Howard Bancorp Inc
Form 10-Q
May 10, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

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

For the quarterly period ended March 31, 2018

OR

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

Commission File Number: 001-35489

HOWARD BANCORP, INC.

(Exact name of registrant as specified in its charter)

Maryland	**20-3735949**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

3301 Boston Street, Baltimore, MD	**21224**
(Address of principal executive offices)	(Zip Code)

(410) 750-0020

(Registrant's telephone number, including area code)

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 x No ¨

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No ¨

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

Large accelerated filer ¨ Accelerated filer x Non-accelerated filer ¨ Smaller reporting company ¨ Emerging growth company ¨

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ¨

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

The number of outstanding shares of common stock outstanding as of April 30, 2018.

Common Stock, $0.01 par value – 18,991,026 shares

HOWARD BANCORP, INC.

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As used in this report, "the Company," "we," "us," and "ours" refer to Howard Bancorp, Inc. and its subsidiaries. References to the "Bank" refer to Howard Bank.

This report contains forward-looking statements, which can be identified by the use of words such as "estimate," "project," "believe," "intend," "anticipate," "plan," "seek," "expect," "will," "may," "should" and words of similar meaning. You can also them by the fact that they do not relate strictly to historical or current facts.

These forward-looking statements include, but are not limited to:

- statements of our goals, intentions and expectations, particularly with respect to our business plan and strategies, including our planned new branch in Columbia, Maryland, opening of additional branches, expansion into new markets, potential acquisitions, increasing capital, market share, loan, investments and asset growth, revenue and profit growth and expanding client relationships;
- statements with respect to expected benefits and other impacts of our acquisition of First Mariner Bank, including expected increases in non-interest expenses resulting from the merger;
- impact of recent branch closures and the opening of our anticipated new branch on expenses;
- statements regarding the asset quality of our investment portfolios and anticipated recovery and collection of unrealized losses on securities available for sale;
- expected continued focus on commercial customers as well as continuing to originate residential real estate loans and both maintaining our residential mortgage loan portfolio and continuing to sell loans into the secondary market;
- the expected impact of the recently enacted Tax Cuts and Jobs Act;
- expected increases in occupancy and equipment expenses;
- statements with respect to our allowance for credit losses, and the adequacy thereof;
- our expectations regarding the pending sale of OREO properties, including the timing and impact thereof;
- statement with respect to having adequate liquidity levels and future sources of liquidity;
- our belief that we will retain a large portion of maturing certificates of deposit;
- the impact on us of recent changes to accounting standards;
- future cash requirements relating to commitments to extend credit; and
- the impact of interest rate changes on our net interest income.

These forward-looking statements are based on our current beliefs and expectations and are inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are beyond our control. In addition, these forward-looking statements are subject to assumptions with respect to future business strategies and decisions that are subject to change. We are under no duty to and do not undertake any obligation to update any forward-looking statements after the date of this report.

The following factors, among others, could cause actual results to differ materially from the anticipated results or other expectations expressed in the forward-looking statements:

- potential problems in connection with the recent acquisition of First Mariner Bank, as further discussed in "Item 1A. Risk Factors";
- deterioration in general economic conditions, either nationally or in our market area, or a return to recessionary conditions;
- competition among depository and other financial institutions;
- inflation and changes in the interest rate environment that reduce our margins or reduce the fair value of financial instruments;
- adverse changes in the securities markets;
- changes in laws or government regulations or policies affecting financial institutions, including changes in regulatory fees and capital requirements;
- our ability to enter new markets successfully and capitalize on growth opportunities, and to otherwise implement our growth strategy;
- our ability to successfully integrate acquired entities, if any;
- changes in consumer spending, borrowing and savings habits;
- changes in accounting policies and practices, as may be adopted by the bank regulatory agencies, the Financial Accounting Standards Board, the Securities and Exchange Commission and the Public Company Accounting Oversight Board;
- changes in our organization, compensation and benefit plans;
- loss of key personnel; and
- other risk discussed in this report.

Because of these and a wide variety of other uncertainties, our actual future results may be materially different from the results indicated by these forward-looking statements. You should not put undue reliance on any forward-looking statements.

PART I

Item 1. Financial Statements

Howard Bancorp, Inc. and Subsidiary

Consolidated Balance Sheets

(in thousands, except share data)	Unaudited March 31, 2018	December 31, 2017
ASSETS		
Cash and due from banks	$76,570	$ 28,856
Federal funds sold	968	116
Total cash and cash equivalents	77,538	28,972
Interest bearing deposits with banks	3,920	-
Securities available for sale, at fair value	87,613	74,256
Securities held to maturity, at amortized cost	9,250	9,250
Nonmarketable equity securities	12,700	6,492
Loans held for sale, at fair value	69,886	42,153
Loans and leases, net of unearned income	1,605,478	936,608
Allowance for credit losses	(6,148)	(6,159)
Net loans and leases	1,599,330	930,449
Bank premises and equipment, net	51,125	19,189
Goodwill	72,001	603
Core deposit intangible	13,972	1,743
Bank owned life insurance	72,824	28,631
Other real estate owned	5,135	1,549
Deferred tax asset	34,430	813
Interest receivable and other assets	14,977	5,850
Total assets	$2,124,701	$ 1,149,950
LIABILITIES		
Noninterest-bearing deposits	$414,528	$ 218,139
Interest-bearing deposits	1,135,431	645,769
Total deposits	1,549,959	863,908
Short-term borrowings	199,427	130,385
Long-term borrowings	72,555	18,535
Accrued expenses and other liabilities	11,052	4,869
Total liabilities	1,832,993	1,017,697
COMMITMENTS AND CONTINGENCIES		

STOCKHOLDERS' EQUITY		
Common stock - par value of $0.01 authorized 20,000,000 shares; issued and outstanding 18,991,026 shares at March 31, 2018 and 9,820,592 at December 31, 2017	190	98
Capital surplus	275,489	110,387
Retained earnings	16,430	22,105
Accumulated other comprehensive loss	(401)	(337)
Total stockholders' equity	291,708	132,253
Total liabilities and stockholders' equity	$2,124,701	$ 1,149,950

The accompanying notes are an integral part of these consolidated financial statements.

Consolidated Statements of Operations

	Unaudited For the three months ended March 31,	
(in thousands, except share data)	2018	2017
INTEREST INCOME		
Interest and fees on loans and leases	$ 13,578	$ 9,461
Interest and dividends on securities	568	286
Other interest income	214	121
Total interest income	14,360	9,868
INTEREST EXPENSE		
Deposits	1,350	884
Short-term borrowings	690	141
Long-term borrowings	172	92
Total interest expense	2,212	1,117
NET INTEREST INCOME	12,148	8,751
Provision for credit losses	1,120	200
Net interest income after provision for credit losses	11,028	8,551
NONINTEREST INCOME		
Service charges on deposit accounts	326	208
Realized and unrealized gains on mortgage banking activity	1,816	2,801
Loss on the sale of securities	(139)	-
Loss on the sale of portfolio loans	-	(184)
Income from bank owned life insurance	285	145
Loan fee income	1,866	1,261
Other operating income	550	228
Total noninterest income	4,704	4,459
NONINTEREST EXPENSE		
Compensation and benefits	7,569	5,557
Occupancy and equipment	1,550	1,062
Amortization of core deposit intangible	359	135
Marketing and business development	1,005	941
Professional fees	306	423
Data processing fees	601	476
Merger and restructuring expense	9,975	-
FDIC assessment	153	217
Other real estate owned expense	22	24
Loan production expense	943	930
Other operating expense	668	735
Total noninterest expense	23,151	10,500
(LOSS) INCOME BEFORE INCOME TAXES	(7,419)	2,510
Income tax (benefit) expense	(1,744)	944

NET (LOSS) INCOME	$ (5,675)	$ 1,566
NET (LOSS) INCOME PER COMMON SHARE		
Basic	$ (0.43)	$ 0.18
Diluted	$ (0.43)	$ 0.18

The accompanying notes are an integral part of these consolidated financial statements.

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Consolidated Statements of Comprehensive (Loss) Income

	Unaudited For the three months ended March 31,	
(in thousands)	2018	2017
Net (Loss) Income	$ (5,675)	$ 1,566
Other comprehensive (loss) income		
Investments available-for-sale:		
Reclassification adjustment for loss	139	-
Related income tax benefit	(38)	-
Unrealized holding (losses) gains	(305)	1
Related income tax benefit	140	-
Comprehensive (loss) income	$ (5,739)	$ 1,567

The accompanying notes are an integral part of these consolidated financial statements.

Consolidated Statements of Changes in Stockholders' Equity

(dollars in thousands, except share data)	Number of shares	Common stock	Capital surplus	Retained earnings	Accumulated other comprehensive loss	Total
Balances at January 1, 2017	6,991,072	70	71,021	14,849	(150)	85,790
Net income	-	-	-	1,566	-	1,566
Net unrealized gain on securities	-	-	-	-	1	1
Common stock offering	2,760,000	28	38,355	-	-	38,383
Director stock awards	6,604	-	110	-	-	110
Exercise of options	5,642	-	74	-	-	74
Stock-based compensation	-	-	87	-	-	87
Balances at March 31, 2017	9,763,318	98	109,647	16,415	(149)	126,011
Balances at January 1, 2018	9,820,592	98	110,387	22,105	(337)	132,253
Net loss	-	-	-	(5,675)	-	(5,675)
Net unrealized loss on securities	-	-	-	-	(64)	(64)
Acquisition of First Mariner Bank	9,143,222	92	164,486	-	-	164,578
Director stock awards	4,800	-	101	-	-	101
Exercise of options	1,680	-	18	-	-	18
Stock-based compensation	20,732	-	497	-	-	497

Balances at March 31, 2018	18,991,026	$ 190	$275,489	$16,430	$ (401)	$291,708

The accompanying notes are an integral part of these consolidated financial statements.

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Consolidated Statements of Cash Flows

	Unaudited Three months ended March 31	
(in thousands)	2018	2017
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net (loss) income	$(5,675)	$1,566
Adjustments to reconcile net (loss) income to net cash from operating activities:		
Provision for credit losses	1,120	200
Deferred income tax (benefit)	(966)	283
Depreciation	490	317
Stock-based compensation	598	197
Net (accretion) amortization of investment securities	21	13
Net accretion of discount on purchased loans	(147)	(60)
Loss on sales of securities	139	-
Net amortization of intangible asset	359	136
Loans originated for sale	(153,972)	(147,163)
Proceeds from sale of loans originated for sale	156,244	165,351
Realized and unrealized gains on mortgage banking activity	(1,816)	(2,801)
Loss on sales of portfolio loans, net	-	184
Cash surrender value of BOLI	(285)	(145)
Decrease in interest receivable	540	3
Increase in interest payable	39	8
Decrease in other assets	244	1,858
Increase in other liabilities	29	1,291
Net cash (used in) provided by operating activities	(3,038)	21,238
CASH FLOWS FROM INVESTING ACTIVITIES:		
Proceeds from maturities of interest bearing deposits with banks	-	5,187
Purchases of investment securities available-for-sale	-	(17,854)
Purchases of investment securities held-to-maturity	-	(2,500)
Proceeds from sale/maturities of investment securities available-for-sale	110,577	10,510
Net increase in loans and leases outstanding	(5,515)	(29,566)
Proceeds from the sale of portfolio loans	-	3,754
Purchase of premises and equipment	(521)	(101)
Acquisition activity, net of cash received	29,285	-
Net cash provided by (used in) investing activities	133,826	(30,570)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Net (decrease) increase in deposits	(20,383)	43,238
Net decrease in short-term borrowings	(115,978)	(51,757)
Proceeds from issuance of long-term debt	54,020	-
Repayment of long-term debt	-	(11,488)
Net proceeds from issuance of common stock, net of cost	119	38,457
Net cash (used in) provided by financing activities	(82,222)	18,450

Net increase in cash and cash equivalents	48,566	9,118
Cash and cash equivalents at beginning of period	28,972	39,366
Cash and cash equivalents at end of period	$77,538	$48,484
SUPPLEMENTAL INFORMATION		
Cash payments for interest	$1,837	$1,109
Assets acquired in business combination (net of cash received)	970,709	-
Liabilities assumed in business combination	897,569	-

The accompanying notes are an integral part of these consolidated financial statements.

Notes to Consolidated Financial Statements (unaudited)

Note 1: Summary of Significant Accounting Policies

Nature of Operations

On December 15, 2005, Howard Bancorp, Inc. ("Bancorp") acquired all of the stock and became the holding company of Howard Bank (the "Bank") pursuant to the Plan of Reorganization approved by the shareholders of the Bank and by federal and state regulatory agencies. Each share of the Bank's common stock was converted into two shares of Bancorp common stock effected by the filing of Articles of Exchange on that date, and the shareholders of the Bank became the shareholders of Bancorp. The Bank has seven subsidiaries, six of which are intended to hold foreclosed real estate (three of which are inactive) and the other owns and manages real estate that is used as a branch location and has office and retail space. The accompanying consolidated financial statements of Bancorp and its wholly-owned subsidiary bank (collectively the "Company") have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP").

Bancorp was incorporated in April of 2005 under the laws of the State of Maryland and is a bank holding company registered under the Bank Holding Company Act of 1956. Bancorp is a single bank holding company with one subsidiary, Howard Bank, which operates as a state trust company with commercial banking powers regulated by the Maryland Office of the Commissioner of Financial Regulation (the "Commissioner").

On March 1, 2018, Howard Bancorp, Inc. completed its previously announced merger (the "Merger") with First Mariner Bank, a Maryland chartered trust company ("First Mariner") pursuant to the Agreement and Plan of Reorganization dated as of August 14, 2017, as amended by Amendment No. 1 on November 8, 2017, by and among Bancorp, Howard Bank, a Maryland chartered trust company and wholly owned subsidiary of Bancorp, and First Mariner (as amended, the "Agreement"). At the effective time of the Merger, First Mariner merged with and into Howard Bank, with Howard Bank continuing as the surviving bank of the Merger and a wholly owned subsidiary of Bancorp. The Merger was described in the joint proxy and information statement/prospectus filed with the U.S. Securities and Exchange Commission (the "SEC") on November 22, 2017.

At the effective time of the Merger, pursuant to the terms of the Agreement, each outstanding share of First Mariner common stock and First Mariner Series A Non-Voting Non-Cumulative Perpetual Preferred Stock issued and outstanding was cancelled and converted into the right to receive 1.6624 shares of Bancorp common stock. To effect the Merger, Bancorp issued 9,143,222 shares of Bancorp common stock to First Mariner shareholders.

On February 1, 2017, Bancorp closed an underwritten public offering, including the exercise in full by the underwriters of their option to purchase an additional 360,000 shares, at the public offering price of $15.00 per share. The exercise of the option to purchase additional shares brought the total number of shares of common stock sold by Bancorp to 2,760,000 shares and increased the amount of gross proceeds raised in the offering to approximately $41.4 million, and after underwriting discounts and estimated expenses, gross proceeds raised in the offering of $38.4 million.

The Company is a diversified financial services company providing commercial banking, mortgage banking and consumer finance through banking branches, the internet and other distribution channels to businesses, business owners, professionals and other consumers located primarily in the Greater Baltimore Metropolitan Area.

The following is a description of the Company’s significant accounting policies.

Principles of Consolidation

The consolidated financial statements include the accounts of Bancorp, its subsidiary bank and the Bank’s subsidiaries. All significant intercompany accounts and transactions have been eliminated. The parent company only financial statements report investments in the subsidiary bank under the equity method.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Material estimates that are particularly susceptible to significant changes in the near-term relate to the determination of the allowance for credit losses, other-than-temporary impairment of investment securities, the fair value of loans held for sale, and fair value estimates related to acquisition accounting.

Loans Held-For-Sale

The Company engages in sales of residential mortgage loans originated by the Bank. The Company has elected to measure loans held for sale at fair value. Fair value is based on outstanding investor commitments or, in the absence of such commitments, on current investor yield requirements based on third party models. Gains and losses on sales of these loans are recorded as a component of noninterest income in the Consolidated Statements of Operations. 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. Interest on loans held for sale is credited to income based on the principal amounts outstanding.

Upon sale and delivery, loans are legally isolated from the Company and the Company has no ability to restrict or constrain the ability of third party investors to pledge or exchange the mortgage loans. The Company does not have the entitlement or ability to repurchase the mortgage loans or unilaterally cause third party investors to put the mortgage loans back to the Company. Unrealized and realized gains on loan sales are determined using the specific identification method and are recognized through mortgage banking activity in the Consolidated Statements 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 commitment). 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 interest rate risk on the loan.

For purposes of calculating fair value of rate lock commitments, the Bank estimates loan closing and investor delivery rate based on historical experience. The measurement of the estimated fair value of the rate lock commitments is presented as realized and unrealized gains from mortgage banking activities with the corresponding balance sheet amount presented as part of other assets.

The Company elected to measure loans held for sale at fair value to better align reported results with the underlying economic changes in value of the loans on the Company's balance sheet. Loans held for sale that were not ultimately sold, but instead were placed into the Bank's portfolio, are reclassified to loans held for investment and continue to be recorded at fair value.

Reclassifications

Certain items in prior financial statements have been reclassified to conform to the current presentation.

