market area. The Company's philosophy is to provide superior, personalized service to its customers. The Company focuses on relationship banking, providing each customer with a number of services, becoming familiar with and addressing customer needs in a proactive, personalized fashion. The Bank currently has a total of seventeen branch offices, including seven offices serving Montgomery County, Maryland, five offices in the District of Columbia and five offices in Arlington and Fairfax Counties in Virginia. The Company has announced plans to open an additional office in Alexandria, Virginia, which is expected to open in March 2013.

The Company offers a broad range of commercial banking services to its business and professional clients as well as full service consumer banking services to individuals living and/or working primarily in the Bank's market area. The Company emphasizes providing commercial banking services to sole proprietors, small and medium-sized businesses, partnerships, corporations, non-profit organizations and associations, and investors living and working in and near the primary service area. These services include the usual deposit functions of commercial banks, including business and personal checking accounts, "NOW" accounts and money market and savings accounts, business, construction, and commercial loans, residential mortgages and consumer loans, and cash management services. The Bank is also active in the origination and sale of residential mortgage loans and the origination of small business loans. The residential mortgage loans are originated for sale to third-party investors, generally large mortgage and banking companies, under firm commitments by the investors to purchase the loans subject to compliance with pre-established investor criteria. Additionally, the Company is active in the origination of Small Business Administration ("SBA") loans. The Company generally sells the insured portion of the SBA loan generating noninterest income from the gains on sale, as well as servicing income on the portion participated. Bethesda Leasing, LLC, a subsidiary of the Bank, holds title to and manages Other Real Estate Owned ("OREO") assets. Eagle Insurance Services, LLC, a subsidiary of the Bank, offers access to insurance products and services through a referral program with a third party insurance broker. Additionally, the Bank offers investment advisory services through a referral program with a third party. ECV, a subsidiary of the Company, provides subordinated financing for the acquisition, development and construction of real estate projects. This lending involves higher levels of risk, together with commensurate expected returns.

Throughout 2012, generally weak economic conditions persisted in the U.S. economy and worldwide, with U.S. unemployment levels remaining high, although some improvement occurred; real estate values remaining a concern, persistent higher than normal levels of home foreclosures, and personal income levels rising only modestly. Additionally, significant continued gridlock in Washington D.C. politics over concerns of public debt and deficits, tax policy and spending levels added a heighted level of business

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uncertainty to everyday economic activity. Average interest rates declined for a second straight year in 2012, in part due to the Federal Reserve's continued quantitative easing programs involving large purchases of U.S. Treasury and mortgaged backed securities. These purchases served to keep residential mortgage interest rates at all-time lows, in the hope that more homeowners might benefit from refinancing existing home mortgages. Generally speaking, the Company's primary market, the Washington, D.C. metropolitan area, has been relatively less impacted by recessionary type forces than other parts of the country, due in part to the significant economic impact of the federal government, a highly educated work force and a diverse economy.

During 2012, the Company's enhanced its marketplace positioning by remaining proactive in growing client relationships, expanding its branch presence in the Northern Virginia area, and by the continued addition of experienced lending and sales personnel. The Company has had the financial resources and has remained committed to meeting the credit needs of its community, resulting in continued growth in its loan portfolio during 2012. Furthermore, the Company's capital position was enhanced in 2012 by successful completion of common stock offerings providing net proceeds of approximately $43 million. The Company believes its strategies of remaining growth oriented and seeking quality lending and deposit relationships during the difficult economic times of the past few years have proven successful and is evidenced in its financial and performance ratios. Additionally, the Company believes such focus and strategy of relationship building has fostered future growth opportunities.

Operating in this less than ideal economic environment, the Company was able to produce above average growth in deposits and loans in 2012, heightened levels of noninterest income and increased net income in each quarter of 2012, continuing a trend of sixteen consecutive quarters of increasing net earnings through the fourth quarter of 2012. Importantly, credit quality remained favorable throughout 2012.

CRITICAL ACCOUNTING POLICIES

The Company's Consolidated Financial Statements are prepared in accordance with GAAP and follow general practices within the banking industry. Application of these principles requires management to make estimates, assumptions, and judgments that affect the amounts reported in the financial statements and accompanying notes. These estimates, assumptions and judgments are based on information available as of the date of the Consolidated Financial Statements; accordingly, as this information changes, the Consolidated Financial Statements could reflect different estimates, assumptions, and judgments. Certain policies inherently have a greater reliance on the use of estimates, assumptions and judgments and as such have a greater possibility of producing results that could be materially different than originally reported. Estimates, assumptions, and judgments are necessary when assets and liabilities are required to be recorded at fair value, when a decline in the value of an asset not carried on the financial statements at fair value warrants an impairment write-down or a valuation reserve to be established, or when an asset or liability needs to be recorded contingent upon a future event. Carrying assets and liabilities at fair value inherently results in more financial statement volatility.

The fair values and the information used to record valuation adjustments for investment securities available-for-sale are based either on quoted market prices or are provided by other third-party sources, when available. The Company's investment portfolio is categorized as available-for-sale with unrealized gains and losses net of income tax being a component of shareholders' equity and accumulated other comprehensive income.

The allowance for credit losses is an estimate of the losses that may be sustained in our loan portfolio. The allowance is based on two principles of accounting: (a) ASC Topic 450, *"Contingencies,"* which requires that losses be accrued when they are probable of occurring and are estimable and (b) ASC Topic 310, *"Receivables,"* which requires that losses be accrued when it is probable that the Company will not collect all principal and interest payments according to the contractual terms of the loan. The loss, if any,

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can be determined by the difference between the loan balance and the value of collateral, the present value of expected future cash flows, or values observable in the secondary markets.

Three components comprise our allowance for credit losses: a specific allowance, a formula allowance and a nonspecific or environmental factors allowance. Each component is determined based on estimates that can and do change when actual events occur.

The specific allowance allocates a reserve to identified impaired loans. Impaired loans are assigned specific reserves based on an impairment analysis. Under ASC Topic 310, *"Receivables,"* a loan for which reserves are individually allocated may show deficiencies in the borrower's overall financial condition, payment record, support available from financial guarantors and for the fair market value of collateral. When a loan is identified as impaired, a specific reserve is established based on the Company's assessment of the loss that may be associated with the individual loan.

The formula allowance is used to estimate the loss on internally risk rated loans, exclusive of those identified as requiring specific reserves. The portfolio of unimpaired loans is stratified by loan type and risk assessment. Allowance factors relate to the type of loan and level of the internal risk rating, with loans exhibiting higher risk and loss experience receiving a higher allowance factor.

The environmental allowance is also used to estimate the loss associated with pools of non-classified loans. These non-classified loans are also stratified by loan type, and environmental allowance factors are assigned by management based upon a number of conditions, including delinquencies, loss history, changes in lending policy and procedures, changes in business and economic conditions, changes in the nature and volume of the portfolio, management expertise, concentrations within the portfolio, quality of internal and external loan review systems, competition, and legal and regulatory requirements.

The allowance captures losses inherent in the loan portfolio, which have not yet been recognized. Allowance factors and the overall size of the allowance may change from period to period based upon management's assessment of the above described factors, the relative weights given to each factor, and portfolio composition.

Management has significant discretion in making the judgments inherent in the determination of the provision and allowance for credit losses, including in connection with the valuation of collateral, a borrower's prospects of repayment, and in establishing allowance factors on the formula and environmental components of the allowance. The establishment of allowance factors involves a continuing evaluation, based on management's ongoing assessment of the global factors discussed above and their impact on the portfolio. The allowance factors may change from period to period, resulting in an increase or decrease in the amount of the provision or allowance, based upon the same volume and classification of loans. Changes in allowance factors can have a direct impact on the amount of the provision, and a related after tax effect on net income. Errors in management's perception and assessment of the global factors and their impact on the portfolio could result in the allowance not being adequate to cover losses in the portfolio, and may result in additional provisions or charge-offs. Alternatively, errors in management's perception and assessment of the global factors and their impact on the portfolio could result in the allowance being in excess of amounts necessary to cover losses in the portfolio, and may result in lower provisions in the future. For additional information regarding the provision for credit losses, refer to the discussion under the caption "Provision for Credit Losses" below.

The Company follows the provisions of ASC Topic 718, *"Compensation,"* which requires the expense recognition for the fair value of share based compensation awards, such as stock options, restricted stock awards, and performance based shares. This standard allows management to establish modeling assumptions as to expected stock price volatility, option terms, forfeiture rates and dividend rates which directly impact estimated fair value. The accounting standard also allows for the use of alternative option pricing models which may impact fair value as determined. The Company's practice is to utilize reasonable and supportable assumptions.

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RESULTS OF OPERATIONS

Overview

As previously reported, in mid-September 2011, EagleBank became the escrow depository of approximately $618 million of noninterest bearing deposits resulting from a long term client relationship (the "settlement deposit"). The deposit, as expected, was substantially withdrawn in the fourth quarter of 2011. While this large and unusual transaction did not impact 2012 results, these funds contributed approximately $140 thousand to net earnings in the fourth quarter of 2011 and $170 thousand to earnings for the full year 2011 and significantly impacted a number of financial ratios and metrics. To allow for appropriate comparisons, we make certain parenthetical comments in this management discussion, in order to compute the relevant non-GAAP ratios on a basis, which excludes this large and unusual short-term transaction.

For the year ended December 31, 2012, the Company's net income was $35.3 million, a 44% increase over the $24.6 million for the year ended December 31, 2011. The increase in net income for the twelve months ended December 31, 2012 can be attributed primarily to an increase in net interest income of 29% as compared to the same period in 2011. Net interest income growth was due substantially to growth in average earning assets of 19% in 2012 and to an increase in the net interest margin.

Net income available to common shareholders increased 51% to $34.7 million ($1.65 per basic common share and $1.61 per diluted common share), as compared to $23.0 million ($1.16 per basic common share and $1.14 per diluted common share) for the year ended December 31, 2011. A lower dividend rate on preferred stock accounted for a significant amount of the increase in earnings available to common shareholders for the twelve months ended December 31, 2012 as compared to the same period in 2011.

For the three months ended December 31, 2012, the Company reported net income of $10.2 million as compared to $7.2 million for the same period in 2011. Net income available to common shareholders for the quarter ended December 31, 2012 increased 43% to $10.1 million ($0.44 per basic common share and $0.43 per diluted common share), as compared to $7.0 million ($0.35 per basic and diluted common share) for the same three month period in 2011.

For the twelve months ended December 31, 2012, the Company reported a return on average assets of 1.18% as compared to 0.97% (1.01% excluding the effect of the settlement deposit) for the twelve months of 2011, while the return on average common equity was 14.14% in 2012, as compared to 11.71% for the same twelve month period in 2011. The increase in these ratios was due to an expanded net interest margin, higher noninterest income and improved operating efficiency.

The Company's earnings are largely dependent on net interest income, which represented 86% and 88% of total revenue (defined as net interest income plus noninterest income) for the full year in 2012 and 2011, respectively. For the twelve months ended December 31, 2012, the net interest margin, which measures the difference between interest income and interest expense (i.e. net interest income) as a percentage of earning assets was 4.32% as compared to 3.99% (4.17% excluding the settlement deposit), for the twelve months ended December 31, 2011. The higher margin for 2012 as compared to 2011 (excluding the settlement deposit) was due to maintaining loan portfolio yields in 2012 close to 2011 levels due to loan pricing practices, an increase in the mix of average loans held for sale, which benefited earning asset yields, and a reduction in funding costs while maintaining a favorable deposit mix.

The higher margin for the year ended December 31, 2012 as compared to the 2011 (excluding the settlement deposit) was due primarily to lower funding costs for both deposits and borrowings more than offsetting a decline in earning asset yields. Average loan yields declined by 12 basis points (from 5.80% to 5.68%), average investment yields declined by 26 basis points (from 2.32% to 2.06%), and average earning asset yields declined by 21 basis points (from 5.02% to 4.81%) as compared to a decline of 44 basis points (from 1.20% to 0.76%) in the cost of interest bearing liabilities. The net interest spread was 4.05% for the

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year ended December 31, 2012, as compared to 3.82% for the same period in 2011, an increase of 23 basis points. The benefit of noninterest sources funding earning assets declined from 35 basis points for the year ended December 31, 2011 to 27 basis points for same period in 2012.

Including the effect of the settlement deposit, the margin increased from 3.99% for the year ended December 31, 2011 to 4.32% for the same period in 2012. Including the effect of the settlement deposit, the net interest spread was 4.05% for the year ended December 31, 2012, as compared to 3.60% for the same period in 2011, an increase of 45 basis points. Including the effect of the settlement deposit, the benefit of noninterest sources funding earning assets declined from 39 basis points for the year ended December 31, 2011 to 27 basis points for same period in 2012. The combination of a 45 basis point increase in the net interest spread and 12 basis points decrease in the value of noninterest sources resulted in the 33 basis point increase in the net interest margin.

Excluding the effect of the settlement deposit, for the three months ended December 31, 2012 and 2011, average interest bearing liabilities were 63% and 70%, respectively, of average earning assets, as more earning assets were funded by noninterest bearing sources in the most recent three month period as compared to the same three month period in 2011. Additionally, due to a higher mix of lower earning assets in the three months ended December 31, 2012, as compared to the same period in 2011, the average rate on earning assets for the three months ended December 31, 2012 decreased by 13 basis points from 4.87% to 4.74%. The cost of interest bearing liabilities for the three months ended December 31, 2012 as compared to 2011 decreased by 36 basis points from 1.03% to 0.67%, resulting in an increase in the net interest spread of 23 basis points from 3.84% for the three months ended December 31, 2011 to 4.07% for the three months ended December 31, 2012. The net interest margin increased 15 basis points from 4.16% for the three months ended December 31, 2011 to 4.31% for the three months ended December 31, 2012.

Including the effect of the settlement deposit, the net interest margin for the three months ended December 31, 2012 increased to 4.31% from 3.65% for the same period in 2011. This increase was due to a higher mix of average loans for the three months ended December 31, 2012 as compared to the same quarter in 2011 (from 66% to 76%) as the average rate on earning assets for the three months ended December 31, 2012 increased by 47 basis points from 4.27% to 4.74%. The net interest spread was 4.07% for the three months ended December 31, 2012 as compared to 3.24% for the same period in 2011, an increase of 83 basis points. The benefit of noninterest sources funding earning assets decreased from 41 basis points for the three months ended December 31, 2011 to 24 basis points for same period in 2012. The combination of an 83 basis point increase in the net interest spread and 17 basis points decrease in the value of noninterest sources resulted in the 66 basis point decrease in the net interest margin.

The Company believes it has effectively managed its net interest margin and net interest income over the past twelve months as market interest rates (on average) have declined. This factor has been significant to overall earnings performance over the past twelve months as net interest income (at 86%) represents the most significant component of the Company's revenues.

In order to fund significant growth in the average balance of loans of 20% over the twelve months ended December 31, 2012 as compared to 2011, the Company has relied primarily upon core deposit growth, together with use of increased levels of brokered and wholesale deposits. The major component of the growth in core deposits has been growth in money market accounts and noninterest deposits primarily as a result of effectively building new and enhanced client relationships. Average growth of deposits was 20% for the twelve months ended December 31, 2012 as compared to the same period in 2011.

In terms of the average balance sheet composition or mix, loans, which generally have higher yields than securities and other earning assets, increased from 76% (decreased from 80% excluding the effect of the settlement deposit) of average earning assets for the year ended December 31, 2011 to 77% of average earning assets for the same period in 2012. The higher growth of average funding sources as compared to average loan growth has added average liquidity to the balance sheet for year ended December 31, 2012 compared to the same period in 2011. The slight increase in average loans as a percentage of average

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earning assets is due primarily to a large increase in average loans held for sale. For the year ended December 31, 2012, as compared to the same period in 2011, average loans held for sale, increased $77 million, a 122% increase. The increase in average loans for the year ended December 31, 2012 as compared to the same period in 2011 is primarily attributable to growth in loans for both investor commercial real estate and construction. Increases in average deposits for the year ended December 31, 2012, as compared to the same period in 2011, is attributable to growth in noninterest bearing demand deposits, and money market accounts. Average investment securities for the year ended December 31, 2012 and 2011 amounted to 11% of average earning assets. The combination of federal funds sold, interest bearing deposits with other banks and loans held for sale, averaged 12% of average earning assets for the year ended December 31, 2012 as compared to 13% for the same period in 2011.

For the three months ended December 31, 2012, average loans were 76% of average earning assets as compared to 66% (76% excluding the effect of the settlement deposit) for the same period in 2011. Average loans increased $411 million (20%) and average deposits increased $96 million (4%) ($493 million and 22% excluding the effect of the settlement deposit), during the three months ended December 31, 2012 as compared to the same quarter of 2011. The increase in average loans in the fourth quarter of 2012 as compared to the fourth quarter of 2011 is primarily attributable to growth in construction loans. Increases in average deposits in the fourth quarter of 2012, as compared to the fourth quarter of 2011, is attributable to growth in money market accounts. Average investment securities for the three months ended December 31, 2012 and 2011 amounted to 10% of average earning assets. The combination of federal funds sold, interest bearing deposits with other banks and loans held for sale, averaged 14% of average earning assets for the three months ended December 31, 2012 as compared to 24% for the same period in 2011 (13% excluding the effect of the settlement deposit).

The provision for credit losses was $16.2 million for the year of 2012 as compared to $11.0 million in 2011. At December 31, 2012 the allowance for credit losses represented 1.50% of loans outstanding, as compared to 1.44% at December 31, 2011. The allowance for credit losses represented 122% of nonperforming loans at December 31, 2012, as compared to 90% at December 31, 2011. The higher provisioning in 2012 as compared to 2011 is attributable to the change in loan mix, higher reserves for classified loans, loan growth, and higher net charge-offs in the twelve months of 2012 compared to 2011. For the twelve months ended December 31, 2012, net charge-offs totaled $8.4 million (0.37% of average loans) compared to $6.1 million (0.32% of average loans) for the twelve months ended December 31, 2011. Net charge-offs in the twelve months ended December 31, 2012 were primarily attributable to commercial and industrial loans ($3.1 million), construction loans ($2.5 million), commercial real estate loans ($1.2 million), home equity and consumer loans ($970 thousand), owner occupied real estate ($350 thousand) and the unguaranteed portion of SBA loans ($248 thousand).

For the three months ended December 31, 2012, the provision for credit losses was $4.1 million as compared to $2.8 million for the three months ended December 31, 2011. The higher provisioning in the fourth quarter of 2012, as compared to the fourth quarter of 2011, is due to change in loan mix, loan growth and higher net charge-offs. Net charge-offs of $2.2 million in the fourth quarter of 2012 represented 0.37% of average loans as compared to $1.7 million or 0.34% of average loans in the fourth quarter of 2011. Net charge-offs in the fourth quarter of 2012 were primarily attributable to commercial and industrial loans ($1.4 million), construction loans ($459 thousand), home equity and consumer loans ($195 thousand), and the unguaranteed portion of SBA loans ($111 thousand).

Total noninterest income for the twelve months of 2012 was $21.4 million compared to $13.5 million in 2011, an increase of 58%. This increase was due primarily to an $8.0 million increase in gains realized on the sale of residential mortgage loans. Service charges on deposit accounts increased $619 thousand in 2012 as compared to 2011, a 19% increase. Other noninterest income increased by $652 thousand primarily due to other loan income and ATM fees. Investment securities gains were $690 thousand for the twelve months in 2012 as compared to $1.4 million for the same period in 2011. A $529 thousand loss on the early extinguishment of debt was realized in 2012 due to restructuring of FHLB advances. Excluding

investment securities gains and the loss on the early extinguishment of debt, total noninterest income was $21.2 million for the twelve months of 2012 as compared to $12.1 million for 2011, a 76% increase.

Total noninterest income for the three months ended December 31, 2012 increased to $6.1 million from $3.9 million for the three months ended December 31, 2011, a 57% increase. This increase was due primarily to an increase of $1.9 million in gains on sales of residential mortgage loans in the fourth quarter of 2012 as compared to the fourth quarter of 2011, resulting from substantially higher volumes of residential mortgage refinancing activity. Other income increased $365 thousand in the fourth quarter of 2012 as compared to the fourth quarter of 2011, a 65% increase due substantially to loan fee income and ATM fees. Investment securities losses amounted to $75 thousand for the fourth quarter of 2012, as compared to no investment gains or losses for the fourth quarter of 2011. Excluding investment securities losses, total noninterest income was $6.1 million for the fourth quarter of 2012, as compared to $3.9 million for the fourth quarter of 2011, an increase of 59%.

Total noninterest expenses were $76.5 million for the twelve months of 2012, as compared to $63.3 million for 2011, a 21% increase. Cost increases for salaries and benefits were $9.2 million due to staffing increases primarily as a result of growth in residential lending, commercial lending and branch personnel and merit increases, incentive compensation and benefits increases. Premises and equipment expenses were $1.8 million higher due primarily to the cost of new branch offices, a new commercial lending office, two new residential lending offices and normal increases in leasing costs. Data processing costs increased by $861 thousand due to system enhancements and expanded customer transaction costs. Legal, accounting, and professional fees increases of $279 thousand were due substantially to higher professional fees, resolution of problem loans and related collection costs. FDIC insurance premiums were $106 thousand lower due to FDIC premium rate declines which took effect on April 1, 2011. Other expenses increased for the twelve months of 2012 versus 2011 by $1.1 million due substantially to increases in broker fees, other losses, and telephone. For the twelve months of 2012, the efficiency ratio improved to 51.40% as compared to 56.22% for the same period in 2011 and the ratio of noninterest expenses to average assets was 2.55% for the twelve months ended December 31, 2012 as compared to 2.51% for the same period in 2011. Cost control remains a significant operating objective of the Company.

Total noninterest expenses were $20.3 million for the three months ended December 31, 2012, as compared to $18.3 million for the three months ended December 31, 2011, an 11% increase. Cost increases for salaries and benefits were $2.0 million, due to staffing increases primarily as a result of growth in residential lending, as well as additional commercial lending and branch personnel and merit and benefit cost increases, and increases in incentive compensation. Premises and equipment expenses were $288 thousand higher, due to the cost of new branch offices, a new commercial lending office, two new residential lending offices and normal increases in leasing costs. The efficiency ratio was 49.82% for the three months ended December 31, 2012 as compared to 56.97% for the same period in 2011

The ratio of common equity to total assets increased from 7.42% at December 31, 2011 to 8.60% at December 31, 2012 due to a decrease in balance sheet leverage, primarily reflecting the issuance of 2,604,086 shares of common stock in the Company's at the market and underwritten offerings, for net proceeds of approximately $43 million, as well as net retained earnings of $34.7 million. As discussed below, the regulatory capital ratios of the Bank and Company remain above well capitalized levels.

Net Interest Income and Net Interest Margin

Net interest income is the difference between interest income on earning assets and the cost of funds supporting those assets. Earning assets are composed primarily of loans, loans held for sale, investment securities, and interest bearing deposits with banks. The cost of funds comprises interest expense on deposits, customer repurchase agreements and other borrowings, which are federal funds purchased and advances from the FHLB. Noninterest bearing deposits and capital are other components representing funding sources. Changes in the volume and mix of assets and funding sources, along with the changes in

yields earned and rates paid, determine changes in net interest income. Net interest income in 2012 was $127.5 million compared to $99.0 million in 2011 and $76.8 million in 2010. For the three months ended December 31, 2012, net interest income was $34.7 million as compared to $28.3 million and $21.3 million for the same periods in 2011 and 2010, respectively.

For the year ended December 31, 2012, net interest income increased 29% over the same period for 2011. Average loans increased $386 million and average deposits increased by $428 million. The net interest margin was 4.32% for the year ended December 31, 2012, as compared to 3.99% (4.17% excluding the effect of the settlement deposit) for the same period in 2011. The Company has been able to maintain its loan yields in 2012 close to 2011 levels due to loan pricing practices, and has been able to reduce its funding costs while maintaining a favorable deposit mix; much of which has occurred from sales efforts to increase and deepen client relationships. The Company believes its net interest margin remains favorable to peer banking companies.

Net interest income increased 23% for the three months ended December 31, 2012 over the same period for 2011. Average loans increased $411 million and average deposits increased by $96 million. For the three months ended December 31, 2012 the net interest margin was 4.31% as compared to 3.65% (4.16% excluding the effect of the settlement deposit) for the same three months in 2011.

The tables below present the average balances and rates of the various categories of the Company's assets and liabilities for the years and three months ended December 31, 2012, 2011 and 2010. Included in the tables is a measurement of interest rate spread and margin. Interest rate spread is the difference (expressed as a percentage) between the interest rate earned on earning assets less the interest expense on interest bearing liabilities. While the interest rate spread provides a quick comparison of earnings rates versus cost of funds, management believes that margin provides a better measurement of performance. Margin includes the effect of noninterest bearing sources in its calculation and is net interest income expressed as a percentage of average earning assets.

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Consolidated Average Balances, Interest Yields And Rates (Unaudited)

	Years Ended December 31,								
	2012			2011			2010		
(dollars in thousands)	Average Balance	Interest	Average Yield/Rate	Average Balance	Interest	Average Yield/Rate	Average Balance	Interest	Average Yield/Rate
Assets									
Interest earning assets:									
Interest bearing deposits with other banks and other short-term investments	$ 186,157	$ 475	0.26%	$ 206,894	$ 513	0.25%	$ 8,151	$ 108	1.32%
Loans held for sale	140,167	4,945	3.53%	63,198	2,458	3.89%	32,362	1,384	4.28%
Loans(1)(2)	2,281,027	129,655	5.68%	1,895,268	109,862	5.80%	1,498,942	88,000	5.87%
Investment securities available for sale(2)	330,670	6,824	2.06%	266,758	6,181	2.32%	259,576	6,992	2.69%
Federal funds sold	15,396	44	0.29%	50,507	110	0.22%	78,120	174	0.22%
Total interest earning assets	2,953,417	141,943	4.81%	2,482,625	119,124	4.80%	1,877,151	96,658	5.15%
Noninterest earning assets	77,827			67,882			80,787		
Less: allowance for credit losses	33,250			26,915			21,747		
Total noninterest earning assets	44,577			40,967			59,040		
Total Assets	$ 2,997,994			$ 2,523,592			$ 1,936,191		
Liabilities and Shareholders' Equity									
Interest bearing liabilities:									
Interest bearing transaction	$ 94,848	$ 289	0.30%	$ 64,849	$ 236	0.36%	$ 54,889	$ 209	0.38%
Savings and money market	1,183,402	5,946	0.50%	869,971	8,488	0.98%	684,858	7,847	1.15%
Time deposits	481,661	5,822	1.21%	579,346	8,524	1.47%	506,570	8,830	1.74%
Total interest bearing deposits	1,759,911	12,057	0.69%	1,514,166	17,248	1.14%	1,246,317	16,886	1.35%
Customer repurchase agreements and federal funds purchased	96,141	325	0.34%	116,367	685	0.59%	96,862	731	0.75%
Other short-term borrowings	697	3		22			3,737	27	0.72%
Long-term borrowings	46,704	2,029	4.27%	49,300	2,144	4.35%	49,300	2,188	4.44%
Total interest bearing liabilities	1,903,453	14,414	0.76%	1,679,855	20,077	1.20%	1,396,216	19,832	1.42%
Noninterest bearing liabilities:									
Noninterest bearing demand	781,240			599,351			335,029		
Other liabilities	11,067			9,044			6,648		
Total noninterest bearing liabilities	792,307			608,395			341,677		
Shareholders' equity	302,234			235,342			198,298		
Total Liabilities and Shareholders' Equity	$ 2,997,994			$ 2,523,592			$ 1,936,191		
Net interest income		$ 127,529			$ 99,047			$ 76,826	
Net interest spread			4.05%			3.60%			3.73%
Net interest margin			4.32%			3.99%			4.09%

(1) Loans placed on nonaccrual status are included in average balances. Net loan fees and late charges included in interest income on loans totaled $5.4 million, $4.3 million and $2.6 million for the year ended December 31, 2012, 2011, and 2010 respectively.

(2) Interest and fees on loans and investments exclude tax equivalent adjustments.

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Consolidated Average Balances, Interest Yields And Rates (Unaudited)

	Three Months Ended December 31,								
	2012			2011			2010		
(dollars in thousands)	Average Balance	Interest	Average Yield/Rate	Average Balance	Interest	Average Yield/Rate	Average Balance	Interest	Average Yield/Rate
Assets									
Interest earning assets:									
Interest bearing deposits with other banks and other short-term investments	$ 258,577	$ 177	0.27%	$ 539,924	$ 341	0.25%	$ 9,419	$ 25	1.05%
Loans held for sale	186,122	1,600	3.44%	177,116	1,724	3.89%	74,210	769	4.14%
Loans(1)(2)	2,442,418	34,839	5.67%	2,030,986	29,583	5.78%	1,598,362	23,620	5.86%
Investment securities available for sale(2)	310,851	1,545	1.98%	301,517	1,427	1.88%	256,520	1,580	2.44%
Federal funds sold	5,494	3	0.22%	22,360	16	0.28%	82,981	46	0.22%
Total interest earning assets	3,203,462	38,164	4.74%	3,071,903	33,091	4.27%	2,021,492	26,040	5.11%
Noninterest earning assets	80,580			68,745			80,973		
Less: allowance for credit losses	36,544			28,696			23,073		
Total noninterest earning assets	44,036			40,049			57,900		
Total Assets	$ 3,247,498			$ 3,111,952			$ 2,079,392		
Liabilities and Shareholders' Equity									
Interest bearing liabilities:									
Interest bearing transaction	$ 110,688	$ 93	0.33%	$ 73,577	$ 73	0.39%	$ 59,616	$ 69	0.46%
Savings and money market	1,312,792	1,528	0.46%	1,031,079	2,085	0.80%	732,839	1,889	1.02%
Time deposits	471,591	1,306	1.10%	570,624	1,969	1.37%	521,680	2,068	1.57%
Total interest bearing deposits	1,895,071	2,927	0.61%	1,675,280	4,127	0.98%	1,314,135	4,026	1.22%
Customer repurchase agreements and federal funds purchased	97,622	75	0.31%	134,332	152	0.45%	105,650	186	0.70%
Other short-term borrowings	603	1							
Long-term borrowings	39,300	424	4.22%	49,300	541	4.29%	49,300	541	4.35%
Total interest bearing liabilities	2,032,596	3,427	0.67%	1,858,912	4,820	1.03%	1,469,085	4,753	1.28%
Noninterest bearing liabilities:									
Noninterest bearing demand	853,496			977,427			395,953		
Other liabilities	18,005			10,780			8,163		
Total noninterest bearing liabilities	871,501			988,207			404,116		
Shareholders' equity	343,401			264,833			206,191		
Total Liabilities and Shareholders' Equity	$ 3,247,498			$ 3,111,952			$ 2,079,392		
Net interest income		$ 34,737			$ 28,271			$ 21,287	
Net interest spread			4.07%			3.24%			3.83%
Net interest margin			4.31%			3.65%			4.18%

(1) Loans placed on nonaccrual status are included in average balances. Net loan fees and late charges included in interest income on loans totaled $1.7 million, $1.2 million and $712 thousand for the three months ended December 31, 2012, 2011, and 2010 respectively.

(2) Interest and fees on loans and investments exclude tax equivalent adjustments.

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The rate/volume table below presents the composition of the change in net interest income for the periods indicated, as allocated between the change in net interest income due to changes in the volume of average earning assets and interest bearing liabilities, and the changes in net interest income due to changes in interest rates. As the table shows, the increase in net interest income in 2012 as compared to 2011 was a function of an increase in the volume of earning assets, and lower funding costs offsetting the decrease in interest income on earning assets. For 2011 over 2010, the change is due to an increase in the volume of earning assets, and lower funding costs offsetting the decrease in interest income on earning assets.

