SHORE BANCSHARES INC
Form 10-Q
August 10, 2015

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 June 30, 2015

OR

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

For the transition period from ________ to ________

Commission file number 0-22345

SHORE BANCSHARES, INC.

(Exact name of registrant as specified in its charter)

Maryland	52-1974638
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)
28969 Information Lane, Easton, Maryland	21601
(Address of Principal Executive Offices)	(Zip Code)

(410) 763-7800

Registrant's Telephone Number, Including Area Code

N/A

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter periods 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 (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No ¨

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

Large accelerated filer	¨	Accelerated filer	x
Non-accelerated filer (Do not check if a smaller reporting company)	¨	Smaller reporting company	¨

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

APPLICABLE ONLY TO CORPORATE ISSUERS

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: 12,630,428 shares of common stock outstanding as of July 31, 2015.

INDEX

	Page
Part I. Financial Information	2
Item 1. Financial Statements	2
Consolidated Balance Sheets - June 30, 2015 (unaudited) and December 31, 2014	2
Consolidated Statements of Operations - For the three and six months ended June 30, 2015 and 2014 (unaudited)	3
Consolidated Statements of Comprehensive Income - For the three and six months ended June 30, 2015 and 2014 (unaudited)	4
Consolidated Statements of Changes in Stockholders' Equity - For the six months ended June 30, 2015 and 2014 (unaudited)	5
Consolidated Statements of Cash Flows - For the six months ended June 30, 2015 and 2014 (unaudited)	6
Notes to Consolidated Financial Statements (unaudited)	7
Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations	28
Item 3. Quantitative and Qualitative Disclosures about Market Risk	39
Item 4. Controls and Procedures	39
Part II. Other Information	40
Item 1. Legal Proceedings	40
Item 1A. Risk Factors	40
Item 2. Unregistered Sales of Equity Securities and Use of Proceeds	40
Item 3. Defaults Upon Senior Securities	40
Item 4. Mine Safety Disclosures	40
Item 5. Other Information	40
Item 6. Exhibits	40

Signatures	40
Exhibit Index	41

PART I – FINANCIAL INFORMATION

Item 1. Financial Statements.

SHORE BANCSHARES, INC.

CONSOLIDATED BALANCE SHEETS

(Dollars in thousands, except per share amounts)

	June 30, 2015 (Unaudited)	December 31, 2014
ASSETS		
Cash and due from banks	**$ 20,060**	$ 24,211
Interest-bearing deposits with other banks	**39,696**	68,460
Federal funds sold	**-**	3,552
Investment securities:		
Available for sale, at fair value	**228,210**	236,108
Held to maturity, at amortized cost – fair value of $4,555 (2015) and $4,694 (2014)	**4,513**	4,630
Loans	**741,030**	710,746
Less: allowance for credit losses	**(7,917)**	(7,695)
Loans, net	**733,113**	703,051
Premises and equipment, net	**16,801**	16,275
Goodwill	**11,931**	11,931
Other intangible assets, net	**1,264**	1,331
Other real estate owned, net	**2,498**	3,691
Other assets	**26,266**	27,162
TOTAL ASSETS	**$ 1,084,352**	$ 1,100,402
LIABILITIES		
Deposits:		
Noninterest-bearing	**$ 203,678**	$ 193,814
Interest-bearing	**725,231**	755,190
Total deposits	**928,909**	949,004
Short-term borrowings	**6,629**	4,808
Other liabilities	**5,412**	6,121
TOTAL LIABILITIES	**940,950**	959,933

STOCKHOLDERS' EQUITY		
Common stock, par value $.01 per share; shares authorized – 35,000,000; shares issued and outstanding – 12,630,428 (2015) and 12,618,513 (2014)	**126**	126
Additional paid in capital	**63,725**	63,532
Retained earnings	**79,531**	76,495
Accumulated other comprehensive income	**20**	316
TOTAL STOCKHOLDERS' EQUITY	**143,402**	140,469
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	**$ 1,084,352**	$ 1,100,402

See accompanying notes to Consolidated Financial Statements.

2

SHORE BANCSHARES, INC.