New Accounting Pronouncements

The FASB has issued ASU 2017-12, *Derivatives and Hedging (Topic 815): Targeted Improvements to Accounting for Hedging Activities.* This ASU's objectives are to 1) improve the transparency and understanding of information conveyed to financial statements users about an entity's risk management activities by better aligning the entity's financial reporting for hedging relationships with those risk management activities; and 2) reduce the complexity of and simplify the application of hedge accounting by preparers. ASU 2017-12 is effective for fiscal years beginning after December 15, 2018; early adoption is permitted. The Company currently does not designate any derivative financial instruments as formal hedging relationships and therefore, does not utilize hedge accounting. However, the Company is currently evaluating this ASU to determine whether its provision will enhance the Company's ability to employ risk management strategies, while improving the transparency and understanding of those strategies for financial statement users.

The FASB has issued ASU 2017-09, *Compensation—Stock Compensation (Topic 718): Scope of Modification Accounting.* This ASU clarifies when changes to the term or conditions of a share-based payment award must be accounted for as a modification. Under this ASU, an entity will not apply modification accounting to a share-based payment award if all of the following are the same immediately before and after the change: 1) The fair value: 2) the award's vesting conditions; and 3) the award's classification as an equity or liability instrument. ASU No. 2017-09 is effective for fiscal years beginning after December 15, 2017 and interim periods within those fiscal years, and is not expected to have a material impact on the Company's Consolidated Financial Statements.

The FASB has issued ASU 2017-08, *Receivables—Nonrefundable Fees and Other Costs (Subtopic 310-20): Premium Amortization on Purchased Callable Debt Securities.* The amendments in this Update shorten the amortization period for certain callable debt securities held at a premium. Specifically, the amendments require the premium to be amortized to the earliest call date. The amendments do not require an accounting change for securities held at a discount; the discount continues to be amortized to maturity. The amendments in this Update are effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018. The Company will evaluate the guidance in this update but does not expect it to have a significant impact on the Company's financial position or result of operations.

The FASB has issued ASU 2017-04, *Intangibles—Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment.* The amendments in this Update simplify the subsequent measurement of goodwill by eliminating Step 2 from the goodwill impairment test. The Company should perform its goodwill impairment test by comparing the fair value of a reporting unit with its carrying amount. Impairment changes should be recognized for the amount by which the carrying amount exceeds the reporting unit's fair value, however, the loss recognized should not exceed the total amount of goodwill allocated to that reporting unit. The impairment charge is limited to the amount of goodwill allocated to that reporting unit. The amendments in this Update are effective for fiscal years beginning after December 15, 2019, and interim periods within those fiscal years. Adoption of ASU 2017-01 did not have a significant impact on the Company's financial position or result of operations.

The FASB has issued ASU 2017-01, *Business Combinations (Topic 805): Clarifying the Definition of a Business*. The amendments in this Update provide clarification on the definition of a business and provides criteria to aid in the assessment of whether a transaction should be accounted for as an acquisition or a disposal of assets or business. The amendments in this Update are effective for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years. The Company will evaluate the guidance in this update but does not expect it to have a significant impact on the Company's financial position or result of operations.

The FASB has issued ASU 2016-13, *Financial Instruments—Credit Losses (Topic 326).* The main objective of this update is to provide financial statement users with more decision-useful information about the expected credit losses on financial instruments and other commitments to extend credit held by a reporting entity at each reporting date. To achieve this objective, the guidance in this update replaces the incurred loss impairment methodology in current GAAP with a methodology that reflects expected credit losses and requires consideration of a broader range of

reasonable and supportable information to inform credit loss estimates. The measurement of expected credit losses is based on relevant information about past events, including historical experience, current conditions, and reasonable and supportable forecasts that affect the collectability of the reported amount. An entity must use judgment in determining the relevant information and estimation methods that are appropriate in its circumstances. The guidance in this update is effective for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years. The Company is currently evaluating this guidance to determine the impact on the Company's Consolidated Financial Statements.

The FASB has issued ASU 2016-02, *Leases (Topic 842).* The new guidance requires lessees to recognize lease assets and lease liabilities related to certain operating leases on their balance sheet and disclose key information about leasing arrangements. This guidance is effective for fiscal years beginning after December 15, 2018 and interim periods within those fiscal years. The Company is currently evaluating this guidance to determine the impact on its consolidated financial statements. The Company leases certain properties under operating leases that will result in recognition on the Company's consolidated balance sheet.

The FASB has issued ASU No. 2016-01, *Financial Instruments – Recognition and Measurement of Financial Assets and Liabilities*. ASU No. 2016-01 requires equity investments to be measured at fair value with changes in fair value recognized in net income, excluding equity investments that are consolidated or accounted for under the equity method of accounting. The guidance allows equity investments without readily determinable fair values to be measured at cost minus impairment, with a qualitative assessment required to identify impairment. The guidance also: requires public companies to use exit prices to measure the fair value of financial instruments for disclosure purposes; requires separate presentation of financial assets and financial liabilities by measurement category and form of financial asset on the balance sheet or the accompanying notes to the financial statements; and eliminates the disclosure requirements related to measurement assumptions for the fair value of instruments measured at amortized cost. In addition, the guidance requires that for liabilities measured at fair value under the fair value option, changes in fair value due to changes in instrument-specific credit risk be presented in other comprehensive income. ASU 2016-01 is effective for fiscal years beginning after December 15, 2017 and interim periods within those fiscal years. Adoption of ASU 2016-01 did not have a material impact on the Company's Consolidated Financial Statements.

The FASB has issued ASU No. 2014-09, *Revenue from Contracts with Customers (Topic 606)*. The guidance requires an entity to recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The guidance in this update is effective for annual reporting periods beginning after December 15, 2017, including interim periods within that reporting period. As allowed by this ASU the Company is permitted to adopt using the full retrospective transition method for all periods presented, or modified retrospective method where the guidance would only be applied to existing contracts in effect at the adoption date and new contracts going forward. The Company's revenue stream within the scope of ASU No. 2014-09 is primarily from service charges on deposit accounts. The Company used a modified retrospective approach to uncompleted contracts at the date of adoption. Periods prior to the date of adoption are not retrospectively revised, but a cumulative effect of adoption is recognized for the impact of the ASU on uncompleted contracts at the date of adoption. The impact of guidance in this update, including method of implementation, did not have a material impact on the Company's Consolidated Financial Statements. See Note 13 for additional information.

Note 2: Business Combinations

First Mariner Acquisition

On March 1, 2018, Howard Bancorp, Inc. completed its merger with First Mariner Bank into Howard Bank, a wholly owned subsidiary of Howard Bancorp, pursuant to the Agreement and Plan of Reorganization. At the effective time of the Merger, First Mariner merged with and into Howard Bank, with Howard Bank continuing as the surviving bank of the Merger. At the effective time of the Merger, pursuant to the terms of the Agreement, each outstanding share of First Mariner common stock and First Mariner Series A Non-Voting Non-Cumulative Perpetual Preferred Stock issued and outstanding was cancelled and converted into the right to receive 1.6624 shares of Bancorp common stock. The aggregate merger consideration of $173.8 million included $9.2 million of cash and 9,143,222 shares of our common stock, which was valued at approximately $164.6 million based on Howard Bancorp's closing stock price of $18.00 on February 28, 2018.

The Company has accounted for the Merger under the acquisition method of accounting in accordance with FASB ASC Topic 805, "*Business Combinations*," whereby the acquired assets and assumed liabilities were recorded by Bancorp at their estimated fair values as of their acquisition date.

Management made significant estimates and exercised significant judgment in accounting for the acquisition of First Mariner. Management judgmentally assigned risk ratings to loans based on appraisals and estimated collateral values, expected cash flows, prepayment speeds and estimated loss factors to measure fair values for loans. Deposits and borrowings were valued based upon interest rates, original and remaining terms and maturities, as well as current rates for similar funds in the same markets. Premises and equipment was valued based on recent appraised values.

Management used quoted or current market prices to determine the fair value of investment securities.

The following table provides the purchase price as of the acquisition date, the identifiable assets acquired and liabilities assumed at their estimated fair values, and the resulting goodwill of $71.4 million recorded from the acquisition:

(in thousands)

Purchase Price Consideration		
Cash consideration	$9,245	
Purchase price assigned to shares exchanged for stock	164,578	
Total purchase price for First Mariner acquisition	$173,823	
Assets acquired at fair value:		
Cash and cash equivalents	$38,530	
Interest bearing deposits with banks	3,920	
Investment securities available for sale	130,302	
Loans held for sale	28,189	
Loans	664,338	
Accrued interest receivable	3,023	
Other assets	119,103	
Core deposit intangible	12,588	
Total fair value of assets acquired	$999,994	
Liabilities assumed at fair value:		
Deposits	706,435	
Borrowings	185,020	
Accrued expenses and other liabilities	6,114	
Total fair value of liabilities assumed	$897,569	
Net assets acquired at fair value:		$102,425
Transaction consideration paid to First Mariner		173,823
Amount of goodwill recorded from First Mariner Acquisition		$71,398

In accordance with ASU 2015-16 *Business Combinations (Topic 805)* the Company has one year from the date of the business combination to make certain adjustments to the acquisition accounting amounts.

Acquired loans

The following table outlines the contractually required payments receivable, cash flows we expect to receive, non-accretable credit adjustments and the accretable yield for all First Mariner loans as of the acquisition date.

Contractually

	Required Payments Receivable	Non-Accretable Credit Adjustment	Cash Flows Expected to be Collected	Accretable FMV Adjustment	Carring Value of Loans Receivable
Performing loans acquired	$ 654,621	$ -	$ 654,621	$ 9,054	$ 645,567
Impaired loans acquired	29,470	9,644	19,826	1,055	18,771
Total loans acquired	$ 684,091	$ 9,644	$ 674,447	$ 10,109	$ 664,338

At the merger of First Mariner, all loans acquired were recorded at the estimated fair value on the purchase date with no carryover of the related allowance for loan losses. On the merger date, the loan portfolio was segregated into two loan pools, performing and non-performing loans to be retained in our portfolio.

The Company determined the net discounted value of cash flows on approximately 2,700 performing loans totaling $654.6 million. The valuation took into consideration the loans' underlying characteristics, including account types, remaining terms, annual interest rates, interest types such as fixed or variable rate, past delinquencies, timing of principal and interest payments, current market rates, loan-to-value ratios, loss exposures, and remaining balances. These performing loans were segregated into pools based on loan and payment type and in some cases, risk grade. The effect of this valuation process was a net accretable discount adjustment of $9.1 million at merger.

The Company also individually evaluated 57 impaired loans totaling $29.5 million of contractually required payments, to determine the fair value as of the March 1, 2018 measurement date. In determining the fair value for each individually evaluated impaired loan, the Company considered a number of factors including the remaining life of the acquired loan, estimated prepayments, estimated loss ratios, estimated value of the underlying collateral and net present value of cash flows the Company expect to receive, among others.

The Company established a credit risk related non-accretable difference of $9.6 million relating to these acquired, credit impaired loans, reflected in the recorded net fair value. The Company further estimated the timing and amount of expected cash flows in excess of the estimated fair value and established an accretable discount adjustment of $1.1 million at acquisition relating to these impaired loans.

The amount of revenue derived from First Mariner since the acquisition date included in the consolidated income statement for the quarter ended March 31, 2018 was approximately $3.0 million.

In connection with the acquisition, the Company incurred merger-related expenses relating to personnel, professional fees, occupancy and equipment and other costs of integrating and conforming acquired operations. Those expenses consisted largely of costs related to professional and consulting services, employment severance and early retirement charges, termination of contractual agreements and conversion of systems and/or integration of operations, initial communication expenses, printing and filing costs of completing the transaction and investment banking charges.

A summary of merger related costs included in the consolidated statements of income for the quarter ended March 31, 2018 is summarized as follows:

Compensation related	$5,758
Equipment disposition	1,918
Legal and consulting	1,807
Accounting & other	492
Total	$9,975

Pro Forma Condensed Combined Financial Information:

The following table presents unaudited proforma information as if the merger between Howard Bancorp and First Mariner had been completed on January 1, 2018 and on January 1, 2017. The pro forma information does not necessarily reflect the results of operations that would have occurred had the Company merged with First Mariner at the beginning of 2018 or 2017. Supplemental proforma earnings were adjusted to exclude merger related costs. The expected future amortizations of the various fair value adjustments were included beginning in each year presented. Cost savings are not reflected in the unaudited pro forma amounts for the periods presented. The pro forma financial information does not include the impact of possible business model changes, nor does it consider any potential impacts of current market conditions on revenues, expense efficiencies, or other factors.

	March 31,	
	2018	2017
Net interest income after provision	$15,868	$15,991
Noninterest income	6,735	8,347
Noninterest expense	21,107	22,616
Net income	1,084	826
Net income per share	$0.06	$0.06

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Note 3: Investment Securities

The Bank holds securities classified as available for sale and held to maturity.

Because of the composition and remaining duration of the securities portfolio acquired in the First Mariner merger, management deemed it prudent for interest rate risk management purposes to liquidate the majority of the acquired portfolio. Thus, in the first quarter of 2018, the Bank sold nearly $69.37 million of First Mariner securities, with no gains or losses incurred upon the liquidation, as the sales were executed within days of the merger. In addition the Bank sold $33.0 million of pre-acquisition investment securities, in the first quarter of 2018 and recorded a loss on the sale of $139 thousand. Nearly $51 million of the acquired securities that were retained in the securities portfolio were recorded at fair value and were all classified as available for sale.

The amortized cost and estimated fair values of investments are as follows:

(in thousands)	March 31, 2018				December 31, 2017			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Available for sale								
U.S. Government Agencies	$30,475	$ -	$ 540	$ 29,935	$68,082	$ -	$ 342	$ 67,740
Treasuries	1,504	-	11	1,493	1,505	-	11	1,494
Mortgage-backed	49,907	93	116	49,884	2,541	-	62	2,479
Other investments	6,344	40	83	6,301	2,579	-	36	2,543
	$88,230	$ 133	$ 750	$ 87,613	$74,707	$ -	$ 451	$ 74,256
Held to maturity Corporate debentures	$9,250	$ 205	$ 16	$ 9,439	$9,250	$ 188	$ 17	$ 9,421

Gross unrealized losses and fair value by investment category and length of time the individual securities have been in a continuous unrealized loss position at March 31, 2018 and December 31, 2017 are presented below:

March 31, 2018 (in thousands)	Less than 12 months		12 months or more		Total	
	Fair	Gross Unrealized	Fair	Gross Unrealized	Fair	Gross Unrealized

	Value	Losses	Value	Losses	Value	Losses
Available for sale						
U.S. Government						
Agencies	$ 7,907	$ 282	$ 22,185	$ 258	$30,092	$ 540
Treasuries	1,493	11	-	-	1,493	11
Mortgage-backed	1,099	71	31,349	45	32,448	116
Other investments	3,230	83	-	-	3,230	83
	$ 13,729	$ 447	$ 53,534	$ 303	$67,263	$ 750
Held to maturity Corporate debentures	$ 500	$ 16	$ -	$ -	$500	$ 16

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December 31, 2017 (in thousands)	Less than 12 months		12 months or more		Total	
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
Available for sale						
U.S. Government Agencies	$ 54,303	$ 216	$ 13,437	$ 126	$67,740	$ 342
Treasuries	-	-	1,494	11	1,494	11
Mortgage-backed	1,202	12	1,262	50	2,464	62
Other investments	2,500	36	-	-	2,500	36
	$ 58,005	$ 264	$ 16,193	$ 187	$74,198	$ 451
Held to maturity Corporate debentures	$ 500	$ 17	$ -	$ -	$9,250	$ 17

The unrealized losses that existed were a result of market changes in interest rates since the original purchase. 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 the (1) duration and magnitude of the decline in value, (2) financial condition of the issuer or issuers and (3) structure of the security. The portfolio contained 36 securities with unrealized losses and 38 securities with unrealized losses at March 31, 2018 and December 31, 2017, respectively.

An impairment loss is recognized in earnings if any of the following are true: (1) the Company intends to sell the debt security; (2) it is more likely than not that the Company will be required to sell the security before recovery of its amortized cost basis; or (3) the Company does not expect to recover the entire amortized cost basis of the security. In situations where the Company intends to sell or when it is more likely than not that the Company will be required to sell the security, the entire impairment loss must be recognized in earnings. In all other situations, only the portion of the impairment loss representing the credit loss must be recognized in earnings, with the remaining portion being recognized in shareholders' equity as a component of other comprehensive income, net of deferred tax.

The amortized cost and estimated fair values of investments securities by contractual maturity are shown below:

(in thousands)	March 31, 2018		December 31, 2017	
	Amortized Cost	Estimated Fair Value	Amortized Cost	Estimated Fair Value
Amounts maturing:				
One year or less	$5,020	$ 4,969	$35,105	$ 34,995
After one through five years	26,972	26,472	34,489	34,248
After five through ten years	13,933	14,137	9,257	9,428
After ten years	48,223	48,241	2,526	2,464
	$94,148	$ 93,819	$81,377	$ 81,135

At March 31, 2018 and December 31, 2017, $30.2 million and $28.8 million in fair value of securities were pledged as collateral for repurchase agreements, respectively. No single issuer of securities, except for Government agency securities, had outstanding balances that exceeded ten percent of shareholders' equity at March 31, 2018.