Rate/Volume Analysis of Net Interest Income

	2012 compared with 2011			2011 compared with 2010		
(dollars in thousands)	Change Due to Volume	Change Due to Rate	Total Increase (Decrease)	Change Due to Volume	Change Due to Rate	Total Increase (Decrease)
Interest earned on						
Loans	$ 22,361	$ (2,568)	$ 19,793	$ 23,268	$ (1,406)	$ 21,862
Loans held for sale	2,994	(507)	2,487	1,319	(245)	1,074
Investment securities	1,481	(838)	643	193	(1,004)	(811)
Interest bearing bank deposits	(51)	13	(38)	2,633	(2,228)	405
Federal funds sold	(76)	10	(66)	(62)	(2)	(64)
Total interest income	26,709	(3,890)	22,819	27,351	(4,885)	22,466
Interest paid on						
Interest bearing transaction	109	(56)	53	38	(11)	27
Savings and money market	3,058	(5,600)	(2,542)	2,121	(1,480)	641
Time deposits	(1,437)	(1,265)	(2,702)	1,269	(1,575)	(306)
Customer repurchase agreements	(119)	(241)	(360)	147	(193)	(46)
Other borrowings	(113)	1	(112)	(27)	(44)	(71)
Total interest expense	1,498	(7,161)	(5,663)	3,548	(3,303)	245
Net interest income	$ 25,211	$ 3,271	$ 28,482	$ 23,803	$ (1,582)	$ 22,221

Provision for Credit Losses

The provision for credit losses represents the amount of expense charged to current earnings to fund the allowance for credit losses. The amount of the allowance for credit losses is based on many factors which reflect management's assessment of the risk in the loan portfolio. Those factors include economic conditions and trends, the value and adequacy of collateral, volume and mix of the portfolio, performance of the portfolio, and internal loan processes of the Company and Bank.

Management has developed a comprehensive analytical process to monitor the adequacy of the allowance for credit losses. This process and guidelines were developed utilizing among other factors, the guidance from federal banking regulatory agencies. The results of this process, in combination with conclusions of the Bank's outside loan review consulting firm, support management's assessment as to the adequacy of the allowance at the balance sheet date. Please refer to the discussion under the caption "Critical Accounting Policies" for an overview of the methodology management employs on a quarterly basis to assess the adequacy of the allowance and the provisions charged to expense. Also, refer to the table under "Allowance for Credit Losses" at page 57, which reflects the comparative charge-offs and recoveries.

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During the year of 2012, the allowance for credit losses increased $7.8 million reflecting $16.2 million in provision for credit losses and $8.4 million in net charge-offs during the period. The provision for credit losses was $16.2 million for 2012 as compared to $11.0 million in 2011. The higher provisioning in 2012 as compared to 2011 is attributable to the change in loan mix, higher reserves for classified loans, loan growth, and higher net charge-offs in the twelve months of 2012 compared to 2011.

The provision for credit losses was $4.1 million for the three months ended December 31, 2012 as compared to $2.8 million for the three months ended December 31, 2011. At December 31, 2012 the allowance for credit losses represented 1.50% of loans outstanding, as compared to 1.44% and 1.48% at December 31, 2011 and September 30, 2012, respectively. The allowance for credit losses represented 122% of nonperforming loans at December 31, 2012, as compared to 90% at December 31, 2011 and 110% at September 30, 2012. The higher provisioning in the fourth quarter of 2012, as compared to the fourth quarter of 2011, is due to change in loan mix, loan growth and higher net charge-offs. Net charge-offs of $2.2 million in the fourth quarter of 2012 represented 0.37% of average loans, excluding loans held for sale, as compared to $1.7 million or 0.34% of average loans, excluding loans held for sale, in the fourth quarter of 2011. Net charge-offs in the fourth quarter of 2012 were primarily attributable to commercial and industrial loans ($1.4 million), construction loans ($459 thousand), home equity and consumer loans ($195 thousand), and the unguaranteed portion of SBA loans ($111 thousand).

As part of its comprehensive loan review process, the Bank's Board of Directors and Loan Committee or Bank's Credit Review Committee carefully evaluate loans which are past due 30 days or more. The Committees make a thorough assessment of the conditions and circumstances surrounding each delinquent loan. The Bank's loan policy requires that loans be placed on nonaccrual if they are ninety days past due, unless they are well secured and in the process of collection. Additionally, Credit Administration specifically analyzes the status of development and construction projects, sales activities and utilization of interest reserves in order to carefully and prudently assess the potential for increased levels of risk requiring additional reserves.

The maintenance of a high quality loan portfolio, with an adequate allowance for possible credit losses, will continue to be a primary management objective for the Company.

Noninterest Income

Total noninterest income includes service charges on deposits, gain on sale of loans, gain on sale of investments, loss on early extinguishment of debt, income from bank owned life insurance ("BOLI") and other income.

Total noninterest income for the year of 2012 was $21.4 million compared to $13.5 million in 2011, an increase of 58%. This increase was due primarily to an $8.0 million increase in gains realized on the sale of residential mortgage loans. Service charges on deposit accounts increased $619 thousand in 2012 as compared to 2011, a 19% increase. Other noninterest income increased by $652 thousand primarily due to other loan income and ATM fees. Investment securities gains were $690 thousand for year of 2012 as compared to $1.4 million for the same period in 2011. A $529 thousand loss on the early extinguishment of debt was realized in 2012 due to restructuring of FHLB advances. Excluding investment securities gains and the loss on the early extinguishment of debt, total noninterest income was $21.2 million for the twelve months of 2012 as compared to $12.1 million for 2011, a 76% increase.

Total noninterest income for the three months ended December 31, 2012 increased to $6.1 million from $3.9 million for the three months ended December 31, 2011, a 57% increase. This increase was due primarily to an increase of $1.9 million in gains on sales of residential mortgage loans in the fourth quarter of 2012 as compared to the fourth quarter of 2011, resulting from substantially higher volumes of residential mortgage refinancing activity. Other income increased $365 thousand in the fourth quarter of 2012 as compared to the fourth quarter of 2011, a 65% increase due substantially to loan fee income and ATM fees. Investment securities losses amounted to $75 thousand for the fourth quarter of 2012, as

compared to no investment gains or losses for the fourth quarter of 2011. Excluding investment securities losses, total noninterest income was $6.1 million for the fourth quarter of 2012, as compared to $3.9 million for the fourth quarter of 2011, an increase of 59%.

For the year ended December 31, 2012, service charges on deposit accounts increased $619 thousand from $3.3 million, an increase of 19% over 2011. For the three months ended December 31, 2012, service charges on deposit accounts increased $18 thousand to $1.0 million compared to the same period in 2011, an increase of 2%. This increase in service charges for year 2012 and the three months ended December 31, 2012 was primarily related to growth in the number of accounts.

Gain on sale of loans consists of SBA and residential mortgage loans. For the year ended December 31, 2012, gain on sale of loans increased from $6.1 million to $13.9 million compared to the same period in 2011 or 130%. For the three months ended December 31, 2012, gain on sale of loans increased from $2.2 million to $4.1 million compared to the same period in 2011. The higher amount of gains is due substantially to gains realized on the sale of residential mortgage loans.

The Company originates residential mortgage loans on a pre-sold basis, servicing released. Sales of these mortgage loans yielded gains of $13.5 million for the year of 2012 compared to $5.5 million in the same period in 2011. For the three months ended December 31, 2012, gains on the sale of residential mortgage loans were $4.0 million as compared to $2.1 million for the same three months of 2011. Loans sold are subject to repurchase in circumstances where documentation is deficient or the underlying loan becomes delinquent. Premiums are subject to refund in the mortgage loan pays off within a specified period following loan funding and sale. The Bank considers these potential recourse provisions to be a minimal risk, but has established a reserve under generally accepted accounting principles for possible repurchases. There were no repurchases due to fraud by the borrower during the year of 2012. The reserve amounted to $225 thousand at December 31, 2012 and is included in Other liabilities on the Consolidated Balance Sheets. The Bank does not originate "sub-prime" loans and has no exposure to this market segment.

The Company is an originator of SBA loans and its current practice is to sell the insured portion of those loans at a premium. Income from this source was $443 thousand for the year ended December 31, 2012 compared to $574 thousand for the year ended December 31, 2011. For the three months ended December 31, 2012, gains on the sale of SBA loans amounted to $54 thousand as compared to $126 thousand for the same period in 2011. Activity in SBA loan sales to secondary markets can vary widely from quarter to quarter.

Other income totaled $2.9 million for the year ended 2012 as compared to $2.3 million for the same period in 2011, an increase of 29%. ATM fees increased from $751 thousand for the year ended 2011 to $963 thousand for the year ended 2012, a 28% increase. SBA service fees decreased from $218 thousand for the year ended December 31, 2011 to $208 thousand for the year ended 2012, a 5% decrease. Noninterest loan fees increased from $946 thousand for the year ended 2011 to $1.3 million for the same period in 2012, a 38% increase. Other noninterest fee income was $456 thousand for the year 2012 compared to $365 thousand for the same period in 2011. Other income totaled $927 thousand for the three months ended December 31, 2012 as compared to $562 thousand for the same period in 2011, an increase of 65%.

Net investment gains amounted to $690 thousand for the year ended December 31, 2012 compared to $1.4 million for the year ended December 31, 2011. For the 3 months ended December 31, 2012 net investment losses amounted to $75 thousand compared to zero for the same period in 2011. Gains were realized during the year 2012 to both take advantage of a very strong fixed income market in bullet U.S. Agency securities and municipal securities. Losses were realized during the year 2012 in selling higher coupon mortgaged backed securities in order to mitigate prepayment risk and resulting negative yields.

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Noninterest Expense

Total noninterest expense consists of salaries and employee benefits, premises and equipment expenses, marketing and advertising, data processing, legal, accounting and professional fees, FDIC insurance premiums and other expenses.

Total noninterest expenses were $76.5 million for the year of 2012, as compared to $63.3 million for 2011, a 21% increase. For the three months ended December 31, 2012, total noninterest expenses were $20.3 million, as compared to $18.3 million for 2011, an 11% increase.

Salaries and employee benefits were $43.7 million for the year ended 2012, as compared to $34.5 million for 2011, a 27% increase. For the three months ended December 31, 2012, salaries and employee benefits amounted to $12.2 million versus $10.2 million for the same period in 2011, a 20% increase. Cost increases for salaries and benefits for both the year and three month periods were primarily due to merit increases, incentive compensation and benefits increases, and staffing increases primarily as a result of growth in the Residential Lending department as well as additional lending and branch personnel. At December 31, 2012, the Company's staff numbered 393, as compared to 338 at December 31, 2011 and 292 at December 31, 2010.

Premises and equipment expenses amounted to $10.2 million for the year ended December 31, 2012 as compared to $8.4 million for the same period in 2011, a 22% increase. Premises and equipment expenses amounted to $2.7 million for the three months ended December 31, 2012 as compared to $2.4 million for the same period in 2011, a 12% increase. For both the year and three month periods premises and equipment expenses were higher due primarily to the cost of new branch offices, a new commercial lending office, two new residential lending offices and normal increases in leasing costs. For the year and three months ended December 31, 2012, the Company recognized $99 thousand and $26 thousand respectively of sublease revenue as compared to $324 thousand and $71 thousand for the same period in 2011. The sublease revenue is a direct offset of premises and equipment expenses.

Marketing and advertising expenses increased from $1.6 million for the year ended December 31, 2011 to $1.8 million for 2012, an increase of 8%. Marketing and advertising expenses increased from $411 thousand for the three months ended December 31, 2011 to $419 thousand for the same period in 2012, an 2% increase. The primary reasons for the increase in both the year and three month periods were due to additional advertising expenses incurred in 2012 for general branding purposes, such as online advertisements, as well as increased print advertising for residential mortgage lending and other business lines.

Data processing expenses increased from $3.6 million for the year ended December 31, 2011 to $4.4 million for 2012, an increase of 24%. Data processing expenses remained constant at approximately $1.1 million for both the three months ended December 31, 2012 and 2011. The increase in expense for the year ended December 31, 2012 as compared to the same period in 2011 was due to system enhancements, new offices and expanded customer transaction costs.

Legal, accounting and professional fees were $4.3 million for the year ended December 31, 2012, as compared to $4.0 million for 2011, an increase of 7%. Legal, accounting and professional fees were $938 thousand for the three months ended December 31, 2012, as compared to $1.1 million in 2011, a 15% decrease. The increase for the year ended December 31, 2012 as compared to the same period in 2011 was due to professional fees. The primary reason for the decrease in three months was due primarily to the decline in collection costs related to the resolution of problem loans.

FDIC insurance premiums decreased to $2.1 million for the year ended December 31, 2012 as compared to $2.2 million for 2011, a decrease of 5%. For the three months ended December 31, 2012, FDIC insurance premiums amounted to $536 thousand as compared to $567 thousand for the same period in 2011, a 6% decrease. FDIC insurance premiums were lower for year and three month periods due to a lower FDIC premium rate, which took effect on April 1, 2011.

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Other expenses increased to $10.1 million for the year ended December 31, 2012 from $9.0 million for the same period in 2011, an increase of 12%. For the three months ended December 31, 2012, other expenses amounted to $2.4 million as compared to $2.6 million for the same period in 2011, a decrease of 5%. The major components of cost in this category include insurance expenses, deposit fees, telephone, director fees, OREO expenses and other losses. The increase for the year ended December 31, 2012 compared to the same period in 2011, was primarily due to an increase of $717 thousand of other losses and an increase of $691 thousand in deposit fees partially offset by a decrease of $709 thousand of merger related expenses for a terminated transaction and $178 thousand of expenses for the operations of OREO properties. The increase for the three month period ended December 31, 2012 compared to the same period in 2011 was primarily due to $84 thousand of deposit fees and $65 thousand of expenses for the operations of OREO properties, offset by a decrease of $399 thousand of merger related expenses.

Income Tax Expense

The Company recorded income tax expense of $20.9 million in 2012 compared to $13.7 million in 2011 and $9.1 million in 2010, resulting in an effective tax rate of 37.2%, 35.9% and 35.3%, respectively. The higher effective tax rate for the year 2012 relates to a higher marginal tax rate resulting from a higher level of income.

BALANCE SHEET ANALYSIS

Overview

At December 31, 2012, total assets were $3.41 billion, compared to $2.83 billion at December 31, 2011, a 20% increase. Total loans (excluding loans held for sale) were $2.49 billion at December 31, 2012 compared to $2.06 billion at December 31, 2011, a 21% increase. Loans held for sale amounted to $226.9 million at December 31, 2012 as compared to $176.8 million at December 31, 2011, a 28% increase. Total deposits were $2.90 billion at December 31, 2012, compared to deposits of $2.39 billion at December 31, 2011, a 21% increase. The investment portfolio totaled $299.8 million at December 31, 2012, a 5% decrease from the $313.8 million balance at December 31, 2011. Total borrowed funds (excluding customer repurchase agreements) were $39.3 million at December 31, 2012 compared to $49.3 million at December 31, 2011, a 20% decrease. Customer repurchase agreements declined slightly, by $2.0 million or 2%, to $101.3 million December 31, 2012.

Total shareholders' equity increased to $350.0 million at December 31, 2012, compared to $266.7 million at December 31, 2011. This increase primarily results from the issuance of 2,604,086 shares of common stock during 2012 in the Company's at the market and underwritten offerings, at an average weighted price of $17.31 per share, for net proceeds of $43.0 million, as well as net retained earnings of $34.7 million.

Investment Securities Available-for-Sale ("AFS") and Short-Term Investments

The tables below and Note 3 to the Consolidated Financial Statements provide additional information regarding the Company's investment securities categorized as "available-for-sale" ("AFS"). The Company classifies all its investment securities as AFS. This classification requires that investment securities be recorded at their fair value with any difference between the fair value and amortized cost (the purchase price adjusted by any discount accretion or premium amortization) reported as a component of shareholders' equity (accumulated other comprehensive income), net of deferred income taxes. At December 31, 2012, the Company had a net unrealized gain in AFS securities of $9.1 million as compared to a net unrealized gain in AFS securities of $8.1 million at December 31, 2011. The deferred income tax liability at December 31, 2012 and 2011 related to these unrealized gains was $3.6 million and $3.3 million, respectively.

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The AFS portfolio is comprised of U.S. Government agency securities (17% of AFS securities) with an average duration of 2.5 years, seasoned mortgage backed securities that are 100% agency issued (58% of AFS securities) which have an average expected life of 3.3 years with contractual maturities of the underlying mortgages of up to thirty years, municipal bonds (25% of AFS securities) which have an average duration of 5.5 years, and equity investments which comprise less than 1% of AFS securities. The equity investment includes common stock of three community banking companies which have an estimated fair value of $330 thousand. Ninety nine percent (99%) of the investment securities which are debt instruments are rated AAA or AA. The remaining one percent (1%) of the investment securities which are debt instruments are municipal bonds that have a rating of A. All ratings represent investment grade issues.

At December 31, 2012, the investment portfolio amounted to $299.8 million as compared to a balance of $313.8 million at December 31, 2011, a decrease of 4%. The investment portfolio is managed to achieve goals related to income, liquidity, interest rate risk management and to provide collateral for customer repurchase agreements and other borrowing relationships.

The following table provides information regarding the composition of the Company's investment securities portfolio at the dates indicated. As earlier noted, amounts are reported at estimated fair value. The change in composition of the portfolio at December 31, 2012 as compared to 2011 was due principally to Asset Liability Committee decisions to increase the mix of municipal bonds, which was believed to represent good value and principal security, to increase holdings of structured mortgage backed securities issued by U.S. Government Agencies or government sponsored enterprises which are believed to well position the Company in the current interest rate environment. The decrease in holdings of U.S. Government Agency securities was the result of decisions to sell certain issues in order to realize gains that would otherwise mature at par in the next few years. In total, the balance of investment securities was fairly stable in 2012 as available cash flow during 2012 was deployed to higher average loans held for sale, as well as maintaining high average liquidity levels.

	December 31,					
	2012		2011		2010	
(dollars in thousands)	Balance	Percent of Total	Balance	Percent of Total	Balance	Percent of Total
U. S. Government agency securities	$ 49,082	16.4%	$ 103,753	33.1%	$ 68,398	30.0%
Residential mortgage backed securities	173,083	57.7%	147,978	47.2%	109,909	48.2%
Municipal bonds	77,313	25.8%	61,773	19.6%	49,368	21.6%
Other equity investments	342	0.1%	307	0.1%	373	0.2%
	$ 299,820	100%	$ 313,811	100%	$ 228,048	100%

The growth in the investment portfolio in 2011 over 2010 was due in large part to investing a significant portion of the deposit growth in excess of loan growth that occurred in 2011.

The following table provides information, on an amortized cost basis, regarding the contractual maturity and weighted-average yield of the investment portfolio at December 31, 2012. Expected maturities will differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties. Yields on tax exempt securities have not been calculated on a tax equivalent basis.

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At December 31, 2012, there were no issuers, other than the U.S. Government and its agencies, whose securities owned by the Company had a book or fair value exceeding 10% of the Company's shareholders' equity.

	One Year or Less		After One Year Through Five Years		After Five Years Through Ten Years		After Ten Years		Total	
(dollars in thousands)	Amortized Cost	Weighted Average Yield	Amortized Cost	Weighted Average Yield	Amortized Cost	Weighted Average Yield	Amortized Cost	Weighted Average Yield	Amortized Cost	Weighted Average Yield
U. S. Government agency securities	$ 5,038	0.98%	$ 42,568	1.78%	$		$		$ 47,606	1.70%
Residential mortgage backed securities	10,373	1.20%	107,593	2.05%	52,683	2.17%			170,649	2.04%
Muncipal bonds			11,469	3.40%	60,581	3.23%			72,050	3.26%
Other equity investments									407	
	$ 15,411	1.13%	$ 161,630	2.07%	$ 113,264	2.74%			$ 290,712	2.28%

The Company also has a portfolio of short-term investments utilized for asset liability management needs which consist from time-to-time of discount notes, commercial paper, money market investments, and other bank certificates of deposit. This portfolio amounted to $10.3 million at December 31, 2012 and 2011, respectively.

Federal funds sold amounted to $7.9 million at December 31, 2012 as compared to $21.8 million at December 31, 2011. These funds represent excess daily liquidity which is invested on an unsecured basis with well capitalized banks, in amounts generally limited both in the aggregate and to any one bank.

Interest bearing deposits with banks and other short-term investments amounted to $324.0 million at December 31, 2012 as compared to $205.2 million at December 31, 2011. The significant increase in these overnight funds during 2012 and 2011 represents excess daily liquidity held at the Federal Reserve to meet future loan demand, to fund future increases in investment securities and to meet other general liquidity needs of the Company.

Loan Portfolio

In its lending activities, the Company seeks to develop substantial relationships with clients whose businesses and individual banking needs will grow with the Bank. There has been a significant effort to grow the loan portfolio and to be responsive to the lending needs in the markets served, while maintaining sound asset quality.

Loan growth over the past year has been favorable, with loans outstanding reaching $2.49 billion at December 31, 2012, an increase of $436.8 million or 21% as compared to $2.06 billion at December 31, 2011, and increased $380.8 million or 23% as compared to $1.68 billion at December 31, 2010.

The loan growth in 2012 was predominantly in the investment commercial real estate and the construction-commercial and residential segments, along with significant percentage increases in the commercial and industrial and owner occupied commercial real estate segments. Despite an increased level of competition for business, the Bank has been able to continue to grow its commercial real estate portfolio and attract new customers. Commercial real estate leasing in the Bank's market area has held up far better than in other parts of the country and values have generally held up well with upward price pressure in prime pockets. Meanwhile, multi-family properties in a number of sub-markets within the Bank's market area are experiencing normalized to declining vacancy rates, with upward pressure on rents. Construction lending picked up in 2012 on both the commercial and residential fronts. The housing market saw an uptick in demand, and tract development has returned in certain suburban markets. Commercial loan growth was strong in 2012 and was reflective of both expansion among existing customers and growth in new banking relationships. Consumer loan balances, including home equity lines of credit, saw modest

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growth last year. The mortgage rate environment, particularly in the 4th quarter, enticed many borrowers to refinance their home equity line or loan balances taking advantage of lower rates.

Owner occupied commercial real estate and owner occupied commercial real estate construction represent 13.1% of the loan portfolio. The Bank has a large portion of its loan portfolio related to real estate, with 71.1% consisting of commercial real estate, residential mortgage real estate and commercial and residential construction loans. When owner occupied commercial real estate is excluded, the percentage of total loans represented by commercial real estate decreases to 58%. Real estate also serves as collateral for loans made for other purposes, resulting in 81.1% of loans being secured by real estate.

The following table shows the trends in the composition of the loan portfolio over the past five years.

	Years Ended December 31,									
	2012		2011		2010		2009		2008	
(dollars in thousands)	**Amount**	**%**	**Amount**	**%**	**Amount**	**%**	**Amount**	**%**	**Amount**	**%**
Commercial	$ 545,070	22%	$ 478,886	23%	$ 411,744	26%	$ 346,692	25%	$ 334,999	27%
Investment commercial real estate(1)	914,638	37%	756,645	37%	619,714	37%	499,501	36%	365,010	28%
Owner occupied commercial real estate	297,857	12%	250,174	12%	223,986	13%	196,433	14%	184,059	15%
Real estate mortgage residential	61,871	3%	39,552	2%	15,977	1%	9,236	1%	9,757	1%
Construction commercial and residential(1)	533,722	21%	395,267	19%	298,272	18%	249,058	18%	283,006	22%
Construction C&I (owner occupied)(1)	28,808	1%	34,402	2%	9,809		3,637		14	
Home equity	106,844	4%	97,103	5%	89,885	5%	87,283	6%	80,295	6%
Other consumer	4,285		4,227		6,113		7,471		8,500	1%
Total loans	2,493,095	100%	2,056,256	100%	1,675,500	100%	1,399,311	100%	1,265,640	100%
Less: Allowance for credit losses	(37,492)		(29,653)		(24,754)		(20,619)		(18,403)	
Net loans	$ 2,455,603		$ 2,026,603		$ 1,650,746		$ 1,378,692		$ 1,247,237	

(1) Includes loans for land acquisition and development.

As noted above, a significant portion of the loan portfolio consists of commercial, construction and commercial real estate loans, primarily made in the Washington, D.C. metropolitan area and secured by real estate or other collateral in that market. Although these loans are made to a diversified pool of unrelated borrowers across numerous businesses, adverse developments in the Washington, D.C. metropolitan real estate market could have an adverse impact on this portfolio of loans and the Company's income and financial position. While our basic market area is the Washington, D.C. metropolitan area, in which 85% of our commercial real estate exposure exists, the Bank has made loans outside that market area where the nature and quality of such loans was consistent with the Bank's lending policies. At present, the Company believes that commercial real estate values are stable to improving in the specific sub-markets of the Washington, D.C. metropolitan market in which the Company has its most significant real estate exposure.

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The federal banking regulators have issued guidance for those institutions, which are deemed to have concentrations in commercial real estate lending. Pursuant to the supervisory criteria contained in the guidance for identifying institutions with a potential commercial real estate concentration risk, institutions which have (1) total reported loans for construction, land development, and other land which represent in total 100% or more of an institutions total risk-based capital; or (2) total commercial real estate loans representing 300% or more of the institutions total risk-based capital and the institution's commercial real estate loan portfolio has increased 50% or more during the prior 36 months are identified as having potential commercial real estate concentration risk. Institutions which are deemed to have concentrations in commercial real estate lending are expected to employ heightened levels of risk management with respect to their commercial real estate portfolios, and may be required to hold higher levels of capital. The Company, like many community banks, has a concentration in commercial real estate loans, and the Company has experienced significant growth in its commercial real estate portfolio in recent years. Commercial real estate loans and construction, land and land development loans represent 407% and 153%, respectively, of total risk based capital. Management has extensive experience in commercial real estate lending, and has implemented and continues to maintain heightened portfolio monitoring and reporting, and strong underwriting criteria with respect to its commercial real estate portfolio. The Company is well capitalized. Nevertheless, the Company could be required to maintain higher levels of capital as a result of our commercial real estate concentration, which could require us to obtain additional capital, and may adversely affect shareholder returns.

At December 31, 2012, the Company had no other concentrations of loans in any one industry exceeding 10% of its total loan portfolio. An industry for this purpose is defined as a group of businesses that are engaged in similar activities and have similar economic characteristics that would cause their ability to meet contractual obligations to be similarly affected by changes in economic or other conditions.

The Company has directly made higher risk real estate loans that entail additional risks as compared to loans made following normal underwriting practices. These higher risk loan transactions, representing financing subordinated to loans made by the Bank or other parties, and occasionally referred to in this report as "subordinated financings" are currently made through the Company's subsidiary, ECV. This activity is limited as to real estate individual transaction amount and total exposure amounts based on capital levels and is carefully monitored. Transactions are structured to provide ECV with returns commensurate to the risk through the requirement of additional interest following payoff of all loans, which additional interest is recorded as a component of noninterest income:

At December 31, 2012, ECV has $3.5 million of loans outstanding for higher risk loan transaction relating to four real estate projects which are currently in a construction/sales phase. The loans are expected to be outstanding throughout 2013, with marketing and sales continuing during the year.

For the years ended December 31, 2012, 2011 and 2010, the ECV recorded $553 thousand, $203 thousand and $178 thousand of interest income. No noninterest income was recognized for the years ended December 31, 2012, and 2011, respectively, and $7 thousand of noninterest income was recognized in the year ended December 31, 2010.

Although the Company carefully underwrites each higher risk loan transaction and expects these transactions to provide additional revenues, there can be no assurance that any higher risk loan transaction, or the related loans made by the Bank, will prove profitable for the Company and Bank, that the Company will be able to receive any additional interest payments with respect to these loans, that any additional interest payments will be significant, or that the Company and Bank will not incur losses with respect to these transactions.

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Loan Maturity

The following table sets forth the time to contractual maturity of the loan portfolio as of December 31, 2012.

		Due In			
(dollars in thousands)	Total	One Year or Less	Over One to Five Years	Over Five to Ten Years	Over Ten Years
Commercial	$ 545,070	$ 252,989	$ 213,707	$ 74,861	$ 3,513
Investment commercial real estate(1)	914,638	224,019	504,340	184,887	1,392
Owner occupied commercial real estate	297,857	22,192	118,545	112,237	44,883
Real estate mortgage residential	61,871	9,492	40,454	3,581	8,344
Construction commercial and residential(1)	533,722	303,284	175,181	53,593	1,664
Construction C&I (owner occupied)(1)	28,808	476	9,956	10,894	7,482
Home equity	106,844	1,395	4,004	46,673	54,772
Other consumer	4,285	958	1,924	314	1,089
Total loans	$ 2,493,095	$ 814,805	$ 1,068,111	$ 487,040	$ 123,139
Loans with:					
Predetermined fixed interest rate	$ 1,084,209	$ 168,445	$ 624,490	$ 243,710	$ 47,564
Floating interest rate	1,408,886	646,360	443,621	243,330	75,575
Total loans	$ 2,493,095	$ 814,805	$ 1,068,111	$ 487,040	$ 123,139

Loans are shown in the period based on final contractual maturity. Demand loans, having no contractual maturity and overdrafts, are reported as due in one year or less.

Allowance for Credit Losses

The provision for credit losses represents the amount of expense charged to current earnings to fund the allowance for credit losses. The amount of the allowance for credit losses is based on many factors which reflect management's assessment of the risk in the loan portfolio. Those factors include economic conditions and trends, the value and adequacy of collateral, volume and mix of the portfolio, performance of the portfolio, and internal loan processes of the Company and Bank.

Management has developed a comprehensive analytical process to monitor the adequacy of the allowance for credit losses. This process and guidelines were developed utilizing, among other factors, the guidance from federal banking regulatory agencies. The results of this process, in combination with conclusions of the Bank's outside loan review consulting firm, support management's assessment as to the adequacy of the allowance at December 31, 2012. During 2012, a provision for credit losses was made in the amount of $16.2 million and net charge-offs amounted to $8.4 million. A full discussion of the accounting for allowance for credit losses is contained in Note 1 to the Consolidated Financial Statements and activity in the allowance for credit losses is contained in Note 4 to the Consolidated Financial Statements. Also, please refer to the discussion under the caption, "Critical Accounting Policies" within Management's Discussion and Analysis of Financial Condition and Results of Operation for further discussion of the methodology which management employs to maintain an adequate allowance for credit losses, as well as the discussion under the caption "Provision for Credit Losses."

The allowance for credit losses represented 1.50% of total loans at December 31, 2012 as compared to 1.44% at December 31, 2011. At December 31, 2012, the allowance represented 122% of nonperforming loans as compared to 90% at December 31, 2011. The increase in the coverage ratio was due substantially to a change in the mix of the loan portfolio while the level of nonperforming loans declined by $2.1 million, or approximately 6%, at December 31, 2012 as compared to December 31, 2011.

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As part of its comprehensive loan review process, the Bank's Board of Directors, Directors' Loan Committee and Credit Review Committee carefully evaluate loans which are past due 30 days or more. The Committees make a thorough assessment of the conditions and circumstances surrounding each delinquent loan. The Bank's loan policy requires that loans be placed on nonaccrual if they are 90 days past due, unless they are well secured and in the process of collection. Additionally, Credit Administration specifically analyzes the status of development and construction projects, sales activities and utilization of interest reserves in order to carefully and prudently assess potential increased levels of risk which may require additional reserves.

At December 31, 2012, the Company had $30.7 million of loans classified as nonperforming, and $42.4 million of potential problem loans, as compared to $32.8 million of nonperforming loans and $23.5 million of potential problem loans at December 31, 2011. Please refer to Note 1 to the Consolidated Financial Statements under the caption "Loans" for a discussion of the Company's policy regarding impairment of loans. Please refer to "Nonperforming Assets" at page 60 for a discussion of problem and potential problem assets.