CONSOLIDATED STATEMENTS OF OPERATIONS (Unaudited)

(Dollars in thousands, except per share amounts)

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2015	2014	**2015**	2014
INTEREST INCOME				
Interest and fees on loans	**$ 8,581**	$ 8,812	**$ 17,072**	$ 17,687
Interest and dividends on investment securities:				
Taxable	**932**	669	**1,856**	1,190
Tax-exempt	**3**	3	**6**	6
Interest on federal funds sold	**-**	-	**1**	-
Interest on deposits with other banks	**26**	39	**52**	95
Total interest income	**9,542**	9,523	**18,987**	18,978
INTEREST EXPENSE				
Interest on deposits	**856**	1,071	**1,757**	2,198
Interest on short-term borrowings	**3**	5	**8**	10
Total interest expense	**859**	1,076	**1,765**	2,208
NET INTEREST INCOME	**8,683**	8,447	**17,222**	16,770
Provision for credit losses	**540**	950	**1,190**	1,925
NET INTEREST INCOME AFTER PROVISION FOR CREDIT LOSSES	**8,143**	7,497	**16,032**	14,845
NONINTEREST INCOME				
Service charges on deposit accounts	**658**	602	**1,292**	1,160
Trust and investment fee income	**450**	455	**919**	886
Insurance agency commissions	**1,932**	2,536	**4,407**	5,613
Gain on sale of wholesale insurance subsidiary	**-**	114	**-**	114
Other noninterest income	**748**	821	**1,255**	1,543
Total noninterest income	**3,788**	4,528	**7,873**	9,316
NONINTEREST EXPENSE				
Salaries and wages	**4,393**	4,292	**8,706**	8,606
Employee benefits	**924**	1,020	**2,080**	2,202
Occupancy expense	**611**	577	**1,237**	1,204
Furniture and equipment expense	**233**	243	**488**	516
Data processing	**868**	739	**1,651**	1,499
Directors' fees	**116**	132	**239**	244

Amortization of other intangible assets	**33**	60	**66**	134
Insurance agency commissions expense	**-**	394	**-**	906
FDIC insurance premium expense	**306**	377	**690**	835
Write-downs of other real estate owned	**54**	101	**81**	176
Other noninterest expenses	**1,762**	1,982	**3,766**	3,710
Total noninterest expense	**9,300**	9,917	**19,004**	20,032
INCOME BEFORE INCOME TAXES	**2,631**	2,108	**4,901**	4,129
Income tax expense	**1,004**	803	**1,865**	1,566
NET INCOME	**$ 1,627**	$ 1,305	**$ 3,036**	$ 2,563
Basic net income per common share	**$ 0.13**	$ 0.13	**$ 0.24**	$ 0.28
Diluted net income per common share	**0.13**	0.13	**0.24**	0.28
Dividends paid per common share	**-**	-	**-**	-

See accompanying notes to Consolidated Financial Statements.

3

SHORE BANCSHARES, INC.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (Unaudited)

(Dollars in thousands)

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2015	2014	2015	2014
Net income	$ 1,627	$ 1,305	$ 3,036	$ 2,563
Other comprehensive income				
Securities available for sale:				
Unrealized holding (losses) gains on available-for-sale securities	(1,723)	414	(495)	503
Tax effect	695	(167)	199	(203)
Net of tax amount	(1,028)	247	(296)	300
Total other comprehensive (loss) income	(1,028)	247	(296)	300
Comprehensive income	$ 599	$ 1,552	$ 2,740	$ 2,863

See accompanying notes to Consolidated Financial Statements.

4

SHORE BANCSHARES, INC.

CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY (Unaudited)

For the Six Months Ended June 30, 2015 and 2014

(Dollars in thousands, except per share amounts)

	Common Stock	Additional Paid in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total Stockholders' Equity
Balances, January 1, 2015	$ 126	$ 63,532	$ 76,495	$ 316	$ 140,469
Net income	-	-	3,036	-	3,036
Unrealized (losses) on available-for-sale securities, net of taxes	-	-	-	(296)	(296)
Stock-based compensation	-	193	-	-	193
Balances, June 30, 2015	$ 126	$ 63,725	$ 79,531	$ 20	$ 143,402
Balances, January 1, 2014	$ 85	$ 32,207	$ 71,444	$ (437)	$ 103,299
Net income	-	-	2,563	-	2,563
Unrealized gains on available-for-sale securities, net of taxes	-	-	-	300	300
Issuance of common stock through public offering, net	41	31,241	-	-	31,282
Stock-based compensation	-	49	-	-	49
Balances, June 30, 2014	$ 126	$ 63,497	$ 74,007	$ (137)	$ 137,493

See accompanying notes to Consolidated Financial Statements.