Note 4: Loans and Leases

The Company makes loans and leases to customers primarily in the Greater Baltimore Maryland metropolitan area and surrounding communities. A substantial portion of the Company's loan portfolio consists of loans to businesses secured by real estate and/or other business assets.

The loan portfolio segment balances at March 31, 2018 and December 31, 2017 are presented in the following table:

	March 31, 2018				December 31, 2017	
(in thousands)	Legacy	Acquired	Total	% of Total	Total	% of Total
Real estate						
Construction and land	$67,713	$41,706	$109,419	6.8 %	$74,398	7.9 %
Residential - first lien	193,146	182,311	375,457	23.4	194,896	20.8
Residential - junior lien	40,408	56,326	96,734	6.0	43,047	4.6
Total residential real estate	233,554	238,637	472,191	29.4	237,943	25.4
Commercial - owner occupied	139,367	32,605	171,972	10.7	170,408	18.2
Commercial - non-owner occupied	299,069	169,039	468,108	29.2	260,802	27.8
Total commercial real estate	438,436	201,644	640,080	39.9	431,210	46.0
Total real estate loans	739,703	481,987	1,221,690	76.1	743,551	79.3
Commercial loans and leases	214,614	124,069	338,683	21.1	188,729	20.2
Consumer	4,172	40,933	45,105	2.8	4,328	0.5
Total loans	$958,489	$646,989	$1,605,478	100.0%	$936,608	100.0 %

Net loan origination fees, which are included in the amounts above, totaled $139 thousand and $54 thousand at March 31, 2018 and December 31, 2017, respectively.

Acquired Impaired Loans

The following table documents changes in the accretable discount on acquired impaired loans during the three months ended March 31, 2018:

(in thousands)	March31, 2018
Balance at beginning of period	$ -
Impaired loans acquired	1,055
Accretion of fair value discounts	(63)
Balance at end of period	$ 992

The table below presents the outstanding balances and related carrying amounts for all acquired impaired loans at the beginning and end of the respective periods.

(in thousands)	Contractually Required Payments Receivable	Carrying Amount
At March 31, 2018	$ 17,199	$ 12,581
At December 31, 2017	$ 1,292	$ 851

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Note 5: Credit Quality Assessment

Allowance for Credit Losses

The following table provides information on the activity in the allowance for credit losses by the respective loan portfolio segment for the three month periods ended March 31, 2018 and March 31, 2017:

	March 31, 2018							
(in thousands)	Construction and land	Residential first lien	Residential junior lien	Commercial owner occupied	Commercial non-owner occupied	Commercial loans and leases	Consumer loans	Total
Allowance for credit losses:								
Beginning balance	$735	$ 668	$ 177	$ 617	$ 1,410	$ 2,529	$ 23	$6,159
Charge-offs	(202)	(99)	(89)	(1)	(534)	(269)	(4)	(1,198)
Recoveries	-	-	-	-	2	61	4	67
Provision for credit losses	30	167	98	82	592	151	-	1,120
Ending balance	$563	$ 736	$ 186	$ 698	$ 1,470	$ 2,472	$ 23	$6,148

	March 31, 2017							
(in thousands)	Construction and land	Residential first lien	Residential junior lien	Commercial owner occupied	Commercial non-owner occupied	Commercial loans and leases	Consumer loans	Total
Allowance for credit losses:								
Beginning balance	$511	$ 454	$ 89	$ 327	$ 1,120	$ 3,800	$ 127	$6,428
Charge-offs	-	(50)	(23)	-	-	(1,112)	(108)	(1,293)
Recoveries	-	-	-	-	1	12	12	25
Provision for credit losses	23	100	33	68	(23)	(39)	38	200
Ending balance	$534	$ 504	$ 99	$ 395	$ 1,098	$ 2,661	$ 69	$5,360

The following table provides additional information on the allowance for credit losses at March 31, 2018 and December 31, 2017:

(in thousands)	**March 31, 2018** Construction and land	Residential first lien	Residential junior lien	Commercial owner occupied	Commercial non-owner occupied	Commercial loans and leases	Consumer loans	Total
Allowance allocated to:								
individually evaluated for impairment	$ -	$ -	$ -	$ -	$ -	$ 380	$ -	$ 380
collectively evaluated for impairment	$ 563	$ 736	$ 186	$ 698	$ 1,470	$ 2,092	$ 23	$ 5,786
Loans:								
Legacy Loans:								
Ending balance	$ 67,713	$ 193,146	$ 40,408	$ 139,367	$ 299,069	$ 214,614	$ 4,172	$ 958,489
individually evaluated for impairment	$ 559	$ 5,182	$ 56	$ 508	$ 8,401	$ 3,164	$ -	$ 17,870
collectively evaluated for impairment	$ 67,154	$ 187,964	$ 40,352	$ 138,859	$ 290,668	$ 211,450	$ 4,172	$ 940,619
Acquired Loans:								
Ending balance	$ 41,706	$ 182,311	$ 56,326	$ 32,605	$ 169,039	$ 124,069	$ 40,933	$ 646,989
purchased credit impaired loans	$ 849	$ 9,760	$ 724	$ 1,049	$ -	$ 17	$ 153	$ 12,252
collectively evaluated for impairment	$ 40,857	$ 172,551	$ 55,602	$ 31,556	$ 169,039	$ 124,052	$ 40,780	$ 634,437

Acquired loans were evaluated for impairment subsequent to the merger. No allowance was required on these loans due to the recently assigned credit marks on these loans.

	December 31, 2017							
	Construction	Residential	Residential	Commercial owner	Commercial non-owner	Commercial loans	Consumer	
(in thousands)	and land	first lien	junior lien	occupied	occupied	and leases	loans	Total
Allowance allocated to:								
individually evaluated for impairment	$202	$ -	$ 29	$ -	$ 11	$ 668	$ -	$910
collectively evaluated for impairment	$533	$ 668	$ 148	$ 617	$ 1,399	$ 1,861	$ 23	$5,249
Loans:								
Ending balance	$74,398	$ 194,896	$ 43,047	$ 170,408	$ 260,802	$ 188,729	$ 4,328	$936,608
individually evaluated for impairment	$761	$ 2,009	$ 396	$ 508	$ 5,867	$ 3,724	$ -	$13,265
collectively evaluated for impairment	$73,637	$ 192,887	$ 42,651	$ 169,900	$ 254,935	$ 185,005	$ 4,328	$923,343

When potential losses are identified, a specific provision and/or charge-off may be taken, based on the then current likelihood of repayment, that is at least in the amount of the collateral deficiency, and any potential collection costs, as determined by the independent third party appraisal.

All loans that are considered impaired are subject to the completion of an impairment analysis. This analysis highlights any potential collateral deficiencies. A specific amount of impairment is established based on the Bank's calculation of the probable loss inherent in the individual loan. The actual occurrence and severity of losses involving impaired credits can differ substantially from estimates.

Credit risk profile by portfolio segment based upon internally assigned risk assignments are presented below:

	March 31, 2018							
	Construction	Residential	Residential	Commercial owner	Commercial non-owner	Commercial loans	Consumer	
(in thousands)	and land	first lien	junior lien	occupied	occupied	and leases	loans	Total
Credit quality indicators:								
Legacy Loans:								
Not classified	$67,279	$ 188,249	$ 40,352	$ 138,772	$ 290,668	$ 211,191	$ 4,172	$940,683
Special mention	-	-	-	-	-	-	-	-
Substandard	434	4,897	56	595	8,401	3,405	-	17,788

Doubtful	-	-	-	-	-	18	-	18
Total	$67,713	$ 193,146	$ 40,408	$ 139,367	$ 299,069	$ 214,614	$ 4,172	$958,489
Acquired Loans:								
Not classified	$39,774	$ 182,311	$ 56,326	$ 17,932	$ 166,492	$ 119,644	$ 40,933	$623,412
Special mention	-	-	-	8,834	972	1,632	-	11,438
Substandard	814			4,283	1,269	1,587	-	7,953
Doubtful	1,118	-	-	1,556	306	1,206	-	4,186
Total	$41,706	$ 182,311	$ 56,326	$ 32,605	$ 169,039	$ 124,069	$ 40,933	$646,989

	December 31, 2017							
(in thousands)	Construction and land	Residential first lien	Residential junior lien	Commercial owner occupied	Commercial non-owner occupied	Commercial loans and leases	Consumer loans	Total
Credit quality indicators:								
Not classified	$73,761	$ 193,174	$ 42,651	$ 169,900	$ 253,255	$ 184,858	$ 4,328	$921,927
Special mention	-	-	-	-	1,592	-	-	1,592
Substandard	637	1,103	5	508	3,725	801	-	6,779
Doubtful	-	619	391	-	2,230	3,070	-	6,310
Total	$74,398	$ 194,896	$ 43,047	$ 170,408	$ 260,802	$ 188,729	$ 4,328	$936,608

- **Special Mention** - A Special Mention asset has potential weaknesses that deserve management's close attention. If left uncorrected, these potential weaknesses may result in deterioration of the repayment prospects for the asset or in the institution's credit position at some future date. Special Mention assets are not adversely classified and do not expose an institution to sufficient risk to warrant adverse classification.

- **Substandard** - Substandard loans are inadequately protected by the current sound worth and paying capacity of the obligor or of the collateral pledged, if any. Loans so classified must have a well-defined weakness or weaknesses that jeopardize the liquidation of the debt. They are characterized by the distinct possibility that the Bank will sustain some loss if the deficiencies are not corrected.

- **Doubtful** - Loans classified Doubtful have all the weaknesses inherent in those classified Substandard with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of currently known facts, conditions and values, highly questionable and improbable.

Loans classified Special Mention, Substandard, Doubtful or Loss are reviewed at least quarterly to determine their appropriate classification. All commercial loan relationships are reviewed annually. Non-classified residential mortgage loans and consumer loans are not evaluated unless a specific event occurs to raise the awareness of possible credit deterioration.

An aged analysis of past due loans are as follows:

	March 31, 2018							
(in thousands)	Construction and land	Residential first lien	Residential junior lien	Commercial owner occupied	Commercial non-owner occupied	Commercial loans and leases	Consumer loans	Total
Analysis of past due loans:								
Legacy Loans:								
Accruing loans current	$67,184	$182,791	$40,009	$138,859	$290,477	$211,639	$4,162	$935,121
Accruing loans past due:								
30-59 days past due	-	5,346	343	-	74	35	10	5,808
60-89 days past due	-	64	-	-	43	46	-	153
Greater than 90 days past due	95	48	-	-	74	-	-	217
Total past due	95	5,458	343	-	191	81	10	6,178
Non-accrual loans	434	4,897	56	508	8,401	2,894	-	17,190
Total loans	$67,713	$193,146	$40,408	$139,367	$299,069	$214,614	$4,172	$958,489
Acquired Loans:								
Accruing loans current	$40,857	$166,916	$53,685	$31,556	$168,624	$123,977	$40,749	$626,364
Accruing loans past due:								
30-59 days past due	-	5,140	905	-	210	27	31	6,313
60-89 days past due	-		900	-		46	-	946
Greater than 90 days past due	-	495	112	-	205	2	-	814
Total past due	-	5,635	1,917	-	415	75	31	8,073
Non-accrual loans[1]	849	9,760	724	1,049	-	17	153	12,552
Total loans	$41,706	$182,311	$56,326	$32,605	$169,039	$124,069	$40,933	$646,989

(1) Included are purchased credit impaired loans where the Company amortizes the accreatable discount into interest income, however these loans do not accrue interest based on the terms of the loan.

	December 31, 2017							
(in thousands)	Construction and land	Residential first lien	Residential junior lien	Commercial owner occupied	Commercial non-owner occupied	Commercial loans and leases	Consumer loans	Total
Analysis of past due loans:								
Accruing loans current	$73,386	$185,135	$42,491	$169,596	$251,608	$185,239	$4,328	$911,783
Accruing loans past due:								
30-59 days past due	279	6,381	110	173	-	52	-	6,995
60-89 days past due	96	1,330	-	-	364	-	-	1,790
Greater than 90 days past due	-	328	50	131	2,963	-	-	3,472
Total past due	375	8,039	160	304	3,327	52	-	12,257
Non-accrual loans	637	1,722	396	508	5,867	3,438	-	12,568
Total loans	$74,398	$194,896	$43,047	$170,408	$260,802	$188,729	$4,328	$936,608

Total loans either in non-accrual status or in excess of 90 days delinquent totaled $30.8 million or 1.9% of total loans outstanding at March 31, 2018, which represents an increase from $16.0 million or 1.7% at December 31, 2017.

The impaired loans at March 31, 2018 and December 31, 2017 are as follows:

	March 31, 2018							
(in thousands)	Construction & land	Residential first lien	Residential junior lien	Commercial owner occupied	Commercial non-owner occupied	Commercial loans and leases	Consumer loans	Total
Impaired loans:								
Legacy Loans:								
Recorded investment	$559	$ 5,182	$ 56	$ 508	$ 8,401	$ 3,164	$ -	$17,870
With an allowance recorded	-	-	-	-	-	1,531	-	1,531
With no related allowance recorded	559	5,182	56	508	8,401	1,633	-	16,339
Related allowance	-	-	-	-	-	380	-	380
Unpaid principal	761	5,307	56	508	8,947	5,045	-	20,624
Average balance of impaired loans	761	5,379	56	519	8,987	5,845	-	21,547
Interest income recognized	-	21	1	-	1	24	-	47
Acquired Loans:								
Recorded investment[1]	849	9,760	724	1,049	-	17	153	12,552
Unpaid principal	1,118	11,309	1,181	1,351	305	1,239	165	16,668
Average balance of impaired loans	1,118	11,309	1,181	1,351	305	1,239	165	16,668
Interest income recognized	-	-	-	-	-	-	-	-

(1) Included are purchased credit impaired loans where the Company amortizes the accretable discount into interest income, however these loans do not accrue interest based on the terms of the loan.

	December 31, 2017							
(in thousands)	Construction & land	Residential first lien	Residential junior lien	Commercial owner occupied	Commercial non-owner occupied	Commercial loans and leases	Consumer loans	Total
Impaired loans:								
Recorded investment	$761	$ 2,009	$ 396	$ 508	$ 5,867	$ 3,724	$ -	$13,265
With an allowance recorded	637	-	391	-	2,230	2,883	-	6,141
With no related allowance recorded	124	2,009	5	508	3,637	841	-	7,124
Related allowance	202	-	29	-	11	668	-	910
Unpaid principal	762	2,034	403	509	5,884	5,293	-	14,885
Average balance of impaired loans	756	2,100	403	519	5,956	5,988	-	15,722
Interest income recognized	19	60	12	-	132	150	-	373

Included in the total impaired loans above were non-accrual loans of $29.7 million and $12.6 million at March 31, 2018 and December 31, 2017, respectively. Interest income that would have been recorded if non-accrual loans had been current and in accordance with their original terms was $358 thousand and $213 thousand for the first three months of 2018 and 2017, respectively.

Loans may have their terms restructured (e.g., interest rates, loan maturity date, payment and amortization period, etc.) in circumstances that provide payment relief to a borrower experiencing financial difficulty. Such restructured loans are considered trouble debt restructured loans (“TDRs”) that may either be impaired loans that may either be in accruing status or non-accruing status. Non-accruing restructured loans may return to accruing status provided there is a sufficient period of payment performance in accordance with the restructure terms. Loans may be removed from the restructured category in the year subsequent to the restructuring if: a) the restructuring agreement specifies an interest rate equal to or greater than the rate that the creditor was willing to accept at the time of restructuring for a new loan with comparable risk; and b) the loan is not impaired based on the terms specified by the restructuring agreement.

TDRs at March 31, 2018 and December 31, 2017 are as follows:

	March 31, 2018				
(dollars in thousands)	Number of Loans	Non-Accrual Status	Number of Loans	Accrual Status	Total TDRs
Construction and land	-	$ -	1	$ 125	$125
Residential real estate - first lien	2	880	1	285	1,165
Commercial - non-owner occupied	2	2,815	-	-	2,815
Commercial loans and leases	2	596	1	202	798
	6	$ 4,291	3	$ 612	$4,903

	December 31, 2017				
(dollars in thousands)	Number of Loans	Non-Accrual Status	Number of Loans	Accrual Status	Total TDRs
Construction and land	-	$ -	1	$ 125	$125
Residential real estate - first lien	2	886	1	287	1,173
Residential real estate - junior lien	1	398	-	-	398
Commercial - non-owner occupied	2	2,815	-	-	2,815
Commercial loans and leases	2	599	1	208	807
	7	$ 4,698	3	$ 620	$5,318

A summary of TDR modifications outstanding and performing under modified terms are as follows:

	March 31, 2018			
(in thousands)	Related Allowance	Not Performing to Modified Terms	Performing to Modified Terms	Total TDRs
Construction and land				
Extension or other modification	$-	$ -	$ 125	$125
Residential real estate - first lien				
Extension or other modification	-	880	285	1,165
Commercial RE - non-owner occupied				
Rate modification	-	2,815	-	2,815
Commercial loans				
Extension or other modification	-	83	202	285
Forbearance	24	513	-	513
Total troubled debt restructured loans	$24	$ 4,291	$ 612	$4,903

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	December 31, 2017			
(in thousands)	Related Allowance	Not Performing to Modified Terms	Performing to Modified Terms	Total TDRs
Construction and land				
Extension or other modification	$-	$ -	$ 125	$125
Residential real estate - first lien				
Extension or other modification	-	886	287	1,173
Residential real estate - junior lien				
Forbearance	30	398	-	398
Commercial RE - non-owner occupied				
Rate modification	-	2,815	-	2,815
Commercial loans				
Extension or other modification	-	85	208	293
Forbearance	32	514	-	514
Total troubled debt restructured loans	$62	$ 4,698	$ 620	$5,318

There were no new loans restructured during the three months ended March 31, 2018.