As the loan portfolio and allowance for credit losses review process continues to evolve, there may be changes to elements of the allowance and this may have an effect on the overall level of the allowance maintained. Historically, the Bank has enjoyed a high quality loan portfolio with relatively low levels of net charge-offs and low delinquency rates. In 2012, the Company witnessed an increased level of net charge-offs and believes its level of net charge-offs and problem assets were below those of its peer banking companies. The maintenance of a high quality portfolio will continue to be a high priority for both management and the Board of Directors.

Management, being aware of the significant loan growth experienced by the Company, is intent on maintaining a strong credit review function and risk rating process. The Company has an experienced Credit Administration function, which provides independent analysis of credit requests and the management of problem credits. The Credit Department has developed and implemented analytical procedures for evaluating credit requests, has refined the Company's risk rating system, and has adopted enhanced monitoring of the loan portfolio (in particular the construction loan portfolio) and the adequacy of the allowance for credit losses, including stress test analyses. The loan portfolio analysis process is ongoing and proactive in order to maintain a portfolio of quality credits and to quickly identify any weaknesses before they become more severe.

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The following table sets forth activity in the allowance for credit losses for the past five years.

	Years Ended December 31,				
(dollars in thousands)	2012	2011	2010	2009	2008
Balance at beginning of year	$ 29,653	$ 24,754	$ 20,619	$ 18,403	$ 8,037
Charge-offs:					
Commercial(1)	3,481	4,310	2,495	3,705	481
Investment commercial real estate(2)	1,189	277	719	488	29
Owner occupied commercial real estate	350		246	239	
Real estate mortgage residential	300	95		553	
Construction commercial and residential(2)	3,033	1,366	1,698	177	497
Home equity	698	295	43	427	124
Other consumer	47	87	21	191	86
Total charge-offs	9,098	6,430	5,222	5,780	1,217
Recoveries:					
Commercial(1)	144	28	37	274	44
Investment commercial real estate(2)	18	126	3		
Owner occupied commercial real estate					
Real estate mortgage residential		3		2	
Construction commercial and residential(2)	510	183	7	2	50
Home equity	73	3	2		
Other consumer	2	3		49	
Total recoveries	747	346	49	327	94
Net charge-offs	8,351	6,084	5,173	5,453	1,123
Additions charged to operations	16,190	10,983	9,308	7,669	3,979
Acquired allowance Fidelity					7,510
Balance at end of year	$ 37,492	$ 29,653	$ 24,754	$ 20,619	$ 18,403
Ratio of allowance for credit losses to total loans outstanding at year end	1.50%	1.44%	1.48%	1.47%	1.45%
Ratio of net charge-offs during the year to average loans outstanding during the year	0.37%	0.32%	0.34%	0.42%	0.12%

(1) Includes SBA loans.

(2) Includes loans for land acquisition and development.

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The following table presents the allocation of the allowance for credit losses by loan category and the percent of loans each category bears to total loans. The allocation of the allowance at December 31, 2012 includes specific reserves of $8.1 million against impaired loans of $46.0 million as compared to specific reserves of $5.1 million against impaired loans of $46.7 million at December 31, 2011. The allocation of the allowance to each category is not necessarily indicative of future losses or charge-offs and does not restrict the usage of the allowance for any specific loan or category.

	Years Ended December 31,									
	2012		2011		2010		2009		2008	
(dollars in thousands)	Amount	%(1)	Amount	%(1)	Amount	%(1)	Amount	%(1)	Amount	%(1)
Commercial	$ 9,412	22%	$ 9,609	23%	$ 8,630	26%	$ 9,871	25%	$ 8,923	27%
Investment commercial real estate(2)	9,148	37%	7,304	37%	6,668	37%	3,328	36%	2,103	28%
Owner occupied commercial real estate	2,781	12%	1,898	12%	2,064	13%	3,167	14%	2,746	15%
Real estate mortgage residential	659	3%	399	2%	115	1%	28	1%	58	1%
Construction commercial and residential(2)	12,671	21%	7,862	19%	5,562	18%	3,627	18%	3,972	22%
Construction C&I (owner occupied)	720	1%	684	2%	183		53			
Home equity	1,730	4%	1,528	5%	1,441	5%	382	6%	394	6%
Other consumer	371		369		91		163		207	1%
Unallocated										
Total allowance for credit losses	$ 37,492	100%	$ 29,653	100%	$ 24,754	100%	$ 20,619	100%	$ 18,403	100%

(1) Represents the percent of loans in each category to total loans.

(2) Includes loans for land acquisition and development.

Nonperforming Assets

As shown in the table below, the Company's level of nonperforming assets, which are comprised of loans delinquent 90 days or more, nonaccrual loans, restructured loans and OREO, totaled $36.0 million at December 31, 2012, representing 1.06% of total assets, as compared to $36.0 million at December 31, 2011, representing 1.27% of total assets. The Company has been highly proactive in addressing existing and potential problem loans resulting from a weaker economy. Management remains attentive to early signs of deterioration in borrowers' financial conditions and to taking the appropriate action to mitigate risk. Furthermore, the Company is diligent in placing loans on nonaccrual status and believes, based on its loan portfolio risk analysis, that its allowance for loan losses at 1.50% of total loans at December 31, 2012 is adequate to absorb potential credit losses in the loan portfolio at that date.

Included in nonperforming assets at December 31, 2012 is OREO of $5.3 million, consisting of eleven foreclosed properties. The Company had eleven OREO properties with a net carrying value of $3.2 million at December 31, 2011. OREO properties are carried at the lower of cost or appraised value less estimated costs to sell. It is the Company's policy to obtain third party appraisals prior to foreclosure, and to obtain updated third party appraisals on OREO properties not less frequently than annually. Generally, the Company would obtain updated appraisals or evaluations where it has reason to believe, based upon market indications (such as comparable sales, legitimate offers below carrying value, broker indications and similar factors), that the current appraisal does not accurately reflect current value. During the year of

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2012, the Company sold five foreclosed properties with a net carrying value of $875 thousand, recording a net gain on sale of $26 thousand.

Included in nonperforming assets are loans that we consider impaired. Impaired loans are defined as those which we believe it is probable that we will not collect all amounts due according to the contractual terms of the loan agreement, as well as that portion of loans whose terms have been modified in a troubled debt restructuring ("TDR") which have not shown a period of performance as required under applicable accounting standards. Valuation allowances for those loans determined to be impaired are evaluated in accordance with ASC Topic 310 "*Receivables,*" and updated quarterly. For collateral dependent impaired loans, the carrying amount of the loan is determined by current appraised value less estimated costs to sell the underlying collateral, which may be adjusted downward under certain circumstances for actual events and/or changes in market conditions. For example, current average actual selling prices less average actual closing costs on an impaired multi-unit real estate project may indicate the need for an adjustment in the appraised valuation of the project, which in turn could increase the associated ASC Topic 310 specific reserve for the loan. Generally, all appraisals associated with impaired loans are updated on a not less than annual basis.

Loans are considered to have been modified in a TDR when due to a borrower's financial difficulties the Company makes unilateral concessions to the borrower that it would not otherwise consider. Concessions could include interest rate reductions, principal or interest forgiveness, forbearance, and other actions intended to minimize economic loss and to avoid foreclosure or repossession of collateral. Alternatively, management, from time-to-time and in the ordinary course of business, implements renewals, modifications, extensions, and/or changes in terms of loans to borrowers who have the ability to repay on reasonable market-based terms, as circumstances may warrant. Such modifications are not considered to be TDR's as the accommodation of a borrower's request does not rise to the level of a concession and/or the borrower is not experiencing financial difficulty. For example, (1) adverse weather conditions may create a short term cash flow issue for an otherwise profitable retail business which suggests a temporary interest only period on an amortizing loan; (2) there may be delays in absorption on a real estate project which reasonably suggests extension of the loan maturity at market terms; or (3) there may be maturing loans to borrowers with demonstrated repayment ability who are not in a position at the time of maturity to obtain alternate long-term financing. The most common change in terms provided by the Company is an extension of an interest only term. The determination of whether a restructured loan is a TDR requires consideration of all of the facts and circumstances surrounding the change in terms, and the exercise of prudent business judgment. The Company had eight TDR's at December 31, 2012 totaling approximately $16.5 million. Six of these loans, totaling approximately $15.3 million, have demonstrated a period of at least six months of performance under the modified terms, and as a result are not disclosed in the table below. Two of these TDR loans, aggregating approximately $1.2 million, were moved to nonperforming status during 2012. At December 31, 2011 the Company had six TDRs totaling approximately $13.9 million.

Total nonperforming loans amounted to $30.7 million at December 31, 2012, representing 1.23% of total loans, compared to $32.8 million at December 31, 2011, representing 1.59% of total loans. Nonperforming loans decreased by $2.1 million at December 31, 2012 as compared to 2011, and the ratio of nonperforming loans to total loans decreased primarily due to loan growth in 2012.

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The following table shows the amounts and relevant ratios of nonperforming assets at December 31 for the past five years:

(dollars in thousands)	2012	2011	2010	2009	2008
Nonaccrual Loans:					
Commercial	$ 4,799	$ 5,718	$ 5,137	$ 4,364	$ 3,506
Investment commercial real estate	3,458	7,662	3,913	1,641	3,960
Owner occupied commercial real estate	2,578	282		526	207
Real estate mortgage residential	699	1,041	760	259	
Construction commercial and residential	18,594	17,459	14,645	15,192	17,588
Construction C&I (owner occupied)					
Home equity	513	624	297	42	196
Other consumer	43	8	535		
Accrual loans-past due 90 days:					
Commercial					
Investment commercial real estate					
Other consumer					
Total nonperforming loans(1)	30,684	32,794	25,287	22,024	25,457
Other real estate owned	5,299	3,225	6,701	5,106	909
Total nonperforming assets	$ 35,983	$ 36,019	$ 31,988	$ 27,130	$ 26,366
Coverage ratio, allowance for credit losses to total nonperforming loans	122.19%	90.42%	97.89%	93.62%	72.29%
Ratio of nonperforming loans to total loans	1.23%	1.59%	1.51%	1.57%	2.01%
Ratio of nonperforming assets to total assets	1.06%	1.27%	1.53%	1.50%	1.76%

(1) As of December 31, 2012, nonaccrual loans reported in the table above included $1.2 million of loans that migrated from performing "troubled debt restructurings" during 2012.

(2) Gross interest income that would have been recorded in 2012 if nonaccrual loans shown above had been current and in accordance with their original terms was $2.4 million, while interest actually recorded on such loans was $139 thousand. See Note 1 to the Consolidated Financial Statements for a description of the Company's policy for placing loans on nonaccrual status.

Significant variation in the amount of nonperforming loans may occur from period to period because the amount of nonperforming loans depends largely on the condition of a relatively small number of individual credits and borrowers relative to the total loan portfolio.

At December 31, 2012, there were $42.4 million of performing loans considered potential problem loans, defined as loans which are not included in the 90 day past due, nonaccrual or restructured categories, but for which known information about possible credit problems causes management to be uncertain as to the ability of the borrowers to comply with the present loan repayment terms which may in the future result in disclosure in the past due, nonaccrual or restructured loan categories. The $42.4 million in potential problem loans at December 31, 2012, compared to $37.2 million at September 30, 2012, and $23.5 million at December 31, 2011. There were $12.8 million of potential problem loans at December 31, 2011, that migrated to nonperforming loan status over the course of 2012. The nonperforming loan balance at December 31, 2012, included $8.0 million of loans that were considered potential problem loans at December 31, 2011. The Company maintains a conservative posture with respect to its risk ratings, which allows for early intervention in potential problem loan situations. Based upon their status as potential problem loans, these loans receive heightened scrutiny and ongoing intensive risk management. Additionally, the Company's loan loss allowance methodology incorporates increased reserve factors for

certain loans considered potential problem loans as compared to the general portfolio. See Allowance for Credit Losses on page 56 for a description of the allowance methodology.

Other Earning Assets

Residential mortgage loans held for sale amounted to $226.9 million at December 31, 2012 compared to $176.8 million at December 31, 2011. The increase in loans held for sale in 2012 was due to the Company's continued expansion of the Residential Lending origination and sales department throughout 2012. The Company originates and sells loans only on a "servicing released" basis in order to enhance noninterest income. Loans sold are subject to repurchase in circumstances where documentation is deficient or the underlying loan becomes delinquent within a specified period following sale and loan funding. There were no loan repurchases as a result of these defined events in 2012. While the Bank considers these potential recourse provisions to be a minimal risk, it has established a reserve based on the portfolio of loans subject to re-purchase. The Bank did not engage in the origination of subprime or "exotic" mortgage loans. See "Business" at page 1 for a description of the Bank's mortgage lending and brokerage activities.

Bank owned life insurance is utilized by the Company in accordance with income tax regulations as part of the Company's financing of its benefit programs. At December 31, 2012 this asset amounted to $14.1 million as compared to $13.7 million at December 31, 2011, which reflected an increase in cash surrender values, and not new investments.

Intangible Assets

The Company recognizes a servicing asset for the computed value of servicing fees on the sale of the guaranteed portion of SBA loans, which is in excess of a normal servicing fee. Assumptions related to loan term and amortization is made to arrive at the initial recorded value, which is included in intangible assets, net, on the Consolidated Balance Sheets.

For 2012, excess servicing fees of $36 thousand were recorded, and $72 thousand was amortized as a reduction of actual service fees collected, which is a component of other income. At December 31, 2012, the balance of excess servicing fees was $143 thousand. For 2011, excess servicing fees of $56 thousand were recorded, of which $30 thousand was amortized as a reduction of actual service fees collected, which is a component of other income. At December 31, 2011, the balance of excess servicing fees was $179 thousand.

In connection with the acquisition of Fidelity & Trust Financial Corporation ("Fidelity") in 2008 and the purchase during 2011 of the Gallery Place branch office, the Company allocated a portion of the purchase price to core deposit intangibles, based upon an independent evaluation, which are included in Intangible assets, on the Consolidated Balance Sheets. The initial amount recorded for Gallery Place branch office was $215 thousand. The amount of the core deposit intangible relating to the Gallery Place branch acquisition at December 31, 2012 was $9 thousand, which is being amortized over its remaining useful life of one month as a component of other noninterest expense. The initial amount recorded for the Fidelity acquisition was $2.3 million. The amount of the core deposit intangible relating to the Fidelity acquisition at December 31, 2012 was $1.5 million, which is being amortized over its remaining economic life of 3.2 years as a component of other noninterest expense. The amounts amortized in 2012 and 2011 were $324 thousand and $284 thousand, respectively. The unamortized assets at December 31, 2012 and 2011 were $1.5 million and $1.8 million, respectively.

The Company recorded an unidentified intangible asset (goodwill) incident to the acquisition of Fidelity of $2.2 million. The Company's testing of potential goodwill impairment (which is required annually), has resulted in no impairment being recorded.

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Deposits and Other Borrowings

The principal sources of funds for the Bank are core deposits, consisting of demand deposits, NOW accounts, money market accounts and savings accounts. Additionally, the Bank obtains certificates of deposits from the local market areas surrounding the Bank's offices. The deposit base includes transaction accounts, time and savings accounts and accounts which customers use for cash management and which provide the Bank with a source of fee income and cross-marketing opportunities, as well as an attractive source of lower cost funds. To meet funding needs during periods of high loan demand and seasonal variations in core deposits, the Bank utilizes alternative funding sources such as secured borrowings from the FHLB, federal funds purchased lines of credit from correspondent banks and brokered deposits from regional and national brokerage firms and the Promontory Interfinancial Network, LLC network.

For the year ended December 31, 2012, noninterest bearing deposits increased $192.9 million as compared to December 31, 2011, while interest bearing deposits increased by $312.2 million during the same period. Average total deposits for the year of 2012 were $2.54 billion, as compared to $2.11 billion for the same period in 2011, a 20% increase.

Approximately 18% of the Bank's deposits at December 31, 2012 ($527.2 million) were time deposits, which are generally the most expensive form of deposit because of their fixed rate and term, as compared to 23% at December 31, 2011 ($555.1 million). This decrease in the percentage of total deposits in the time deposit category at December 31, 2012 as compared to December 31, 2011, was due to sales emphasis on acquiring core money market and demand deposit accounts.

For the twelve months ended December 31, 2012, noninterest bearing deposits increased $192.9 million to $881.4 million or a growth rate of 28% as compared to $688.5 million as of December 31, 2011, while interest bearing deposits increased by $312.2 million during the same period, a growth rate of 18%. Within interest bearing deposits, money market and savings accounts collectively amounted to $1.37 billion at December 31, 2012 or 47% of total deposits, as compared to $1.07 million, or 45% of total deposits, at December 31, 2011, a 29% increase.

The following table sets forth the maturities of time deposits with balances of $100 thousand or more, which represent 8% and 14% of total deposits as of December 31, 2012 and 2011, respectively. See Note 7 to the Consolidated Financial Statements for additional information regarding the maturities of time deposits and the Average Balances Table at page 46 for the average rates paid on interest-bearing deposits. Time deposits of $100 thousand or more can be more volatile and more expensive than time deposits of less than $100 thousand. However, because the Bank focuses on relationship banking, and its marketplace demographics are favorable, its historical experience has been that large time deposits have not been more volatile or significantly more expensive than smaller denomination certificates.

	December 31,		
(dollars in thousands)	**2012**	**2011**	**2010**
Three months or less	$ 84,541	$ 109,615	$ 112,706
More than three months through six months	61,698	90,094	78,567
More than six months through twelve months	45,545	44,764	108,181
Over twelve months	41,091	87,997	45,293
Total	$ 232,875	$ 332,470	$ 344,747

From time to time, when appropriate in order to fund strong loan demand, the Bank accepts brokered time deposits, generally in denominations of less than $100 thousand, from a regional brokerage firm, and other national brokerage networks, including the Promontory Interfinancial Network, LLC. The Bank participates in the Certificates of Deposit Account Registry Service ("CDARS") and the Insured Cash Sweep product ("ICS"), which provides for reciprocal ("two-way") transactions among banks facilitated by the Promontory Interfinancial Network, LLC for the purpose of maximizing FDIC insurance. These

reciprocal CDARS and ICS funds are classified as brokered deposits, although bank regulators have recognized that these reciprocal deposits have many characteristics of core deposits. The Bank has a commitment at December 31, 2012 from the Promontory Interfinancial Network to place up to $300 million of brokered deposits from its Insured Network Deposit ("IND") program with the Bank in amounts requested by the Bank, as compared to an actual balance of $151.1 million at December 31, 2012. At December 31, 2012, total deposits included $474.2 million of brokered deposits (excluding the CDARS and ICS two-way), which represented 16% of total deposits. At December 31, 2011, total time deposits (excluding the CDARS and ICS two-way) included $264.8 million of brokered deposits, which represented 11% of total deposits. The CDARS and ICS two-way component represented $92.5 million, or 3% of total deposits and $84.2 million or 4% of total deposits at December 31, 2012 and 2011, respectively. These sources are believed by the Company to represent a reliable and cost efficient alternative funding source for the Bank.

At December 31, 2012, the Company had $881.4 million in noninterest bearing demand deposits, representing 30% of total deposits. This compared to $688.5 million of these deposits at December 31, 2011 or 29% of total deposits. These deposits are primarily business checking accounts on which the payment of interest was prohibited by regulations of the Federal Reserve. Since July 2011, banks are no longer prohibited from paying interest on demand deposits account, including those from businesses. To date, the Bank has elected not to pay interest on business checking accounts, nor is the payment of such interest a prevalent practice in the Bank's market area at present. It is not clear over the long-term what effect the elimination of this prohibition will have on the Bank's interest expense, allocation of deposits, deposit pricing, loan pricing, net interest margin, ability to compete, ability to establish and maintain customer relationships, or profitability. The Bank is prepared to evaluate options in this area should competition intensify for these deposits, which is not occurring at this time. Payment of interest on these deposits could have a significant negative impact on the Company's net interest income and net interest margin, net income, and the return on assets and equity, although no such effect is currently anticipated.

As an enhancement to the basic noninterest bearing demand deposit account, the Company offers a sweep account, or "customer repurchase agreement," allowing qualifying businesses to earn interest on short-term excess funds, which are not suited for either a certificate of deposit or a money market account. The balances in these accounts were $101.3 million at December 31, 2012 compared to $103.4 million at December 31, 2011. Customer repurchase agreements are not deposits and are not insured by the FDIC, but are collateralized by U.S. government agency securities or U.S. government agency mortgage backed securities. These accounts are particularly suitable to businesses with significant fluctuation in the levels of cash flows. Attorney and title company escrow accounts are an example of accounts which can benefit from this product, as are customers who may require collateral for deposits in excess of FDIC insurance limits but do not qualify for other pledging arrangements. This program requires the Company to maintain sufficient investment securities for pledging purposes to accommodate the fluctuations in balances which may occur in these customer repurchase agreement accounts.

The Company had no outstanding balances under its federal funds lines of credit provided by correspondent banks at December 31, 2012 and 2011, respectively. At December 31, 2012 and 2011, the Bank had $30 million and $40 million, respectively of borrowings outstanding under its credit facility from the FHLB. Outstanding FHLB advances are secured by collateral consisting of a blanket lien on qualifying loans in the Bank's commercial mortgage and home equity loan portfolios.

The Company has a credit facility with a regional bank, secured by a portion of the stock of the Bank, pursuant to which the Company may borrow, on a revolving basis, up to $40 million for working capital purposes, to finance capital contributions to the Bank and ECV. There were no amounts outstanding under this credit at December 31, 2012 or 2011.

Please refer to "Capital Resources and Adequacy" at page 72, and Note 8 to the Consolidated Financial Statements for additional information regarding the Company's short and long-term borrowings.

COMPARISON OF 2011 VERSUS 2010

For the year ended December 31, 2011, the Company's net income was a record $24.6 million, a 47% increase over the $16.7 million for the year ended December 31, 2010. The increase in net income for the twelve months ended December 31, 2011 can be attributed primarily to an increase in net interest income of 29% as compared to the same period in 2010. Net interest income growth was due substantially to growth in average earning assets of 32% in 2011.

Net income available to common shareholders was $23.0 million ($1.16 per basic common share and $1.14 per diluted common share), as compared to $15.4 million ($0.78 per basic common share and $0.77 per diluted common share) for the year ended December 31, 2010, a 50% increase. The higher percentage increase in net income available to common shareholders versus net income is due to a lower dividend rate on preferred stock issued under the SBLF program as compared to the preferred stock issued under the TARP Capital Purchase Program ("TARP CPP"), which was fully redeemed in 2011.

For the year ended 2011, the Company recognized one-time charges relating to a merger transaction that was terminated in the fourth quarter which had a pretax cost of $733 thousand. In addition, for the year ended 2011 the Company recognized one-time charges relating to conversion costs and special marketing expenses which had a pretax cost of $554 thousand. These items negatively impacted the year after tax earnings by $1.0 million ($0.05 per share).

The Company had a return on average assets of 0.97% (1.01% excluding the effect of the settlement deposit) as compared to 0.86% for the year 2010, while the return of average common equity was 11.71% in 2011, as compared to 8.74% for the year 2010. The increase in these ratios was due to a combination of an increase in the net interest margin (excluding the settlement deposit), resulting primarily from lower funding costs; lower credit losses as a percentage of loans, increases in noninterest income, improved operating efficiency and, in the case of the return on average common equity, additional balance sheet leverage.

The Company's earnings are largely dependent on net interest income, which represented 88% and 89% of total revenue (defined as net interest income plus noninterest income) for the full year in 2011 and 2010, respectively. For the twelve months ended December 31, 2011, the net interest margin, which measures the difference between interest income and interest expense (i.e. net interest income) as a percentage of earning assets was 3.99% (4.17% excluding the settlement deposit) as compared to 4.09% for the twelve months ended December 31, 2010. The higher margin for 2011 (excluding the settlement deposit) as compared to 2010 was due to maintaining loan yields close to 2010 levels and reducing funding costs while maintaining a favorable deposit mix; much of which has occurred from efforts to increase and deepen client relationships.

Excluding the settlement deposit, the higher margin for the year ended 2011 as compared to the same period of 2010 was due primarily to lower funding costs for both deposits and borrowings more than offsetting a decline in earning asset yields. Average loan yields declined by 7 basis points (from 5.87% to 5.80%), average investment yields declined by 37 basis points (from 2.69% to 2.32%), and average earning asset yields declined by 35 basis points (from 5.15% to 4.80%) as compared to a decline of 22 basis points (from 1.42% to 1.20%) in the cost of interest bearing liabilities. Importantly, a higher mix of average loans and average loans held for sale as a percentage of total earning assets (from 82% to 83%) during the year ended December 31, 2011, as compared to the same period in 2010, mitigated the decline in the average earning asset yield. The net interest spread was 3.82% for the year ended December 31, 2011, as compared to 3.73% for the same period in 2010, an increase of 9 basis points. The benefit of noninterest sources funding earning assets declined from 36 basis points for the year ended December 31, 2010 to 35 basis points for same period in 2011.

Including the effect of the settlement deposit the margin decreased from 4.09% for the year ended December 31, 2010 to 3.99% for the same period in 2011. Including the effect of the settlement deposit,

the net interest spread was 3.60% for the year ended December 31, 2011, as compared to 3.73% for the same period in 2010, a decrease of 13 basis points. Including the effect of the settlement deposit, the benefit of noninterest sources funding earning assets increased from 36 basis points for the year ended December 31, 2010 to 39 basis points for same period in 2011. The combination of a 13 basis point decline in the net interest spread and 3 basis points increase in the value of noninterest sources resulted in the 10 basis point decrease in the net interest margin.

In order to fund significant growth in the average balance of loans of 26% over the twelve months ended December 31, 2011 as compared to 2010, the Company has relied primarily upon core deposit growth, together with use of increased levels of brokered and wholesale deposits. The major component of the growth in core deposits has been growth in money market accounts being promoted primarily through direct sales efforts by the business development staff and to growth in noninterest deposits primarily as a result of effectively building new and enhanced client relationships.

In terms of the average balance sheet composition or mix, loans, which generally have higher yields than securities and other earning assets, decreased from 80% of average earning assets in 2010 to 76% (80% excluding the effect of the settlement deposit) of average earning assets for 2011. This higher growth of average funding sources as compared to loans added average liquidity to the balance sheet in 2011. The decrease in average loans as a percentage of average earning assets in 2011 was due to the significant growth in average deposits as compared to 2010, including the settlement deposit which added $118 million to average deposits. In 2011, average loans, excluding loans held for sale, increased $396 million, a 26% increase, and average deposits increased by $532 million, a 34% increase ($414 million and 26% excluding the effect of the settlement deposit) as compared to the same period in 2010. Average time deposit growth in 2011 of $73 million consisted primarily of brokered deposits, which were acquired in the first six months of 2011 from national firms at attractive terms and rates. The increase in average loans in 2011 as compared to 2010 is primarily attributable to growth in loans for both investment commercial real estate and construction loans. Average investment securities for the year of 2011 amounted to 11% of average earning assets, a decrease of 3% from an average of 14% for the same period in 2010. The combination of federal funds sold and interest bearing deposits with other banks, averaged 10% of average earning assets for the year of 2011 as compared to 5% for the same period in 2010.

The provision for credit losses was $11.0 million for the year of 2011 as compared to $9.3 million in 2010. The higher provisioning in 2011 as compared to 2010 is attributable to substantially higher amounts of loan growth in 2011 compared to 2010 ($381 million as compared to $276 million). For the twelve months ended December 31, 2011, net charge-offs totaled $6.1 million (0.32% of average loans) compared to $5.2 million (0.35% of average loans) for the twelve months ended December 31, 2010. Net charge-offs in the twelve months ended December 31, 2010 were primarily attributable to charge-offs of commercial real estate loans ($151 thousand), commercial and industrial loans ($3.4 million), construction loans ($1.2 million), the unguaranteed portion of SBA loans ($877 thousand), home equity loans ($292 thousand), and mortgage and consumer loans ($176 thousand).

Total noninterest income for the year of 2011 was $13.5 million compared to $9.2 million in 2010, an increase of 46%. This increase was due primarily to a $3.0 million increase in gains realized on the sale of residential loans and $702 thousand of other income. Investment gains of $1.4 million and $1.3 million realized in 2011 and 2010, respectively, were the result of asset/liability management decisions to either reduce call risk in the portfolio of U.S. Agency securities, to mitigate potential extension risk in longer term mortgage-backed securities, to mitigate prepayment risk in mortgage-backed securities or to take advantage of a very strong fixed income market. Excluding investment securities gains, total noninterest income was $12.1 million for the year of 2011 as compared to $7.9 million for 2010, a 52% increase.

The efficiency ratio, which measures the ratio of noninterest expense to total revenue, was 56.22% for the full year of 2011 as compared to 59.26% for the same period in 2010. Cost control remains a key operating objective of the Company. Total noninterest expenses were $63.3 million for the twelve months

of 2011, as compared to $51.0 million for 2010, a 24% increase. This increase includes $1.7 million from a combination of non-recurring merger related expenses, system enhancements from a bank wide conversion in April 2011, and special events marketing. Cost increases for salaries and benefits were $9.0 million, primarily due to merit and benefit cost increases, increases in incentive pay, and staffing increases primarily as a result of expansion of the commercial lending and Residential Lending department and new branches. Legal, accounting, and professional fees increases of $987 thousand were due substantially to resolution of problem loans and related collection costs. Premises and equipment expenses were $89 thousand lower due primarily to benefits from the consolidation of two branches offsetting the cost of three new offices and other normal costs increases during 2011. Marketing and advertising costs increased by $568 thousand due primarily to higher advertising and promotional expenses related to Residential Lending and special event marketing. Data processing costs increased by $925 thousand due to system enhancements, noted above, expanded customer base, and the addition of three new branch offices. FDIC insurance premiums on the higher levels of deposits were $497 thousand lower for the twelve months in 2011 as compared to 2010 due to a lower FDIC premium rate which took effect on April 1, 2011. Other expenses increases for the twelve months of 2011 versus 2010 amounted to $1.4 million associated primarily with merger expenses of $733 thousand and $554 thousand of conversion expenses.

During the year of 2011, the allowance for credit losses increased $4.9 million reflecting $11.0 million in provision for credit losses and $6.1 million in net charge-offs during the period. The provision for credit losses was $11.0 million for 2011 compared to a provision for credit losses of $9.3 million for the same period in 2010. For 2011, net charge-offs amounted to $6.1 million as compared to $5.2 million for 2010. The higher provisioning in 2011 as compared to 2010 is primarily attributable to substantially higher loan growth in the twelve months of 2011 compared to 2010 ($381 million as compared to $276 million).

The Company recorded income tax expense of $13.7 million in 2011 compared to $9.1 million in 2010, resulting in an effective tax rate of 35.9% and 35.3% respectively. The higher effective tax rate for 2011 relates to lower relative levels of tax preferred investments and loans, including associated tax credits, as compared to higher levels of income.

At December 31, 2011, the Company's total assets were $2.83 billion, loans were $2.06 billion, deposits were $2.39 billion, borrowings which include customer repurchase agreements, were $152.7 million and shareholders' equity was $266.7 million. As compared to December 31, 2010, assets increased in 2011 by $741.8 million or 35.5%, loans by $380.8 million or 23%, deposits by $665.3 million or 39%, borrowings, including customer repurchase agreements increased by $5.8 million or 4% and shareholders' equity increased by $62.0 million or 30%.

A substantial portion of the growth in 2011 in deposits is due to a focused sales effort to attract more core deposit customers, and an emphasis on requiring loan customers to maintain deposits with the Bank. The dollar volume of time deposits increased slightly (5%) as of December 31, 2011 as compared to December 31, 2010, due to the addition of brokered time deposits in the first six months of 2011. However, time deposits as a percentage of total deposits declined in 2011, as new deposits were increasingly attracted to higher rate money market accounts along with growth in demand deposit accounts. Approximately 23% of the Bank's deposits at December 31, 2011 ($555.1 million), and 31% at December 31, 2010 ($527.7 million) were time deposits, which are generally the most expensive form of deposit because of their fixed rate and term.