SHORE BANCSHARES, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)

(Dollars in thousands)

	For the Six Months Ended June 30,	
	2015	2014
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$ 3,036	$ 2,563
Adjustments to reconcile net income to net cash provided by operating activities:		
Provision for credit losses	1,190	1,925
Depreciation and amortization	1,228	1,126
Discount accretion on debt securities	(47)	(25)
Stock-based compensation expense	193	49
Deferred income tax expense	1,582	1,241
Losses on disposals of premises and equipment	1	-
Losses (gains) on sales of other real estate owned	47	(5)
Write-downs of other real estate owned	81	176
Gain on sale of wholesale insurance subsidiary	-	(114)
Net changes in:		
Accrued interest receivable	143	(56)
Other assets	(783)	(182)
Accrued interest payable	(33)	(27)
Other liabilities	(676)	(1,116)
Net cash provided by operating activities	5,962	5,555
CASH FLOWS FROM INVESTING ACTIVITIES:		
Proceeds from maturities and principal payments of investment securities available for sale	27,663	26,815
Purchases of investment securities available for sale	(20,773)	(82,395)
Proceeds from maturities and principal payments of investment securities held to maturity	112	108
Net change in loans	(31,750)	1,157
Purchases of premises and equipment	(969)	(255)
Proceeds from sales of other real estate owned	1,562	456
Proceeds from sale of wholesale insurance subsidiary	-	2,878
Net cash used in investing activities	(24,155)	(51,236)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Net changes in:		
Noninterest-bearing deposits	9,864	1,041
Interest-bearing deposits	(29,959)	(21,023)
Short-term borrowings	1,821	(2,339)
Proceeds from issuance of common stock through public offering, net	-	31,282

Net cash (used in) provided by financing activities	(18,274)	8,961
Net decrease in cash and cash equivalents	(36,467)	(36,720)
Cash and cash equivalents at beginning of period	96,223	131,090
Cash and cash equivalents at end of period	$ 59,756	$ 94,370
Supplemental cash flows information:		
Interest paid	$ 1,798	$ 2,235
Income taxes paid	$ 279	$ 85
Transfers from loans to other real estate owned	$ 497	$ 1,049
Transfers from loans held for sale to loans	$ -	$ 3,521

See accompanying notes to Consolidated Financial Statements.

Shore Bancshares, Inc.

Notes to Consolidated Financial Statements

For the Three and Six Months Ended June 30, 2015 and 2014

(Unaudited)

Note 1 - Basis of Presentation

The consolidated financial statements include the accounts of Shore Bancshares, Inc. and its subsidiaries with all significant intercompany transactions eliminated. The consolidated financial statements conform to accounting principles generally accepted in the United States of America ("GAAP") and to prevailing practices within the banking industry. The accompanying interim financial statements are unaudited; however, in the opinion of management all adjustments necessary to present fairly the consolidated financial position at June 30, 2015, the consolidated results of operations and comprehensive income for the three and six months ended June 30, 2015 and 2014, and changes in stockholders' equity and cash flows for the six months ended June 30, 2015 and 2014, have been included. All such adjustments are of a normal recurring nature. The amounts as of December 31, 2014 were derived from the 2014 audited financial statements. The results of operations for the three and six months ended June 30, 2015 are not necessarily indicative of the results to be expected for any other interim period or for the full year. This Quarterly Report on Form 10-Q should be read in conjunction with the Annual Report of Shore Bancshares, Inc. on Form 10-K for the year ended December 31, 2014. For purposes of comparability, certain reclassifications have been made to amounts previously reported to conform with the current period presentation.

When used in these notes, the term "the Company" refers to Shore Bancshares, Inc. and, unless the context requires otherwise, its consolidated subsidiaries.