As a part of the modification of the land development loan restructured during 2017, the Bank agreed to forgive $215 thousand in debt, and recorded this amount as a loss. The pre-modification principal amount on this loan was $340 thousand, while the post-modification principal amount was reduced to $125 thousand. The other modifications have been only interest rate concessions and payment term extensions, not principal reductions that resulted in the recordation of a loss. Thus, the pre-modification and post-modification recorded investment amounts are the same for these TDRs.

Performing TDRs were in compliance with their modified terms and there are no further commitments associated with these loans. During the three months ended March 31, 2018 there were no TDRs that subsequently defaulted within twelve months of their modification dates.

Management routinely evaluates other real estate owned (“OREO”) based upon periodic appraisals. For the three months ended March 31, 2018 and 2017 there were no additional valuation allowances recorded as the current appraised value, less estimated cost to sell, was sufficient to cover the recorded OREO amount. For the three months ended March 31, 2018 and 2017 there were no new loans transferred from loans to OREO. The Company did not sell any properties held as OREO during the first three months of 2018 or 2017. In conjunction with the First Mariner acquisition the Bank’s OREO balances increased $3.9 million representing 13 assets. At March 31, 2018 there were two residential first lien loans totaling $184 thousand in the process of foreclosure.

Note 6: Goodwill and Other Intangible Assets

Goodwill has an indefinite useful life and is evaluated for impairment annually or more frequently if events and circumstances indicate that the asset would more-likely-than-not reduce the fair value below the carrying amount.

At March 1, 2018 the Company recorded $71.4 million in goodwill relating to the First Mariner merger as detailed in Note 2 above.

The Bank has one unit, which is the core banking operation. The table below shows goodwill balances at March 31, 2018 and December 31, 2017.

(in thousands)	March 31, 2018	December 31, 2017
Goodwill		
Banking	$ 72,001	$ 603

Core deposit intangible consists of premiums paid for the acquisitions of core deposits and are amortized based upon the estimated economic benefits received. The gross carrying amount and accumulated amortization of other intangible assets are as follows:

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	March 31, 2018			
(in thousands)	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Weighted Average Remaining Life (Years)
Amortizing intangible assets:				
Core deposit intangible	$16,128	$ 2,156	$13,972	5.4

	December 31, 2017			
(in thousands)	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Weighted Average Remaining Life (Years)
Amortizing intangible assets:				
Core deposit intangible	$3,540	$ 1,797	$ 1,743	5.6

Estimated future amortization expense for amortizing intangibles for the years ending December 31, are as follows:

(in thousands)	
2018	$2,114
2019	3,012
2020	2,674
2021	2,326
2022	1,915
Thereafter	1,931
Total amortizing intangible assets	$13,972

Note 7: Deposits

The following table details the composition of deposits and the related percentage mix of total deposits, respectively, at the dates indicated:

(dollars in thousands)	March 31, 2018		December 31, 2017	
	Amount	% of Total	Amount	% of Total
Noninterest-bearing demand	$414,528	27 %	$ 218,139	26 %
Interest-bearing checking	151,850	10	71,642	8
Money market accounts	382,303	25	252,453	29
Savings	155,559	10	52,078	6
Certificates of deposit $250,000 and over	15,372	1	9,950	1

Certificates of deposit under $250,000	430,347	28	259,646	30
Total deposits	$1,549,959	100 %	$ 863,908	100 %

Total deposits growth at March 31, 2018 was impacted by the First Mariner merger. Acquired deposits at March 31, 2018 were $699.4 million.

Note 8: Stock Options and Stock Awards

The Company's equity incentive plan provides for awards of nonqualified and incentive stock options as well as vested and non-vested common stock awards. Employee stock options can be granted with exercise prices at the fair market value (as defined within the plan) of the stock at the date of grant and with terms of up to ten years. Except as otherwise permitted in the plan, upon termination of employment for reasons other than retirement, permanent disability or death, the option exercise period is reduced or the options are canceled.

Stock awards may also be granted to non-employee members of the Board of Directors as compensation for attendance and participation at meetings of the Board of Directors and meetings of the various committees of the Board. For the three months ended March 31, 2018 and 2017, Bancorp issued 4,800 and 6,604 shares of common stock, respectively, to directors as compensation for their service.

The fair value of the Company's stock options granted as compensation is estimated on the measurement date, which, for the Company, is the date of grant. The fair value of stock options is calculated using the Black-Scholes option-pricing model under which the Company estimates expected market price volatility and expected term of the options based on historical data and other factors. There were no stock options granted during the first three months of 2018 or the year ended December 31, 2017. The valuation of the Company's restricted stock and restricted stock units is the closing price per share of Bancorp's common stock on the date of grant.

The following table summarizes the Company's stock option activity and related information for the periods ended:

	March 31, 2018		December 31, 2017	
	Shares	Weighted Average Exercise Price	Shares	Weighted Average Exercise Price
Balance at January 1,	30,991	$ 9.69	123,593	$ 12.36
Granted	-	-	-	-
Exercised	(1,680)	11.00	(27,113)	11.67
Forfeited	(3,100)	11.00	(65,489)	13.92
Balance at period end	26,211	$ 9.45	30,991	$ 9.69
Exercisable at period end	26,211	$ 9.45	30,991	$ 9.69
Weighted average fair value of options granted during the year		$ -		$ -

The cash received from the exercise of stock options during the three months ended March 31, 2018 was $18 thousand, while $74 thousand was received during the three months ended March 31, 2017. The intrinsic value of a stock option is the amount that the market value of the underlying stock exceeds the exercise price of the option. Based upon a fair market value of $19.80 at March 31, 2018, the options outstanding had an aggregate intrinsic value of $271 thousand. At December 31, 2017, based upon fair market value of $22.00, the outstanding options outstanding had an aggregate intrinsic value of $382 thousand.

Restricted Stock Units

Restricted stock units ("RSUs") are similar to restricted stock, except the recipient does not receive the stock immediately, but instead receives it according to a vesting plan and distribution schedule. Each RSU that vests entitles

the recipient to receive one share of Bancorp common stock on a specified issuance date. The recipient does not have any stockholder rights, including voting, dividend or liquidation rights, with respect to the shares underlying awarded RSUs until the recipient becomes the record holder of those shares.

The Company granted 20,732 RSUs during the first quarter of 2018, all of which were immediately vested upon grant. The Company granted 18,500 RSUs during 2017, all of which are subject to a three-year vesting schedule.

The following table presents a summary of the activity in the Company's RSUs for the periods ended:

	March 31, 2018		December 31, 2017	
	Shares	Weighted Average Grant Date Fair Value	Shares	Weighted Average Grant Date Fair Value
Balance at January 1,	52,155	$ 15.09	65,491	$ 13.23
Granted	20,732	19.90	18,500	17.41
Vested	(20,732)	19.90	(31,836)	12.60
Forfeited	-	-	-	-
Balance at period end	52,155	$ 15.09	52,155	$ 15.09

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At March 31, 2018, based on RSU awards outstanding at that time, the total unrecognized pre-tax compensation expense related to unvested RSU awards was $358 thousand. This expense is expected to be recognized through 2020 as follows.

(in thousands)	
2018	$177
2019	129
2020	52
	$358

Stock-Based Compensation Expense: Stock-based compensation is recognized as compensation cost in the statement of operations based on their fair values on the measurement date, which, for the Company, is the date of the grant. The amount that the Company recognized in stock-based compensation expense related to the issuance of restricted stock and RSUs and for director compensation paid in stock is presented in the following table:

	Three months ended March 31,	
(in thousands)	2018	2017
Stock-based compensation expense		
Related to the issuance of restricted stock and RSUs	$ 497	$ 87
Director compensation paid in stock	$ 101	$ 110

Note 9: Benefit Plans

Profit Sharing Plan

The Company sponsors a defined contribution retirement plan through a Section 401(k) profit sharing plan. Employees may contribute up to 15% of their pretax compensation. Participants are eligible for matching Company contributions up to 4% of eligible compensation dependent on the level of voluntary contributions. Company matching contributions totaled $302 thousand and $195 thousand, respectively, for the three months ended March 31, 2018 and 2017. The Company's matching contributions vest immediately.

Supplemental Executive Retirement Plan (SERP)

In 2014, the Bank created a SERP for the Chief Executive Officer. This plan was amended in 2015. Under the defined benefit SERP, Ms. Scully will receive $150,000 each year for 15 years after attainment of the Normal Retirement Age (as defined in the SERP). Ms. Scully will earn vesting on a graduated schedule in which she will become fully vested

on August 25, 2019, which has been established for purposes of the SERP as her retirement date. Expense related to this plan totaled $70 thousand and $74 thousand for the three month periods ending March 31, 2018 and 2017, respectively.

Note 10: Income (Loss) per Common Share

The table below shows the presentation of basic and diluted income per common share for the periods indicated:

	Three months ended March 31,	
(dollars in thousands, except per share data)	2018	2017
Net (loss) income available to common stockholders (numerator)	$(5,675)	$1,566
BASIC		
Basic average common shares outstanding (denominator)	13,080,614	8,806,404
Basic (loss) income per common share	$(0.43)	$0.18
DILUTED		
Average common shares outstanding	13,080,614	8,806,404
Dilutive effect of common stock equivalents	-	50,359
Diluted average common shares outstanding (denominator)	13,080,614	8,856,763
Diluted (loss) income per common share	$(0.43)	$0.18
Common stock equivalents outstanding that are anti-dilutive and thus excluded from calculation of diluted number of shares presented above	-	-

Note 11: Risk-Based Capital

Bancorp and the Bank are subject to various regulatory capital requirements administered by the federal bank regulatory 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 Bancorp and the Bank's financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, Bancorp and the Bank must meet specific capital guidelines that involve quantitative measures of their assets, liabilities, and certain off-balance sheet items as calculated under regulatory accounting practices. Bancorp's and the Bank's capital amounts and classifications are also subject to qualitative judgments by the regulators about components, risk weightings, and other factors.

In July 2013, Federal Deposit Insurance Corporation (the "FDIC") and the other federal bank regulatory agencies issued a final rule that revised their leverage and risk-based capital requirements and the method for calculating risk-weighted assets to make them consistent with agreements that were reached by the Basel Committee on Banking Supervision ("Basel III") and certain provisions of the Dodd-Frank Act. The final rule, which became effective on January 1, 2015, applies to all depository institutions, top-tier bank holding companies with total consolidated assets of $1 billion or more and top-tier savings and loan holding companies. The final rule created a new common equity Tier 1 ("CET1") minimum capital requirement (4.5% of risk-weighted assets), increased the minimum Tier 1 capital

ratio (from 4% to 6% of risk-weighted assets), imposed a minimum leverage ratio of 4.0%, and changed the risk-weight of certain assets to better reflect credit risk and other risk exposures. These include, among other things, a 150% risk weight for certain high volatility commercial real estate acquisition, development and construction loans and for non-residential mortgage loans that are 90 days past due or otherwise in non-accrual status, and a 20% credit conversion factor for the unused portion of a commitment with an original maturity of one year or less that is not unconditionally cancellable. The final rule also requires unrealized gains and losses on certain "available-for-sale" securities holdings to be included for purposes of calculating regulatory capital unless the Company elects to opt-out from this treatment. The Company has elected to permanently opt out of this treatment in the Company's capital calculations, as permitted by the final rule.

Additionally, subject to a transition schedule, the rule limits Bancorp's and the Bank's ability to make capital distributions, engage in share repurchases and pay certain discretionary bonus payments if the they do not hold a "capital conservation buffer" consisting of 2.5% of common equity Tier 1 capital to risk-weighted assets in addition to the amount necessary to meet its minimum risk-based capital requirements.

In addition, under revised prompt corrective action requirements, in order to be considered "well-capitalized," Bancorp and the Bank must have a total risk-based capital ratio of 10.0% or greater, a Tier 1 risk-based capital ratio of 8.0% or greater, a common equity Tier 1 ratio of 6.5% or greater, a leverage capital ratio of 5.0% or greater, and not be subject to any written agreement, order, capital directive, or prompt corrective action directive to meet and maintain a specific capital level for any capital measure.

There are two main categories of capital under the regulatory capital guidelines. Tier 1 capital includes common shareholders' equity, qualifying preferred stock and trust preferred securities, less goodwill and certain other deductions (including the unrealized net gains and losses, after applicable income taxes, on securities available for sale carried at fair value). Tier 2 capital includes preferred stock not qualifying as Tier 1 capital, subordinated debt, the allowance for credit losses and net unrealized gains on marketable equity securities, subject to limitations set by the guidelines. Tier 2 capital is limited to the amount of Tier 1 capital (i.e., at least half of total capital must be in the form of Tier 1 capital). Under the guidelines, capital is compared to the relative risk related to the balance sheet. To derive the risk included in the balance sheet, one of several risk weights is applied to the different balance sheet and off-balance sheet assets, primarily based on the relative credit risk of the counterparty. For example, claims guaranteed by the U.S. government or one of its agencies are risk-weighted at 0%. Off-balance sheet items, such as loan commitments, are also applied a risk weight after calculating balance sheet equivalent amounts. One of four credit conversion factors (0%, 20%, 50% and 100%) is assigned to loan commitments based on the likelihood of the off-balance sheet item becoming an asset. For example, certain loan commitments are converted at 50% and then risk-weighted at 100%. The capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings, and other factors.

Management believes that, as of March 31, 2018 and December 31, 2017, Bancorp and the Bank met all capital adequacy requirements to which they are subject.

The following table reflects Bancorp's and the Bank's capital at March 31, 2018 and December 31, 2017:

(dollars in thousands)	Actual Amount	Ratio	For capital adequacy purposes Amount	Ratio	To be well capitalized under the FDICIA prompt corrective action provisions Amount	Ratio
As of March 31, 2018:						
Total capital (to risk-weighted assets)						
Howard Bank	$184,876	10.60%	$139,471	8.00 %	$174,339	10.00%
Howard Bancorp	$186,051	10.59%	$140,556	8.00 %	**N/A**	
Common equity tier 1 capital (to risk-weighted assets)						
Howard Bank	$178,728	10.25%	$78,452	4.50 %	$113,320	6.50 %
Howard Bancorp	$176,348	10.04%	$79,062	4.50 %	**N/A**	
Tier 1 capital (to risk-weighted assets)						
Howard Bank	$178,728	10.25%	$104,603	6.00 %	$139,471	8.00 %
Howard Bancorp	$176,348	10.04%	$105,417	6.00 %	**N/A**	
Tier 1 capital (to average assets) (Leverage ratio)						
Howard Bank	$178,728	12.66%	$56,486	4.00 %	$70,607	5.00 %
Howard Bancorp	$176,348	12.53%	$56,295	4.00 %	**N/A**	
As of December 31, 2017:						
Total capital (to risk-weighted assets)						
Howard Bank	$125,019	12.39%	$80,720	8.00 %	$100,900	10.00%
Howard Bancorp	$139,673	13.72%	$81,456	8.00 %	N/A	
Common equity tier 1 capital (to risk-weighted assets)						
Howard Bank	$118,860	11.78%	$45,405	4.50 %	$65,585	6.50 %
Howard Bancorp	$129,979	12.77%	$45,819	4.50 %	N/A	
Tier 1 capital (to risk-weighted assets)						
Howard Bank	$118,860	11.78%	$60,540	6.00 %	$80,720	8.00 %
Howard Bancorp	$129,979	12.77%	$61,092	6.00 %	N/A	
Tier 1 capital (to average assets) (Leverage ratio)						
Howard Bank	$118,860	10.70%	$44,438	4.00 %	$55,547	5.00 %
Howard Bancorp	$129,979	11.70%	$44,439	4.00 %	N/A	

Note 12: Fair Value

FASB ASC Topic 820 “Fair Value Measurements” defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. FASB ASC Topic 820 also establishes a fair value hierarchy, which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value.

The Company utilizes fair value measurements to record fair value adjustments to certain assets and to determine fair value disclosures. Securities available for sale are recorded at fair value on a recurring basis. Additionally, from time to time, the Company may be required to record at fair value other assets on a nonrecurring basis, such as loans held for investment and certain other assets. These nonrecurring fair value adjustments typically involve application of lower of cost or market accounting or write-downs of individual assets.

Under FASB ASC Topic 820, the Company groups assets and liabilities at fair value in three levels, based on the markets in which the assets and liabilities are traded and the reliability of the assumptions used to determine the fair value. These hierarchy levels are:

Level 1: Valuations for assets and liabilities traded in active exchange markets. Valuations are obtained from readily available pricing sources for market transactions involving identical assets or liabilities.