The Company's shareholders' equity was enhanced in 2011 due to a net increase of $34.1 million in preferred stock. On July 14, 2011, the Company issued 56,600 shares of the Company's Series B Preferred Stock for a total purchase price of $56.6 million, pursuant to the SBLF program. Concurrent with the sale of Series B Preferred Stock, the Company redeemed, out of the proceeds of the issuance of the Series B Preferred Stock, all 23,325 outstanding shares of the Series A Preferred Stock related to the Company's participation in the TARP CPP, for a redemption price of $23.4 million, including accrued but unpaid dividends to the date of redemption.

At December 31, 2011, the investment portfolio amounted to $313.8 million as compared to a balance of $228.0 million at December 31, 2010, an increase of 38%. The increase in the portfolio coincided with an increase in core deposits. The investment portfolio is managed to achieve goals related to income, liquidity, interest rate risk management and to provide collateral for customer repurchase agreements and other borrowing relationships.

Federal funds sold amounted to $21.8 million at December 31, 2011 as compared to $34.0 million at December 31, 2010. These funds represent excess daily liquidity which is invested on an unsecured basis with well capitalized banks, in amounts generally limited both in the aggregate and to any one bank.

Loan growth during 2011 was favorable, with loans outstanding reaching $2.06 billion at December 31, 2011, an increase of $380.1 million or 23% as compared to $1.68 billion at December 31, 2010

The allowance for credit losses represented 1.44% of total loans at December 31, 2011 as compared to 1.48% at December 31, 2010. At December 31, 2011, the allowance represented 90% of nonperforming loans as compared to 98% at December 31, 2010. The decrease in the coverage ratio was due substantially to the mix of the portfolio, loan growth, and the significant portion of well secured loans in the nonperforming category.

The Company's level of nonperforming assets, which are comprised of loans delinquent 90 days or more, nonaccrual loans, restructured loans and OREO, totaled $36.0 million at December 31, 2011, representing 1.27% of total assets, as compared to $32.0 million at December 31, 2010, representing 1.53%.

Included in nonperforming assets at December 31, 2011 is OREO of $3.2 million, consisting of eleven foreclosed properties. The Company had eleven OREO properties with a net carrying value of $6.7 million at December 31, 2010. OREO properties are carried at the lower of cost or appraised value less estimated costs to sell. It is the Company's policy to obtain third party appraisals prior to foreclosure, and to obtain updated third party appraisals on OREO properties not less frequently than annually. Generally, the Company would obtain updated appraisals or evaluations where it has reason to believe, based upon market indications (such as comparable sales, legitimate offers below carrying value, broker indications and similar factors), that the current appraisal does not accurately reflect current value. During the year of 2011, the Company sold nine foreclosed properties with a net carrying value of $6.3 million, recording a net loss on sale of $444 thousand.

Residential mortgage loans held for sale amounted to $176.8 million at December 31, 2011 compared to $80.6 million at December 31, 2010. The significant increase in loans held for sale in 2011 was due to the Company's expansion of the Residential Lending origination and sales division throughout 2011. The Company originates and sell these loans on a "servicing released" basis in order to enhance noninterest income. There were no loan repurchases as a result of these documentation deficiencies or early payment default in 2011. See "Business" at page 1 for a description of the Bank's mortgage lending and brokerage activities.

Bank owned life insurance is utilized by the Company in accordance with income tax regulations as part of the Company's financing of its benefit programs. At December 31, 2011 this asset amounted to $13.7 million as compared to $13.3 million at December 31, 2010, which reflected an increase in cash surrender values, and not new investments.

For the year ended December 31, 2011, total deposits increased $665.3 million, from $1.73 billion to $2.39 billion, or 39%, due largely to focused sales efforts in 2011 to attract more core deposit customers, to an emphasis on requiring loan customers to place deposits with the Bank, and to increases in wholesale funding.

For the twelve months ended December 31, 2011, noninterest bearing deposits increased $288.2 million to $688.5 million or a growth rate of 72% as compared to $400.3 million as of December 31,

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2010, while interest bearing deposits increased by $377.1 million during the same period, a growth rate of 28%. Within interest bearing deposits, money market and savings accounts collectively amounted to $1.07 billion at December 31, 2011 or 45% of total deposits, as compared to $737.1 million, or 43% of total deposits, at December 31, 2010, a 45% increase.

At December 31, 2011, the Company had approximately $688.5 million in noninterest bearing demand deposits, representing 29% of total deposits. This compared to approximately $400.3 million of these deposits at December 31, 2010 or 23% of total deposits. These deposits are primarily business checking accounts on which the payment of interest was prohibited by regulations of the Federal Reserve Board until July 2011.

The Company had no outstanding balances under its federal funds lines of credit provided by correspondent banks at December 31, 2011 and 2010, respectively. At December 31, 2011 and 2010, the Bank had $40 million of borrowings outstanding under its credit facility from the FHLB. Outstanding FHLB advances are secured by collateral consisting of a blanket lien on qualifying loans in the Bank's commercial mortgage and home equity loan portfolios.

CONTRACTUAL OBLIGATIONS

The Company has various financial obligations, including contractual obligations and commitments that may require future cash payments. Except for its loan commitments, as shown in Note 15 to the Consolidated Financial Statements, the following table shows details on these fixed and determinable obligations as of December 31, 2012 in the time period indicated.

(dollars in thousands)	Within One Year	One to Three Years	Three to Five Years	Over Five Years	Total
Deposits without a stated maturity(1)	$ 2,370,072	$	$	$	$ 2,370,072
Time deposits(1)	294,300	174,826	58,024		527,150
Borrowed funds(2)	101,338		9,300	30,000	140,638
Operating lease obligations	5,977	11,732	8,555	11,487	37,751
Outside data processing(3)	2,704	3,605			6,309
Total	$ 2,774,391	$ 190,163	$ 75,879	$ 41,487	$ 3,081,920

(1) Excludes accrued interest payable at December 31, 2012.

(2) Borrowed funds include customer repurchase agreements, and other short-term and long-term borrowings.

(3) The Bank has outstanding obligations under its current core data processing contract that expires in April 2015 and one other vendor arrangement that relates to data communications and data software that expires in December 2015.

OFF-BALANCE SHEET ARRANGEMENTS

The Company is party to financial instruments with off-balance-sheet risk in the normal course of business to meet the financing needs of its customers and to reduce its own exposure to fluctuations in interest rates. These financial instruments include commitments to extend credit and standby letters of credit. They involve, to varying degrees, elements of credit risk in excess of the amount recognized in the balance sheets. The contract or notional amounts of those instruments reflect the extent of involvement the Company has in particular classes of financial instruments.

The Company's exposure to credit loss in the event of nonperformance by the other party to the financial instrument for commitments to extend credit and standby letters of credit is represented by the contractual amount of those instruments. The Company uses the same credit policies in making commitments and conditional obligations as it does for on-balance-sheet instruments. See Note 15 to the Consolidated Financial Statements for a summary list of loan commitments at December 31, 2012 and 2011.

Loan commitments represent agreements to lend to a customer as long as there is no violation of any condition established in the contract and which have been accepted in writing by the borrower. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Since some of the commitments may expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. The Company evaluates each customer's creditworthiness on a case-by-case basis. The amount of collateral obtained is based on management's credit evaluation of the borrower. Collateral obtained varies, and may include certificates of deposit, accounts receivable, inventory, property and equipment, residential and commercial real estate.

Standby letters of credit are conditional commitments issued by the Company which guarantee the performance of a customer to a third party. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loan facilities to customers. Collateral held varies as specified above and is required in instances which the Company deems necessary. At December 31, 2012, approximately 92% of the dollar amount of standby letters of credit was collateralized.

In connection with deposit guarantees, the Bank collateralizes certain public funds using qualified investment securities and has purchased surety bonds for the benefit of certain bankruptcy trustee fiduciaries. The cost of insurance is included on noninterest expenses on the Consolidated Statement of Operations.

With the exception of these off-balance sheet arrangements, the Company has no off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on the Company's financial condition, changes in financial condition, revenues or expenses, results of operations, capital expenditures or capital resources, that is material to investors.

LIQUIDITY MANAGEMENT

Liquidity is a measure of the Company's and Bank's ability to meet loan demand and to satisfy depositor withdrawal requirements in an orderly manner. The Bank's primary sources of liquidity consist of cash and cash balances due from correspondent banks, excess reserves at the Federal Reserve, loan repayments, federal funds sold and other short-term investments, maturities and sales of investment securities, income from operations and new core deposits into the Bank. The Bank's investment portfolio of debt securities is held in an available-for-sale status which allows for flexibility, subject to holdings held as collateral for customer repurchase agreements and public funds, to generate cash from sales as needed to meet ongoing loan demand. These sources of liquidity are considered primary and are supplemented by the ability of the Company and Bank to borrow funds or issue brokered deposits, which are termed secondary sources of liquidity and which are substantial. The Company's secondary sources of liquidity include a $40 million line of credit with a regional bank, secured by a portion of the stock of the Bank,

against which there were no amounts outstanding at December 31, 2012. Additionally, the Bank can purchase up to $107.5 million in federal funds on an unsecured basis from its correspondents, against which there were no amounts outstanding at December 31, 2012 and can borrow unsecured funds under one-way CDARS brokered deposits in the amount of $509.2 million, against which there was $42.4 million outstanding at December 31, 2012. The Bank also has a commitment at December 31, 2012 from the Promontory Interfinancial Network to place up to $300.0 million of brokered deposits from its Insured Network Deposit ("IND") program with the Bank, with an actual balance of $151.1 million outstanding at December 31, 2012. At December 31, 2012, the Bank was also eligible to make advances from the FHLB up to $410.2 million based on collateral at the FHLB, of which $30.0 million was outstanding at December 31, 2012. Also, the Bank may enter into repurchase agreements as well as obtaining additional borrowing capabilities from the FHLB provided adequate collateral exists to secure these lending relationships. The Bank also has a back-up borrowing facility through the Discount Window at the Federal Reserve Bank of Richmond ("Federal Reserve Bank"). This facility, which amounts to approximately $314.0 million, is collateralized with specific loan assets identified to the Federal Reserve Bank. It is anticipated, except for periodic testing, that this facility would be utilized for contingency funding only.

The loss of deposits, through disintermediation, is one of the greater risks to liquidity. Disintermediation occurs most commonly when rates rise and depositors withdraw deposits seeking higher rates in alternative savings and investment sources than the Bank may offer. The Bank was founded under a philosophy of relationship banking and, therefore, believes that it has less of an exposure to disintermediation and resultant liquidity concerns than do many banks. The Bank makes competitive deposit interest rate comparisons weekly and feels its interest rate offerings are competitive. There is, however, a risk that some deposits would be lost if rates were to increase and the Bank elected not to remain competitive with its deposit rates. Under those conditions, the Bank believes that it is well positioned to use other sources of funds such as FHLB borrowings, brokered deposits, repurchase agreements and correspondent banks' lines of credit to offset a decline in deposits in the short run. Over the long-term, an adjustment in assets and change in business emphasis could compensate for a potential loss of deposits. The Bank also maintains a marketable investment portfolio to provide flexibility in the event of significant liquidity needs. The ALCO has adopted policy guidelines which emphasize the importance of core deposits, adequate asset liquidity and a contingency funding plan.

At December 31, 2012, under the Bank's liquidity formula, it had $1.67 billion of primary and secondary liquidity sources. The amount is deemed adequate to meet current and projected funding needs.

CAPITAL RESOURCES AND ADEQUACY

The assessment of capital adequacy depends on a number of factors such as asset quality and mix, liquidity, earnings performance, changing competitive conditions and economic forces, regulatory measures and policy, as well as the overall level of growth and complexity of the balance sheet. The adequacy of the Company's current and future capital needs is monitored by management and discussed with ALCO on an ongoing basis. Management seeks to maintain a capital structure that will assure an adequate level of capital to support anticipated asset growth and to absorb potential losses.

The federal banking regulators have issued guidance for those institutions which are deemed to have concentrations in commercial real estate lending. Pursuant to the supervisory criteria contained in the guidance for identifying institutions with a potential commercial real estate concentration risk, institutions which have (1) total reported loans for construction, land development, and other land acquisitions which represent in total 100% or more of an institution's total risk-based capital; or (2) total commercial real estate loans representing 300% or more of the institution's total risk-based capital and the institution's commercial real estate loan portfolio has increased 50% or more during the prior 36 months are identified as having potential commercial real estate concentration risk. Institutions which are deemed to have concentrations in commercial real estate lending are expected to employ heightened levels of risk management with respect to their commercial real estate portfolios, and may be required to hold higher

levels of capital. The Company, like many community banks, has a concentration in commercial real estate loans, and the Company has experienced significant growth in its commercial real estate portfolio in recent years. At December 31, 2012, non-owner-occupied commercial real estate loans (including construction, land and land development loans) represent 407% of total risk based capital. Construction, land and land development loans represent 153% of total risk based capital. Management has extensive experience in commercial real estate lending, and has implemented and continues to maintain heightened risk management procedures, and strong underwriting criteria with respect to its commercial real estate portfolio. Monitoring practices include periodic stress testing analysis to evaluate changes to cash flows, owing to interest rate increases and declines in net operating income. Nevertheless, we may be required to maintain higher levels of capital as a result of our commercial real estate concentration, which could require us to obtain additional capital, and may adversely affect shareholder returns.

The Company has a credit facility with United Bank, pursuant to which the Company may borrow, on a revolving basis, up to $40 million for working capital purposes, to finance capital contributions to the Bank and ECV. The credit facility is secured by a first lien on a portion of the stock of the Bank, pursuant to which the Company may borrow, and bears interest at a floating rate equal to the Wall Street Journal Prime Rate minus 0.25% with a floor interest rate of 3.75%. Interest is payable on a monthly basis. The term of the credit facility expires on August 26, 2013. There were no amounts outstanding under this credit facility at December 31, 2012 or 2011.

On July 14, 2011, the Company entered into and consummated a Securities Purchase Agreement (the "Purchase Agreement") with the Secretary of the Treasury of the United States (the "Secretary") under the Small Business Lending Fund program. Pursuant to the Purchase Agreement, the Company issued 56,600 shares of the Series B Preferred Stock, having a liquidation amount per share equal to $1,000, for a total purchase price of $56.6 million.

The Series B Preferred Stock is entitled to receive non-cumulative dividends, beginning October 1, 2011. The dividend rate, as a percentage of the liquidation amount, can fluctuate on a quarterly basis during the first ten quarters during which the Series B Preferred Stock is outstanding, based upon changes in the level of "Qualified Small Business Lending" or "QSBL" (as defined in the Purchase Agreement) by the Bank. The dividend rate for the first six dividend periods was one percent (1%). For the seventh through ninth calendar quarters, the dividend rate may be adjusted to between one percent (1%) and five percent (5%) per annum, to reflect the amount of change if any, in the Bank's level of QSBL. If the level of the Bank's qualified small business loans declines so that the percentage increase in QSBL as compared to the baseline level is less than ten percent (10%), then the dividend rate payable on the Series B Preferred Stock would increase. For the tenth calendar quarter through four and one half years after issuance, the dividend rate will be fixed at between one percent (1%) and seven percent (7%) based upon the increase in QBSL as compared to the baseline. After four and one half years from issuance, the dividend rate will increase to nine percent (9%).

The Series B Preferred Stock may be redeemed at any time at the Company's option, at a redemption price of 100% of the liquidation amount plus accrued but unpaid dividends to the date of redemption for the current period, subject to the approval of its federal banking regulator.

The Company has issued an aggregate of $9.3 million of subordinated notes, which bear interest at a fixed rate of 10.0% per year. The notes have a maturity of September 30, 2016 and are redeemable at the option of the Company, in whole or in part, on any interest payment date at the principal amount thereof, plus interest to the date of redemption. The notes are intended to qualify as Tier 2 capital for regulatory purposes to the fullest extent permitted. The payment of principal on the notes may only be accelerated upon the occurrence of certain bankruptcy or receivership related events relating to the Company or, to the extent permitted under capital rules to be adopted by the Federal Reserve Board pursuant to the Dodd-Frank Wall Street Reform and Consumer Protection Act, a major bank subsidiary of the Company.

Between May 1, 2012 and October 25, 2012, the Company sold an aggregate of 2,052,074 shares of common stock in an at the market offering, at an average weighted price of $17.06 per share, for proceeds of approximately $33.8 million, net of commissions of approximately $1.2 million. No further shares may be sold under this offering.

On October 26, 2012, the Company entered into an Underwriting Agreement with Sandler O'Neill, pursuant to which it would sell an additional 552,012 shares of common stock at $18.25 per share. This offering closed on October 31, 2012 with the Company receiving net proceeds of approximately $9.7 million, net of underwriting discounts.

At December 31, 2012, the capital position of the Company and its wholly owned subsidiary, the Bank, continues to exceed regulatory requirements and guidelines. The primary indicators relied on by bank regulators in measuring the capital position are the Tier 1 risk-based capital ratio, Total risk-based capital ratio, and the Leverage ratio. Tier 1 capital consists of common and qualifying preferred shareholders' equity (including without limit the preferred stock issued to the Treasury) less goodwill and other intangibles. Total risk-based capital consists of Tier 1 capital, plus qualifying subordinated debt, and the qualifying portion of the allowance for credit losses, and for the Company to a limited extent, excess amounts of restricted core capital elements. Risk-based capital ratios are calculated with reference to risk-weighted assets, which are prescribed by regulation. The measure of Tier 1 capital to average assets for the prior quarter is often referred to as the Leverage ratio.

The Company's capital ratios were all well in excess of guidelines established by the Federal Reserve Board and the Bank's capital ratios were in excess of those required to be classified as a "well capitalized" institution under the prompt corrective action provisions of the Federal Deposit Insurance Act. The Company's and Bank's capital ratios at December 31, 2012 and 2011 are shown in Note 17 to the Consolidated Financial Statements.

The ability of the Company to continue to grow is dependent on its earnings and those of the Bank, the ability to obtain additional funds for contribution to the Bank's capital, through additional borrowings, through the sale of additional common stock or preferred stock, or through the issuance of additional qualifying equity equivalents, such as subordinated debt or trust preferred securities. The capital levels required to be maintained by the Company and Bank may be impacted as a result of the Bank's concentrations in commercial real estate loans. See "Regulation" at page 9 and "Risk Factors" at page 18.

IMPACT OF INFLATION AND CHANGING PRICES

The Consolidated Financial Statements and Notes thereto have been prepared in accordance with accounting principles generally accepted in the United States of America, which require the measurement of financial position and operating results in terms of historical dollars without considering the changes in the relative purchasing power of money over time due to inflation. The impact of inflation is reflected in the increased cost of operations. Unlike most industrial companies, nearly all of our assets and liabilities are monetary in nature. As a result, interest rates have a greater impact on our performance than do the effects of general levels of inflation. Interest rates do not necessarily move in the same direction or to the same extent as the price of goods or services.

NEW AUTHORITATIVE ACCOUNTING GUIDANCE

Refer to Note 1 to the Consolidated Financial Statements for New Authoritative Accounting Guidance and their expected impact on the Company's Financial Statements.

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ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Asset/Liability Management of Interest Rate Risk

A fundamental risk in banking is exposure to market risk, or interest rate risk, since a bank's net income is largely dependent on net interest income. The Bank's ALCO formulates and monitors the management of interest rate risk through policies and guidelines established by it and the full Board of Directors and through review of detailed reports discussed quarterly. In its consideration of risk limits, the ALCO considers the impact on earnings and capital, the level and direction of interest rates, liquidity, local economic conditions, outside threats and other factors. Banking is generally a business of managing the maturity and re-pricing mismatch inherent in its asset and liability cash flows and to provide net interest income growth consistent with the Company's profit objectives. During the year ended December 31, 2012, the Company was able to both increase its net interest income, its net interest spread and manage its overall interest rate risk position.

The Company, through its ALCO and ongoing financial management practices monitors the interest rate environment in which it operates and adjusts the rates and maturities of its assets and liabilities to remain competitive and to achieve its overall financial objectives subject to established risk limits. In the current and expected future interest rate environment, the Company has been maintaining its investment portfolio to manage the balance between yield and prepayment risk in its portfolio of mortgage backed securities should interest rates remain at current levels and has been managing the investment portfolio to mitigate extension risk and related declines in market values in that same portfolio should interest rates increase. Additionally, the Company has no call risk in its U.S. Agency investment portfolio. During the twelve months ended December 31, 2012, average investment portfolio balances have been relatively stable as compared to balances at December 31, 2011, as cash flow has been deployed substantially into a combination of higher yielding loans held for sale balances and higher average excess reserves have been maintained at the Federal Reserve Bank. Cash flows from mortgaged backed securities and sales of U.S. Agency securities were reinvested primarily into pass-through and structured mortgaged backed securities. Additionally, additional investments have been made in high quality municipal bonds. The duration of the investment portfolio increased slightly to 3.8 years at December 31, 2012 from 3.4 years at December 31, 2011.

Net unrealized gains before tax on the investment portfolio increased to $9.1 million at December 31, 2012 from $8.1 million at December 31, 2011, with net realized gains of $690 thousand recorded in the investment portfolio for the year ended December 31, 2012. Gains were realized during the year 2012 on both sales of bullet U.S. Agency securities that would otherwise mature at par in the next few years and selected municipal securities with very high bid prices. Losses were realized during the year 2012 in selling higher coupon mortgaged backed securities in order to mitigate prepayment risk and resulting negative yields.

In the loan portfolio, the re-pricing duration of the portfolio was 25 months at December 31, 2012, as compared to 24 months at December 31, 2011. Fixed rate loans represented 43% of total loans at December 31, 2012 (40% at December 31, 2011), while variable and adjustable rate loans were 57% of total loans at December 31, 2012 (60% at December 31, 2011). Variable rate loans are indexed primarily to the Wall Street Journal prime interest rate, while adjustable rate loans are indexed primarily to the five-year U.S. Treasury interest rate.

The Company has continued its emphasis on funding loans in its marketplace, and has been able to achieve favorable loan pricing, including interest rate floors on many loan originations. These factors have resulted in less pressure on loan yields over the past twelve months, as average interest rates have declined, thereby contributing to enhancing the Company's net interest margin (excluding the effect of the settlement deposit) in 2012 as compared to 2011. Subject to interest rate floor rates, variable and adjustable rate loans provide additional income opportunities should interest rates rise from current levels.

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In the deposit portfolio, since December 31, 2011, duration has extended slightly to 38 months at December 31, 2012 (36 months at December 31, 2011), as the mix of core demand and money market accounts having longer effective terms has increased. Also, brokered deposits having longer terms acquired in the last six months of 2012 added duration to term deposits. During the last six months of 2012, the Company acquired more fixed rate longer-term brokered deposits (about $100 million) in anticipation of higher interest rates. For the year ended December 31, 2012, the growth of core deposits was substantial, which enhances franchise value and provides a stable funding source. Core deposits were acquired in a combination of noninterest bearing and money market accounts. Growing core deposits by acquiring new and expanded relationships to the Bank has been a major objective, which has been met by the Company over many months, adding liquidity and enhancing asset sensitivity to the year-end 2012 balance sheet. The additional asset liquidity at December 31, 2012 includes substantially higher amounts of loans held for sale, as noted above. As a result of activity above, the re-pricing duration of the deposit portfolio increased by two months at December 31, 2012 as compared to December 31, 2011, as the mix of deposits shifted from core time deposits with relatively short duration to money market, demand accounts and brokered time deposits with longer effective durations.

There can be no assurance that the Company will be able to successfully achieve its optimal asset liability mix, as a result of competitive pressures, customer preferences and the inability to perfectly forecast future interest rates and movements.

One of the tools used by the Company to manage its interest rate risk is a static GAP analysis presented below. The Company also employs an earnings simulation model on a quarterly basis to monitor its interest rate sensitivity and risk and to model its balance sheet cash flows and the related income statement effects in different interest rate scenarios. The model utilizes current balance sheet data and attributes and is adjusted for assumptions as to investment maturities (including prepayments), loan prepayments, interest rates, and the level of noninterest income and noninterest expense. The data is then subjected to a "shock test" which assumes a simultaneous change in interest rates up 100, 200, 300, and 400 basis points or down 100 and 200, along the entire yield curve, but not below zero. The results are analyzed as to the impact on net interest income, net income and the market equity over the next twelve and twenty-four month periods from December 31, 2012. In addition to "shock testing", analysis of changes based on interest rate "ramps" is also performed. This analysis represents the impact of a more gradual change in interest rates, as well as yield curve shape changes.

For the analysis presented below, at December 31, 2012, the simulation assumes a 50 basis point change in interest rates on money market and interest bearing transaction deposits for each 100 basis point change in market interest rates in a decreasing interest rate shock scenario with a floor of 10 basis points, and assumes a 70 basis point change in interest rates on money market and interest bearing transaction deposits for each 100 basis point change in market interest rates in an increasing interest rate shock scenario.

As quantified in the table below, the Company's analysis at December 31, 2012 shows a moderate effect on net interest income (over the next 12 months) as well as a moderate effect on the economic value of equity when interest rates are shocked both down 100 and 200 basis points and up 100, 200, 300, and 400 basis points. This moderate impact is due substantially to the significant level of variable rate and re-priceable assets and liabilities. The re-pricing duration of the investment portfolio at December 31, 2012 is 3.8 years, the loan portfolio 2.1 years; the interest bearing deposit portfolio 2.9 years and the borrowed funds portfolio 1.4 years.

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The following table reflects the result of simulation analysis on the December 31, 2012 asset and liabilities balances:

Change in interest rates (basis points)	Percentage change in net interest income	Percentage change in net income	Percentage change in market value of portfolio equity
+400	+10.2%	+12.2%	-1.8%
+300	+6.0%	+4.6%	-1.2%
+200	+1.9%	-2.8%	-1.6%
+100	-0.2%	-6.1%	-1.1%
0			
-100	-0.5%	-1.1%	-7.9%
-200	-1.2%	-2.7%	-7.6%

The results of simulation are well within the policy limits adopted by the Company. For net interest income, the Company has adopted a policy limit of 10% for a 100 basis point change, 12% for a 200 basis point change, 18% for a 300 basis point change and 24% for a 400 basis point change. For the market value of equity, the Company has adopted a policy limit of 12% for a 100 basis point change, 15% for a 200 basis point change, 20% for a 300 basis point change and 25% for a 400 basis point change. The changes in net interest income, net income and the economic value of equity in both a higher and lower interest rate shock scenario at December 31, 2012 are not considered to be material. The negative impact of -0.2% in net interest income and -6.1% in net income given a 100 basis point increase in market interest rates reflects in large measure the impact of floor interest rates in a substantial portion of the loan portfolio and for net income, the expected impact on mortgage origination and sale activity.

During 2012, the Company continued to manage its interest rate sensitivity position to moderate levels of risk, as indicated in the simulation results above. Except for the higher level of asset liquidity at December 31, 2012, the risk position at the end of the year 2012 was similar to the interest rate risk position at December 31, 2011.

Generally speaking, the loss of economic value of portfolio equity in a lower interest rate environment is due to lower values of core deposits more than offsetting the gains in loan and investment values; while the gain of economic value of portfolio equity in a higher interest rate environment is due to higher value of core deposits more than offsetting lower values of fixed rate loans and investments. The Company believes its balance sheet is well positioned in the current interest rate environment.

Certain shortcomings are inherent in the method of analysis presented in the foregoing table. For example, although certain assets and liabilities may have similar maturities or re-pricing periods, they may react in different degrees to changes in market interest rates. Also, the interest rates on certain types of assets and liabilities may fluctuate in advance of changes in market interest rates, while interest rates on other types may lag behind changes in market rates. Additionally, certain assets, such as adjustable-rate mortgage loans, have features that limit changes in interest rates on a short-term basis and over the life of the loan. Further, in the event of a change in interest rates, prepayment and early withdrawal levels could deviate significantly from those assumed. Finally, the ability of many borrowers to service their debt may decrease in the event of a significant interest rate increase.

During 2012, average market interest rates declined as compared to 2011 and the yield curve flattened. The average two year U.S. Treasury rate declined by 17 basis points and the average ten year U.S. Treasury rate declined by 98 basis points. In that environment, the Company was able to increase its net interest spread and margin for 2012 (excluding the impact of the settlement deposit) as compared to 2011. The Company believes that the change in the net interest spread in 2012 as compared to 2011 has been consistent with its risk analysis at December 31, 2011.

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GAP Analysis

Banks and other financial institutions earnings are significantly dependent upon net interest income, which is the difference between interest earned on earning assets and interest expense on interest bearing liabilities. Net interest income represented 86% of the Company's revenue for the year ended December 31, 2012, as compared to 88% of the Company's revenue for the year ended December 31, 2011. The Company's net interest margin was 4.32% at December 31, 2012, as compared to 3.99% (4.17% excluding the settlement deposit) for the year ended December 31, 2011. The increase in the net interest margin for the year ended December 31, 2012 as compared to adjusted net interest margin for the year ended December 31, 2011, was due to declining funding costs to the Bank more than offsetting declines in yields on earning assets.

Generally speaking, in falling interest rate environments, net interest income is maximized with longer term, higher yielding assets being funded by lower yielding short-term funds, or what is referred to as a negative mismatch or GAP. Conversely, in a rising interest rate environment, net interest income is maximized with shorter term, higher yielding assets being funded by longer-term liabilities or what is referred to as a positive mismatch or GAP.

The GAP position, which is a measure of the difference in maturity and re-pricing volume between assets and liabilities, is a means of monitoring the sensitivity of a financial institution to changes in interest rates. The chart below provides an indication of the sensitivity of the Company to changes in interest rates. A negative GAP indicates the degree to which the volume of re-priceable liabilities exceeds re-priceable assets in given time periods.

At December 31, 2012, the Company had a positive GAP position of approximately $542 million or 16% of total assets out to three months and a positive cumulative GAP position of $560 million or 16% of total assets out to 12 months; as compared to a positive GAP position of approximately $434 million or 15% of total assets out to three months and a positive cumulative GAP position of approximately $407 million or 14% out to 12 months at December 31, 2011. The change in the positive GAP position at December 31, 2012, as compared to December 2011, was due substantially to higher levels of asset liquidity including higher levels of residential mortgage loans held for sale. The GAP analysis reports variable and adjustable rate loans as re-priceable without regard to interest rate floors, which impact is captured in simulation analysis only. The change in the GAP position at December 31, 2012 as compared to December 31, 2011 is not judged material to the Company's overall interest rate risk position, which relies more heavily on simulation analysis, which captures the full optimality within the balance sheet. The current position is within guideline limits established by the ALCO.

While management believes that this overall position creates a reasonable balance in managing its interest rate risk and maximizing its net interest margin within plan objectives, there can be no assurance as to actual results.

If interest rates increase, the Company's net interest income and net interest margin are expected to decrease modestly due to an excess of rate sensitive assets over liabilities, adjusted for the impact of loan floors, the assumption of an increase in money market interest rates by 70% of the change in market interest rates, and the estimated impact on residential mortgage loan originations and sales income.

If interest rates decline, the Company's net interest income and margin are expected to increase modestly as the floors on the loan portfolio provide added value, variable rate deposits are reduced (although rates are close to zero) and the positive impact of lower market interest rates on residential mortgage originations and sales income.

Because competitive market behavior does not necessarily track the trend of interest rates but at times moves ahead of financial market influences, the change in the cost of liabilities may be different than anticipated by the GAP model. If this were to occur, the effects of a declining interest rate environment may not be in accordance with management's expectations.