Recent Accounting Standards

ASU 2014-04, "Receivables (ASC Topic 310) – Troubled Debt Restructurings by Creditors, Reclassification of Residential Real Estate Collateralized Consumer Mortgage Loans upon Foreclosure." ASU 2014-04 clarifies when an in substance repossession or foreclosure occurs which is defined as when a creditor should be considered to have received physical possession of residential real estate property collateralizing a consumer mortgage loan such that the loan receivable should be derecognized and the real estate property recognized. The ASU requires that the real property be recognized upon obtaining legal title to the real estate collateral, or the borrower voluntarily conveying all interest in the real estate property to the lender to satisfy the loan through a deed in lieu of foreclosure or similar legal agreement. The Company adopted ASU No. 2014-04 effective January 1, 2015. The adoption of ASU No. 2014-04 did not have a material impact on the Company's Consolidated Financial Statements.

ASU No. 2014-14, *“Classification of Certain Government-Guaranteed Mortgage Loans upon Foreclosure.”* ASU 2014-14 the FASB issued an amendment to clarify how creditors are to classify certain government-guaranteed mortgage loans upon foreclosure. This amendment requires that a mortgage loan be derecognized and a separate other receivable be recognized upon foreclosure if the following conditions are met: (1) The loan has a government guarantee that is not separate from the loan before foreclosure and (2) at the time of foreclosure, the creditor has the intent to convey the real estate property to the guarantor and make a claim on the guarantee, and the creditor has the ability to recover under the claim and (3) at the time of foreclosure, any amount of the claim that is determined on the basis of the fair value of the real estate is fixed. Upon foreclosure, the separate other receivable should be measured based on the amount of the loan balance (principal and interest) expected to be recovered from the guarantor. This amendment is effective for annual reporting periods, including interim periods within those annual periods, beginning after December 15, 2014. Entities may apply the amendments in this Update either (a) prospectively to foreclosures that occur after the date of adoption or (b) modified retrospective transition using a cumulative-effect adjustment (through a reclassification to a separate other receivable) as of the beginning of the annual period of adoption. Prior periods should not be adjusted. The Company adopted ASU No. 2014-14 effective January 1, 2015. The adoption of ASU No. 2014-14 did not have a material impact on the Company's Consolidated Financial Statements.

ASU No. 2015-02, *“Amendments to the Consolidation Analysis.”* This ASU affects reporting entities that are required to evaluate whether they should consolidate certain legal entities. Specifically, the amendments: (1) Modify the evaluation of whether limited partnerships and similar legal entities are variable interest entities (“VIEs”) or voting interest entities; (2) Eliminate the presumption that a general partner should consolidate a limited partnership; (3) Affect the consolidation analysis of reporting entities that are involved with VIEs, particularly those that have fee arrangements and related party relationships; and (4) Provide a scope exception from consolidation guidance for reporting entities with interests in legal entities that are required to comply with or operate in accordance with requirements that are similar to those in Rule 2a-7 of the Investment Company Act of 1940 for registered money market funds. ASU No. 2015-02 is effective for interim and annual reporting periods beginning after December 15, 2015. The Company is currently evaluating the provisions of ASU No. 2015-02 to determine the potential impact the new standard will have on the Company's Consolidated Financial Statements.

ASU No. 2015-05, *"Customer's Accounting for Fees Paid in a Cloud Computing Arrangement."* This ASU provides guidance to customers about whether a cloud computing arrangement includes a software license. If a cloud computing arrangement includes a software license, the customer should account for the software license element of the arrangement consistent with the acquisition of other software licenses. If a cloud computing arrangement does not include a software license, the customer should account for the arrangement as a service contract. The new guidance does not change the accounting for a customer's accounting for service contracts. ASU No. 2015-05 is effective for interim and annual reporting periods beginning after December 15, 2015. The Company is currently evaluating the provisions of ASU No. 2015-05 to determine the potential impact the new standard will have on the Company's Consolidated Financial Statements.