Level 2: Valuations for assets and liabilities traded in less active dealer or broker markets. Valuations are obtained from third party pricing services for identical or comparable assets or liabilities which use observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in active markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3: Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

A financial instrument's level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement.

Recurring Fair Value Measurements

All classes of investment securities available for sale are recorded at fair value using an industry-wide valuation service and therefore fall into a Level 2 of the fair value hierarchy. The service uses evaluated pricing models that vary based on asset class and include available trade, bid and other market information. Various methodologies include broker quotes, propriety models, descriptive terms and conditions databases, and quality control programs.

Fair value of loans held for sale is based upon outstanding investor commitments or, in the absence of such commitments, based on current investor yield requirements or third party pricing models and are considered Level 2. Gains and losses on loan sales are determined using specific identification method. Changes in fair value are recognized in the Consolidated Statement of Operations as part of realized and unrealized gain on mortgage banking activities.

Interest rate lock commitments are recorded at fair value determined as the amount that would be required to settle each of these derivatives at the balance sheet date. In the normal course of business, the Company enters into contractual interest rate lock commitments to extend credit to borrowers with fixed expiration dates. The commitment becomes effective when the borrowers lock in a specified interest rate within the time frames established by the mortgage division. All borrowers are evaluated for credit worthiness prior to the extension of the commitment. Market

risk arises if interest rates move adversely between the time interest rate is locked by the borrower and the sale date of the loan to an investor. To mitigate this interest rate risk inherent in providing rate lock commitments to borrowers, the Company enters into best effort forward sales contracts to sell loans to investors. The forward sales contracts lock in an interest rate price for the sale of loans similar to the specific rate lock commitment. Rate lock commitments to the borrowers through to the date the loan closes are undesignated derivatives and accordingly, are marked to fair value in earnings. These valuations fall into a Level 3 of the fair value hierarchy. The rate lock commitments are deemed as Level 3 inputs because the Company applies an estimated pull-through rate, which is deemed an unobservable measure. The pull-through rate utilized is based upon historic pull-through rates that ranged from 70 percent to 80 percent.

For loans held for investment that were originally intended to be sold and previously included as loans held for sale, fair value is determined by discounting estimated cash flows using current rates at which similar loans would be made to borrowers with similar credit ratings and for the same remaining maturities.

The following table sets forth the Company’s financial assets and liabilities that were accounted for at fair value on a recurring basis at March 31, 2018 and December 31, 2017.

March 31, 2018

(in thousands)	Carrying Value (Fair Value)	Quoted Price in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Available for sale securities:				
U.S. Government agencies	$ 29,935	$ -	$ 29,935	$ -
U.S. Government treasuries	1,493	-	1,493	-
Mortgage-backed securities	49,884	-	49,884	-
Other investments	6,301	-	6,264	37
Loans held for sale	69,886	-	69,886	-
Loans held for investment	1,383	-	1,383	-
Rate lock commitments	858	-	-	858

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December 31, 2017

(in thousands)	Carrying Value (Fair Value)	Quoted Price in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Available for sale securities:				
U.S. Government agencies	$ 67,740	$ -	$ 67,740	$ -
U.S. Government treasuries	1,494	-	1,494	-
Mortgage-backed securities	2,479	-	2,479	-
Other investments	2,543	-	2,464	79
Loans held for sale	42,153	-	42,153	-
Loans held for investment	1,509	-	1,509	-
Rate lock commitments	451	-	-	451

Assets under fair value option:

March 31, 2018

(in thousands)	Carrying Fair Value Amount	Aggregate Unpaid Principal	Difference
Loans held for sale	$ 69,886	$ 68,374	$ 1,512
Loans held for investment	1,383	1,392	(9)

December 31, 2017

(in thousands)	Carrying Fair Value Amount	Aggregate Unpaid Principal	Difference
Loans held for sale	$ 42,153	$ 40,990	$ 1,163
Loans held for investment	1,509	1,476	33

The Company elected to measure the loans held for sale and the loans held for investment that were originally intended for sale, but instead were added to the Bank’s portfolio at fair value, to better align reported results with the

underlying economic changes in value of the loans on the Company's balance sheet.

The following table presents a reconciliation of the assets that are measured at fair value on a recurring basis using significant unobservable inputs (Level 3) for the periods presented:

	March 31 2018	December 31 2017
Balance, beginning of period	$ 530	$ 528
Privately held equity investment	(42)	79
Net gains (losses) included in realized and unrealized gains on mortgage banking activity in noninterest income	407	(77)
Balance, end of period	$ 895	$ 530

Non-recurring Fair Value Measurements

Level 3 is for positions that are not traded in active markets or are subject to transfer restrictions, valuations are adjusted to reflect illiquidity and/or non-transferability, and such adjustments are generally based on available market evidence. In the absence of such evidence, management's best estimate is used.

Impaired loans are evaluated and valued at the time the loan is identified as impaired, at the lower of cost or market value. Market value is measured based on the value of the collateral securing these loans and is classified at a Level 3 in the fair value hierarchy. Collateral may be real estate and/or business assets including equipment, inventory and/or accounts receivable. The value of real estate collateral is determined based on appraisal by qualified licensed appraisers hired by the Company. The value of business equipment, inventory and accounts receivable collateral is based on the net book value on the business' financial statements and, if necessary, discounted based on management's review and analysis. Appraised and reported values may be discounted based on management's historical knowledge, changes in market conditions from the time of valuation, and/or management's expertise and knowledge of the client and client's business. Impaired loans are reviewed and evaluated on at least a quarterly basis for additional impairment and adjusted accordingly, based on the same factors identified above.

Other real estate owned acquired through, or in lieu of, foreclosure are held for sale and are initially recorded at fair value, less selling costs. Any write-downs to fair value at the time of transfer to OREO are charged to noninterest expense subsequent to foreclosure. Values are derived from appraisals of underlying collateral and discounted cash flow analysis. There were no valuation losses recognized during the three months ended March 31, 2018 or the three month ended March 31, 2017. OREO is classified within Level 3 of the hierarchy.

The following table sets forth the Company’s financial assets and liabilities that were accounted for or disclosed at fair value on a nonrecurring basis at March 31, 2018 and December 31, 2017. OREO is carried at fair value less anticipated costs to sell. Impaired loans are measured using the fair value of collateral, if applicable.

March 31, 2018

(in thousands)	Carrying Value (Fair Value)	Quoted Price in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Other real estate owned	$ 5,135	$ -	$ -	$ 5,135
Impaired loans:				
Construction and land	1,408	-	-	1,408
Residential - first lien	14,942	-	-	14,942
Residential - junior lien	780	-	-	780
Commercial - owner occupied	1,557	-	-	1,557
Commercial - non-owner occupied	8,401	-	-	8,401
Commercial loans and leases	2,801	-	-	2,801
Consumer	153	-	-	153

December 31, 2017

(in thousands)	Carrying Value (Fair Value)	Quoted Price in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Other real estate owned	$ 1,549	$ -	$ -	$ 1,549
Impaired loans:				
Construction and land	559	-	-	559
Residential - first lien	2,009	-	-	2,009

Residential - junior lien	367	-	-	367
Commercial - owner occupied	508	-	-	508
Commercial - non-owner occupied	5,856	-	-	5,856
Commercial loans and leases	3,056	-	-	3,056
Consumer	-	-	-	-

At March 31, 2018, OREO consisted of the outstanding balance of $8.2 million, less valuation allowance of $3.1 million. Related allowance on impaired loans was $380 thousand and $910 thousand at March 31, 2017 and December 31, 2017 respectively.

Various techniques are used to valuate OREO and impaired loans. All loans for which the underlying collateral is real estate, either construction, land, commercial, or residential, an independent appraisal is used to identify the value of the collateral. The approaches within the appraisal report include sales comparison, income, and replacement cost analysis. The resulting value will be adjusted by a selling cost of 9.5% and the residual value will be used to determine if there is an impairment. Commercial loans and leases and consumer loans utilize a liquidation approach to the impairment analysis.

The fair value of a financial instrument is the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. Fair value estimates are based on quoted market prices where available or calculated using present value techniques. Since quoted market prices are not available on many of our financial instruments, estimates may be based on the present value of estimated future cash flows and estimated discount rates.

Management has made estimates of fair value discount rates that it believes to be reasonable. However, because there is no market for many of these financial instruments, management has no basis to determine whether the fair value presented for loans would be indicative of the value negotiated in an actual sale.

The following table presents the estimated fair value of the Company's financial instruments at the dates indicated:

	March 31, 2018				
(in thousands)	Carrying Amount	Fair Value	Quoted Price in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Financial Assets					
Available for sale securities	$87,613	$87,613	$ -	$87,576	$ 37
Held to maturity securities	9,315	9,315	-	-	9,315
Nonmarketable equity securities	12,700	12,700	-	12,700	-
Loans held for sale	69,886	69,886	-	69,886	-
Loans held for investment	1,383	1,383	-	1,383	-
Rate lock commitments	858	858	-	-	858
Loans and leases [1]	1,604,095	1,587,293	-	-	1,587,293
Financial Liabilities					
Deposits	1,549,959	1,551,084	-	1,551,084	-
Short-term borrowings	199,427	199,427	-	199,427	-
Long-term borrowings	72,555	72,555	-	72,555	-

	December 31, 2017				
(in thousands)	Carrying Amount	Fair Value	Quoted Price in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Financial Assets					
Available for sale securities	$74,256	$74,256	$ -	$ 74,177	$ 79
Held to maturity securities	9,250	9,421	-	-	9,421
Nonmarketable equity securities	6,492	6,492	-	6,492	-
Loans held for sale	42,153	42,153	-	42,153	-
Loans held for investment	1,509	1,509	-	1,509	-
Rate lock commitments	451	451	-	-	451
Loans and leases [1]	928,940	925,510	-	-	925,510
Financial Liabilities					
Deposits	863,908	865,182	-	865,182	-
Short-term borrowings	130,385	130,385	-	130,385	-

Long-term borrowings	18,535	18,538	-	18,538	-

(1) Carrying amount is net of unearned income and allowance for loan and lease losses. In accordance with the prospective adoption of ASU No. 2016-01, the fair value of loans as of March 31, 2018 was measured using an exit price notion. The fair value of loans as of December 31, 2017 was measured using an entry price notion.

Note 13: Revenue Recognition

Service Charges on Deposit Accounts

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

Other Operating Income

Other operating income is primarily comprised of debit and credit card income, ATM fees, merchant services income, revenue streams such as safety deposit box rental fees, and other miscellaneous service charges. Debit and credit card income is primarily comprised of interchange fees earned whenever the Banks's debit and credit cards are processed through card payment networks such as Visa. ATM fees are primarily generated when a Bank's cardholder uses a non-Bank ATM or a non-Bank cardholder uses a Bank ATM. Merchant services income mainly represents fees charged to merchants to process their debit and credit card transactions, in addition to account management fees. Safe deposit box rental fees are charged to the customer on an annual basis and recognized upon receipt of payment. The Bank determined that since rentals and renewals occur fairly consistently over time, revenue is recognized on a basis consistent with the duration of the performance obligation. Other service charges include revenue from processing wire transfers, bill pay service, cashier's checks, and other services. The Bank's performance obligation for fees, and other service charges are largely satisfied, and related revenue recognized, when the services are rendered or upon completion. Payment is typically received immediately or in the following month.

The following presents noninterest income, segregated by revenue streams in scope and out of scope of Topic 606, for the three months ended March 31, 2018 and 2017.

	Unaudited For the three months ended March 31,	
(in thousands)	2018	2017
NONINTEREST INCOME		
Service charges on deposit accounts	$ 95	$ 53
Fees and other services charges	405	208
Other	19	18
Noninterest income in scope of Topic 606	519	279
Noninterest income out of scope of Topic 606	4,185	4,180
Total noninterest income	$ 4,704	$ 4,459

Contract Balances

A contract asset balance occurs when an entity performs a service for a customer before the customer pays consideration (resulting in a contract receivable) or before payment is due (resulting in a contract asset). A contract liability balance is an entity's obligation to transfer a service to a customer for which the entity has already received payment (or payment is due) from the customer. The Bank's noninterest revenue streams are largely based on transactional activity, or standard month-end revenue accruals. Consideration is often received immediately or shortly after the Bank satisfies its performance obligation and revenue is recognized. The Bank does not typically enter into long term revenue contracts with customers, and therefore, does not experience significant contract balances. As of March 31, 2018 and December 31, 2017, the Bank did not have any significant contract balances.

Contract Acquisition Costs

In connection with the adoption of Topic 606, an entity is required to capitalize, and subsequently amortize into expense, certain incremental costs of obtaining a contract with a customer if these costs are expected to be recovered. The incremental costs of obtaining a contract are those costs that an entity incurs to obtain a contract with a customer that it would not have incurred if the contract had not been obtained (for example, sales commission). The Company utilizes the practical expedient which allows entities to immediately expense contract acquisition costs when the asset that would have resulted from capitalizing these costs would have been amortized in one year or less. Upon adoption of Topic 606, the Bank did not capitalize any contract acquisition cost.

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

This section is intended to help our stockholders and potential investors understand our financial performance through a discussion of the factors affecting our consolidated financial condition at March 31, 2018 and December 31, 2017 and our consolidated results of operations for the periods ended March 31, 2018 and March 31, 2017. This section should be read in conjunction with the consolidated financial statements and notes to the consolidated financial statements.

Overview

Howard Bancorp, Inc. is the holding company for Howard Bank. Howard Bank was formed in 2004. Howard Bank's business has consisted primarily of originating both commercial and real estate loans secured by property in our market area. Typically, commercial real estate and business loans involve a higher degree of risk and carry a higher yield than one-to four-family residential loans. We plan to continue to focus both on commercial customers and our origination of one- to four-family residential mortgage loans going forward, maintaining our portfolio of mortgage lending and also selling select loans into the secondary markets.

We are headquartered in Baltimore City, Maryland and we consider our primary market area to be The Greater Baltimore Metropolitan Area. We engage in a general commercial banking business, making various types of loans and accepting deposits. We market our financial services to small to medium sized businesses and their owners, professionals and executives, and high-net-worth individuals. Our loans are primarily funded by core deposits of customers in our market.

Our core business strategy is to deliver superior customer service that is supported by an extremely high level of banking sophistication. Our specialized community banking focus on both local markets and small business related market segments is combined with a broad array of products, new technology and seasoned banking professionals which positions the Bank differently than most competitors. Our experienced executives establish a relationship with each client and bring value to all phases of a client's business and personal banking needs.

Our results of operations depend mainly on our net interest income, which is the difference between the interest income we earn on our loan and investment portfolios and the interest expense we pay on deposits and borrowings. Results of operations are also affected by provisions for credit losses, noninterest income and noninterest expense. Our noninterest expense consists primarily of compensation and employee benefits, as well as office occupancy, loan production expense, deposit insurance and general administrative and data processing expenses. Our operations are significantly affected by general economic and competitive conditions, particularly with respect to changes in interest rates, government policies and actions of regulatory authorities. Future changes in applicable laws, regulations or

government policies may materially affect our financial condition and results of operations.

On March 1, 2018, we completed our acquisition of First Mariner Bank ("First Mariner") through the merger of First Mariner with and into Howard Bank. As a result of the merger, each outstanding share of common stock of First Mariner was converted into 1.6624 shares of Howard Bancorp common stock, provided that cash was paid in lieu of any fractional shares. The aggregate merger consideration of $173.8 million included $9.2 million of cash and 9,143,222 shares of our common stock, which was valued at approximately $164.6 million based on Howard Bancorp's closing stock price of $18.00 on February 28, 2018.

On February 1, 2017, Howard Bancorp closed an underwritten public offering, including the exercise in full by the underwriters of their option to purchase an additional 360,000 shares, at the public offering price of $15.00 per share. The exercise of the option to purchase additional shares brought the total number of shares of common stock sold by the Company to 2,760,000 shares and increased the amount of gross proceeds raised in the offering to approximately $41.4 million, and after underwriting discounts and estimated expenses, net proceeds raised in the offering was $38.4 million.

Financial highlights during the three months ended March 31, 2018 are as follows:

- As a result of the First Mariner merger we acquired:
  - Assets - $1.0 billion, primarily from:
    - Investment securities - $130.3 million
    - Loans - $692.5 million
  - Liabilities - $897.6 million, primarily from:
    - Deposits - $706.4 million
    - Borrowings - $185.0 million
  - Goodwill recorded - $71.4 million
- Because of the timing of the merger closing on March 1, 2018, the first quarter operating results included only one month's worth of combined revenues and operating expenses; however, the first quarter results included the majority of expenses relating to the closing of the merger. This resulted in a quarterly pretax loss of $7.4 million, after the recording of $10 million in merger related expenses during the first quarter and a net loss of $5.7 million for the first quarter of 2018. This resulted in a loss of $0.43 per common share for the first quarter of 2018 compared to quarterly earnings per shares of $0.19 and 0.18 for the fourth quarter of 2017 and the first quarter of 2017, respectively.