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GAP Analysis
December 31, 2012
(dollars in thousands)

Repriceable in:	0-3 months	4-12 months	13-36 months	37-60 months	Over 60 months	Total Rate Sensitive	Non-sensitive	Total Assets
RATE SENSITIVE ASSETS:								
Investment securities	$ 23,490	$ 30,704	$ 86,723	$ 53,974	$ 115,623	$ 310,514		
Loans(1)(2)	1,554,150	241,250	501,912	269,508	153,198	2,720,018		
Fed funds and other short-term investments	331,895					331,895		
Other earning assets	14,135					14,135		
Total	$ 1,923,670	$ 271,954	$ 588,635	$ 323,482	$ 268,821	$ 3,376,562	$ 32,879	$ 3,409,441
RATE SENSITIVE LIABILITIES:								
Noninterest bearing demand	$ 135,822	$ 62,468	$ 166,582	$ 166,582	$ 349,936	$ 881,390		
Interest bearing transaction	79,669		17,072	17,072		113,813		
Savings and money market	962,409		206,230	206,230		1,374,869		
Time deposits	102,022	192,278	174,826	58,024		527,150		
Customer repurchase agreements and fed funds purchased	101,338					101,338		
Other borrowings				9,300	30,000	39,300		
Total	$ 1,381,260	$ 254,746	$ 564,710	$ 457,208	$ 379,936	$ 3,037,860	$ 21,605	$ 3,059,465
GAP	$ 542,410	$ 17,208	$ 23,925	$ (133,726)	$ (111,115)	$ 338,702		
Cumulative GAP	$ 542,410	$ 559,618	$ 583,543	$ 449,817	$ 338,702			
Cumulative gap as percent of total assets	15.91%	16.41%	17.12%	13.19%	9.93%			

(1) Includes loans held for sale.

(2) Non-accrual loans are included in the over 60 months category.

Over the next twelve months, as reflected in the GAP table above, the Company has an excess of rate sensitive assets over rate sensitive liabilities of 16% out to 12 months. During the first half of 2012, the Company recognized the probability of higher interest rates and repositioned both its investment portfolio and its borrowed funds to better position the Company for that probability, while not exposing the Company to negative effects should interest rates either stay fairly stable or decline. In 2012, the balance sheet experienced a substantial increase in liquidity, which added to asset sensitivity.

Although NOW and MMA accounts are subject to immediate re-pricing, the Bank's GAP model has incorporated a re-pricing schedule to account for a lag in rate changes based on our experience, as measured by the amount of those deposit rate changes relative to the amount of rate change in assets.

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ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Report of Stegman & Company
Independent Registered Public Accounting Firm

To the Board of Directors and
Shareholders of Eagle Bancorp, Inc.

We have audited the accompanying consolidated balance sheets of Eagle Bancorp, Inc. (the "Company") as of December 31, 2012 and 2011, and the consolidated statements of operations, comprehensive income, changes in shareholders' equity and cash flows for each of the years in the three-year period ended December 31, 2012. We also have audited the Company's internal control over financial reporting as of December 31, 2012, based on criteria established in *Internal Control Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying *Management's Report on Internal Control over Financial Reporting*. Our responsibility is to express an opinion on these Consolidated Financial Statements and an opinion on the Company's internal control over financial reporting based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the Consolidated Financial Statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Consolidated Financial Statements referred to above present fairly, in all material respects, the financial position of Eagle Bancorp, Inc. as of December 31, 2012 and 2011, and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2012 in conformity with accounting principles generally accepted in the United States of America. Also in our

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opinion, Eagle Bancorp, Inc. maintained, in all material respects, effective internal control over financial reporting as of December 31, 2012, based on criteria established in *Internal Control Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

/s/ STEGMAN AND COMPANY

Baltimore, Maryland
March 18, 2013

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EAGLE BANCORP, INC.

Consolidated Balance Sheets

(dollars in thousands, except share and per share data)

	December 31, 2012	December 31, 2011
Assets		
Cash and due from banks	$ 7,439	$ 5,374
Federal funds sold	7,852	21,785
Interest bearing deposits with banks and other short-term investments	324,043	205,252
Investment securities available for sale, at fair value	299,820	313,811
Federal Reserve and Federal Home Loan Bank stock	10,694	10,242
Loans held for sale	226,923	176,826
Loans	2,493,095	2,056,256
Less allowance for credit losses	(37,492)	(29,653)
Loans, net	2,455,603	2,026,603
Premises and equipment, net	15,261	12,320
Deferred income taxes	19,128	14,673
Bank owned life insurance	14,135	13,743
Intangible assets, net	3,785	4,145
Other real estate owned	5,299	3,225
Other assets	19,459	23,256
Total Assets	$ 3,409,441	$ 2,831,255
Liabilities and Shareholders' Equity		
Liabilities		
Deposits:		
Noninterest bearing demand	$ 881,390	$ 688,506
Interest bearing transaction	113,813	80,105
Savings and money market	1,374,869	1,068,370
Time, $100,000 or more	232,875	332,470
Other time	294,275	222,644
Total deposits	2,897,222	2,392,095
Customer repurchase agreements	101,338	103,362
Long-term borrowings	39,300	49,300
Other liabilities	21,605	19,787
Total Liabilities	3,059,465	2,564,544
Shareholders' Equity		
Preferred stock, par value $.01 per share, shares authorized 1,000,000, Series B, $1,000 per share liquidation preference, shares issued and outstanding 56,600 at December 31, 2012 and 2011.	56,600	56,600
Common stock, par value $.01 per share; shares authorized 50,000,000, shares issued and outstanding 22,954,889 and 19,952,844, respectively	226	197
Warrant	946	946
Additional paid in capital	180,593	132,670
Retained earnings	106,146	71,423
Accumulated other comprehensive income	5,465	4,875
Total Shareholders' Equity	349,976	266,711

Total Liabilities and Shareholders' Equity	$	3,409,441	$	2,831,255

See notes to consolidated financial statements.

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EAGLE BANCORP, INC.

Consolidated Statements of Operations

Years Ended December 31,

(dollars in thousands, except per share data)

	2012	2011	2010
Interest Income			
Interest and fees on loans	$ 134,600	$ 112,320	$ 89,384
Interest and dividends on investment securities	6,824	6,181	6,992
Interest on balances with other banks and short-term investments	475	513	108
Interest on federal funds sold	44	110	174
Total interest income	141,943	119,124	96,658
Interest Expense			
Interest on deposits	12,057	17,248	16,886
Interest on customer repurchase agreements	325	685	731
Interest on short-term borrowings	3		27
Interest on long-term borrowings	2,029	2,144	2,188
Total interest expense	14,414	20,077	19,832
Net Interest Income	127,529	99,047	76,826
Provision for Credit Losses	16,190	10,983	9,308
Net Interest Income After Provision For Credit Losses	111,339	88,064	67,518
Noninterest Income			
Service charges on deposits	3,937	3,318	3,068
Gain on sale of loans	13,942	6,057	2,836
Gain on sale of investment securities	690	1,445	1,330
Loss on early extinguishment of debt	(529)		
Increase in the cash surrender value of bank owned life insurance	392	401	430
Other income	2,932	2,280	1,578
Total noninterest income	21,364	13,501	9,242
Noninterest Expense			
Salaries and employee benefits	43,684	34,518	25,511
Premises and equipment expenses	10,218	8,371	8,460
Marketing and advertising	1,759	1,626	1,058
Data processing	4,415	3,554	2,629
Legal, accounting and professional fees	4,253	3,974	2,987
FDIC insurance	2,089	2,195	2,692
Other expenses	10,113	9,038	7,668
Total noninterest expense	76,531	63,276	51,005
Income Before Income Tax Expense	56,172	38,289	25,755
Income Tax Expense	20,883	13,731	9,098
Net Income	35,289	24,558	16,657
Preferred Stock Dividends and Discount Accretion	566	1,511	1,299

Net Income Available to Common Shareholders	$ 34,723	$ 23,047	$ 15,358
Earnings Per Common Share			
Basic	$ 1.65	$ 1.16	$ 0.78
Diluted	$ 1.61	$ 1.14	$ 0.77

See notes to consolidated financial statements.

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EAGLE BANCORP, INC.

Consolidated Statements of Comprehensive Income

(dollars in thousands)

	Years Ended December 31,		
	2012	**2011**	**2010**
Net Income	$ 35,289	$ 24,558	$ 16,657
Other comprehensive income, net of tax:			
Net unrealized gain on securities available for sale	1,004	3,684	523
Reclassification adjustment for net gains included in net income	(414)	(867)	(798)
Net change in unrealized gains on securities	590	2,817	(275)
Comprehensive Income	$ 35,879	$ 27,375	$ 16,382

See notes to consolidated financial statements.

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EAGLE BANCORP, INC.

Consolidated Statements of Changes in Shareholders' Equity

For The Years Ended December 31, 2012, 2011 and 2010

(dollars in thousands, except share and per share data)

	Preferred Stock	Common Stock	Warrant	Additional Paid in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total Shareholders' Equity
Balance January 1, 2010	**$ 22,612**	**$ 195**	**$ 946**	**$ 129,211**	**$ 33,024**	**$ 2,333**	**$ 188,321**
Net Income					16,657		16,657
Net change in other comprehensive income						(275)	(275)
Stock-based compensation				585			585
Exercise of options for 80,734 shares of common stock		2		451			453
Tax benefit on non-qualified options exercised				187			187
Capital raise issuance costs				(52)			(52)
Preferred stock:							
Preferred stock dividends					(1,160)		(1,160)
Discount accretion	(30)				30		
Balance December 31, 2010	**22,582**	**197**	**946**	**130,382**	**48,551**	**2,058**	**204,716**
Net Income					24,558		24,558
Net change in other comprehensive income						2,817	2,817
Stock-based compensation				1,077			1,077
Exercise of options for 136,609 shares of common stock				944			944
Tax benefit on non-qualified options exercised				143			143
Employee stock purchase plan 10,940 shares				124			124
Preferred stock:							
Issuance of Series B Preferred Stock	56,600						56,600
Redemption of Series A Preferred Stock (23,235 shares)	(23,235)						(23,235)
Preferred stock dividends					(1,033)		(1,033)
Discount accretion	653				(653)		
Balance, December 31, 2011	**56,600**	**197**	**946**	**132,670**	**71,423**	**4,875**	**266,711**
Net Income					35,289		35,289
Net change in other comprehensive income						590	590
Stock-based compensation				2,495			2,495
Exercise of options for 152,656 shares of common stock		3		1,682			1,685
Common stock issued 2,604,086 shares		26		42,930			42,956
Tax benefit on non-qualified options exercised				369			369
Employee stock purchase plan 28,407 shares				447			447
Preferred stock:							
Preferred stock dividends					(566)		(566)
Balance, December 31, 2012	**$ 56,600**	**$ 226**	**$ 946**	**$ 180,593**	**$ 106,146**	**$ 5,465**	**$ 349,976**

See notes to consolidated financial statements.

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EAGLE BANCORP, INC.

Consolidated Statements of Cash Flows

Years Ended December 31,

(dollars in thousands)

	2012	2011	2010
Cash Flows From Operating Activities:			
Net Income	$ 35,289	$ 24,558	$ 16,657
Adjustments to reconcile net income to net cash provided by (used in) operating activities:			
Provision for credit losses	16,190	10,983	9,308
Depreciation and amortization	3,390	2,571	2,465
Gains on sale of loans	(13,942)	(6,057)	(2,836)
Securities premium amortization (discount accretion), net	8,734	2,861	2,562
Origination of loans held for sale	(1,471,248)	(815,592)	(453,784)
Proceeds from sale of loans held for sale	1,435,093	725,394	377,599
Net increase in cash surrender value of BOLI	(392)	(401)	(430)
Increase in deferred income taxes	(4,848)	(2,080)	(1,833)
Net (gain) loss on sale of other real estate owned	(26)	444	366
Net gain on sale of investment securities	(690)	(1,445)	(1,330)
Loss on early extinguishment of debt	529		
Stock-based compensation expense	2,495	1,077	585
Excess tax benefit from stock-based compensation	(369)	(143)	(187)
Decrease (increase) in other assets	3,797	(8,962)	3,448
Increase in other liabilities	1,818	10,656	4,153
Net cash provided by (used in) operating activities	15,820	(56,136)	(43,257)
Cash Flows From Investing Activities:			
Increase (decrease) in interest bearing deposits with other banks and short term investments	11	11,652	(4,168)
Purchases of available for sale investment securities	(117,554)	(263,887)	(129,282)
Proceeds from maturities of available for sale securities	47,007	93,602	61,908
Proceeds from sale/call of available for sale securities	77,084	85,923	73,321
Purchases of Federal Reserve and Federal Home Loan Bank stock	(2,776)	(2,055)	(9)
Proceeds from redemption of federal reserve and federal home loan bank stock	2,324	1,341	898
Net increase in loans	(447,557)	(389,580)	(285,675)
Proceeds from sale of other real estate owned	901	5,995	2,304
Bank premises and equipment acquired	(6,007)	(5,524)	(2,579)
Net cash used in investing activities	(446,567)	(462,533)	(283,282)
Cash Flows From Financing Activities:			
Increase in deposits	504,803	665,297	266,524
(Decrease) increase in customer repurchase agreements	(2,024)	5,778	6,794
Issuance of Series B Preferred Stock		56,600	
Redemption of Series A Preferred Stock		(23,235)	
Decrease in other short-term borrowings			(10,000)
Decrease in long-term borrowings	(10,000)		
Payment of dividends on preferred stock	(566)	(1,033)	(1,160)
Issuance of common stock	42,956		
Proceeds from exercise of stock options	1,685	944	453
Excess tax benefit from stock-based compensation	369	143	187
Proceeds from employee stock purchase plan	447	124	
Net cash provided by financing activities	537,670	704,618	262,798
Net Increase (Decrease) In Cash and Cash Equivalents	106,923	185,949	(63,741)
Cash and Cash Equivalents at Beginning of Period	232,411	46,462	110,203

Cash and Cash Equivalents at End of Period	$	339,334	$	232,411	$	46,462
Supplemental Cash Flows Information:						
Interest paid	$	14,935	$	20,045	$	20,092
Income taxes paid	$	18,151	$	16,100	$	8,847
Non-Cash Investing Activities						
Transfers from loans to other real estate owned	$	3,955	$	2,740	$	2,070
Transfers from other real estate owned to loans	$		$	3,124	$	

See notes to consolidated financial statements.

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Eagle Bancorp, Inc.

**Notes to Consolidated Financial Statements
for the Years Ended December 31, 2012, 2011 and 2010:**

Note 1 Summary of Significant Accounting Policies

The Consolidated Financial Statements include the accounts of Eagle Bancorp, Inc. and its subsidiaries (the "Company"), EagleBank (the "Bank"), Eagle Commercial Ventures, LLC ("ECV"), Eagle Insurance Services, LLC, and Bethesda Leasing, LLC, with all significant intercompany transactions eliminated. The investment in subsidiaries is recorded on the Company's books (Parent Only) on the basis of its equity in the net assets of the subsidiary. The accounting and reporting policies of the Company conform to generally accepted accounting principles ("GAAP") in the United States of America and to general practices in the banking industry. Certain reclassifications have been made to amounts previously reported to conform to the classification made in 2012. The following is a summary of the more significant accounting policies.

Nature of Operations

The Company, through the Bank, conducts a full service community banking business, primarily in Montgomery County, Maryland, Washington, D.C., and Arlington and Fairfax Counties, Virginia. The primary financial services offered by the Bank include real estate, commercial and consumer lending, as well as traditional deposit and repurchase agreement products. The Bank is also active in the origination and sale of residential mortgage loans and the origination of small business loans. The guaranteed portion of small business loans, guaranteed by the Small Business Administration ("SBA"), is typically sold to third party investors in a transaction apart from the loan's origination. As of December 31, 2012, the Bank offers its products and services through seventeen banking offices and various electronic capabilities, including remote deposit services and Mobile Banking services. Eagle Commercial Ventures, LLC, a direct subsidiary of the Company, provides subordinated financing for the acquisition, development and construction of real estate projects. These transactions involve higher levels of risk, and commensurate higher returns are required. Refer to Higher Risk Lending Revenue Recognition below.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts in the financial statements and accompanying notes. Actual results may differ from those estimates and such differences could be material to the financial statements.

Cash Flows

For purposes of reporting cash flows, cash and cash equivalents include cash and due from banks, federal funds sold, and interest bearing deposits with other banks which have an original maturity of three months or less.

Loans Held for Sale

The Company engages in sales of residential mortgage loans and the guaranteed portion of SBA loans originated by the Bank. Loans held for sale are carried at the lower of aggregate cost or fair value. Fair value is derived from secondary market quotations for similar instruments. Gains and losses on sales of these loans are recorded as a component of noninterest income in the Consolidated Statements of Operations.

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Eagle Bancorp, Inc.

Notes to Consolidated Financial Statements
for the Years Ended December 31, 2012, 2011 and 2010: (Continued)

Note 1 Summary of Significant Accounting Policies (Continued)

The Company's current practice is to sell residential mortgage loans on a servicing released basis, and, therefore, it has no intangible asset recorded for the value of such servicing as of December 31, 2012 and December 31, 2011. The sale of the guaranteed portion of SBA loans on a servicing retained basis gives rise to an Excess Servicing Asset, which is computed on a loan by loan basis with the unamortized amount being included in Other assets in the Consolidated Balance Sheets. This Excess Servicing Asset is being amortized on a straight-line basis (with adjustment for prepayments) as an offset to servicing fees collected and is included in other noninterest income in the Consolidated Statement of Operations.

The Company enters into commitments to originate residential mortgage loans whereby the interest rate on the loan is determined prior to funding (i.e. rate lock commitments). Such rate lock commitments on mortgage loans to be sold in the secondary market are considered to be derivatives. The period of time between issuance of a loan commitment and closing and sale of the loan generally ranges from 15 to 60 days. The Company protects itself from changes in interest rates through the use of best efforts forward delivery commitments, whereby the Company commits to sell a loan at a premium at the time the borrower commits to an interest rate with the intent that the buyer has assumed the interest rate risk on the loan. As a result, the Company is not exposed to losses on loans sold, nor will it realize gains, related to rate lock commitments due to changes in interest rates.

The market values of rate lock commitments and best efforts contracts are not readily ascertainable with precision because rate lock commitments and best efforts contracts are not actively traded. Because of the high correlation between rate lock commitments and best efforts contracts, no gain or loss should occur on the rate lock commitments. The Bank is not committed to deliver to the end investor any loan whose interest rate and sale has been determined if the loan is not closed and funded.

Investment Securities

The Company has no securities classified as trading, nor are any investment securities classified as held to maturity. Marketable equity securities and debt securities not classified as held to maturity or trading are classified as available-for-sale. Securities available-for-sale are acquired as part of the Company's asset/liability management strategy and may be sold in response to changes in interest rates, loan demand, changes in prepayment risk and other factors. Securities available-for-sale are carried at fair value, with unrealized gains or losses being reported as accumulated other comprehensive income, a separate component of shareholders' equity, net of deferred income taxes. Realized gains and losses, using the specific identification method, are included as a separate component of noninterest income.

Premiums and discounts on investment securities are amortized/accreted to the earlier of call or maturity based on expected lives, which lives are adjusted based on prepayments and call optionality. Declines in the fair value of individual available-for-sale securities below their cost that are other-than-temporary in nature result in write-downs of the individual securities to their fair value. Factors affecting the determination of whether other-than-temporary impairment has occurred include a downgrading of the security by a rating agency, a significant deterioration in the financial condition of the issuer, or a change in management's intent and ability to hold a security for a period of time sufficient to allow for any anticipated recovery in fair value. Management systematically evaluates investment securities for other-than-temporary declines in fair value on a quarterly basis. This analysis requires management to consider various factors, which include: (1) duration and magnitude of the decline in value; (2) the financial condition of the issuer or issuers: and (3) structure of the security.

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Eagle Bancorp, Inc.

Notes to Consolidated Financial Statements for the Years Ended December 31, 2012, 2011 and 2010: (Continued)

Note 1 Summary of Significant Accounting Policies (Continued)

The entire amount of an impairment loss is recognized in earnings only when: (1) the Company intends to sell the debt security; (2) it is more likely than not that the Company will have 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 security. 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 shareholders' equity as comprehensive income, net of deferred taxes.

Loans

Loans are stated at the principal amount outstanding, net of unamortized deferred costs and fees. Interest income on loans is accrued at the contractual rate on the principal amount outstanding. It is the Company's policy to discontinue the accrual of interest when circumstances indicate that collection is doubtful. Deferred fees and costs on loans are being amortized on the interest method over the term of the loan. The difference between the straight-line method and the interest method was considered immaterial.

Management considers loans impaired when, based on current information, it is probable that the Company will not collect all principal and interest payments according to contractual terms. Loans are evaluated for impairment in accordance with the Company's portfolio monitoring and ongoing risk assessment procedures. Management considers the financial condition of the borrower, cash flow of the borrower, payment status of the loan, and the value of the collateral, if any, securing the loan. Generally, impaired loans do not include large groups of smaller balance homogeneous loans such as residential real estate and consumer type loans. These loans are evaluated collectively for impairment and are generally placed on nonaccrual when the loan becomes 90 days past due as to principal or interest. Loans specifically reviewed for impairment are not considered impaired during periods of "minimal 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 solely by the collateral. In appropriate circumstances, interest income on impaired loans may be recognized on the cash basis.

Higher Risk Lending Revenue Recognition

The Company has occasionally made higher risk acquisition, development, and construction ("ADC") loans that entail higher risks than ADC loans made following normal underwriting practices ("higher risk loan transactions"). These higher risk loan transactions are currently made through the Company's subsidiary, ECV. This activity is limited as to individual transaction amount and total exposure amounts, based on capital levels, and is carefully monitored. The loans are carried on the balance sheet at amounts outstanding and meet the loan classification requirements of the Accounting Standard Executive Committee ("AcSEC") guidance reprinted from the CPA Letter, Special Supplement, dated February 10, 1986 (also referred to as Exhibit 1 to AcSEC Practice Bulletin No. 1). Additional interest earned on these higher risk loan transactions (as defined in the individual loan agreements) is recognized as realized under the provisions contained in AcSEC's guidance reprinted from the CPA Letter, Special Supplement, dated February 10, 1986 (also referred to as Exhibit 1 to AcSEC Practice Bulletin No.1) and Staff Accounting Bulletin No. 101 (Revenue Recognition in Financial Statements). Certain additional interest is included as a component of noninterest income. ECV recorded no additional interest on higher risk transactions during 2012, 2011 or 2010 (although normal interest income was recorded) and had four higher risk

Eagle Bancorp, Inc.

**Notes to Consolidated Financial Statements
for the Years Ended December 31, 2012, 2011 and 2010: (Continued)**

Note 1 Summary of Significant Accounting Policies (Continued)

lending transactions outstanding as of December 31, 2012, as compared to three higher risk lending transaction outstanding as of December 31, 2011, amounting to $3.5 million and $2.3 million, respectively.

Allowance for Credit Losses

The allowance for credit losses represents an amount which in management's judgment, is adequate to absorb probable losses on existing loans and other extensions of credit that may become uncollectible. The adequacy of the allowance for credit losses is determined through careful and continuous review and evaluation of the loan portfolio and involves the balancing of a number of factors to establish a prudent level of allowance. Among the factors considered in evaluating the adequacy of the allowance for credit losses are lending risks associated with growth and entry into new markets, loss allocations for specific credits, the level of the allowance to nonperforming loans, historical loss experience, economic conditions, portfolio trends and credit concentrations, changes in the size and character of the loan portfolio, and management's judgment with respect to current and expected economic conditions and their impact on the existing loan portfolio. Allowances for impaired loans are generally determined based on collateral values. Loans or any portion thereof deemed uncollectible are charged against the allowance, while recoveries are credited to the allowance. Management adjusts the level of the allowance through the provision for credit losses, which is recorded as a current period operating expense. The allowance for credit losses consists of allocated and unallocated components.

The components of the allowance for credit losses represent an estimation done pursuant to Accounting Standards Codification ("ASC") Topic 450, *"Contingencies,"* or ASC Topic 310, *"Receivables."* Specific allowances are established in cases where management has identified significant conditions or circumstances related to a specific credit that management believes indicate the probability that a loss may be incurred. For potential problem credits for which specific allowance amounts have not been determined, the Company establishes allowances according to the application of credit risk factors. These factors are set by management and approved by the appropriate Board committee to reflect its assessment of the relative level of risk inherent in each risk grade. A third component of the allowance computation, termed a nonspecific or environmental factors allowance, is based upon management's evaluation of various environmental conditions that are not directly measured in the determination of either the specific allowance or formula allowance. Such conditions include general economic and business conditions affecting key lending areas, credit quality trends (including trends in delinquencies and nonperforming loans expected to result from existing conditions), loan volumes and concentrations, specific industry conditions within portfolio categories, recent loss experience in particular loan categories, duration of the current business cycle, bank regulatory examination results, findings of outside review consultants, and management's judgment with respect to various other conditions including credit administration and management and the quality of risk identification systems. Executive management reviews these environmental conditions quarterly, and documents the rationale for all changes.

Management believes that the allowance for credit losses is adequate; however, determination of the allowance is inherently subjective and requires significant estimates. While management uses available information to recognize losses on loans, future additions to the allowance may be necessary based on changes in economic conditions. Evaluation of the potential effects of these factors on estimated losses involves a high degree of uncertainty, including the strength and timing of economic cycles and concerns over the effects of a prolonged economic downturn in the current cycle. In addition, various regulatory agencies, as an integral part of their examination process, and independent consultants engaged by the

Eagle Bancorp, Inc.

Notes to Consolidated Financial Statements
for the Years Ended December 31, 2012, 2011 and 2010: (Continued)

Note 1 Summary of Significant Accounting Policies (Continued)

Bank, periodically review the Bank's loan portfolio and allowance for credit losses. Such review may result in recognition of additions to the allowance based on their judgments of information available to them at the time of their examination.

Premises and Equipment

Premises and equipment are stated at cost less accumulated depreciation and amortization computed using the straight-line method for financial reporting purposes. Premises and equipment are depreciated over the useful lives of the assets, which generally range from seven years for furniture, fixtures and equipment, three to five years for computer software and hardware, and ten to forty years for buildings and building improvements. Leasehold improvements are amortized over the terms of the respective leases, which may include renewal options where management has the positive intent to exercise such options, or the estimated useful lives of the improvements, whichever is shorter. The costs of major renewals and betterments are capitalized, while the costs of ordinary maintenance and repairs are expensed as incurred. These costs are included as a component of premises and equipment expenses on the Consolidated Statements of Operations.

Other Real Estate Owned (OREO)

Assets acquired through loan foreclosure are held for sale and are initially recorded at the lower of cost or fair value less estimated selling costs when acquired, establishing a new cost basis. The new basis is supported by recent appraisals. Costs after acquisition are generally expensed. If the fair value of the asset declines, a write-down is recorded through expense. The valuation of foreclosed assets is subjective in nature and may be adjusted in the future because of changes in economic conditions or review by regulatory examiners.

Goodwill and Other Intangible Assets

Goodwill and other intangible assets are subject to impairment testing at least annually, or when events or changes in circumstances indicate the assets might be impaired. Intangible assets (other than goodwill) are amortized to expense using accelerated or straight-line methods over their respective estimated useful lives. The Company's testing of potential goodwill impairment at December 31, 2012, resulted in no impairment being recorded.

Customer Repurchase Agreements

The Company enters into agreements under which it sells securities subject to an obligation to repurchase the same securities. Under these arrangements, the Company may transfer legal control over the assets but still retain effective control through an agreement that both entitles and obligates the Company to repurchase the assets. As a result, securities sold under agreements to repurchase are accounted for as collateralized financing arrangements and not as a sale and subsequent repurchase of securities. The agreements are entered into primarily as accommodations for large commercial deposit customers. The obligation to repurchase the securities is reflected as a liability in the Company's Consolidated Balance Sheets, while the securities underlying the securities sold under agreements to repurchase remain in the respective assets accounts and are delivered to and held as collateral by third party trustees.

Eagle Bancorp, Inc.

Notes to Consolidated Financial Statements
for the Years Ended December 31, 2012, 2011 and 2010: (Continued)

Note 1 Summary of Significant Accounting Policies (Continued)

Marketing and Advertising

Marketing and advertising costs are generally expensed as incurred.

Income Taxes

The Company employs the liability method of accounting for income taxes as required by ASC Topic 740, "*Income Taxes*." Under the liability method, deferred-tax assets and liabilities are determined based on differences between the financial statement carrying amounts and the tax bases of existing assets and liabilities (i.e., temporary timing differences) and are measured at the enacted rates that will be in effect when these differences reverse. The Company utilizes statutory requirements for its income tax accounting, and avoids risks associated with potentially problematic tax positions that may incur challenge upon audit, where an adverse outcome is more likely than not. Therefore, no provisions are made in the Company's tax reserves for uncertain tax positions or accompanying potential tax penalties and interest for underpayments of income taxes. In accordance with ASC Topic 740, the Company may establish a reserve against deferred tax assets in those cases where realization is less than certain, although no such reserves exist at either December 31, 2012 or December 31, 2011.

Transfer of Financial Assets

Transfers of financial assets are accounted for as sales, 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 obtain 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. In certain cases, the recourse to the Bank to repurchase assets may exist but be deemed immaterial based on the specific facts and circumstances.

Earnings per Common Share

Basic net income per common share is derived by dividing net income available to common shareholders by the weighted-average number of common shares outstanding during the period measured. Diluted earnings per common share is computed by dividing net income available to common shareholders by the weighted-average number of common shares outstanding during the period measured including the potential dilutive effects of common stock equivalents.

Stock-Based Compensation

In accordance with ASC Topic 718, *"Compensation,"* the Company records as compensation expense an amount equal to the amortization (over the remaining service period) of the fair value (computed at the date of option grant) of any outstanding fixed stock option grant and restricted stock award, which vest subsequent to December 31, 2005. Compensation expense on variable stock option grants (i.e. performance based grants) if any, is recorded based on the probability of achievement of the goals underlying the performance grant. Refer to Note 13 for a description of stock-based compensation awards, activity and expense for the years ended December 31, 2012, 2011 and 2010.

Eagle Bancorp, Inc.

Notes to Consolidated Financial Statements
for the Years Ended December 31, 2012, 2011 and 2010: (Continued)

Note 1 Summary of Significant Accounting Policies (Continued)

New Authoritative Accounting Guidance

In July 2012, the FASB issued ASU 2012-02, *"Intangibles Goodwill and Other (Topic 350) Testing Indefinite-Lived Intangible Assets for Impairment."* ASU 2012-02 give entities the option to first assess qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not that an indefinite-lived intangible asset is impaired. If, after assessing the totality of events or circumstances, an entity determines it is more likely than not that an indefinite-lived intangible asset is impaired, then the entity must perform the quantitative impairment test. If, under the quantitative impairment test, the carrying amount of the intangible asset exceeds its fair value, an entity should recognize an impairment loss in the amount of that excess. Permitting an entity to assess qualitative factors when testing indefinite-lived intangible assets for impairment results in guidance that is similar to the goodwill impairment testing guidance in ASU 2011-08. ASU 2012-02 is effective for the Company beginning January 1, 2013 and is not expected to have a significant impact on the Company's consolidated balance sheet and consolidated statement of operations.

Note 2 Cash and Due from Banks

Regulation D of the Federal Reserve Act requires that banks maintain balances with the Federal Reserve Bank based principally on the type and amount of their deposits. Late in 2008, the Federal Reserve began paying a nominal amount of interest on balances held. That interest rate was 0.25% for 2012. During 2012, the Bank maintained balances at the Federal Reserve to meet the reserve requirements as well as significant excess interest earning balances (which balances are included in the balance sheet classification "Interest bearing deposits with banks and other short-term investments"). Additionally, the Bank maintains interest bearing balances with the Federal Home Loan Bank of Atlanta and noninterest bearing balances with six domestic correspondents as compensation for services they provide to the Bank.