Critical Accounting Policies

Our accounting and financial reporting policies conform to GAAP and general practice within the banking industry. Accordingly, preparation of the financial statements requires management to exercise significant judgment or discretion or make significant assumptions and estimates based on the information available that have, or could have, a material impact on the carrying value of certain assets or on income. These estimates and assumptions affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of income and expenses during the periods presented. In reviewing and understanding financial information for us, you are encouraged to read and understand the significant accounting policies used in preparing our financial statements. The accounting policies we view as critical are those relating to the allowance for credit losses, goodwill and other intangible assets, business combinations, income taxes and share based compensation. Significant accounting policies are discussed in detail in “Notes to Consolidated Financial Statements - Note 1: Summary of Significant Account Policies” in our Annual Report on Form 10-K for the year ended December 31, 2017. There have been no material changes to the significant accounting policies as described in the Annual Report. Disclosures regarding the effects of new accounting pronouncements are included in Note 1 of this report.

Balance Sheet Analysis and Comparison of Financial Condition

A comparison between March 31, 2018 and December 31, 2017 balance sheets is presented below.

General

All aspects of our financial condition were greatly impacted by the First Mariner merger. Total assets increased $974.8 million, or 84.8%, to $2.1 billion at March 31, 2018 compared to $1.1 billion at December 31, 2017. This asset growth consisted primarily of increases in our loan portfolio of $668.9 million, cash and cash equivalents of $48.6 million, loans held for sale of $27.7 million, and investment securities of $13.4 million. Increases in assets were funded from increases in customer deposits of $686.1 million and borrowings of $123.1 million. Deposits consisted of an increase in noninterest-bearing deposits of $196.4 million and interest-bearing deposits of $489.7 million. Stockholders’ equity increased $159.5 million primarily as a result of the issuance of 9.1 million shares representing $165 million in stock issued in conjunction with the merger

Securities Available for Sale

Available for sale

Available for sale securities are reported at fair value. We currently hold U.S. agency and treasury securities, mortgage backed securities and, muni investments in our securities portfolio, which are categorized as available for sale. We use our securities portfolio to provide the required collateral for funding via commercial customer overnight securities sold under agreement to repurchase ("repurchase agreements") as well as to provide sufficient liquidity to fund our loans and provide funds for withdrawals of deposits. At March 31, 2018 and December 31, 2017 we held an investment in stock of the Federal Home Loan Bank ("FHLB") of $12.7 million and $6.5 million, respectively. This investment is required for continued FHLB membership and is based partially upon the amount of borrowings outstanding from the FHLB. This FHLB stock is carried at cost.

Held to maturity

Held to maturity securities are reported at amortized cost. The only investments that we have classified as held to maturity are corporate debentures. These investments are intended to be held until maturity.

The following tables set forth the composition of our investment securities portfolio at the dates indicated.

(in thousands)	March 31, 2018		December 31, 2017	
	Amortized Cost	Estimated Fair Value	Amortized Cost	Estimated Fair Value
Available for sale				
U.S. Government				
Agencies	$30,475	$ 29,935	$68,082	$ 67,740
Treasuries	1,504	1,493	1,505	1,494
Mortgage-backed	49,907	49,884	2,541	2,479
Other investments	6,344	6,301	2,579	2,543
	$88,230	$ 87,613	$74,707	$ 74,256
Held to maturity				
Corporate debentures	$9,250	$ 9,439	$9,250	$ 9,421

All acquired First Mariner investment securities were classified as available for sale, and were acquired at their fair values. For interest rate sensitivity reasons, we elected to immediately liquidate a portion of acquired securities portfolio. Because we sold these securities acquired within days of the closing of the transaction we did not record any gain or loss on the sale. We sold approximately $69.7 million of the acquired securities and retained nearly $51.0 million in our portfolio. Additionally, the Bank took the opportunity to reposition a portion of its pre-acquisition portfolio through the sale of primarily shorter duration agency debenture bonds with maturities over one year. The Bank sold in the first quarter of 2018, $33.0 million of securities at a loss of $139 thousand.

We had securities available for sale of $87.6 million and $74.3 million at March 31, 2018 and December 31, 2017, respectively, which were recorded at fair value. This represents an increase of $13.3 million, or 17.9%, from year-end 2017.

We had securities held to maturity of $9.3 million at March 31, 2018 and December 31, 2017, which were recorded at amortized cost. There was one investment that was in an unrealized loss position at March 31, 2018.

With respect to our portfolio of securities available for sale, the portfolio contained 8 securities with unrealized losses of $750 thousand and 38 securities with unrealized losses of $451 thousand at March 31, 2018 and December 31, 2017, respectively. Changes in the fair value of these securities resulted primarily from interest rate fluctuations. We do not intend to sell these securities nor is it more likely than not that we would be required to sell these securities before their anticipated recovery, and we believe the collection of the investment and related interest is probable. Based on this analysis, we do not consider any of the unrealized losses to be other than temporary impairment losses.

Loan and Lease Portfolio

Total loans and leases increased $668.9 million, or 71.4%, to $1.6 billion at March 31, 2018 from $937 million at December 31, 2017. The fair value of loans acquired of $664.3 million represented the majority of the growth in the first quarter, with the remainder in organic growth. Organic growth was primarily on commercial loans and leases during the quarter as we continue to focus on the needs of small to mid-size businesses in our market area.

The following table sets forth the composition of our loan portfolio at the dates indicated.

	March 31, 2018				December 31, 2017	
(in thousands)	Legacy	Acquired	Total	% of Total	Total	% of Total
Real estate						
Construction and land	$67,713	$41,706	$109,419	6.8 %	$74,398	7.9 %
Residential - first lien	193,146	182,311	375,457	23.4	194,896	20.8
Residential - junior lien	40,408	56,326	96,734	6.0	43,047	4.6
Total residential real estate	233,554	238,637	472,191	29.4	237,943	25.4
Commercial - owner occupied	139,367	32,605	171,972	10.7	170,408	18.2
Commercial - non-owner occupied	299,069	169,039	468,108	29.2	260,802	27.8
Total commercial real estate	438,436	201,644	640,080	39.9	431,210	46.0
Total real estate loans	739,703	481,987	1,221,690	76.1	743,551	79.3
Commercial loans and leases	214,614	124,069	338,683	21.1	188,729	20.2
Consumer	4,172	40,933	45,105	2.8	4,328	0.5
Total loans	$958,489	$646,989	$1,605,478	100.0%	$936,608	100.0 %

Loan Held for Sale

We sell the majority of residential mortgage loans originated by the Bank. Loans held for sale increased $27.7 million to $69.9 million at March 31, 2018 from $42.2 million at December 31, 2017. We acquired nearly $28.2 million in mortgage loans held for sale in conjunction with the First Mariner merger. Mortgage loan origination volumes continue to be strong, with $154.0 million in loans originated in the first three months of 2018 compared to $147.2 million for the same period of 2017.

Deposits

Deposits increased from $863.9 million at December 31, 2017 to $1.5 billion at March 31, 2018, an increase of $686.1 million or 79.4%. The fair value of deposits acquired of $706.4 million represented the majority of the growth in the first quarter. The largest increase in organic deposits was in noninterest-bearing demand deposits which increased $11.5 million in the first quarter of 2018. This increase was offset by a $32.5 million decrease in certificates of deposit which we intentionally allowed to decline given the additional levels of cash generated from the sale of the investment securities.

The following tables set forth the distribution of total deposits, by account type, at the dates indicated:

(dollars in thousands)	March 31, 2018		December 31, 2017	
	Amount	% of Total	Amount	% of Total
Noninterest-bearing demand	$414,528	27 %	$ 218,139	26 %
Interest-bearing checking	151,850	10	71,642	8
Money market accounts	382,303	25	252,453	29
Savings	155,559	10	52,078	6
Certificates of deposit $250,000 and over	15,372	1	9,950	1
Certificates of deposit under $250,000	430,347	28	259,646	30
Total deposits	$1,549,959	100 %	$ 863,908	100 %

Demand deposit levels at March 31, 2018, were also impacted by a single customer who withdrew approximately $25 million at the end of the first quarter of 2018, but then subsequently re-deposited those funds back into the bank in early April of 2018.

Borrowings

Customer deposits remain the primary source we utilize to meet funding needs, but we supplement this with short-term and long-term borrowings. Borrowings consist of overnight unsecured master notes, repurchase agreements, FHLB advances and a junior subordinated debenture assumed as part of our acquisition of Patapsco Bancorp, Inc. in 2015. Repurchase agreements consist of overnight electronic sweep products that move customer excess funds from noninterest-bearing deposit accounts to an interest-bearing repurchase agreement, which is classified as a borrowing. Master notes similarly sweep funds from the Bank’s customer accounts to the Company but do not require pledged collateral. Repurchase agreements sweep funds within the Bank and are secured primarily by pledges of U.S. Government Agency securities, based upon their fair value, as collateral for 100% of the principal and accrued interest of its repurchase agreements.

Patapsco Statutory Trust I, a Connecticut statutory business trust and an unconsolidated wholly-owned subsidiary of Howard Bancorp, issued $5 million of capital trust pass-through securities to investors. The interest rate currently adjusts on a quarterly basis at the rate of the three month LIBOR plus 1.48%. Patapsco Statutory Trust I purchased $5,155,000 of junior subordinated deferrable interest debentures from Patapsco Bancorp. The debentures are the sole asset of the Trust. Patapsco Bancorp also fully and unconditionally guaranteed the obligations of the Trust under the capital securities, which guarantee became an obligation of the Company upon our acquisition of Patapsco Bancorp. The capital securities are redeemable by the Company at par. The capital securities must be redeemed upon final maturity of the subordinated debentures on December 31, 2035.

Our borrowings totaled $272.0 million at March 31, 2018 versus $148.9 million at December 31, 2017, reflecting an increase of $123.1 million. Borrowings acquired of $185.0 million from First Mariner represented the increase in the first quarter. Short-term borrowings at March 31, 2018 consisted of repurchase agreements of $14.0 million, master notes totaling $961 thousand, fed funds purchased of $30.0 million and short-term FHLB advances totaling $154.5 million. Long-term borrowing totaled $72.5 million at March 31, 2018, consisting of five long-term FHLB advances totaling $69.0 million and junior subordinated debt totaling $3.5 million.

Stockholders’ Equity

Total stockholders’ equity increased $159.5 million, or approximately 120.6%, from $132.3 million at December 31, 2017 to $291.7 million at March 31, 2018. As previously disclosed above, this increase in capital levels was the result of the issuance of 9.1 million shares representing $165 million in stock issued in conjunction with the First Mariner merger. Partially offsetting the increased capital resulting from the acquisition was a net loss incurred during the first quarter of $5.7 million.

As a result of this merger, the capital position increased dramatically. Total stockholders' equity at March 31, 2018 represents a capital to asset ratio of 13.7%, compared to 11.5% at December 31, 2017. Book value per share was $15.36 at March 31, 2018 and $13.47 at December 31, 2017. Leverage ratio, Tier 1 risk-based capital ratio and total risk-based capital ratio were 12.53%, 10.04% and 10.59%, respectively at March 31, 2018.

Average Balance and Yields

The following tables set forth average balance sheets, average yields and costs, and certain other information for the periods indicated. No tax-equivalent yield adjustments were made, as the effect thereof was not material. All average balances are daily average balances. Non-accrual loans were included in the computation of average balances, and have been reflected in the table as loans carrying a zero yield. The yields set forth below include the effect of deferred fees, discounts and premiums that are amortized or accreted to interest income or expense.

	Three months ended March 31,					
	2018			2017		
(dollars in thousands)	Average Balance	Income / Expense	Yield / Rate	Average Balance	Income / Expense	Yield / Rate
Earning assets						
Loans and leases: [1]						
Commercial loans and leases	$240,424	$ 2,800	4.72 %	$164,414	$ 1,629	4.02 %
Commercial real estate	502,892	5,763	4.65	354,303	4,171	4.77
Construction and land	86,325	1,054	4.95	75,405	880	4.73
Residential real estate	321,517	3,314	4.18	228,774	2,510	4.45
Consumer	18,972	240	5.14	4,640	69	6.01
Total loans and leases	1,170,130	13,171	4.56	827,536	9,259	4.54
Loans held for sale	43,623	407	3.79	22,571	202	3.63
Other earning assets [2]	61,856	214	1.40	60,441	121	0.81
Securities: [3]						
U.S. Treasury	1,493	3	0.84	1,503	3	0.84
U.S Gov agencies	61,317	206	1.36	37,856	100	1.07
Mortgage-backed	26,257	169	2.61	1,300	9	2.69
Corporate debentures	9,273	143	6.23	7,633	117	6.24
Other investments	14,018	47	1.37	4,903	57	4.71
Total securities	112,358	568	2.05	53,195	286	2.18
Total earning assets	1,387,967	14,360	4.20	963,743	9,868	4.15
Cash and due from banks	11,561			8,570		
Bank premises and equipment, net	30,582			20,011		
Other assets	97,025			30,926		
Less: allowance for credit losses	(3,995)			(6,379)		
Total assets	$1,523,140			$1,016,871		
Interest-bearing liabilities						
Deposits:						
Interest-bearing demand accounts	$101,029	62	0.25 %	$63,395	$ 37	0.24 %
Money market	302,680	355	0.48	248,588	256	0.42
Savings	88,042	33	0.15	50,942	17	0.14
Time deposits	332,123	900	1.10	251,773	574	0.92
Total interest-bearing deposits	823,874	1,350	0.66	614,698	884	0.58
Short-term borrowings	191,674	690	1.46	62,473	141	0.92
Long-term borrowings	24,309	172	2.88	15,465	92	2.41
Total interest-bearing funds	1,039,857	2,212	0.86	692,636	1,117	0.65
Noninterest-bearing deposits	289,313			208,760		
Other liabilities and accrued expenses	7,181			4,985		
Total liabilities	1,336,351			906,381		
Shareholders' equity	186,789			110,490		
Total liabilities & shareholders' equity	$1,523,140			$1,016,871		
Net interest rate spread [4]		$ 12,148	3.33 %		$ 8,751	3.50 %
Effect of noninterest-bearing funds			0.22			0.18
Net interest margin on earning assets [5]			3.55 %			3.68 %

(1) Loan fee income is included in the interest income calculation, and non-accrual loans are included in the average loan base upon which the interest rate earned on loans is calculated.
(2) Includes Federal funds sold and interest-bearing deposits with banks.
(3) Available for sale securities are presented at fair value, held to maturity securities are presented at amortized cost.
(4) Net interest rate spread represents the difference between the yield on average interest-earning assets and the cost of average interest-bearing liabilities.
(5) Net interest margin represents net interest income divided by average total interest-earning assets.

Rate/Volume Analysis

The following table presents the effects of changing rates and volumes on our net interest income for the periods indicated. The rate column shows the effects attributable to changes in rate (changes in rate multiplied by prior volume). The volume column shows the effects attributable to changes in volume (changes in volume multiplied by prior rate). The total of the changes set forth in the rate and volume columns are presented in the total column.

	Three months ended March 31, 2018 vs. 2017		
	Due to variances in		
(in thousands)	Total	Rates	Volumes[1]
Interest earned on:			
Loans and leases:			
Commercial loans and leases	$ 1,171	$ 286	$ 885
Commercial real estate	1,592	(111)	1,703
Construction and land	174	41	133
Residential real estate	804	(152)	956
Consumer	171	(10)	181
Loans held for sale	205	9	196
Securities	282	(17)	299
Other earning assets	93	88	5
Total interest income	4,492	134	4,358
Interest paid on:			
Savings deposits	16	2	14
Interest bearing checking	25	2	23
Money market accounts	99	35	64
Time deposits	326	109	217
Short-term borrowings	549	84	465
Long-term borrowings	80	17	63
Total interest expense	1,095	249	846
Net interest earned	$ 3,397	$ (115)	$ 3,512

(1) Change attributed to mix (rate and volume) are included in volume variance.

Comparison of Results of Operations

A comparison between the three months ended March 31, 2018 and March 31, 2017 is presented below.

General

Because of the timing of the merger closing on March 1, 2018, the first quarter operating results included only one month's worth of combined revenues and operating expenses; however, the first quarter results included the majority of expenses relating to the closing of the merger. This resulted in a quarterly pretax loss of $7.4 million, after the recording of $10 million in merger related expenses during the first quarter of 2018.

Net income decreased $7.2 million to a net loss of $5.7 million for the three months ended March 31, 2018 compared to net income of $1.6 million for the three months ended March 31, 2017. As stated above, the driver of the decrease was $10.0 million in merger related expenses. Excluding these tax effected merger expenses net income for the first quarter of 2018 would have been $1.8 million, a $287 thousand or 18.3% increase over the same period in 2017.

Because of the net loss resulting from the merger related expenses, we incurred a loss per common share for the first three months of 2018 of $0.43 compared to earnings of $0.18 for the same period of 2017

Interest Income

Interest income increased $4.5 million, or 45.5%, to $14.4 million for the three months ended March 31, 2018 compared to $9.9 million for the same period in 2017. Interest income and fees on portfolio loans increased $4.1 million for the first quarter compared to the same period in 2018, as average portfolio loans increased by $342.6 million, while the yield on the portfolio loans slightly increased by 2 basis points when comparing the two quarters. The loan yields were primarily impacted by the commercial real estate loans increasing on average $148.6 million while yields on this portfolio declined 12 basis points, due to the mix of variable and fixed rate loans in the portfolio. This decrease in interest income on portfolio loans was mitigated by increases in average commercial loans and leases of $76.0 million and an increase in its yield of 70 basis points. Interest income on loans held for sale increased $205 thousand resulting from an increase in the average balance of $21.1 million. The remaining quarter over quarter increase in interest income resulted from increases in both the average balance of and average yield realized on our securities portfolio and other short-term investments totaling $375 thousand as the average of these investment doubled.

Interest Expense

Interest expense increased $1.1 million to $2.2 million for the three months ended March 31, 2018, compared to $1.1 million for the same period in 2017. Interest expense on deposits increased by $466 thousand or 52.7% as a result of an increase in the average rate paid on interest-bearing deposits, primarily our time deposits, and, to a lesser extent, an increase in the average balance of our interest-bearing deposits for the first quarter of 2018 compared to the same period in 2017. In addition, our interest expense on borrowings increased by $629 thousand for the first quarter of 2018 compared to the first quarter of 2017 as average balance increased $138 million and average rate paid on such borrowings increased 41 basis points.

Net Interest Income

Net interest income is our largest source of operating revenue. Net interest income is affected by various factors including changes in interest rates and the composition of interest-earning assets and interest-bearing liabilities and maturities. Net interest income is determined by the interest rate spread (i.e., the difference between the yields earned on interest-earning assets and the rates paid on interest-bearing liabilities) and the relative amounts of interest-earning assets and interest-bearing liabilities. As a result of the changes to interest income and interest expense described above, net interest income increased $3.4 million, or 38.8%, during the three months ended March 31, 2018 compared to the three months ended March 31, 2017.

Provision for Credit Losses

We establish a provision for credit losses, which is a charge to earnings, in order to maintain the allowance for credit losses at a level we consider adequate to absorb credit losses incurred in the loan portfolio that are both probable and reasonably estimable at the balance sheet date. In determining the level of the allowance for credit losses, management considers past and current loss experience, evaluations of real estate collateral, current economic conditions, volume

and type of lending, adverse situations that may affect a borrower's ability to repay a loan and the levels of nonperforming loans. The amount of the allowance is based on estimates and actual losses may vary from such estimates as more information becomes available or economic conditions change. This evaluation is inherently subjective as it requires estimates that are susceptible to significant revision as circumstances change as more information becomes available. The allowance for credit losses is assessed on a quarterly basis and provisions are made for credit losses as required in order to maintain the allowance.

Based on management's evaluation of the above factors, we had a provision for credit losses of $1.1 million for the three months ended March 31, 2018 compared to $200 thousand for the same period in 2017, an increase of $920 thousand. This increase was primarily a result of charging off loans that previously had specific reserves held against them, and the charge offs increased our cumulative historic loss experience, which increased the levels of allowance needed. Further impacting the provision was an increase in the Bank's legacy nonperforming loans mostly in our commercial real estate portfolio. The provision for the 2018 period reflects general provisions that are required given our continued growth in the size of the loan portfolio, as well as any specific provisions required on loans that are individually evaluated and deemed to be impaired.

Management analyzes the allowance for credit losses as described in the section entitled "Allowance for Credit Losses." The provision that is recorded is sufficient, in management's judgment, to bring the allowance for credit losses to a level that reflects the losses inherent in our loan portfolio relative to loan mix, economic conditions and historical loss experience. Management believes, to the best of its knowledge, that all known losses as of the balance sheet dates have been recorded. However, although management uses the best information available to make determinations with respect to the provisions for credit losses, additional provisions for credit losses may be required to be established in the future should economic or other conditions change substantially. In addition, as an integral part of their examination process, the Commissioner and the FDIC will periodically review the allowance for credit losses. The Commissioner and the FDIC may require us to recognize additions to the allowance based on their analysis of information available to them at the time of their examination.

Noninterest Income

Noninterest income was $4.7 million for the three months ended March 31, 2018 compared to $4.5 million for the three months ended March 31, 2017, a $245 thousand or 5.5% increase. Noninterest income continue to be primarily driven by growth in our mortgage banking activities. With $154 million in mortgage loans sold for the first quarter of 2018, compared to $163 million for the same period in 2017, the income recorded on the sales of loans produced approximately $3.7 million in noninterest revenues for the first quarter of 2018 compared to $3.8 million for the first quarter of 2017. In addition, service charges on deposit accounts, which consist of account activity fees such as overdraft fees and other traditional banking fees, increased $118 thousand and other operating income, which consists mainly of non-depository account fees such as wire, merchant card and ATM services, increased $253 thousand quarter over quarter. Partially offsetting this income was a $139 thousand loss on the sale of investment securities from the repositioning of the portfolio in the first quarter of 2017 in comparison to no loss recorded in the same period of 2017.

Noninterest Expenses

Noninterest expenses increased $12.7 million $23.2 million for the three months ended March 31, 2018 from $10.5 million for the three months ended March 31, 2017. The greatest impact on the noninterest expense increase was $10.0 million in merger related expenses associated with the First Mariner acquisition in the first quarter of 2018 with no merger related expenses reflected in the same period of 2017. Without these expenses, noninterest expenses would have increased $2.7 million or 25.5% quarter over quarter. Compensation-related expenses accounted for nearly all of the core noninterest expense increase. Compensation and benefits increased $2.0 million, primary as a result of the expanded size of our staff, impacted by one month of joint merger employee expenses. Occupancy and equipment expenses increased $488 thousand quarter over quarter. We expected this cost to increase in future periods as we have eight additional branch locations related to the merger. Other noninterest expenses such as marketing and business development, professional and data processing fess, and loan and other operating expenses remained relatively stable quarter over quarter increasing $76 thousand or 2.0%.

Income Tax Expense

For the first quarter of 2018, because of the pretax loss generated from the merger expenses, we had a net tax benefit of $1.7 million at March 31, 2018 compared to an income tax expense of $944 thousand for same period of 2017. The effective tax rate is influenced by the sources of non-taxable income, such as the income from our BOLI program, and also by certain non-deductible expense items. Some of our merger and acquisition costs are deemed not deductible for income tax purposes, which impacts the effective tax rate.

Income tax expense for 2018 was also impacted the reduction in the U.S. federal statutory income tax rate to 21% under the Tax Cuts and Jobs Act, which was enacted on December 22, 2017. As a result of these effects, our effective tax rate decreased to 23.5% for the first quarter of 2018 from 37.6% for the first quarter of 2017.

Tax Cuts and Jobs Act. The Tax Cuts and Jobs Act was enacted on December 22, 2017. Among other things, the new law (i) establishes a reduced, flat corporate federal statutory income tax rate of 21%, (ii) eliminates the corporate alternative minimum tax and allows the use of any tax net operating loss carryforwards to offset regular tax liability for any taxable year, (iii) limits the deduction for net interest expense incurred by U.S. corporations, (iv) allows businesses to immediately expense, for tax purposes, the cost of new investments in certain qualified depreciable assets, (v) eliminates or reduces certain deductions related to meals and entertainment expenses, (vi) modifies the limitation on excessive employee remuneration to eliminate the exception for performance-based compensation and clarifies the definition of a covered employee and (vii) limits the deductibility of deposit insurance premiums. The Tax Cuts and Jobs Act also significantly changes U.S. tax law related to foreign operations, however, such changes do not currently impact us.

Nonperforming and Problem Assets

Management performs reviews of all delinquent loans and our loan officers contact customers to attempt to resolve potential credit issues in a timely manner. When in the best interests of the Bank and the customer, we will do a troubled debt restructuring with respect to a particular loan. When not possible, we are aggressively moving loans through the legal and foreclosure process within applicable legal constraints.

Loans are generally placed on non-accrual status when payment of principal or interest is 90 days or more past due and the value of the collateral securing the loan, if any, is less than the outstanding balance of the loan. Loans are also placed on non-accrual status if management has serious doubt about further collectability of principal or interest on the loan, even though the loan is currently performing. When loans are placed on non-accrual status, unpaid accrued interest is fully reversed, and further income is recognized only to the extent received. The loan may be returned to accrual status if the loan is brought current, has performed in accordance with the contractual terms for a reasonable period of time and ultimate collectability of the total contractual principal and interest is no longer in doubt.

The table below sets forth the amounts and categories of our nonperforming assets, which consist of non-accrual loans, troubled debt restructurings and OREO (which includes real estate acquired through, or in lieu of, foreclosure), at the dates indicated.

(in thousands)	March 31, 2018	December 31, 2017
Non-accrual loans:		
Real estate loans:		
Construction and land	$ 1,283	$ 637
Residential - first lien	14,657	1,722
Residential - junior lien	780	396
Commercial	9,958	6,375
Commercial loans and leases	2,911	3,438
Consumer	153	-
Total non-accrual loans	29,742	12,568
Accruing troubled debt restructured loans:		
Real estate loans:		
Construction and land	125	125
Residential - first lien	285	287
Commercial loans and leases	202	208
Total accruing troubled debt restructured loans	612	620
Total non-performing loans	30,354	13,188
Other real estate owned:		
Land	2,149	956
Residential - first lien	144	-
Commercial	2,842	593
Total other real estate owned	5,135	1,549
Total non-performing assets	$ 35,489	$ 14,737
Ratios:		
Non-performing loans to total gross loans	1.89 %	1.41 %

Non-performing assets to total assets	1.67 %	1.28 %
Loans past due 90 days still accruing:		
Real estate loans:		
Construction and land	$ 95	$ -
Residential - first lien	543	328
Residential - junior lien	112	50
Commercial	279	3,094
Commercial loans and leases	2	-
Consumer	-	-
	$ 1,031	$ 3,472

Included in non-accrual loans at March 31, 2018 are $12.5 million in purchase credit impaired loans and six troubled debt restructured loans ("TDRs") totaling $4.3 million that were not performing in accordance with their modified terms, and the accrual of interest has ceased. Further, there were three TDRs totaling $612 thousand performing subject to their modified terms at March 31, 2018. There were no additional loans restructured during the first three months of 2018.

Under GAAP, we are required to account for certain loan modifications or restructurings as "troubled debt restructurings." In general, the modification or restructuring of a debt constitutes a troubled debt restructuring if the Bank, for economic or legal reasons related to the borrower's financial difficulties, grants a concession, such as a reduction in the effective interest rate, to the borrower that we would not otherwise consider. A debt restructuring or loan modification for a borrower, however, does not necessarily constitute a troubled debt restructuring.

Nonperforming assets amounted to $35.5 million, or 1.67% of total assets, at March 31, 2018 compared to $14.7 million, or 1.28% of total assets, at December 31, 2017. Total nonperforming assets increased $20.8 million during the first quarter of 2018 primarily as a result of one legacy credit and the First Mariner acquisition.

The composition of our nonperforming assets at March 31, 2018 is further described below:

Non-Accrual Loans:

- Three construction and land loans.
- 42 residential first lien loans, two with a combined fair value of $184 thousand in the process of foreclosure.
- 18 residential junior lien loans, one with a fair value of $5 thousand in the process of foreclosure.
- Four commercial owner occupied loans.
- 15 commercial non-owner occupied loans, represent nine separate relationships.
- 32 commercial loans, seven with a Small Business Administration ("SBA") guarantee and nine that include specific aggregate reserves of $380 thousand.
- One consumer loan.

Accruing Troubled Debt Restructured Loans:

- One construction and land loan in the amount of $125 thousand.
- One residential real estate loan in the amount of $285 thousand.
- One commercial loan in the amount of $202 thousand.

Other Real Estate Owned:

- Several parcels of unimproved land in Maryland.
- Several lots of non-residential property in Maryland.
- One non-residential lot in Virginia
- One commercial building in Sussex County, Delaware.
- Four commercial buildings in Maryland.
- One residential lot in Maryland.
- Two residential 1-4 family properties in Maryland.

We had OREO of $5.1 million at March 31, 2018 and $1.5 million December 31, 2017. Cost relating to OREO recorded in noninterest expenses were $12 thousand and $24 thousand for the three months ended March 31, 2018 and 2017, respectively. There was no valuation allowance recorded in either period as the current appraised value, less estimated cost to sell, was sufficient to cover the recorded OREO amount.

Allowance for Credit Losses

We provide for credit losses based upon the consistent application of our documented allowance for credit loss methodology. All credit losses are charged to the allowance for credit losses and all recoveries are credited to it.

Additions to the allowance for credit losses are provided by charges to income based on various factors which, in our judgment, deserve current recognition in estimating probable losses. We regularly review the loan portfolio and make provisions for credit losses in order to maintain the allowance for credit losses in accordance with GAAP. The allowance for credit losses consists primarily of two components:

1) Specific allowances are established for loans classified as Substandard or Doubtful. For loans classified as impaired, the allowance is established when the net realizable value (collateral value less costs to sell) of the impaired loan is lower than the carrying amount of the loan. The amount of impairment provided for as a specific allowance is represented by the deficiency, if any, between the underlying collateral value and the carrying value of the loan. Impaired loans for which the estimated fair value of the loan, or the loan's observable market price or the fair value of the underlying collateral, if the loan is collateral dependent, exceeds the carrying value of the loan are not considered in establishing specific allowances for credit losses; and

2) General allowances established for credit losses on a portfolio basis for loans that do not meet the definition of impaired loans. The portfolio is grouped into similar risk characteristics, primarily loan type and regulatory classification. We apply an estimated loss rate to each loan group. The loss rates applied are based upon our loss experience adjusted, as appropriate, for the qualitative factors discussed below. This evaluation is inherently subjective, as it requires material estimates that may be susceptible to significant revisions based upon changes in economic and real estate market conditions.

The allowance for credit losses is maintained at a level to provide for losses that are probable and can be reasonably estimated. Management's periodic evaluation of the adequacy of the allowance is based on past credit loss experience, known and inherent losses in the portfolio, adverse situations that may affect the borrower's ability to repay, the estimated value of any underlying collateral, composition of the loan portfolio, current economic conditions and other relevant factors. This evaluation is inherently subjective as it requires material estimates that may be susceptible to significant change, including the amounts and timing of future cash flows expected to be received on impaired loans.

A loan is considered past due or delinquent when a contractual payment is not paid on the day it is due. A loan is considered impaired when, based on current information and events, it is probable that Howard Bank will be unable to collect the scheduled payments of principal or interest when due according to the contractual terms of the loan agreement. Factors considered by management in determining impairment include payment status, collateral value and the probability of collecting scheduled principal and interest payments when due. Loans that experience insignificant payment delays and payment shortfalls generally are not classified as impaired. Management determines the significance of payment delays and payment shortfalls on a case-by-case basis, taking into consideration all of the circumstances surrounding the loan and the borrower, including the length of the delay, the reasons for the delay, the borrower's prior payment record and the amount of the shortfall in relation to the principal and interest owed. The impairment of a loan may be measured based on the present value of expected future cash flows discounted at the loan's effective interest rate, or the fair value of the collateral if repayment is expected to be provided by the collateral. Generally, Howard Bank's impairment on such loans is measured by reference to the fair value of the collateral. Interest income on impaired loans is recognized on the cash basis.

Our loan policies state that after all collection efforts have been exhausted, and the loan is deemed to be a loss, then the remaining loan balance will be charged to the established allowance for credit losses. All loans are evaluated for loss potential once it has been determined by the Watch Committee that the likelihood of repayment is in doubt. When a loan is past due for at least 90 days or a deterioration in debt service coverage ratio, guarantor liquidity, or loan-to-value ratio has occurred that would cause concern regarding the likelihood of the full repayment of principal and interest, and the loan is deemed not to be well secured, the loan should be moved to non-accrual status and a specific reserve is established if the net realizable value is less than the principal value of the loan balance(s). Once the actual loss value has been determined a charge-off against the allowance for credit losses for the amount of the loss is taken. Each loss is evaluated on its specific facts regarding the appropriate timing to recognize the loss.

The adjustments to historical loss experience are based on our evaluation of several qualitative factors, including:

- changes in lending policies, procedures, practices or personnel;
- changes in the level and composition of construction portfolio and related risks;
- changes and migration of classified assets;
- changes in exposure to subordinate collateral lien positions;
- levels and composition of existing guarantees on loans by SBA or other agencies;
- changes in national, state and local economic trends and business conditions;
- changes and trends in levels of loan payment delinquencies; and
- any other factors that managements considers relevant to the quality or performance of the loan portfolio.

We evaluate the allowance for credit losses based upon the combined total of the specific and general components. Generally when the loan portfolio increases, absent other factors, the allowance for credit loss methodology results in a higher dollar amount of estimated probable losses than would be the case without the increase. Generally when the loan portfolio decreases, absent other factors, the allowance for credit loss methodology results in a lower dollar amount of estimated probable losses than would be the case without the decrease.

Commercial and commercial real estate loans generally have greater credit risks compared to the one- to four-family residential mortgage loans we originate, as they typically involve larger loan balances concentrated with single borrowers or groups of related borrowers. In addition, the payment experience on loans secured by income-producing properties typically depends on the successful operation of the related business and thus may be subject to a greater extent to adverse conditions in the real estate market and in the general economy. Actual credit losses may be significantly more than the allowance for credit losses we have established, which could have a material negative effect on our financial results.