Note 3 Investment Securities Available-for-Sale

The amortized cost and estimated fair values of investments available-for-sale at December 31, 2012 and 2011 are as follows:

December 31, 2012	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
(dollars in thousands)				
U. S. Government agency securities	$ 47,606	$ 1,477	$ 1	$ 49,082
Residential mortgage backed securities	170,649	2,730	296	173,083
Municipal bonds	72,050	5,314	51	77,313
Other equity investments	407		65	342
	$ 290,712	$ 9,521	$ 413	$ 299,820

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Eagle Bancorp, Inc.

Notes to Consolidated Financial Statements
for the Years Ended December 31, 2012, 2011 and 2010: (Continued)

Note 3 Investment Securities Available-for-Sale (Continued)

December 31, 2011	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
(dollars in thousands)				
U. S. Government agency securities	$ 102,283	$ 1,547	$ 77	$ 103,753
Residential mortgage backed securities	145,451	2,767	240	147,978
Municipal bonds	57,548	4,227	2	61,773
Other equity investments	404		97	307
	$ 305,686	$ 8,541	$ 416	$ 313,811

Ninety nine percent (99%) of the debt instruments reflected in the above table are rated AAA or AA. The remaining one percent (1%) of the debt instruments consists of municipal bonds which have a rating of A; all ratings of which represent investment grade issues. The debt instruments have a net unrealized gain representing 3.2% of amortized cost. The debt instruments have a weighted-average duration of 3.8 years, and low credit risk. The gross unrealized loss on other equity investments represents common stock of one local banking company owned by the Company, and traded on a broker "bulletin board" exchange. The estimated fair value is determined by broker- quoted prices. The unrealized loss is deemed a result of generally weak valuations for many smaller community bank stocks, although those values have recovered somewhat in 2012. The individual banking company is profitable, has achieved growth and has a satisfactory capital position. If quoted prices are not available, fair value is measured using independent pricing models or other model-based valuation techniques such as the present value of future cash flows, adjusted for the security's credit rating, prepayment assumptions and other factors such as credit loss assumptions. The unrealized gross losses that exist on the debt and equity securities are the result of market changes in interest rates since the original purchase. In addition, at December 31, 2012, the Company held $10.7 million in equity securities in a combination of Federal Reserve Bank ("FRB") and Federal Home Loan Bank ("FHLB") stocks, which are held for regulatory purposes and are not marketable.

Gross unrealized losses and fair value by length of time that the individual available-for-sale securities have been in a continuous unrealized loss position as of December 31, 2012 and 2011 are as follows:

	Less than 12 Months		12 Months or Greater		Total	
December 31, 2012	Estimated Fair Value	Unrealized Losses	Estimated Fair Value	Unrealized Losses	Estimated Fair Value	Unrealized Losses
(dollars in thousands)						
U. S. Government agency securities	$ 2,999	$ 1	$	$	$ 2,999	$ 1
Residential mortgage backed securities	44,992	263	2,743	33	47,735	296
Municipal bonds	3,964	51			3,964	51
Other equity investments			112	65	112	65
	$ 51,955	$ 315	$ 2,855	$ 98	$ 54,810	$ 413

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Eagle Bancorp, Inc.

**Notes to Consolidated Financial Statements
for the Years Ended December 31, 2012, 2011 and 2010: (Continued)**

Note 3 Investment Securities Available-for-Sale (Continued)

	Less than 12 Months		12 Months or Greater		Total	
December 31, 2011	**Estimated Fair Value**	**Unrealized Losses**	**Estimated Fair Value**	**Unrealized Losses**	**Estimated Fair Value**	**Unrealized Losses**
(dollars in thousands)						
U.S. Government agency securities	$ 25,313	$ 77	$	$	$ 25,313	$ 77
Residential mortgage backed securities	35,017	240			35,017	240
Municipal bonds	510	2			510	2
Other equity investments			81	97	81	97
	$ 60,840	$ 319	$ 81	$ 97	$ 60,921	$ 416

The amortized cost and estimated fair values of investments available-for-sale at December 31, 2012 and 2011 by contractual maturity are shown below. Expected maturities will differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

	December 31, 2012		December 31, 2011	
(dollars in thousands)	**Amortized Cost**	**Estimated Fair Value**	**Amortized Cost**	**Estimated Fair Value**
U.S. Government agency securities maturing:				
One year or less	$ 5,038	$ 5,053	$ 15,783	$ 15,906
After one year through five years	42,568	44,029	83,638	84,740
After five years through ten years			2,862	3,107
Residential mortgage backed securities	170,649	173,083	145,451	147,978
Municipal bonds maturing:				
After one year through five years	11,469	11,978	10,089	10,539
Five years through ten years	60,581	65,335	47,459	51,234
Other equity investments	407	342	404	307
	$ 290,712	$ 299,820	$ 305,686	$ 313,811

In 2012, gross realized gains on sales of investment securities were $941 thousand and gross realized losses on sales of investment securities were $251 thousand. In 2011, realized gains on sales of investment securities were $1.4 million and there were no realized losses on sales of investment securities. In 2010, realized gains on sales of investment securities were $1.4 million and realized losses on sales of investment securities were $42 thousand.

Proceeds from sales and calls of investment securities in 2012 were $77.1 million, in 2011 were $85.9 million, and in 2010 were $73.3 million.

At December 31, 2012, $220.1 million (fair value) of securities were pledged as collateral for certain government deposits, and securities sold under agreement to repurchase. The outstanding balance of no single issuer, except for U.S. Government and U.S. Government agency securities, exceeded ten percent of shareholders' equity at December 31, 2012 or 2011.

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Eagle Bancorp, Inc.

Notes to Consolidated Financial Statements for the Years Ended December 31, 2012, 2011 and 2010: (Continued)

Note 4 Loans and Allowance for Credit Losses

The Bank makes loans to customers primarily in the Washington, D.C. metropolitan area and surrounding communities. A substantial portion of the Bank's loan portfolio consists of loans to businesses secured by real estate and other business assets.

Loans, net of unamortized net deferred fees, at December 31, 2012 and 2011 are summarized by type as follows:

	December 31, 2012		December 31, 2011	
(dollars in thousands)	Amount	%	Amount	%
Commercial	$ 545,070	22%	$ 478,886	23%
Investment commercial real estate(1)	914,638	37%	756,645	37%
Owner occupied commercial real estate	297,857	12%	250,174	12%
Real estate mortgage residential	61,871	3%	39,552	2%
Construction commercial and residential(1)	533,722	21%	395,267	19%
Construction C&I (owner occupied)(1)	28,808	1%	34,402	2%
Home equity	106,844	4%	97,103	5%
Other consumer	4,285		4,227	
Total loans	2,493,095	100%	2,056,256	100%
Less: Allowance for Credit Losses	(37,492)		(29,653)	
Net loans	$ 2,455,603		$ 2,026,603	

(1) Includes loans for land acquisition and development.

Unamortized net deferred fees amounted to $8.8 million and $5.2 million at December 31, 2012 and 2011, of which $301 thousand and $399 thousand at December 31, 2012 and 2011, respectively, represented net deferred costs on home equity loans.

As of December 31, 2012 and 2011, the Bank serviced $41.2 million and $27.3 million, respectively, of loan participations which are not reflected as loan balances on the Consolidated Balance Sheets.

Loan Origination/Risk Management

The Company's goal is to mitigate risks in the event of unforeseen threats to the loan portfolio as a result of economic downturn or other negative influences. Plans for mitigating inherent risks in managing loan assets include; carefully enforcing loan policies and procedures, evaluating each borrower's business plan during the underwriting process and throughout the loan term, identifying and monitoring primary and alternative sources for loan repayment, and obtaining collateral to mitigate economic loss in the event of liquidation. Specific loan reserves are established based upon credit and/or collateral risks on an individual loan basis. A risk rating system is employed to proactively estimate loss exposure and provide a measuring system for setting general and specific reserve allocations.

The composition of the Company's loan portfolio is heavily weighted toward commercial real estate, both owner occupied and investment real estate. Owner occupied commercial real estate and owner occupied commercial real estate construction represent 13.1% of the loan portfolio. At December 31,

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Eagle Bancorp, Inc.

Notes to Consolidated Financial Statements
for the Years Ended December 31, 2012, 2011 and 2010: (Continued)

Note 4 Loans and Allowance for Credit Losses (Continued)

2012, commercial real estate, and real estate construction loans combined represented approximately 71.1% of the loan portfolio. When owner occupied commercial real estate is excluded, the percentage of total loans decreases to 58%. These loans are underwritten to mitigate lending risks typical of this type of loan such as declines in real estate values, changes in borrower cash flow and general economic conditions. The Bank typically requires a maximum loan to value of 80% or less and minimum cash flow debt service coverage of 1.15 to 1.0. Personal guarantees are generally required, but may be limited. In making real estate commercial mortgage loans, the Bank generally requires that interest rates adjust not less frequently than five years.

The Company is also an active traditional commercial lender providing loans for a variety of purposes, including cash flow, equipment and account receivable financing. This loan category represents approximately 22% of the loan portfolio at December 31, 2012 and is generally variable or adjustable rate. Commercial loans meet reasonable underwriting standards, including appropriate collateral and cash flow necessary to support debt service. Personal guarantees are generally required, but may be limited. SBA loans represent 2% of the commercial loan category of loans. In originating SBA loans, the Company assumes the risk of non-payment on the uninsured portion of the credit. The Company generally sells the insured portion of the loan generating noninterest income from the gains on sale, as well as servicing income on the portion participated. SBA loans are subject to the same cash flow analyses as other commercial loans. SBA loans are subject to a maximum loan size established by the SBA.

Approximately 4% of the loan portfolio at December 31, 2012 consists of home equity loans and lines of credit and other consumer loans. These credits, while making up a smaller portion of the loan portfolio, demand the same emphasis on underwriting and credit evaluation as other types of loans advanced by the Bank.

The remaining approximately 3% of the loan portfolio consists of longer-term residential mortgage loans. These are typically loans underwritten to the same underwriting standards as residential loans held for sale but for shorter terms, generally less than 10 years.

Loans are secured primarily by duly recorded first deeds of trust. In some cases, the Bank may accept a recorded second trust position. In general, borrowers will have a proven ability to build, lease, manage and/or sell a commercial or residential project and demonstrate satisfactory financial condition. Additionally, an equity contribution toward the project is customarily required.

Construction loans require that the financial condition and experience of the general contractor and major subcontractors be satisfactory to the Bank. Guaranteed, fixed price contracts are required whenever appropriate, along with payment and performance bonds or completion bonds for larger scale projects.

Loans intended for residential land acquisition, lot development and construction are made on the premise that the land: (1) is or will be developed for building sites for residential structures; and (2) will ultimately be utilized for construction or improvement of residential zoned real properties, including the creation of housing. Residential development and construction loans will finance projects such as single family subdivisions, planned unit developments, townhouses, and condominiums. Residential land acquisition, development and construction loans generally are underwritten with a maximum term of 36 months, including extensions approved at origination.

Commercial land acquisition and construction loans are secured by real property where loan funds will be used to acquire land and to construct or improve appropriately zoned real property for the creation

Eagle Bancorp, Inc.

Notes to Consolidated Financial Statements
for the Years Ended December 31, 2012, 2011 and 2010: (Continued)

Note 4 Loans and Allowance for Credit Losses (Continued)

of income producing or owner user commercial properties. Borrowers are generally required to put equity into each project at levels determined by the appropriate Loan Committee. Commercial land acquisition and construction loans generally are underwritten with a maximum term of 24 months.

All construction draw requests must be presented in writing on American Institute of Architects documents and certified by the contractor, the borrower and the borrower's architect. Each draw request shall also include the borrower's soft cost breakdown certified by the borrower or its Chief Financial Officer. Prior to an advance, the Bank or its contractor inspects the project to determine that the work has been completed, to justify the draw requisition.

Commercial permanent loans are secured by improved real property which is generating income in the normal course of operation. Debt service coverage, assuming stabilized occupancy, must be satisfactory to support a permanent loan. The debt service coverage ratio is ordinarily at least 1.15 to 1. As part of the underwriting process, debt service coverage ratios are stress tested assuming a 200 basis point increase in interest rates from their current levels.

Commercial permanent loans generally are underwritten with a term not greater than 10 years or the remaining useful life of the property, whichever is lower. The preferred term is between 5 to 7 years, with amortization to a maximum of 25 years.

Personal guarantees are generally received from the principals, and only in instances where the loan-to-value is sufficiently low and the debt service is sufficiently high is consideration given to either limiting or not requiring personal recourse.

The Company's loan portfolio includes loans made for ADC purposes, including both investment and owner occupied projects. ADC loans amounted to $562.5 million at December 31, 2012. The majority of the ADC portfolio, both speculative and non speculative, includes loan funded interest reserves. ADC loans containing loan funded interest reserves represent approximately 31% of the outstanding ADC loan portfolio at December 31, 2012. The decision to establish a loan-funded interest reserve is made upon origination of the ADC loan and is based upon a number of factors considered during underwriting of the credit including: (i) the feasibility of the project; (ii) the experience of the sponsor; (iii) the creditworthiness of the borrower and guarantors; (iv) borrower equity contribution; and (v) the level of collateral protection. When appropriate, an interest reserve provides an effective means of addressing the cash flow characteristics of a properly underwritten ADC loan. The Company does not significantly utilize interest reserves in other loan products. The Company recognizes that one of the risks inherent in the use of interest reserves is the potential masking of underlying problems with the project and/or the borrower's ability to repay the loan. In order to mitigate this inherent risk, the Company employs a series of reporting and monitoring mechanisms on all ADC loans, whether or not an interest reserve is provided, including: (i) construction and development timelines which are monitored on an ongoing basis which track the progress of a given project to the timeline projected at origination; (ii) a construction loan administration department independent of lending function; (iii) third party independent construction loan inspection reports; (iv) monthly interest reserve monitoring reports detailing the balance of the interest reserves approved at origination and the days of interest carry represented by the reserve balances as compared to the then current anticipated time to completion and/or sale of speculative projects; and (v) quarterly commercial real estate construction meetings among senior Company management which includes monitoring of current and projected real estate market conditions. If a project has not performed as expected, it is not the customary practice of the Company to increase loan funded interest reserves.

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Notes to Consolidated Financial Statements
for the Years Ended December 31, 2012, 2011 and 2010: (Continued)

Note 4 Loans and Allowance for Credit Losses (Continued)

From time to time the Company may make loans for its own portfolio or through its higher risk loan affiliate, ECV, which under its operating documents conducts lending only to real estate projects. Such loans, which are made to finance projects (which may also be financed at the Bank level), may have higher risk characteristics than loans made by the Bank, such as lower priority interests and/or higher loan to value ratios. The Company seeks an overall financial return on these transactions commensurate with the risks and structure of each individual loan. Certain transactions bear current interest at a rate with a significant premium to normal market rates. Other loan transactions carry a standard rate of current interest, but also earn additional interest based on a percentage of the profits of the underlying project.

The following tables detail activity in the allowance for credit losses by portfolio segment for the years ended December 31, 2012 and 2011. Allocation of a portion of the allowance to one category of loans does not preclude its availability to absorb losses in other categories.

(dollars in thousands)	Commercial	Investment Commercial Real Estate	Owner occupied Commercial Real Estate	Real Estate Mortgage Residential	Construction Commercial and Residential	Home Equity	Other Consumer	Total
For the Year Ended December 31, 2012								
Allowance for credit losses:								
Balance at beginning of period	$ 9,609	$ 7,304	$ 1,898	$ 399	$ 8,546	$ 1,528	$ 369	$ 29,653
Loans charged-off	(3,481)	(1,189)	(350)	(300)	(3,033)	(698)	(47)	(9,098)
Recoveries of loans previously charged-off	144	18			510	73	2	747
Net loans charged-off	(3,337)	(1,171)	(350)	(300)	(2,523)	(625)	(45)	(8,351)
Provision for credit losses	3,140	3,015	1,233	560	7,368	827	47	16,190
Ending balance	$ 9,412	$ 9,148	$ 2,781	$ 659	$ 13,391	$ 1,730	$ 371	$ 37,492
For the Year Ended December 31, 2012								
Allowance for credit losses:								
Individually evaluated for impairment	$ 2,158	$ 1,201	$ 753	$	$ 3,718	$ 243	$ 41	$ 8,114
Collectively evaluated for impairment	7,254	7,947	2,028	659	9,673	1,487	330	29,378
Ending balance	$ 9,412	$ 9,148	$ 2,781	$ 659	$ 13,391	$ 1,730	$ 371	$ 37,492

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Eagle Bancorp, Inc.

Notes to Consolidated Financial Statements
for the Years Ended December 31, 2012, 2011 and 2010: (Continued)

Note 4 Loans and Allowance for Credit Losses (Continued)

(dollars in thousands)	Commercial	Investment Commercial Real Estate	Owner occupied Commercial Real Estate	Real Estate Mortgage Residential	Construction Commercial and Residential	Home Equity	Other Consumer	Total
For the Year Ended December 31, 2011								
Allowance for credit losses:								
Balance at beginning of period	$ 8,630	$ 6,668	$ 2,064	$ 115	$ 5,745	$ 1,441	$ 91	$ 24,754
Loans charged-off	(4,310)	(277)		(95)	(1,366)	(295)	(87)	(6,430)
Recoveries of loans previously charged-off	28	126		3	183	3	3	346
Net loans charged-off	(4,282)	(151)		(92)	(1,183)	(292)	(84)	(6,084)
Provision for credit losses	5,261	787	(166)	376	3,984	379	362	10,983
Ending balance	$ 9,609	$ 7,304	$ 1,898	$ 399	$ 8,546	$ 1,528	$ 369	$ 29,653
For the Year Ended December 31, 2011								
Allowance for credit losses:								
Individually evaluated for impairment	$ 2,249	$ 724	$ 90	$	$ 1,530	$ 182	$ 304	$ 5,079
Collectively evaluated for impairment	7,360	6,580	1,808	399	7,016	1,346	65	24,574
Ending balance	$ 9,609	$ 7,304	$ 1,898	$ 399	$ 8,546	$ 1,528	$ 369	$ 29,653

The Company's recorded investments in loans as of December 31, 2012 and December 31, 2011 related to each balance in the allowance for loan losses by portfolio segment and disaggregated on the basis of the Company's impairment methodology was as follows:

(dollars in thousands)	Commercial	Investment Commercial Real Estate	Owner occupied Commercial Real Estate	Real Estate Mortgage Residential	Construction Commercial and Residential	Home Equity	Other Consumer	Total
For the Year Ended December 31, 2012								
Recorded investment in loans:								
Individually evaluated for impairment	$ 15,177	$ 11,401	$ 8,723	$	$ 36,502	$ 510	$ 43	$ 72,356
Collectively evaluated for impairment	529,893	903,237	289,134	61,871	526,028	106,334	4,242	2,420,739
Ending balance	$ 545,070	$ 914,638	$ 297,857	$ 61,871	$ 562,530	$ 106,844	$ 4,285	$ 2,493,095
For the Year Ended December 31, 2011								
Recorded investment in loans:								
Individually evaluated for impairment	$ 11,741	$ 9,304	$ 5,280	$ 751	$ 26,855	$ 363	$ 1,345	$ 55,639
	467,145	747,341	244,894	38,801	402,814	96,740	2,882	2,000,617

Collectively evaluated for impairment								
Ending balance	$ 478,886	$ 756,645	$ 250,174	$ 39,552	$ 429,669	$ 97,103	$ 4,227	$ 2,056,256

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Eagle Bancorp, Inc.

Notes to Consolidated Financial Statements for the Years Ended December 31, 2012, 2011 and 2010: (Continued)

Note 4 Loans and Allowance for Credit Losses (Continued)

At December 31, 2012, the nonperforming loans acquired from Fidelity have a carrying value of $2.0 million and an unpaid principal balance of $11.7 million and were evaluated separately in accordance with ASC Topic 310-30, *"Loans and Debt Securities Acquired with Deteriorated Credit Quality*." The various impaired loans were recorded at estimated fair value with any excess being charged-off or treated as a non-accretable discount. Subsequent downward adjustments to the valuation of impaired loans acquired will result in additional loan loss provisions and related allowance for credit losses. Subsequent upward adjustments to the valuation of impaired loans acquired will result in accretable discount. No adjustments have been made to the fair value amounts of impaired loans subsequent to the allowable period of adjustment from the date of acquisition.

Credit Quality Indicators

The Company uses several credit quality indicators to manage credit risk in an ongoing manner. The Company's primary credit quality indicators are to use an internal credit risk rating system that categorizes loans into pass, watch, special mention, or classified categories. Credit risk ratings are applied individually to those classes of loans that have significant or unique credit characteristics that benefit from a case-by-case evaluation. These are typically loans to businesses or individuals in the classes which comprise the commercial portfolio segment. Groups of loans that are underwritten and structured using standardized criteria and characteristics, such as statistical models (e.g., credit scoring or payment performance), are typically risk rated and monitored collectively. These are typically loans to individuals in the classes which comprise the consumer portfolio segment.

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Eagle Bancorp, Inc.

Notes to Consolidated Financial Statements
for the Years Ended December 31, 2012, 2011 and 2010: (Continued)

Note 4 Loans and Allowance for Credit Losses (Continued)

The following are the definitions of the Company's credit quality indicators:

Pass:	Loans in all classes that comprise the commercial and consumer portfolio segments that are not adversely rated, are contractually current as to principal and interest, and are otherwise in compliance with the contractual terms of the loan agreement. Management believes that there is a low likelihood of loss related to those loans that are considered pass.
Watch:	Loan paying as agreed with generally acceptable asset quality; however the obligor's performance has not met expectations. Balance sheet and/or income statement has shown deterioration to the point that the obligor could not sustain any further setbacks. Credit is expected to be strengthened through improved obligor performance and/or additional collateral within a reasonable period of time.
Special Mention:	Loans in the classes that comprise the commercial portfolio segment that have potential weaknesses that deserve management's close attention. If not addressed, these potential weaknesses may result in deterioration of the repayment prospects for the loan. The special mention credit quality indicator is not used for classes of loans that comprise the consumer portfolio segment. Management believes that there is a moderate likelihood of some loss related to those loans that are considered special mention.
Classified:	*Classified (a) Substandard* Loans inadequately protected by the current sound worth and paying capacity of the obligor or of the collateral pledged, if any. Loans so classified have a well-defined weakness or weaknesses that jeopardize the liquidation of the debt. They are characterized by the distinct possibility that the company will sustain some loss if the deficiencies are not corrected. Loss potential, while existing in the aggregate amount of substandard loans, does not have to exist in individual loans classified substandard. *Classified (b) Doubtful* Loans that have all the weaknesses inherent in a loan classified substandard, with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of currently existing facts, conditions, and values, highly questionable and improbable. The possibility of loss is extremely high, but because of certain important and reasonably specific pending factors, which may work to the advantage and strengthening of the assets, its classification as an estimated loss is deferred until its more exact status may be determined.

The Company's credit quality indicators are updated generally on a quarterly basis, but no less frequently than annually. The following table presents by class and by credit quality indicator, the recorded investment in the Company's loans and leases as of December 31, 2012.

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Eagle Bancorp, Inc.

Notes to Consolidated Financial Statements for the Years Ended December 31, 2012, 2011 and 2010: (Continued)

Note 4 Loans and Allowance for Credit Losses (Continued)

(dollars in thousands)	Pass	Watch and Special Mention	Substandard	Doubtful	Total Loans
As of December 31, 2012					
Commercial	$ 495,072	$ 34,821	$ 15,170	$ 7	$ 545,070
Investment commercial real estate	892,569	10,668	11,401		914,638
Owner occupied commercial real estate	275,864	13,270	8,723		297,857
Real estate mortgage residential	61,134	737			61,871
Construction commercial and residential	508,166	17,862	36,502		562,530
Home equity	104,302	2,032	510		106,844
Other consumer	4,230	12	43		4,285
Total	$ 2,341,337	$ 79,402	$ 72,349	$ 7	$ 2,493,095
As of December 31, 2011					
Commercial	$ 438,943	$ 28,202	$ 11,704	$ 37	$ 478,886
Investment commercial real estate	739,668	7,673	9,304		756,645
Owner occupied commercial real estate	235,988	8,906	5,280		250,174
Real estate mortgage residential	38,801		751		39,552
Construction commercial and residential	394,135	8,679	26,855		429,669
Home equity	96,740		363		97,103
Other consumer	2,882		1,345		4,227
Total	$ 1,947,157	$ 53,460	$ 55,602	$ 37	$ 2,056,256

Nonaccrual and Past Due Loans

Loans are considered past due if the required principal and interest payments have not been received as of the date such payments were due. Loans are placed on nonaccrual status when, in management's opinion, the borrower may be unable to meet payment obligations as they become due, as well as when required by regulatory provisions. Loans may be placed on nonaccrual status regardless of whether or not such loans are considered past due. When interest accrual is discontinued, all unpaid accrued interest is reversed. Interest income is subsequently recognized only to the extent cash payments are received in excess of principal due. Loans are returned to accrual status when all the principal and interest amounts contractually due are brought current and future payments are reasonably assured.

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Eagle Bancorp, Inc.

Notes to Consolidated Financial Statements
for the Years Ended December 31, 2012, 2011 and 2010: (Continued)

Note 4 Loans and Allowance for Credit Losses (Continued)

The following presents by class of loan, information related to nonaccrual loans as of the year ended December 31:

(dollars in thousands)	December 31, 2012	December 31, 2011
Commercial	$ 4,799	$ 5,718
Investment commercial real estate	3,458	7,662
Owner occupied commercial real estate	2,578	282
Real estate mortgage residential	699	1,041
Construction commercial and residential	18,594	17,459
Home equity	513	624
Other consumer	43	8
Total nonaccrual loans(1)(2)	$ 30,684	$ 32,794

(1) As of December 31, 2012, nonaccrual loans reported in the table above included $1.2 million of loans that migrated from performing "troubled debt restructurings" during 2012.

(2) Gross interest income that would have been recorded in 2012 if nonaccrual loans shown above had been current and in accordance with their original terms was $2.4 million, while interest actually recorded on such loans was $139 thousand. See Note 1 to the Consolidated Financial Statements for a description of the Company's policy for placing loans on nonaccrual status.

The following table presents by class, an aging analysis and the recorded investments in loans past due as of December 31, 2012 and 2011:

(dollars in thousands)	Loans 30-59 Days Past Due	Loans 60-89 Days Past Due	Loans 90 Days or More Past Due	Total Past Due Loans	Current Loans	Total Recorded Investment in Loans
December 31, 2012						
Commercial	$ 3,784	$ 598	$ 4,799	$ 9,181	$ 535,889	$ 545,070
Investment commercial real estate	1,538	992	3,458	5,988	908,650	914,638
Owner occupied commercial real estate	369	4,081	2,578	7,028	290,829	297,857
Real estate mortgage residential		107	699	806	61,065	61,871
Construction commercial and residential	6,276	675	18,594	25,545	536,985	562,530
Home equity	1,150	352	513	2,015	104,829	106,844
Other consumer		5	43	48	4,237	4,285
Total	$ 13,117	$ 6,810	$ 30,684	$ 50,611	$ 2,442,484	$ 2,493,095

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Eagle Bancorp, Inc.

Notes to Consolidated Financial Statements
for the Years Ended December 31, 2012, 2011 and 2010: (Continued)

Note 4 Loans and Allowance for Credit Losses (Continued)

(dollars in thousands)	Loans 30-59 Days Past Due	Loans 60-89 Days Past Due	Loans 90 Days or More Past Due	Total Past Due Loans	Current Loans	Total Recorded Investment in Loans
December 31, 2011						
Commercial	$ 2,520	$ 2,082	$ 5,718	$ 10,320	$ 468,566	$ 478,886
Investment commercial real estate	1,016	6,140	7,662	14,818	741,827	756,645
Owner occupied commercial real estate	248		282	530	249,644	250,174
Real estate mortgage residential		346	1,041	1,387	38,165	39,552
Construction commercial and residential	6,201	9,395	17,459	33,055	396,614	429,669
Home equity	147		624	771	96,332	97,103
Other consumer	34	2	8	44	4,183	4,227
Total	$ 10,166	$ 17,965	$ 32,794	$ 60,925	$ 1,995,331	$ 2,056,256

Impaired Loans

Loans are considered impaired when, based on current information and events, it is probable the Company will be unable to collect all amounts due in accordance with the original contractual terms of the loan agreement, including scheduled principal and interest payments. Impairment is evaluated in total for smaller-balance loans of a similar nature and on an individual loan basis for other loans. If a loan is impaired, a specific valuation allowance is allocated, if necessary, so that the loan is reported net, at the present value of estimated future cash flows using the loan's existing rate or at the fair value of collateral if repayment is expected solely from the collateral. Interest payments on impaired loans are typically applied to principal unless collectability of the principal amount is reasonably assured, in which case interest is recognized on a cash basis. Impaired loans, or portions thereof, are charged off when deemed uncollectible.

Eagle Bancorp, Inc.

Notes to Consolidated Financial Statements
for the Years Ended December 31, 2012, 2011 and 2010: (Continued)

Note 4 Loans and Allowance for Credit Losses (Continued)

The following table presents by class, information related to impaired loans for the years ended December 31, 2012 and 2011.

	Unpaid Contractual Principal Balance	Recorded Investment With No Allowance	Recorded Investment With Allowance	Total Recorded Investment	Related Allowance	Average Recorded Investment Quarter To Date	Average Recorded Investment Year To Date	Interest Income Recognized Quarter To Date	Interest Income Recognized Year To Date
December 31, 2012									
Commercial	$ 9,461	$ 5,767	$ 3,481	$ 9,248	$ 2,158	$ 8,372	$ 7,772	$ 151	$ 245
Investment commercial real estate	5,600	3,830	1,770	5,600	1,201	5,695	6,609	38	152
Owner occupied commercial	6,659	5,602	1,057	6,659	753	4,517	2,746	213	252
Real estate mortgage residential	699	699		699		706	714		
Construction commercial and residential	25,347	14,727	8,508	23,235	3,718	24,859	26,430	63	202
Home equity	513	134	379	513	243	592	534	1	9
Other consumer	43	1	42	43	41	25	17	2	2
Total	$ 48,322	$ 30,760	$ 15,237	$ 45,997	$ 8,114	$ 44,766	$ 44,822	$ 468	$ 862
December 31, 2011									
Commercial	$ 10,695	$ 2,723	$ 7,972	$ 10,695	$ 2,249	$	$ 7,955	$	$ 161
Investment commercial real estate	11,205	8,222	2,983	11,205	724		8,298		159
Owner occupied commercial	282		282	282	90		488		6
Real estate mortgage residential	1,041	8	1,033	1,041	300		1,112		24
Construction commercial and residential	22,912	17,407	5,405	22,812	1,530		22,254		14
Home equity	624	353	271	624	182		557		19
Other consumer	8		8	8	4		6		
Total	$ 46,767	$ 28,713	$ 17,954	$ 46,667	$ 5,079	$	$ 40,670	$	$ 383

Modifications

A modification of a loan constitutes a troubled debt restructuring ("TDR") when a borrower is experiencing financial difficulty and the modification constitutes a concession. The Company offers various types of concessions when modifying a loan, however, forgiveness of principal is rarely granted. Commercial and industrial loans modified in a TDR often involve temporary interest-only payments, term extensions, and converting revolving credit lines to term loans. Additional collateral, a co-borrower, or a guarantor is often requested. Commercial mortgage and construction loans modified in a TDR often involve reducing the interest rate for the remaining term of the loan, extending the maturity date at an interest rate lower than the current market rate for new debt with similar risk, or substituting or adding a new borrower or guarantor. Construction loans modified in a TDR may also involve extending the interest-only payment period.

Loans modified in a TDR are typically already on nonaccrual status and partial charge-offs have in some cases already been taken against the outstanding loan balance. As a result, loans modified in a TDR for the Company may have the financial effect of increasing the specific allowance associated with the loan. An allowance for impaired consumer and commercial loans that have been modified in a TDR is measured based on the present value of expected future cash flows discounted at the loan's effective interest rate, the loan's observable market price, or the estimated fair value of the collateral, less any selling costs, if the loan

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Eagle Bancorp, Inc.