Generally, we underwrite commercial loans based on cash flow and business history and receive personal guarantees from the borrowers where appropriate. We generally underwrite commercial real estate loans and residential real estate loans at a loan-to-value ratio of 85% or less at origination. Accordingly, in the event that a loan becomes past due and, randomly with respect to performing loans, we will conduct visual inspections of collateral properties and/or review publicly available information, such as online databases, to ascertain property values. We will also obtain formal appraisals on a regular basis even if we are not considering liquidation of the property to repay a loan. It is our practice to obtain updated appraisals if there is a material change in market conditions or if we become aware of new or additional facts that indicate a potential material reduction in the value of any individual property collateral.

For impaired loans, we utilize the appraised value or present value of expected cash flows in determining the appropriate specific allowance for credit losses attributable to a loan. In addition, changes in the appraised value of multiple properties securing our loans may result in an increase or decrease in our general allowance for credit losses as an adjustment to our historical loss experience due to qualitative and environmental factors, as described above.

At March 31, 2018 and December 31, 2017, nonperforming loans amounted to $30.4 million and $13.2 million, respectively. The amount of impaired loans requiring specific reserves totaled $1.5 million at March 31, 2018 and $6.1 million at December 31, 2017, with the reduction primarily driven by charging off loans that previously had specific reserves held against them, which increased the levels of allowance needed. The amount of impaired loans without a specific valuation allowance totaled $28.9 million and $7.1 million, respectively, at such dates.

Nonperforming loans are evaluated and valued at the time the loan is identified as impaired on a case by case basis, at the lower of cost or market value. Market value is measured based on the value of the collateral securing the loan. The value of real estate collateral is determined based on an appraisal by qualified licensed appraisers hired by us. Appraised values may be discounted based on management's historical experience, changes in market conditions from the time of valuation, and/or management's expertise and knowledge of the client and client's business. The difference between the appraised value and the principal balance of the loan will determine the specific allowance valuation required for the loan, if any. Nonperforming loans are reviewed and evaluated on at least a quarterly basis for additional impairment and adjusted accordingly.

We evaluate the loan portfolio on at least a quarterly basis, more frequently if conditions warrant, and the allowance is adjusted accordingly. While we use the best information available to make evaluations, future adjustments to the allowance may be necessary if conditions differ substantially from the information used in making the evaluations. In addition, as an integral part of their examination process, the Maryland Office of the Commissioner of Financial Regulation (the "Commissioner") and the FDIC will periodically review the allowance for credit losses. The Commissioner and the FDIC may require us to recognize additions to the allowance based on their analysis of information available to them at the time of their examination.

The following table sets forth activity in our allowance for credit losses for the periods ended:

(in thousands)	March 31, 2018		December 31, 2017	
Balance at beginning of year	$ 6,159		$ 6,428	
Charge-offs:				
Real estate				
Construction and land loans	(202	)	(155	)
Residential first lien loans	(99	)	(133	)
Residential junior lien loans	(89	)	(31	)
Commercial owner occupied loans	(1	)	(235	)
Commercial non-owner occupied loans	(534	)	-	
Commercial loans and leases	(269	)	(1,605	)
Consumer loans	(4	)	(108	)
	(1,198	)	(2,267	)
Recoveries:				
Real estate				

Construction and land loans	-		6	
Residential first lien loans	-		-	
Residential junior lien loans	-		1	
Commercial owner occupied loans	-		6	
Commercial non-owner occupied loans	2		6	
Commercial loans and leases	61		113	
Consumer loans	4		35	
	67		167	
Net charge-offs	(1,131	)	(2,100	)
Provision for credit losses	1,120		1,831	
Balance at end of year	$ 6,148		$ 6,159	
Net charge-offs to average loans and leases	0.10	%	0.24	%

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Allocation of Allowance for Credit Losses

The following tables set forth the allowance for credit losses allocated by loan category and the percent of loans in each category to total loans at the dates indicated. The allowance for credit losses allocated to each category is not necessarily indicative of future losses in any particular category and does not restrict the use of the allowance to absorb losses in other categories.

	March 31, 2018		December 31, 2017	
(dollars in thousands)	Amount	Percent[1]	Amount	Percent[1]
Real estate				
Construction and land loans	$ 563	6.8 %	$ 735	7.9 %
Residential first lien loans	736	23.4	668	20.8
Residential junior lien loans	186	6.0	177	4.6
Commercial owner occupied loans	698	10.7	617	18.2
Commercial non-owner occupied loans	1,470	29.2	1,410	27.8
Commercial loans and leases	2,472	21.1	2,529	20.2
Consumer loans	23	2.8	23	0.5
Total	$ 6,148	100.0 %	$ 6,159	100.0 %

1) Represents the percent of loans in each category to total loans, not the composition of the allowance for credit losses.

Liquidity and Capital Resources

Liquidity is the ability to meet current and future financial obligations. Our primary sources of funds consist of deposit inflows, loan repayments, advances from the FHLB, and the sale of securities available for sale. While maturities and scheduled amortization of loans and securities are predictable sources of funds, deposit flows and loan prepayments are greatly influenced by general interest rates, economic conditions and competition. Our Asset/Liability Committee ("ALCO") is responsible for establishing and monitoring our liquidity targets and strategies in order to ensure that sufficient liquidity exists for meeting the borrowing needs and deposit withdrawals of our customers as well as unanticipated contingencies. We believe that we have enough sources of liquidity to satisfy our short- and long-term liquidity needs as of March 31, 2018 and December 31, 2017.

We regularly monitor and adjust our investments in liquid assets based upon our assessment of:

- Expected loan demand;
- Expected deposit flows and borrowing maturities;
- Yields available on interest-earning deposits and securities; and
- The objectives of our asset/liability management program.

Excess liquid assets are invested generally in interest-earning deposits and short-term securities.

Our most liquid assets are cash and cash equivalents. The level of these assets is dependent on our operating, financing, lending and investing activities during any given period. At March 31, 2018 and December 31, 2017, cash and cash equivalents totaled $77.5 million and $29.0 million, respectively.

Our cash flows are derived from operating activities, investing activities and financing activities as reported in our statements of cash flows included in our financial statements.

At March 31, 2018 and December 31, 2017, we had $356.5 million and $219.6 million, respectively, in loan commitments outstanding, including commitments issued to originate loans of $169.9 million and $81.1 million at March 31, 2018 and December 31, 2017, respectively, and $186.6 million and $138.5 million in unused lines of credit to borrowers at March 31, 2018 and December 31, 2018, respectively. In addition to commitments to originate loans and unused lines of credit we had $16.1 million and $10.8 million in letters of credit at March 31, 2018 and December 31, 2017, respectively. Certificates of deposit of $263.3 million or 59% of our CD's are scheduled to mature during the remainder of 2018. If we do not retain these deposits, we may be required to seek other sources of funds, including loan and securities sales, and FHLB advances. Depending on market conditions, we may be required to pay higher rates on our deposits or other borrowings than we currently pay on the certificates of deposit. We believe, however, based on historical experience and current market interest rates that we will retain upon maturity a large portion of our certificates of deposit with maturities of one year or less as of March 31, 2018.

Our primary investing activity is originating loans. During the three months ended March 31, 2018, and 2017 cash used to fund net loan growth was $5.5 million and $29.6 million, respectively. During the first quarter of 2018 we did not purchase additional securities while receiving $110.6 million as a result of securities sales and maturities. For the same period in 2017 we purchase additional securities totaling $20.4 million and we received $10.5 in security maturities. Additionally, in 2017 we received $5.2 million in cash from the maturities of interest bearing deposits with banks.

Financing activities consist primarily of activity in deposit accounts and FHLB advances. We experienced a net decrease in deposits of $20.4 million during the three months ended March 31, 2018. Deposit flows are affected by the overall level of interest rates, the interest rates and products offered by us and our local competitors, and by other factors.

Liquidity management is both a daily and long-term function of business management. If we require funds beyond our ability to generate them internally, borrowing agreements exist with the FHLB that provide an additional source of funds. FHLB advances were $253.5 million at March 31, 2018 compared to $131.0 million at December 31, 2017. At March 31, 2017, we had the ability to borrow up to a total of $430.6 million based upon our credit availability at the FHLB, subject to collateral requirements.

The Company and the Bank are subject to various regulatory capital requirements, including a risk-based capital measure. The risk-based capital guidelines include both a definition of capital and a framework for calculating risk-weighted assets by assigning balance sheet assets and off-balance sheet items to broad risk categories. At March 31, 2018 and December 31, 2017, we exceeded all regulatory capital requirements. We are considered “well capitalized” under regulatory guidelines.

Commitments, Contingent Liabilities, and Off-Balance Sheet Arrangements

We are party to financial instruments with off-balance sheet risk in the normal course of business to meet the financial needs of our customers. These financial instruments are limited to commitments to originate loans and involve, to varying degrees, elements of credit, interest rate, and liquidity risk. These do not represent unusual risks, and management does not anticipate any losses that would have a material effect on us.

Outstanding loan commitments and lines of credit at March 31, 2018 and December 31, 2017 are as follows:

(in thousands)	March 31, 2018	December 31, 2017
Unfunded loan commitments	$ 169,900	$ 81,074
Unused lines of credit	186,581	138,526
Letters of credit	16,066	10,839

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. We generally require collateral to support financial instruments with credit risk on the same basis as we do for balance sheet instruments. Management generally bases the collateral required on the credit evaluation of the counterparty. Commitments generally have interest rates at current market rates, expiration dates or other termination clauses and may require payment of a fee. Available credit lines represent the unused portion of lines of credit previously extended and available to the customer so long as there is no violation of any contractual condition. These lines generally have variable interest rates. Since we expect many of the commitments to expire without being drawn upon, and since it is unlikely that all customers will draw upon their lines of credit in full at any one time, the total commitment amount or line of credit amount does not necessarily represent future cash requirements. We evaluate each customer's credit-worthiness on a case-by-case basis. Because we conservatively underwrite these facilities at inception, we have not had to withdraw any commitments. We are not aware of any loss that we would incur by funding our commitments or lines of credit.

The credit risk involved in these financial instruments is essentially the same as that involved in extending loan facilities to customers. No amount has been recognized in consolidated balance sheets at March 31, 2018 or December 31, 2017 as a liability for credit loss related to these commitments.

Impact of Inflation and Changing Prices

Our financial statements and related notes have been prepared in accordance with GAAP. GAAP generally requires the measurement of financial position and operating results in terms of historical dollars without consideration of changes in the relative purchasing power of money over time due to inflation. The impact of inflation is reflected in the increased cost of our operations. Unlike industrial companies, our assets and liabilities are primarily monetary in nature. As a result, changes in market interest rates have a greater impact on performance than the effects of inflation.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

Liquidity and Funding

The objective of effective liquidity management is to ensure that the Company can meet customer loan requests, customer deposit maturities/withdrawals, and other cash commitments efficiently under both normal operating conditions as well as under unforeseen and unpredictable circumstances of industry or market stress. To achieve this objective, ALCO establishes and monitors liquidity guidelines requiring sufficient asset based liquidity to cover potential funding requirements and to avoid over-dependence on volatile, less reliable funding markets. The Company manages liquidity at both the parent and subsidiary levels through active management of the balance sheet.

The additional information called for by this item is incorporated herein by reference to the “Liquidity and Capital Resources” section of Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” of this Annual Report on Form 10-K.

Interest Rate Risk

Interest rate risk, one of the more prominent risks in terms of potential earnings impact, is an inevitable part of being a financial intermediary. It can occur for any one or more of the following reasons: (a) assets and liabilities may mature or reprice at different times (for example, if assets reprice faster than liabilities and interest rates are generally falling, the Company’s earnings will initially decline); (b) assets and liabilities may re-price at the same time but by different amounts (when the general level of interest rates is falling, the Company may choose for customer management, competitive, or other reasons to reduce the rates paid on checking and savings deposit accounts by an amount that is less than the general decline in market interest rates); (c) short-term and long-term market interest rates may change by different amounts (i.e. the shape of the yield curve may impact new loan yields and funding costs differently); or (d) the remaining maturity of various assets or liabilities may shorten or lengthen as interest rates change (for example, mortgage-backed securities held in the securities available for sale portfolio may prepay significantly earlier than anticipated – with an associated reduction in portfolio yield and income – if long-term mortgage rates decline sharply). In addition to the direct impact of interest rate changes on net interest income through these categories, interest rates indirectly impact earnings through their effect on loan demand, credit losses, mortgage origination fees, and other sources of the Company’s earnings.

In determining the appropriate level of interest rate risk, the Company considers the impact on earnings and capital of the current outlook on interest rates, potential changes in interest rates, regional economies, liquidity, business strategies and other factors. The Company uses a number of tools to measure interest rate risk including a model to

simulate the impact of changes in interest rates on our net interest income, monitoring the sensitivity of the net present value of the balance sheet and monitoring the difference or gap between maturing or rate-sensitive assets and liabilities over various time periods.

Management believes that short term interest rate risk is best measured by simulation modeling. This analysis calculates expected net interest income based upon historical trends, spreads to market rates, historical market relationships, prepayment behavior and current and expected product offerings using base market rates and using a rising and a falling interest rate scenario. For example, if rates were to rise 1.00% or 2.00% over the next 12 months, net interest income might decline respectively. Conversely, if rates were to decline over the next 12 months, net interest income might increase respectively.

These estimates are highly assumption-dependent, and may change regularly as the Company's asset/liability structure and business evolves from one period to the next, results will vary as different interest rate scenarios are used and are measured relative to a base net interest income scenario that may change.

For the rising and falling interest rate scenarios, the base market interest rate forecast was increased and decreased over twelve months by 200 and 100 basis points, respectively. At March 31, 2018 and December 31, 2017, our net interest income exposure related to these hypothetical changes in market interest rates was within the current guidelines established in our governing policies.

Item 4. Controls and Procedures

As required by SEC rules, the Company's Chief Executive Officer and Chief Financial Officer evaluated the effectiveness of the Company's disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) as of the end of the period covered by this quarterly report on Form 10-Q. Based on this evaluation, the Company's Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures are effective as of March 31, 2018. Disclosure controls and procedures are controls and other procedures that are designed to ensure that information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms.

There were no material changes in the Company's internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) during the quarter ended March 31, 2018, that have materially affected, or are reasonably likely to materially affect the Company's internal control over financial reporting.

PART II - Other Information

Item 1. Legal Proceedings

From time to time, we may be involved in litigation relating to claims arising out of our normal course of business. As of the date of this report, we are not aware of any material pending litigation matters.

Item 1A. Risk Factors

There have been no material changes in the risk factors from those disclosed in our Annual Report on Form 10-K for the year ended December 31, 2017, as filed with the SEC on March 15, 2018.

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

None

Item 3. Defaults Upon Senior Securities

None

Item 4. Mine Safety Disclosures

Not applicable

Item 5. Other Information

None

Item 6. Exhibits

2.1	Agreement and Plan of Reorganization, dated August 14, 2017 by and among Howard Bancorp, Inc., Howard Bank and First Mariner Bank (the schedules and exhibits have been omitted pursuant to Item 601(b)(2) of Regulation S-K. Howard Bancorp undertakes to furnish supplemental copies of any of the omitted schedules or exhibits upon request by the Securities and Exchange Commission) (incorporated by reference to Exhibit 2.1 of the Company's Form 8-K filed on August 18, 2017).
3.1	Articles of Incorporation of Howard Bancorp, Inc. (incorporated by reference to Exhibit 3.1 of the Company's Form S-1 filed on November 28, 2011).
3.2	Articles of Amendment to Articles of Incorporation of Howard Bancorp, Inc. (incorporated by reference to Exhibit 3.2 of the Company's Form S-1 filed November 28, 2011).
3.3	Amended and Restated Articles Supplementary of Senior Non-Cumulative Perpetual Preferred Stock, Series AA (incorporated by reference to Exhibit 3.3 of the Company's Form S-1 filed November 28, 2011).
3.4	Articles of Amendment to Articles of Incorporation of Howard Bancorp, Inc. (incorporated by reference to Exhibit 3.3 of the Company's Form 8-K filed January 24, 2017).
3.5	Amended and Restated Bylaws of Howard Bancorp, Inc. (incorporated by reference to Exhibit 3.1 of the Company's Form 8-K filed January 25, 2018).
31(a)	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) or 15d-14(a) of the Exchange Act pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 - filed herewith
31(b)	Certification of Chief Financial Officer pursuant to Rule 13a-14(a) or 15d-14(a) of the Exchange Act pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 - filed herewith
32	Certifications pursuant to 18 U.S.C. Section 1350, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 – filed herewith
101	Extensible Business Reporting Language ("XBRL") – filed herewith

101.INS	XBRL Instance File
101.SCH	XBRL Schema File
101.CAL	XBRL Calculation File
101.DEF	XBRL Definition File
101.LAB	XBRL Label File
101.PRE	XBRL Presentation File

Signatures

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

	HOWARD BANCORP, INC. (Registrant)
May 10, 2018 Date	/s/ Mary Ann Scully MARY ANN SCULLY CEO
May 10, 2018 Date	/s/ George C. Coffman GEORGE C. COFFMAN EVP AND CFO