Notes to Consolidated Financial Statements
for the Years Ended December 31, 2012, 2011 and 2010: (Continued)

Note 4 Loans and Allowance for Credit Losses (Continued)

is collateral dependent. Management exercises significant judgment in developing these estimates. Two loans totaling $2.6 million were modified during the year ended December 31, 2012, as compared to four loans totaling $9.4 million during the year ended December 31, 2011.

The following table presents by class, information related to loans modified in a TDR during the years ended December 31, 2012 and 2011.

(dollars in thousands)	Number of Contracts	TDRs Performing to Modified Terms	TDRs Not Performing to Modified Terms	Total TDRs
For the Year Ended December 31, 2012				
Commercial	3	$ 4,449	$	$ 4,449
Investment commercial real estate	2	2,142	217	2,359
Owner occupied commercial real estate	1	4,081		4,081
Construction commercial and residential	2	4,641	966	5,607
Total	8	$ 15,313	$ 1,183	$ 16,496
For the Year Ended December 31, 2011				
Commercial	2	$ 4,977	$	$ 4,977
Investment commercial real estate	2	3,543		3,543
Construction commercial and residential	2	5,353		5,353
Total	6	$ 13,873	$	$ 13,873

Related Party Loans

Certain directors and executive officers have had loan transactions with the Company. Such loans were made in the ordinary course of business on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with outsiders. The following table summarizes changes in amounts of loans outstanding, both direct and indirect, to those persons during 2012 and 2011.

(dollars in thousands)	2012	2011
Balance at January 1,	$ 24,685	$ 23,855
Additions	13,488	2,323
Repayments	(6,738)	(1,493)
Balance at December 31,	$ 31,435	$ 24,685

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Eagle Bancorp, Inc.

Notes to Consolidated Financial Statements
for the Years Ended December 31, 2012, 2011 and 2010: (Continued)

Note 5 Premises and Equipment

Premises and equipment include the following at December 31:

(dollars in thousands)	2012	2011
Leasehold improvements	$ 16,183	$ 13,138
Furniture and equipment	14,986	12,646
Less accumulated depreciation and amortization	(15,908)	(13,464)
Total premises and equipment, net	$ 15,261	$ 12,320

The Company leases banking and office space in twenty four locations under non-cancelable lease arrangements accounted for as operating leases. The initial lease periods range from five to ten years and provide for one or more five year renewal options. The leases in some cases provide for scheduled annual rent escalations and require that the Bank (lessee) pay certain operating expenses applicable to the leased space. Rent expense applicable to operating leases amounted to $6.1 million for 2012, $5.3 million in 2011, and $5.5 million in 2010. The Company subleased to subtenants two leased premises during 2012 and three leased premises during 2011. The Company has recorded $99 thousand, $324 thousand, and $410 thousand respectively, as a reduction of rent expense during 2012, 2011, and 2010. At December 31, 2012, future minimum lease payments under non-cancelable operating leases having an initial term in excess of one year are as follows:

Years ending December 31: (dollars in thousands)	
2013	$ 5,977
2014	6,034
2015	5,698
2016	4,905
2017	3,650
Thereafter	11,487
Total minimum lease payments	$ 37,751

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Notes to Consolidated Financial Statements
for the Years Ended December 31, 2012, 2011 and 2010: (Continued)

Note 6 Intangible Assets

Intangible assets are included in the Consolidated Balance Sheets as a separate line item, net of accumulated amortization.

(dollars in thousands)	Gross Intangible Assets	Additions	Accumulated Amortization	Net Intangible Assets
2012				
Goodwill(1)	$ 2,163	$	$	$ 2,163
Core deposit(2)	2,520		(1,041)	1,479
Excess servicing(3)	490	36	(383)	143
	$ 5,173	$ 36	$ (1,424)	$ 3,785
2011				
Goodwill(1)	$ 2,163	$	$	$ 2,163
Core deposit(2)	2,305	215	(717)	1,803
Excess servicing(3)	434	56	(311)	179
	$ 4,902	$ 271	$ (1,028)	$ 4,145

The aggregate amortization expense was $396 thousand, $314 thousand, and $273 thousand for the years ended December 31, 2012, 2011, and 2010, respectively.

Future estimated annual amortization expense is presented below:

Years ending December 31: (dollars in thousands)	
2013	$ 367
2014	309
2015	301
2016	293
2017	150
Thereafter	59
Total	$ 1,479

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(1) The Company recorded an initial amount of unidentified intangible (goodwill) incident to the acquisition of Fidelity of approximately $360 thousand. Based on allowable adjustments through August 31, 2009, the unidentified intangible (goodwill) amounted to approximately $2.2 million.

(2) In connection with the Fidelity acquisition and in connection with the purchase during 2011, of a branch office, theCompany made an allocation of the purchase price to core deposit intangibles which were $2.3 million and $215 thousand based off of an independentevaluation and are included in intangible assets, net on the Consolidated Balance Sheets. The initial amount recorded for the branch office was $215 thousand. The amount of the core deposit intangible relating to the branch acquisition at December 31, 2012 was $9 thousand, which is being amortized over its remaining useful life of one month. The initial amount recorded for the Fidelity acquisition was $2.3 million. The amount of the core deposit intangible relating to the Fidelity acquisition at December 31,

2012 was $1.5 million, which is being amortized over its remaining economic life of 3.2 years as a component of other noninterest expense.

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Eagle Bancorp, Inc.

Notes to Consolidated Financial Statements
for the Years Ended December 31, 2012, 2011 and 2010: (Continued)

Note 6 Intangible Assets (Continued)

(3) The Company recognizes a servicing asset for the computed value of servicing fees on the sale of the guaranteed portion of SBA loans, which is in excess of a normal servicing fee. Assumptions related to loan term and amortization are made to arrive at the initial recorded value, which is included in other assets.

Note 7 Deposits

The following table provides information regarding the Bank's deposit composition at December 31 for the years indicated and shows the average rate being paid on the interest bearing deposits in December of each year.

	2012		2011		2010	
(dollars in thousands)	Balance	Average Rate	Balance	Average Rate	Balance	Average Rate
Noninterest bearing demand	$ 881,390		$ 688,506		$ 400,291	
Interest bearing transaction	113,813	0.34%	80,105	0.38%	61,771	0.46%
Savings and money market	1,374,869	0.48%	1,068,370	0.72%	737,071	1.02%
Time, $100,000 or more	232,875	1.12%	332,470	1.08%	344,747	1.54%
Other time	294,275	0.71%	222,644	1.72%	182,918	1.48%
Total	$ 2,897,222		$ 2,392,095		$ 1,726,798	

The remaining maturity of time deposits at December 31, 2012, 2011 and 2010 are as follows:

(dollars in thousands)	2012	2011	2010
Three months or less	$ 102,022	$ 132,387	$ 135,309
More than three months through six months	88,156	112,167	111,476
More than six months through twelve months	104,122	89,486	157,209
Over twelve months	232,850	221,074	123,671
Total	$ 527,150	$ 555,114	$ 527,665

Interest expense on deposits for the years ended December 31, 2012, 2011 and 2010 is as follows:

(dollars in thousands)	2012	2011	2010
Interest bearing transaction	$ 289	$ 236	$ 209
Savings and money market	5,946	8,488	7,847
Time, $100,000 or more	2,729	5,695	5,958
Other time	3,093	2,829	2,872
Total	$ 12,057	$ 17,248	$ 16,886

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Eagle Bancorp, Inc.

Notes to Consolidated Financial Statements
for the Years Ended December 31, 2012, 2011 and 2010: (Continued)

Note 8 Borrowings

Information relating to short-term and long-term borrowings is as follows for the years ended December 31:

	2012		2011		2010	
(dollars in thousands)	**Amount**	**Rate**	**Amount**	**Rate**	**Amount**	**Rate**
Short-term:						
At Year-End:						
Customer repurchase agreements and federal funds purchased repurchase	$ 101,338	0.31%	$ 103,362	0.43%	$ 97,584	0.75%
Federal Home Loan Bank current portion						
Total	$ 101,338		$ 103,362		$ 97,584	
Average Daily Balance:						
Customer repurchase agreements and federal funds purchased repurchase	$ 96,141	0.34%	$ 116,367	0.59%	$ 96,862	0.75%
Federal Home Loan Bank current portion	503	0.41%			3,737	0.72%
Maximum Month-end Balance:						
Customer repurchase agreements and federal funds purchased repurchase	$ 111,580	0.34%	$ 147,671	0.53%	$ 109,699	0.63%
Federal Home Loan Bank current portion	10,000	2.98%			11,000	2.99%
Long-term:						
At Year-End:						
Federal Home Loan Bank	$ 30,000	2.43%	$ 40,000	2.96%	$ 40,000	2.36%
Subordinated Notes	9,300	10.00%	9,300	10.00%	9,300	10.00%
United Bank Line of Credit						
Average Daily Balance:						
Federal Home Loan Bank	$ 37,404	2.90%	$ 40,000	2.96%	$ 40,000	2.36%
Subordinated Notes	9,300	10.00%	9,300	10.00%	9,300	10.00%
United Bank Line of Credit						
Maximum Month-end Balance:						
Federal Home Loan Bank	$ 40,000	2.96%	$ 40,000	2.96%	$ 40,000	2.36%
Subordinated Notes	9,300	10.00%	9,300	10.00%	9,300	10.00%
United Bank Line of Credit						

The Company offers its business customers a repurchase agreement sweep account in which it collateralizes these funds with U.S. Government agency and mortgage backed securities segregated in its investment portfolio for this purpose. By entering into the agreement, the customer agrees to have the Bank repurchase the designated securities on the business day following the initial transaction in consideration of the payment of interest at the rate prevailing on the day of the transaction.

The Bank has commitments from correspondent banks under which it can purchase up to $107.5 million in federal funds on an unsecured basis, against which there were no amounts outstanding at December 31, 2012 and can borrow unsecured funds under one-way CDARS brokered deposits in the amount of $509.2 million, against which there was $42.4 million outstanding at December 31, 2012. The Bank also participates in the IND program with Promontory Interfinancial Network and can borrow unsecured funds under one-way IND brokered deposits in the amount of $300.0 million, against which

Eagle Bancorp, Inc.

**Notes to Consolidated Financial Statements
for the Years Ended December 31, 2012, 2011 and 2010: (Continued)**

Note 8 Borrowings (Continued)

there was $151.1 million outstanding at December 31, 2012. At December 31, 2012, the Bank was also eligible to make advances from the FHLB up to $410.2 million based on collateral at the FHLB, of which it had $30.0 million of advances outstanding at December 31, 2012. Also, the Bank may enter into repurchase agreements as well as obtaining additional borrowing capabilities from the FHLB provided adequate collateral exists to secure these lending relationships.

In September 2012, the Company restructured one of the $10 million advances with the FHLB resulting in a $529 thousand loss on the early extinguishment of debt.

In August 2012, the Company renewed its Loan Agreement and related Stock Security Agreement and Promissory Note (the "credit facility") with United Bank, pursuant to which the Company may borrow, on a revolving basis, up to $40 million for working capital purposes, or to finance capital contributions to the Bank and ECV. This facility was originally entered into in August 2008 and has been renegotiated over the past four years to its current terms. The credit facility is secured by a first lien on a portion of the stock of the Bank, and bears interest at a floating rate equal to the Wall Street Journal Prime Rate minus 0.25% with a floor interest rate of 3.75%. Interest is payable on a monthly basis. The term of the credit facility expires on August 26, 2013. There were no amounts outstanding under this credit at December 31, 2012 or 2011.

On August 30, 2010, the Company entered into and consummated a Note Exchange Agreement, pursuant to which the Company issued, on a private placement basis, to eight parties, all of which are current or former directors of the Company or accounts for the benefit of such persons, an aggregate of $9.3 million of a new series of subordinated notes (the "New Notes"), in exchange for an equal principal amount of the Company's 10% Subordinated Notes due September 30, 2014 (the "Old Notes"), which were issued in August 2008. The New Notes bear interest, payable on the first day of each month, at a fixed rate of 10.0% per year. The New Notes have a maturity of September 30, 2016. The New Notes are redeemable at the option of the Company, in whole or in part, on any interest payment date at the principal amount thereof, plus interest to the date of redemption. The New Notes are intended to qualify as Tier 2 capital for regulatory purposes to the fullest extent permitted. The payment of principal on the Notes may only be accelerated upon the occurrence of certain bankruptcy or receivership related events relating to the Company or, to the extent permitted under capital rules to be adopted by the Federal Reserve pursuant to Dodd-Frank, a major bank subsidiary of the Company.

The capital treatment of the New Notes is being phased out in the last five years they are outstanding commencing in October 2011, at a rate of 20% per year. Thus, at December 31, 2012, only 60% of the principal amount of the New Notes is eligible for inclusion in Tier 2 capital.

Eagle Bancorp, Inc.

**Notes to Consolidated Financial Statements
for the Years Ended December 31, 2012, 2011 and 2010: (Continued)**

Note 9 Preferred Stock and Warrants

On July 14, 2011, the Company entered into and consummated a Securities Purchase Agreement (the "Purchase Agreement") with the Secretary of the Treasury of the United States (the "Secretary") under the Small Business Lending Fund program. Pursuant to the Purchase Agreement, the Company issued 56,600 shares of the Company's Senior Non-Cumulative Perpetual Preferred Stock, Series B (the "Series B Preferred Stock"), having a liquidation amount per share equal to $1,000, for a total purchase price of $56,600,000.

The Series B Preferred Stock is entitled to receive non-cumulative dividends, beginning October 1, 2011. The dividend rate, as a percentage of the liquidation amount, can fluctuate on a quarterly basis during the first 10 quarters during which the Series B Preferred Stock is outstanding, based upon changes in the level of "Qualified Small Business Lending" or "QSBL" (as defined in the Purchase Agreement) by the Bank. The dividend rate for the first through sixth dividend periods was one percent (1%). For the seventh through ninth calendar quarters, the dividend rate may be adjusted to between one percent (1%) and five percent (5%) per annum, to reflect the amount of change in the Bank's level of QSBL. If the level of the Bank's qualified small business loans declines so that the percentage increase in QSBL as compared to the baseline level is less than 10%, then the dividend rate payable on the Series B Preferred Stock would increase. For the tenth calendar quarter through four and one half years after issuance, the dividend rate will be fixed at between one percent (1%) and seven percent (7%) based upon the increase in QBSL as compared to the baseline. After four and one half years from issuance, the dividend rate will increase to 9%.

The Series B Preferred Stock may be redeemed at any time at the Company's option, at a redemption price of 100% of the liquidation amount plus accrued but unpaid dividends to the date of redemption for the current period, subject to the approval of its federal banking regulator.

On July 14, 2011, concurrent with the sale of the Series B Preferred Stock under the Small Business Lending Fund, the Company entered into and consummated a letter agreement with the United States Treasury Department, pursuant to which the Company redeemed, out of the proceeds of the issuance of the Series B Preferred Stock, all 23,325 outstanding shares of the Series A Preferred Stock related to the Company's participation in the Troubled Asset Relief Program's Capital Purchase Program, for a redemption price of $23,425,398, including accrued but unpaid dividends to the date of redemption. The Series A Preferred Stock was originally issued on December 5, 2008 for an amount of $38,235,000. Previously, on December 23, 2009, $15,000,000 of Series A Preferred Stock was redeemed.

On November 18, 2011 under provisions of the Troubled Asset Relief Program's Capital Purchase Program, warrants issued to the Treasury for 385,434 shares of Company common stock at $7.44 per share were sold by the Treasury. At December 31, 2012 those warrants remain outstanding and have a maturity date of December 8, 2018. Upon exercise, which is at the option of the holder, the Company will issue a number of shares of Company common in exchange for the warrants equal to the number of warrant times the strike price divided by the current share price.

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Eagle Bancorp, Inc.

Notes to Consolidated Financial Statements
for the Years Ended December 31, 2012, 2011 and 2010: (Continued)

Note 10 Income Taxes

Federal and state income tax expense consists of the following for the years ended December 31:

(dollars in thousands)	2012	2011	2010
Current federal income tax	$ 20,937	$ 12,760	$ 8,940
Current state income tax	4,543	3,051	1,991
Total current	25,480	15,811	10,931
Deferred federal income tax benefit	(4,564)	(2,062)	(1,592)
Deferred state income tax benefit	(33)	(18)	(241)
Total deferred	(4,597)	(2,080)	(1,833)
Total income tax expense	$ 20,883	$ 13,731	$ 9,098

Temporary timing differences between the amounts reported in the financial statements and the tax bases of assets and liabilities result in deferred taxes. Gross deferred tax assets and liabilities, shown as the sum of the appropriate tax effect for each significant type of temporary difference, is presented below for the years ended December 31:

(dollars in thousands)	2012	2011	2010
Deferred tax assets			
Allowance for credit losses	$ 15,035	$ 11,864	$ 10,007
Deferred loan fees and costs	3,020	1,871	1,626
Stock-based compensation	829	453	160
Net operating loss	3,952	3,952	4,203
Deferred rent		51	159
Premises and equipment	989	653	506
Other	4	4	234
Total deferred tax assets	23,829	18,848	16,895
Deferred tax liabilities			
Unrealized gain on securities available for sale	(3,643)	(3,250)	(1,372)
Excess servicing	(58)	(72)	(61)
Deferred rent	(322)		
Intangible assets	(678)	(853)	(991)
Total deferred tax liabilities	(4,701)	(4,175)	(2,424)
Net deferred income tax account	$ 19,128	$ 14,673	$ 14,471

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Eagle Bancorp, Inc.

Notes to Consolidated Financial Statements
for the Years Ended December 31, 2012, 2011 and 2010: (Continued)

Note 10 Income Taxes (Continued)

A reconciliation of the statutory federal income tax rate to the Company's effective income tax rate for the years ended December 31 follows:

	2012	2011	2010
Statutory federal income tax rate	35.00%	35.00%	35.00%
Increase (decrease) due to			
State income taxes, net of federal income tax benefit	5.22	5.15	5.02
Tax exempt interest and dividend income	(2.46)	(3.03)	(3.50)
Stock-based compensation expense	0.08	0.18	0.27
Other	(0.66)	(1.44)	(1.46)
Effective tax rates	37.18%	35.86%	35.33%

The net operating loss carry forward acquired in conjunction with the Fidelity acquisition is subject to annual limits under Section 382 of the Internal Revenue Code of $718 thousand and expires in 2027. The Company remains subject to examination for the years ending after December 31, 2008.

Note 11 Net Income per Common Share

The calculation of net income per common share for the years ended December 31 was as follows:

(dollars and shares in thousands, except per share data)	2012	2011	2010
Basic:			
Net income available to common shareholders	$ 34,723	$ 23,047	$ 15,358
Average common shares outstanding	21,033	19,836	19,649
Basic net income per common share	$ 1.65	$ 1.16	$ 0.78
Diluted:			
Net income available to common shareholders	$ 34,723	$ 23,047	$ 15,358
Average common shares outstanding	21,033	19,836	19,649
Adjustment for common share equivalents	552	452	394
Average common shares outstanding-diluted	21,585	20,288	20,043
Diluted net income per common share	$ 1.61	$ 1.14	$ 0.77
Anti-dilutive shares	119,256	198,745	227,246

Note 12 Related Party Transactions

During 2012, approximately $946 thousand in interest was paid to the current or former directors of the Company or accounts for the benefit of such persons in respect of the New Notes. See Note 8 for additional information regarding the New Notes.

The Bank leases office space, at a current monthly base rental of $81,956, excluding certain pass through expenses, from limited liability companies in which a trust for the benefit of an executive officer's children has an 85% interest in one instance and a 51% interest in another.

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Notes to Consolidated Financial Statements
for the Years Ended December 31, 2012, 2011 and 2010: (Continued)

Note 12 Related Party Transactions (Continued)

The Bank has obtained certain deposits through title company clients in which a director of the Bank has a direct interest and for which a broker fee of 0.50% of average deposits is paid monthly in arrears. During 2012, approximately $2 thousand in broker fees was paid.

Note 13 Stock-Based Compensation

The Company maintains the 1998 Stock Option Plan ("1998 Plan"), the 2006 Stock Plan ("2006 Plan") and the 2011 Employee Stock Purchase Plan ("2011 ESPP"). In connection with the acquisition of Fidelity, the Company assumed the Fidelity 2004 Long Term Incentive Plan and 2005 Long Term Incentive Plan (the "Fidelity Plans"). No additional options may be granted under the 1998 Plan or the Fidelity Plans.

The 2006 Plan provides for the issuance of awards of incentive options, nonqualifying options, restricted stock and stock appreciation rights to selected key employees and members of the Board. As amended, 1,815,000 shares of common stock are subject to issuance pursuant to awards under the 2006 Plan. Option awards are made with an exercise price equal to the average of the high and low price of the Company's shares at the date of grant.

For awards that are service based, compensation expense is being recognized over the service (vesting) period based on fair value, which for stock option grants is computed using the Black Scholes model, and for restricted stock awards is based on the average of the high and low stock price of the Company's shares at the date of grant. For awards that are performance based, compensation expense is recorded based on the probability of achievement of the goals underlying the grant. No performance based awards are outstanding at December 31, 2012.

In February 2012, the Company awarded 243,767 shares of restricted stock to senior officers, directors and employees. The shares vest in five substantially equal annual installments beginning on the date of grant.

In October 2012, the Company awarded two employees options to purchase 5,000 shares which have a ten- year term and vest in five substantially equal installments on the first through fifth anniversary of the date of grant.

Below is a summary of stock option activity for the twelve months ended December 31, 2012, 2011 and 2010. The information excludes restricted stock units and awards.

	2012		2011		2010	
	Shares	Weighted-Average Exercise Price	Shares	Weighted-Average Exercise Price	Shares	Weighted-Average Exercise Price
Beginning Balance	831,393	$ 11.19	995,005	$ 10.54	1,218,831	$ 11.27
Issued	5,000	17.03	4,500	12.96	5,000	12.33
Exercised	(152,656)	11.01	(136,609)	6.95	(80,734)	5.63
Forfeited	(3,175)	6.85	(16,320)	7.22	(54,723)	24.39
Expired	(28,498)	15.31	(15,183)	11.53	(93,369)	16.33
Ending Balance	652,064	$ 11.12	831,393	$ 11.19	995,005	$ 10.54

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Eagle Bancorp, Inc.

Notes to Consolidated Financial Statements
for the Years Ended December 31, 2012, 2011 and 2010: (Continued)

Note 13 Stock-Based Compensation (Continued)

The following summarizes information about stock options outstanding at December 31, 2012. The information excludes restricted stock units and awards.

Outstanding: Range of Exercise Prices	Stock Options Outstanding	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Life
$6.05 $8.10	264,731	$ 6.49	5.42
$8.11 $11.07	181,319	10.14	1.41
$11.08 $15.43	88,258	11.94	3.26
$15.44 $26.86	117,756	22.40	3.20
	652,064	$ 11.12	3.61

Exercisable: Range of Exercise Prices	Stock Options Exercisable	Weighted-Average Exercise Price
$6.05 $8.10	133,434	$ 6.63
$8.11 $11.07	180,069	10.14
$11.08 $15.43	57,358	11.91
$15.44 $26.86	110,077	22.78
	480,938	$ 12.27

The fair value of each stock option grant is estimated on the date of grant using the Black-Scholes option pricing model with the assumptions as shown in the table below used for grants during the years ended December 31, 2012, 2011 and 2010.

	Years Ended December 31,		
	2012	2011	2010
Expected Volatility	36.64%	33.61% 36.64%	44.44%
Weighted-Average Volatility	36.64%	35.60%	44.44%
Expected Dividends	0.0%	0.0%	0.0%
Expected Term (In years)	7.5	6.0 7.5	8.5
Risk-Free Rate	1.13%	1.82%	1.01%
Weighted-Average Fair Value (Grant date)	$ 6.99	$ 5.07	$ 6.23

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Notes to Consolidated Financial Statements
for the Years Ended December 31, 2012, 2011 and 2010: (Continued)

Note 13 Stock-Based Compensation (Continued)

The expected lives are based on the "simplified" method allowed by ASC Topic 718*"Compensation,"* whereby the expected term is equal to the midpoint between the vesting date and the end of the contractual term of the award.

The total intrinsic value of outstanding stock options and outstanding exercisable stock options was $6.2 million and $4.1 million, respectively, at December 31, 2012. The total intrinsic value of stock options exercised during the years ended December 31, 2012, 2011 and 2010 was $1.1 million, $855 thousand and $449 thousand, respectively. The total fair value of stock options vested was $136 thousand, $151 thousand and $380 thousand for 2012, 2011 and 2010, respectively. Unrecognized stock-based compensation expense related to stock options totaled $256 thousand at December 31, 2012. At such date, the weighted-average period over which this unrecognized expense was expected to be recognized was 3.22 years.

Cash proceeds, tax benefits and intrinsic value related to total stock options exercised is as follows:

	Years Ended December 31,		
(dollars in thousands)	**2012**	**2011**	**2010**
Proceeds from stock options exercised	$ 1,685	$ 944	$ 453
Tax benefits related to stock options exercised	369	143	187
Intrinsic value of stock options exercised	1,100	855	449

The Company has unvested restricted stock award grants of 312,446 shares from the 2006 Plan at December 31, 2012. Unrecognized stock based compensation expense related to restricted stock awards totaled $3.1 million at December 31, 2012. At such date, the weighted-average period over which this unrecognized expense was expected to be recognized was 2.27 years. The following table summarizes the unvested restricted stock awards at December 31, 2012 and 2011:

	Years Ended December 31,			
	2012		2011	
	Shares	**Weighted-Average Grant Date Fair Value**	**Shares**	**Weighted-Average Grant Date Fair Value**
Unvested at Beginning	202,555	$ 11.67	114,275	$ 9.20
Issued	243,767	16.83	108,162	13.79
Forfeited	(17,925)	13.26	(778)	12.38
Vested	(115,951)	12.91	(19,104)	8.83
Unvested at End	312,446	$ 15.15	202,555	$ 11.67

Approved by shareholders in May 2011, the 2011 ESPP reserved 500,000 shares of common stock for issuance to employees. Whole shares are sold to participants in the plan at 85% of the lower of the stock price at the beginning or end of each quarterly offering period. The 2011 ESPP is available to all eligible employees who have completed at least one year of continuous employment, work at least 20 hours per week and at least five months a year. Participants may contribute a minimum of $10 per pay period to a maximum of $6,250 per offering period or $25,000 annually (not to exceed more than 10% of compensation per pay period). At December 31, 2012, the 2011 ESPP had 460,653 shares remaining for issuance.

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Eagle Bancorp, Inc.

Notes to Consolidated Financial Statements
for the Years Ended December 31, 2012, 2011 and 2010: (Continued)

Note 13 Stock-Based Compensation (Continued)

Included in salaries and employee benefits the Company recognized $2.5 million, $1.1 million and $585 thousand in stock-based compensation expense for 2012, 2011 and 2010, respectively. Stock-based compensation expense is recognized ratably over the requisite service period for all awards.

Note 14 Employee Benefit Plans

The Company has a qualified 401(k) Plan which covers all employees who have reached the age of 21 and have completed at least one month of service as defined by the Plan. The Company makes contributions to the Plan based on a matching formula, which is annually reviewed. For years 2012, 2011 and 2010, the Company recognized $780 thousand, $628 thousand, and $504 thousand in expense, respectively. These amounts are included in salaries and employee benefits in the accompanying Consolidated Statements of Operations.

Note 15 Financial Instruments with Off-Balance Sheet Risk

Various commitments to extend credit are made in the normal course of banking business. Letters of credit are also issued for the benefit of customers. These commitments are subject to loan underwriting standards and geographic boundaries consistent with the Company's loans outstanding.

Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Since some of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements.

Loan commitments outstanding and lines and letters of credit at December 31, 2012 and 2011 are as follows:

(dollars in thousands)	2012	2011
Unfunded loan commitments	$ 718,386	$ 646,583
Unfunded lines of credit	74,094	59,526
	58,378	49,158
Total	$ 850,858	$ 755,267

Because most of the Company's business activity is with customers located in the Washington, D.C., metropolitan area, a geographic concentration of credit risk exists within the loan portfolio, the performance of which will be influenced by the economy of the region.

The Bank maintains a reserve for the potential repurchase of residential mortgage loans which amounted to $225 thousand at December 31, 2012 and $194 thousand at December 31, 2011. These amounts are included in Other liabilities in the accompanying Consolidated Balance Sheets. Changes in the balance of the reserve are a component of Other expenses in the accompanying Consolidated Statements of Operations. The reserve is available to absorb losses on the repurchase of loans sold related to document and other fraud, early payment default and early payoff. Through December 31, 2012, no reserve charges have occurred related to fraud or early payment default.

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Eagle Bancorp, Inc.

Notes to Consolidated Financial Statements
for the Years Ended December 31, 2012, 2011 and 2010: (Continued)

Note 16 Litigation

In the normal course of its business, the Company is involved in litigation arising from banking, financial, and other activities it conducts. Management, after consultation with legal counsel, does not anticipate that the ultimate liability, if any, arising out of these matters will have a material effect on the Company's financial condition, operating results or liquidity.

Note 17 Regulatory Matters

The Company and Bank are subject to various regulatory capital requirements administered by the Federal banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory and possibly additional discretionary actions by regulators that, if undertaken, could have a direct material effect on the Company's financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Company and 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 classification are also subject to qualitative judgments by the regulators about components, risk weighting, and other factors.

Quantitative measures established by regulation to ensure capital adequacy require the Company and Bank to maintain amounts and ratios (set forth in the table below) of total capital and Tier 1 capital (as defined in the regulations) to risk-weighted assets (as defined), and of Tier 1 capital (as defined) to average assets (as defined). Management believes, as of December 31, 2012 and 2011, that the Company and Bank met all capital adequacy requirements to which they are subject.

The actual capital amounts and ratios for the Company and Bank as of December 31, 2012 and 2011 are presented in the table below:

(dollars in thousands)	Company		Bank		For Capital Adequacy Purposes Ratio	To Be Well Capitalized Under Prompt Corrective Action Provision Ratio*
	Actual Amount	Ratio	Actual Amount	Ratio		
As of December 31, 2012						
Total capital (to risk weighted assets)	$ 381,808	12.20%	$ 350,609	11.25%	8.0%	10.0%
Tier 1 capital (to risk weighted assets)	338,138	10.80%	312,974	10.05%	4.0%	6.0%
Tier 1 capital (to average assets)	338,138	10.44%	312,974	9.70%	3.0%	5.0%
As of December 31, 2011						
Total capital (to risk weighted assets)	$ 292,137	11.84%	$ 273,383	11.13%	8.0%	10.0%
Tier 1 capital (to risk weighted assets)	254,850	10.33%	243,553	9.92%	4.0%	6.0%
Tier 1 capital (to average assets)	254,850	8.21%	243,553	7.88%	3.0%	5.0%

* Applies to Bank only

Eagle Bancorp, Inc.

Notes to Consolidated Financial Statements
for the Years Ended December 31, 2012, 2011 and 2010: (Continued)

Note 17 Regulatory Matters (Continued)

Bank and holding company regulations, as well as Maryland law, impose certain restrictions on dividend payments by the Bank, as well as restricting extensions of credit and transfers of assets between the Bank and the Company. At December 31, 2012, the Bank could pay dividends to the parent to the extent of its earnings so long as it maintained required capital ratios.

Note 18 Fair Value Measurements

The fair value of an asset or liability is the price that would be received to sell that asset or paid to transfer that liability in an orderly transaction occurring in the principal market (or most advantageous market in the absence of a principal market) for such asset or liability. In estimating fair value, the Company utilizes valuation techniques that are consistent with the market approach, the income approach and/or the cost approach. Such valuation techniques are consistently applied. Inputs to valuation techniques include the assumptions that market participants would use in pricing an asset or liability. ASC Topic 820, *"Fair Value Measurements and Disclosures,"* establishes a fair value hierarchy for valuation inputs that gives the highest priority to quoted prices in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The fair value hierarchy is as follows:

Level 1	Quoted prices in active exchange markets for identical assets or liabilities; also includes certain U.S. Treasury and other U.S. government and agency securities actively traded in over-the-counter markets.
Level 2	Observable inputs other than Level 1 including quoted prices for similar assets or liabilities, quoted prices in less active markets, or other observable inputs that can be corroborated by observable market data; also includes derivative contracts whose value is determined using a pricing model with observable market inputs or can be derived principally from or corroborated by observable market data. This category generally includes certain U.S. government and agency securities, corporate debt securities, derivative instruments, and residential mortgage loans held for sale.
Level 3	Unobservable inputs supported by little or no market activity for financial instruments whose value is determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires significant management judgment or estimation; also includes observable inputs for single dealer nonbinding quotes not corroborated by observable market data. This category generally includes certain private equity investments, retained interests from securitizations, and certain collateralized debt obligations.

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Eagle Bancorp, Inc.

Notes to Consolidated Financial Statements
for the Years Ended December 31, 2012, 2011 and 2010: (Continued)

Note 18 Fair Value Measurements (Continued)

Assets and Liabilities Recorded as Fair Value on a Recurring Basis

The table below presents the recorded amount of assets and liabilities measured at fair value on a recurring basis as of December 31, 2012 and 2011:

(dollars in thousands)	Quoted Prices (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Other Unobservable Inputs (Level 3)	Total (Fair Value)
December 31, 2012				
Investment securities available for sale:				
U. S. Government agency securities	$	$ 49,082	$	$ 49,082
Residential mortgage backed securities		173,083		173,083
Municipal bonds		77,313		77,313
Other equity investments	112		230	342
Residential mortgage loans held for sale		226,923		226,923
Total assets measured at fair value on a recurring basis as of December 31, 2012	$ 112	$ 526,401	$ 230	$ 526,743

(dollars in thousands)	Quoted Prices (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Other Unobservable Inputs (Level 3)	Total (Fair Value)
December 31, 2011				
Investment securities available for sale:				
U. S. Government agency securities	$	$ 103,753	$	$ 103,753
Residential mortgage backed securities		147,978		147,978
Municipal bonds		61,773		61,773
Other equity investments	81		226	307
Residential mortgage loans held for sale		176,826		176,826
Total assets measured at fair value on a recurring basis as of December 31, 2011	$ 81	$ 490,330	$ 226	$ 490,637

Investment Securities Available-for-Sale

Investment securities available-for-sale are recorded at fair value on a recurring basis. Fair value measurement is based upon quoted prices, if available. If quoted prices are not available, fair value is measured using independent pricing models or other model-based valuation techniques such as the present value of future cash flows, adjusted for the security's credit rating, prepayment assumptions and other factors such as credit loss assumptions. Level 1 securities include those traded on an active exchange such as the New York Stock Exchange, Treasury securities that are traded by dealers or brokers in active over-the-counter markets and money market funds. Level 2 securities include U.S. government agency debt securities, mortgage backed securities issued by government sponsored entities and municipal bonds. Securities classified as Level 3 include securities in less liquid markets.

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Eagle Bancorp, Inc.

Notes to Consolidated Financial Statements
for the Years Ended December 31, 2012, 2011 and 2010: (Continued)

Note 18 Fair Value Measurements (Continued)

The Company's residential loans held for sale are reported on an aggregate basis at the lower of cost or fair value.

The following is a reconciliation of activity for assets measured at fair value based on significant unobservable (non-market) information:

(dollars in thousands)	Other Equity Investments December 31, 2012	Other Equity Investments December 31, 2011
Balance, beginning of period	$ 226	$ 267
Total realized and unrealized gains and losses:		
Included in other comprehensive income	4	
Purchases		
Principal redemption		(41)
Balance, end of period	$ 230	$ 226

Assets and Liabilities Recorded at Fair Value on a Nonrecurring Basis

The Company may be required from time to time, to measure certain assets at fair value on a nonrecurring basis in accordance with GAAP. These include assets that are measured at the lower of cost or market that were recognized at fair value below cost at the end of the period. There are no liabilities which the Company measures at fair value on a nonrecurring basis. Assets measured at fair value on a nonrecurring basis are included in the table below:

(dollars in thousands)	Quoted Prices (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Other Unobservable Inputs (Level 3)	Total (Fair Value)
December 31, 2012				
Impaired loans:				
Commercial	$	$ 5,198	$ 4,050	$ 9,248
Investment commercial real estate		3,924	1,676	5,600
Owner occupied commercial real estate		6,452	207	6,659
Real estate mortgage residential			699	699
Construction commercial and residential		12,937	10,298	23,235
Home equity		510	3	513
Other consumer			43	43
Other real estate owned		4,969	330	5,299
Total assets measured at fair value on a nonrecurring basis as of December 31, 2012	$	$ 33,990	$ 17,306	$ 51,296

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Eagle Bancorp, Inc.

Notes to Consolidated Financial Statements
for the Years Ended December 31, 2012, 2011 and 2010: (Continued)

Note 18 Fair Value Measurements (Continued)

(dollars in thousands)	Quoted Prices (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Other Unobservable Inputs (Level 3)	Total (Fair Value)
December 31, 2011				
Impaired loans:				
Commercial	$	$ 6,011	$ 4,684	$ 10,695
Investment commercial real estate		3,927	7,278	11,205
Owner occupied commercial real estate			282	282
Real estate mortgage residential			1,041	1,041
Construction commercial and residential		18,086	4,726	22,812
Home equity		214	410	624
Other consumer			8	8
Other real estate owned		1,135	2,090	3,225
Total assets measured at fair value on a nonrecurring basis as of December 31, 2011	$	$ 29,373	$ 20,519	$ 49,892

Loans

The Company does not record loans at fair value on a recurring basis, however, from time to time, a loan is considered impaired and an allowance for loan loss is established. Loans for which it is probable that payment of interest and principal will not be made in accordance with the contractual terms of the loan are considered impaired. Once a loan is identified as individually impaired, management measures impairment in accordance with ASC Topic 310, *"Receivables."* The fair value of impaired loans is estimated using one of several methods, including the collateral value, market value of similar debt, enterprise value, liquidation value and discounted cash flows. Those impaired loans not requiring a specific allowance represent loans for which the fair value of expected repayments or collateral exceed the recorded investment in such loans. At December 31, 2012, substantially all of the totally impaired loans were evaluated based upon the fair value of the collateral. In accordance with ASC Topic 820, impaired loans where an allowance is established based on the fair value of collateral require classification in the fair value hierarchy. When the fair value of the collateral is based on an observable market price or a current appraised value, the Company records the loan as nonrecurring Level 2. When an appraised value is not available or management determines the fair value of the collateral is further impaired below the appraised value and there is no observable market price, the Company records the loan as nonrecurring Level 3.

The Company discloses fair value information about financial instruments for which it is practicable to estimate the value, whether or not such financial instruments are recognized on the balance sheet. Fair value is the amount at which a financial instrument could be exchanged in a current transaction between willing parties, other than in a forced sale or liquidation, and is best evidenced by quoted market price, if one exists.

Eagle Bancorp, Inc.

**Notes to Consolidated Financial Statements
for the Years Ended December 31, 2012, 2011 and 2010: (Continued)**

Note 18 Fair Value Measurements (Continued)

Quoted market prices, if available, are shown as estimates of fair value. Because no quoted market prices exist for a portion of the Company's financial instruments, the fair value of such instruments has been derived based on management's assumptions with respect to future economic conditions, the amount and timing of future cash flows and estimated discount rates. Different assumptions could significantly affect these estimates. Accordingly, the net realizable value could be materially different from the estimates presented below. In addition, the estimates are only indicative of individual financial instrument values and should not be considered an indication of the fair value of the Company taken as a whole.

The following methods and assumptions were used to estimate the fair value of each category of financial instrument for which it is practicable to estimate value:

Cash due from banks and federal funds sold: For cash and due from banks and federal funds sold the carrying amount approximates fair value.

Interest bearing deposits with other banks: Values are estimated by discounting the future cash flows using the current rates at which similar deposits would be earning.

Investment securities: For these instruments, fair values are based upon quoted prices, if available. If quoted prices are not available, fair value is measured using independent pricing models or other model-based valuation techniques such as the present value of future cash flows, adjusted for the security's credit rating, prepayment assumptions and other factors such as credit loss assumptions.

Federal Reserve and Federal Home Loan Bank stock: The carrying amount approximate the fair values at the reporting date.

Loans held for sale: Fair values are at the carrying value (lower of cost or market) since such loans are typically committed to be sold (servicing released) at a profit.

Loans: For variable rate loans that re-price on a scheduled basis, fair values are based on carrying values. The fair value of the remaining loans are estimated by discounting the estimated future cash flows using the current interest rate at which similar loans would be made to borrowers with similar credit ratings and for the same remaining term.

Other earning assets: The fair value of bank owned life insurance is the current cash surrender value, which is the carrying value.

Noninterest bearing deposits: The fair value of these deposits is the amount payable on demand at the reporting date, since generally accepted accounting standards do not permit an assumption of core deposit value.

Interest bearing deposits: The fair value of interest bearing transaction, savings, and money market deposits with no defined maturity is the amount payable on demand at the reporting date, since generally accepted accounting standards do not permit an assumption of core deposit value.

Certificates of deposit: The fair value of certificates of deposit is estimated by discounting the future cash flows using the current rates at which similar deposits would be accepted.

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Eagle Bancorp, Inc.

Notes to Consolidated Financial Statements
for the Years Ended December 31, 2012, 2011 and 2010: (Continued)

Note 18 Fair Value Measurements (Continued)

Customer repurchase agreements and federal funds purchased: The carrying amount approximate the fair values at the reporting date.

Borrowings: The carrying amount for variable rate borrowings approximate the fair values at the reporting date. The fair value of fixed rate FHLB advances and the subordinated notes are estimated by computing the discounted value of contractual cash flows payable at current interest rates for obligations with similar remaining terms. The fair value of variable rate FHLB advances is estimated to be carrying value since these liabilities are based on a spread to a current pricing index.

Off-balance sheet items: Management has reviewed the unfunded portion of commitments to extend credit, as well as standby and other letters of credit, and has determined that the fair value of such instruments is equal to the fee, if any, collected and unamortized for the commitment made.

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Eagle Bancorp, Inc.

Notes to Consolidated Financial Statements
for the Years Ended December 31, 2012, 2011 and 2010: (Continued)

Note 18 Fair Value Measurements (Continued)

The estimated fair values of the Company's financial instruments at December 31, 2012 and 2011 are as follows:

(dollars in thousands)	Carrying Value	Fair Value	Fair Value Measurements: Quoted Prices in Active Markets for Identical Assets or Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
December 31, 2012					
Assets					
Cash and due from banks	$ 7,439	$ 7,439	$	$ 7,439	$
Federal funds sold	7,852	7,852		7,852	
Interest bearing deposits with other banks	324,043	324,043		324,043	
Investment securities	299,820	299,820	112	299,478	230
Federal Reserve and Federal Home Loan Bank stock	10,694	10,694		10,694	
Loans held for sale	226,923	226,923		226,923	
Loans	2,493,095	2,515,409		33,990	2,481,419
Other earning assets	14,135	14,135		14,135	
Liabilities					
Noninterest bearing deposits	881,390	881,390		881,390	
Interest bearing deposits	2,015,832	2,017,623		2,017,623	
Borrowings	140,638	142,765		142,765	
December 31, 2011					
Assets					
Cash and due from banks	$ 5,374	$ 5,374	$	$ 5,374	$
Federal funds sold	21,785	21,785		21,785	
Interest bearing deposits with other banks	205,252	205,252		205,252	
Investment securities	313,811	313,811	81	313,504	226
Federal Reserve and Federal Home Loan Bank stock	10,242	10,242		10,242	
Loans held for sale	176,826	176,826		176,826	
Loans	2,056,256	2,056,047		29,373	2,026,674
Other earning assets	13,743	13,743		13,743	
Liabilities					
Noninterest bearing deposits	688,506	688,506		688,506	
Interest bearing deposits	1,703,589	1,707,978		1,707,978	
Borrowings	152,662	155,452		155,452	

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Eagle Bancorp, Inc.

Notes to Consolidated Financial Statements
for the Years Ended December 31, 2012, 2011 and 2010: (Continued)

Note 19 Quarterly Results of Operations (unaudited)

The following table reports quarterly results of operations (unaudited) for 2012, 2011 and 2010:

	2012			
(dollars in thousands except per share data)	**Fourth Quarter**	**Third Quarter**	**Second Quarter**	**First Quarter**
Total interest income	$ 38,164	$ 36,636	$ 34,575	$ 32,568
Total interest expense	3,427	3,328	3,561	4,098
Net interest income	34,737	33,308	31,014	28,470
Provision for credit losses	4,139	3,638	4,443	3,970
Net interest income after provision for credit losses	30,598	29,670	26,571	24,500
Noninterest income	6,060	4,851	4,441	6,012
Noninterest expense	20,325	19,107	18,537	18,562
Income before income tax expense	16,333	15,414	12,475	11,950
Income tax expense	6,135	5,739	4,692	4,317
Net income	10,198	9,675	7,783	7,633
Preferred stock dividends and discount accretion	141	142	142	141
Net income available to common shareholders	$ 10,057	$ 9,533	$ 7,641	$ 7,492
Earnings per common share				
Basic(1)	$ 0.44	$ 0.45	$ 0.38	$ 0.37
Diluted(1)	$ 0.43	$ 0.44	$ 0.37	$ 0.36

	2011			
(dollars in thousands except per share data)	**Fourth Quarter**	**Third Quarter**	**Second Quarter**	**First Quarter**
Total interest income	$ 33,091	$ 30,741	$ 28,996	$ 26,296
Total interest expense	4,820	5,365	5,102	4,790
Net interest income	28,271	25,376	23,894	21,506
Provision for credit losses	2,765	2,887	3,215	2,116
Net interest income after provision for credit losses	25,506	22,489	20,679	19,390
Noninterest income	3,864	3,511	3,193	2,933
Noninterest expense	18,307	15,723	14,933	14,313
Income before income tax expense	11,063	10,277	8,939	8,010
Income tax expense	3,889	3,783	3,185	2,874
Net income	7,174	6,494	5,754	5,136
Preferred stock dividends and discount accretion	142	166	883	320
Net income available to common shareholders	$ 7,032	$ 6,328	$ 4,871	$ 4,816

Earnings per common share								
Basic(1)	$	0.35	$	0.32	$	0.25	$	0.24
Diluted(1)	$	0.35	$	0.31	$	0.24	$	0.24

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Eagle Bancorp, Inc.

Notes to Consolidated Financial Statements
for the Years Ended December 31, 2012, 2011 and 2010: (Continued)

Note 19 Quarterly Results of Operations (unaudited) (Continued)

	2010			
(dollars in thousands except per share data)	**Fourth Quarter**	**Third Quarter**	**Second Quarter**	**First Quarter**
Total interest income	$ 26,040	$ 24,421	$ 23,689	$ 22,508
Total interest expense	4,753	4,722	5,072	5,285
Net interest income	21,287	19,699	18,617	17,223
Provision for credit losses	3,556	1,962	2,101	1,689
Net interest income after provision for credit losses	17,731	17,737	16,516	15,534
Noninterest income	3,677	2,333	2,010	1,222
Noninterest expense	13,476	12,929	13,137	11,463
Income before income tax expense	7,932	7,141	5,389	5,293
Income tax expense	2,879	2,375	1,942	1,902
Net income	5,053	4,766	3,447	3,391
Preferred stock dividends and discount accretion	328	327	324	320
Net income available to common shareholders	$ 4,725	$ 4,439	$ 3,123	$ 3,071
Earnings per common share				
Basic (1)	$ 0.24	$ 0.22	$ 0.16	$ 0.16
Diluted (1)	$ 0.23	$ 0.22	$ 0.16	$ 0.16

(1) Earnings per common share are calculated on a quarterly basis and may not be additive to the year to date amount.

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Eagle Bancorp, Inc.

Notes to Consolidated Financial Statements
for the Years Ended December 31, 2012, 2011 and 2010: (Continued)

Note 20 Parent Company Financial Information (Continued)

Condensed financial information for Eagle Bancorp, Inc. (Parent Company only) is as follows:

Condensed Balance Sheet

(dollars in thousands)	December 31, 2012	December 31, 2011
Assets		
Cash	$ 16,877	$ 7,908
Cash equivalents	8,641	8,590
Investment securities available for sale, at fair value	212	181
Investment in subsidiaries	332,477	258,347
Other assets	1,353	1,319
Total Assets	$ 359,560	$ 276,345
Liabilities		
Other liabilities	$ 284	$ 334
Long-term borrowings	9,300	9,300
Total liabilities	9,584	9,634
Shareholders' Equity		
Preferred stock, Series B	56,600	56,600
Common stock	226	197
Warrant	946	946
Additional paid in capital	180,593	132,670
Retained earnings	106,146	71,423
Accumulated other comprehensive income	5,465	4,875
Total shareholders' equity	349,976	266,711
Total Liabilities and Shareholders' Equity	$ 359,560	$ 276,345

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Eagle Bancorp, Inc.

Notes to Consolidated Financial Statements for the Years Ended December 31, 2012, 2011 and 2010: (Continued)

Note 20 Parent Company Financial Information (Continued)

Condensed Statements of Income

	Years Ended December 31,		
(dollars in thousands)	**2012**	**2011**	**2010**
Income			
Other interest and dividends	$ 78	$ 5,056	$ 271
Gain on sale of investment securities			71
Total Income	78	5,056	342
Expenses			
Interest expense	946	943	943
Legal and professional	192	214	185
Directors' fees	237	178	139
Other	816	781	754
Total Expenses	2,191	2,116	2,021
Income (Loss) Before Income Tax (Benefit) Expense and Equity in Undistributed Income of Subsidiaries	(2,113)	2,940	(1,679)
Income Tax Benefit	(838)	(813)	(672)
Income (Loss) Before Equity in Undistributed Income of Subsidiaries	(1,275)	3,753	(1,007)
Equity in Undistributed Income of Subsidiaries	36,564	20,805	17,664
Net Income	35,289	24,558	16,657
Preferred Stock Dividends and Discount Accretion	566	1,511	1,299
Net Income Available to Common Shareholders	$ 34,723	$ 23,047	$ 15,358

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Eagle Bancorp, Inc.

Notes to Consolidated Financial Statements
for the Years Ended December 31, 2012, 2011 and 2010: (Continued)

Note 20 Parent Company Financial Information (Continued)

Condensed Statements of Cash Flows

	Years Ended December 31,		
(dollars in thousands)	**2012**	**2011**	**2010**
Cash Flows From Operating Activities			
Net Income	$ 35,289	$ 24,558	$ 16,657
Adjustments to reconcile net income to net cash provided by (used in) operating activities:			
Equity in undistributed income of subsidiary	(36,564)	(20,805)	(17,664)
Gain on sale of investment securities			(71)
Excess tax benefit on stock-based compensation	(369)	(143)	(187)
(Increase) decrease in other assets	(34)	784	(474)
(Decrease) increase in other liabilities	(50)	203	22
Net cash (used in) provided by operating activities	(1,728)	4,597	(1,717)
Cash Flows From Investing Activities			
Proceeds from sale / call of available for sale securities			22,054
Investment in subsidiary (net)	(34,143)	(31,964)	(17,500)
Net cash (used in) provided by investing activities	(34,143)	(31,964)	4,554
Cash Flows From Financing Activities			
Issuance of Series B Preferred Stock		56,600	
Redemption of Series A Preferred Stock		(23,235)	
Issuance of common stock	42,956		
Proceeds from exercise of stock options	1,685	944	453
Preferred stock dividends	(566)	(1,033)	(1,160)
Excess tax benefit on stock-based compensation	369	143	187
Proceeds from employee stock purchase plan	447	124	
Net cash provided by (used in) financing activities	44,891	33,543	(520)
Net Increase in Cash	9,020	6,176	2,317
Cash and Cash Equivalents at Beginning of Year	16,498	10,322	8,005
Cash and Cash Equivalents at End of Year	$ 25,518	$ 16,498	$ 10,322

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ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURES

None

ITEM 9A. CONTROLS AND PROCEDURES

The Company's management, under the supervision and with the participation of the Chief Executive Officer and Chief Financial Officer, evaluated, as of the last day of the period covered by this report, the effectiveness of the design and operation of the Company's disclosure controls and procedures, as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective.

MANAGEMENT REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

The management of Eagle Bancorp, Inc. (the "Company") is responsible for the preparation, integrity and fair presentation of the financial statements included in this Annual Report. The financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America and reflect management's judgments and estimates concerning the effects of events and transactions that are accounted for or disclosed.

Management is also responsible for establishing and maintaining effective internal control over financial reporting. The Company's internal control over financial reporting includes those policies and procedures that pertain to the Company's ability to record, process, summarize and report reliable financial data. The internal control system contains monitoring mechanisms, and appropriate actions taken to correct identified deficiencies. Management believes that internal controls over financial reporting, which are subject to scrutiny by management and the Company's internal auditors, support the integrity and reliability of the financial statements. Management recognizes that there are inherent limitations in the effectiveness of any internal control system, including the possibility of human error and the circumvention or overriding of internal controls. Accordingly, even effective internal control over financial reporting can provide only reasonable assurance with respect to financial statement preparation. In addition, because of changes in conditions and circumstances, the effectiveness of internal control over financial reporting may vary over time. The Audit Committee of the Board of Directors (the "Committee"), is comprised entirely of outside directors who are independent of management. The Committee is responsible for the appointment and compensation of the independent auditors and makes decisions regarding the appointment or removal of members of the internal audit function. The Committee meets periodically with management, the independent auditors, and the internal auditors to ensure that they are carrying out their responsibilities. The Committee is also responsible for performing an oversight role by reviewing and monitoring the financial, accounting, and auditing procedures of the Company in addition to reviewing the Company's financial reports. The independent auditors and the internal auditors have full and unlimited access to the Audit Committee, with or without the presence of management, to discuss the adequacy of internal control over financial reporting, and any other matters which they believe should be brought to the attention of the Audit Committee.

Management assessed the Company's system of internal control over financial reporting as of December 31, 2012. This assessment was conducted based on the Committee of Sponsoring Organizations ("COSO") of the Treadway Commission "Internal Control Integrated Framework." Based on this assessment, management believes that the Company maintained effective internal control over financial reporting as of December 31, 2012. Management's assessment concluded that there were no material weaknesses within the Company's internal control structure.

There were no changes in the Company's internal control over financial reporting (as defined in Rule 13a-15 under the Securities Act of 1934) during the quarter ended December 31, 2012 that have

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materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

The 2012 financial statements have been audited by the independent registered public accounting firm of Stegman & Company ("Stegman"). Personnel from Stegman were given unrestricted access to all financial records and related data, including minutes of all meetings of the Board of Directors and committees thereof. Management believes that all representations made to the independent auditors were valid and appropriate. The resulting report from Stegman accompanies the financial statements. Stegman has also issued a report on the effectiveness of internal control over financial reporting. That report has also been made a part of this Annual Report.

/s/ Ronald D. Paul Chairman, President and Chief Executive Officer of the Company	/s/ James H. Langmead Executive Vice President and Chief Financial Officer of the Company

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ITEM 9B. OTHER INFORMATION

None

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The information required by this Item is incorporated by reference to the material appearing under the captions "Election of Directors" and "Compliance with Section 16(a) of the Securities Exchange Act of 1934" in the Company's definitive proxy statement for the Annual Meeting of Shareholders to be held on May 16, 2013 (the "Proxy Statement"). The Company has adopted a code of ethics that applies to its Chief Executive Officer and Chief Financial Officer. A copy of the code of ethics will be provided to any person, without charge, upon written request directed to Jane Cornett, Corporate Secretary, Eagle Bancorp, Inc., 7815 Woodmont Avenue, Bethesda, Maryland 20814. There have been no material changes in the procedures previously disclosed by which shareholders may recommend nominees to the Company's Board of Directors.

ITEM 11. EXECUTIVE COMPENSATION

The information required by this Item is incorporated by reference to the material appearing under the captions "Election of Directors Director's Compensation" and "Executive Compensation" in the Proxy Statement.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

Securities Authorized for Issuance Under Equity Compensation Plans. The following table sets forth information regarding outstanding options and other rights to purchase or acquire common stock granted under the Company's compensation plans as of December 31, 2012:

Equity Compensation Plan Information

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans excluding securities reflected in column (a)
	(a)	(b)	(c)
Equity compensation plans approved by security holders(1)	652,064	$ 11.12	1,277,883(2)
Equity compensation plans not approved by security holders	0	0	0
Total	652,064	$ 11.12	1,277,883

(1) Consists of the Company's 2011 Employee Stock Purchase Plan, 2006 Stock Plan, 1998 Stock Option Plan and the Fidelity Long Term Incentive Plans. For additional information, see Note 13 to the Consolidated Financial Statements.

(2) Shares available for issuance under the 2011 Employee Stock Purchase Plan and the 2006 Stock Plan.

The remainder of the information required by this Item is incorporated by reference to the material appearing under the caption "Voting Securities and Principal Shareholders" in the Proxy Statement.

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ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE

The information required by this Item is incorporated by reference to the material appearing under the captions "Election of Directors" and "Certain Relationships and Related Transactions" in the Proxy Statement.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information required by this Item is incorporated by reference to the material appearing under the caption "Ratification of Appointment of Independent Registered Public Accounting Firm Fees Paid to Independent Accounting Firm" in the Proxy Statement.

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PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

The following financial statements are included in this report

Report of Independent Registered Public Accounting Firm

Consolidated Balance Sheets at December 31, 2012 and 2011

Consolidated Statements of Operations for the years ended December 31, 2012, 2011 and 2010

Consolidated Statements of Comprehensive Income for the years ended December 31, 2012, 2011 and 2010

Consolidated Statements of Cash Flows for the years ended December 31, 2012, 2011 and 2010

Consolidated Statements of Changes in Shareholders' Equity for the years ended December 31, 2012, 2011 and 2010

Notes to the Consolidated Financial Statements

All financial statement schedules have been omitted as the required information is either inapplicable or included in the Consolidated Financial Statements or related notes.

Exhibit No.	Description of Exhibit
3.1	Certificate of Incorporation of the Company, as amended(1)
3.2	Articles Supplementary to the Articles of Incorporation for the Series A Preferred Stock(2)
3.3	Bylaws of the Company(3)
3.4	Articles Supplementary to the Articles of Incorporation for the Series B Preferred Stock(4)
4	Warrant to Purchase Common Stock(5)
10.1	1998 Stock Option Plan(6)
10.2	Employment Agreement, dated as of September 1, 2011, between James H. Langmead and the Bank(7)
10.3	Employment Agreement, dated as of September 1, 2011, between Thomas D. Murphy and the Bank(8)
10.4	Amended and Restated Employment Agreement between Ronald D. Paul and the Company(9)
10.5	Employment Agreement, dated as of September 1, 2011, between Susan G. Riel and the Bank(10)
10.6	Fee Agreement between Robert P. Pincus and the Company(11)
10.7	2006 Stock Plan(12)
10.8	Employment Agreement, dated as of September 1, 2011, among Michael T. Flynn the Company and the Bank(13)
10.9	Employment Agreement, dated as of September 1, 2011, between Laurence E. Bensignor and the Bank(14)
10.10	Employment Agreement, dated as of September 1, 2011, between the Bank and Janice Williams(15)

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Exhibit No.	Description of Exhibit
10.11	Employment Agreement, dated as of February 23, 2012, between the Bank and Antonio F. Marquez(16)
10.12	2013 Senior Executive Incentive Plan(17)
10.13	Form of Amendment to Employment Agreements
11	Statement Regarding Computation of Per Share Income
	Please refer to Note 9 to the Consolidated Financial Statements for the year ended December 31, 2011.
12	Statement re: Computation of Ratios
21	Subsidiaries of the Registrant
23	Consent of Stegman & Company
31.1	Certification of Ronald D. Paul
31.2	Certification of James H. Langmead
32.1	Certification of Ronald D. Paul
32.2	Certification of James H. Langmead
101	Interactive data files pursuant to Rule 405 of Regulation S-T (i) the Consolidated Balance Sheets at December 31, 2012 and 2011 (ii) the Consolidated Statement of Earnings for the years ended December 31, 2012, 2011 and 2010 the Consolidated Statement of Comprehensive Income for the years ended December 31, 2012, 2011 and 2010 (iv) the Consolidated Statement of Changes in Shareholders' Equity for the years ended December 31, 2012, 2011 and 2010 (v) the Consolidated Statement of Cash Flows for the years ended December 31, 2012, 2011 and 2010 (vi) the Notes to the Consolidated Financial Statements

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(1) Incorporated by reference to the Exhibit 3.1 to the Company's Current Report on Form 8-K filed on July 16, 2008.

(2) Incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on December 8, 2008.

(3) Incorporated by reference to the exhibit 3.2 to the Company's Current Report on Form 8-K filed on June 27, 2012.

(4) Incorporated by reference to the exhibit 3.1 to the Company's Current Report on Form 8-K filed on July 15, 2011.

(5) Incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on December 8, 2008.

(6) Incorporated by reference to Exhibit 10.1 to the Company's Annual Report on Form 10-KSB for the year ended December 31, 1998.

(7) Incorporated by reference to Exhibit 10.1to the Company's Current Report on Form 8-K filed on December 23,, 2011.

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(8) Incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on December 23, 2011

(9) Incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K/A filed on December 22, 2008.

(10) Incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K filed on December 23, 2011.

(11) Incorporated by reference to Exhibit 10.3 to the Company's Registration Statement on Form S-4 (Registration No. 333-150763).

(12) Incorporated by reference to Exhibit 4 to the Company's Registration Statement on Form S-8 (No. 333-135072).

(13) Incorporated by reference to Exhibit 10.6 to the Company's Current Report on Form 8-K filed on December 23, 2011.

(14) Incorporated by reference to Exhibit 10.5 to the Company's Current Report on Form 8-K filed on December 23, 2011.

(15) Incorporated by reference to Exhibit 10.4 to the Company's Current Report on Form 8-K filed on December 23, 2011.

(16) Incorporated by reference to Exhibit 10.13 to the Company's Quarterly Report on Form 10-Q for the Quarter ended March 31, 2012.

(17) Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on February 15, 2013.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

EAGLE BANCORP, INC.

March 18, 2013 by: /s/ RONALD D. PAUL

Ronald D. Paul, *Chairman, President and CEO*

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Name	Position	Date
/s/ LESLIE M. ALPERSTEIN, PH.D. Leslie M. Alperstein, Ph.D.	Director	March 18, 2013
/s/ DUDLEY C. DWORKEN Dudley C. Dworken	Director	March 18, 2013
/s/ HARVEY M. GOODMAN Harvey M. Goodman	Director	March 18, 2013
/s/ NORMAN R. POZEZ Norman R. Pozez	Director	March 18, 2013
/s/ DONALD R. ROGERS Donald R. Rogers	Director	March 18, 2013
/s/ LELAND M. WEINSTEIN Leland M. Weinstein	Director	March 18, 2013
/s/ RONALD D. PAUL Ronald D. Paul	Chairman, President and Principal Executive Officer of the Company	March 18, 2013

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Name	Position	Date
/s/ ROBERT P. PINCUS Robert P. Pincus	Vice Chairman	March 18, 2013
/s/ JAMES H. LANGMEAD James H. Langmead	Executive Vice President and Chief Financial Officer of the Company Principal Financial and Accounting Officer	March 18, 2013