Note 2 – Earnings Per Share

Basic earnings per common share is calculated by dividing net income available to common stockholders by the weighted average number of common shares outstanding during the period. Diluted earnings per common share is calculated by dividing net income available to common stockholders by the weighted average number of common shares outstanding during the period, adjusted for the dilutive effect of common stock equivalents (stock-based awards). The following table provides information relating to the calculation of earnings per common share:

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
(In thousands, except per share data)	2015	2014	2015	2014
Net income	$ 1,627	$ 1,305	$ 3,036	$ 2,563
Weighted average shares outstanding - Basic	12,629	10,013	12,627	9,246
Dilutive effect of common stock equivalents	9	11	9	12
Weighted average shares outstanding - Diluted	12,638	10,024	12,636	9,258
Earnings per common share - Basic	$ 0.13	$ 0.13	$ 0.24	$ 0.28
Earnings per common share - Diluted	$ 0.13	$ 0.13	$ 0.24	$ 0.28

The increase in the weighted average shares outstanding for the three and six months ended June 30, 2015 when compared to the three and six months ended June 30, 2014 was due to the Company's public offer and sale of its common stock (the "stock sale") during the second quarter of 2014. As a result of the stock sale, the Company sold 4,140,000 shares of its common stock for a price of $8.25 per share, which produced net proceeds of $31.3 million.

There were no weighted average common stock equivalents excluded from the calculation of diluted earnings per share for the three and six months ended June 30, 2015 and 2014.

Note 3 – Investment Securities

The following table provides information on the amortized cost and estimated fair values of investment securities.

(Dollars in thousands)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Available-for-sale securities:				
June 30, 2015				
U.S. Treasury	$ 5,144	$ 11	$ -	$ 5,155
U.S. Government agencies	70,449	175	249	70,375
Mortgage-backed	151,952	730	638	152,044
Equity	631	5	-	636
Total	$ 228,176	$ 921	$ 887	$ 228,210
December 31, 2014				
U.S. Treasury	$ 5,210	$ 5	$ -	$ 5,215
U.S. Government agencies	75,220	87	347	74,960
Mortgage-backed	154,525	1,230	452	155,303
Equity	624	6	-	630
Total	$ 235,579	$ 1,328	$ 799	$ 236,108
Held-to-maturity securities:				
June 30, 2015				
U.S. Government agencies	$ 2,676	$ -	$ 81	$ 2,595
States and political subdivisions	1,837	123	-	1,960
Total	$ 4,513	$ 123	$ 81	$ 4,555
December 31, 2014				
U.S. Government agencies	$ 2,791	$ -	$ 83	$ 2,708
States and political subdivisions	1,839	147	-	1,986
Total	$ 4,630	$ 147	$ 83	$ 4,694

The following tables provide information about gross unrealized losses and fair value by length of time that the individual securities have been in a continuous unrealized loss position at June 30, 2015 and December 31, 2014.

	Less than 12 Months		More than 12 Months		Total	
(Dollars in thousands)	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses

June 30, 2015						
Available-for-sale securities:						
U.S. Government agencies	$27,968	$ 87	$6,985	$ 163	$34,953	$ 250
Mortgage-backed	32,875	239	24,107	399	56,982	638
Total	$60,843	$ 326	$31,092	$ 562	$91,935	$ 888
Held-to-maturity securities:						
U.S. Government agencies	$-	$ -	$2,595	$ 81	$2,595	$ 81

(Dollars in thousands)	Less than 12 Months		More than 12 Months		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
December 31, 2014						
Available-for-sale securities:						
U.S. Government agencies	$41,574	$ 138	$6,954	$ 209	$48,528	$ 347
Mortgage-backed	12,933	44	26,828	408	39,761	452
Total	$54,507	$ 182	$34,412	$ 617	$88,919	$ 799
Held-to-maturity securities:						
U.S. Government agencies	$-	$ -	$2,708	$ 83	$2,708	$ 83

All of the securities with unrealized losses in the portfolio have modest duration risk, low credit risk, and minimal losses when compared to total amortized cost. The unrealized losses on debt securities that exist are the result of market changes in interest rates since original purchase. Because the Company does not intend to sell these securities and it is not more likely than not that the Company will be required to sell these securities before recovery of their amortized cost bases, which may be at maturity for debt securities, the Company considers the unrealized losses to be temporary.

The following table provides information on the amortized cost and estimated fair values of investment securities by maturity date at June 30, 2015.

(Dollars in thousands)	Available for sale		Held to maturity	
	Amortized Cost	Estimated Fair Value	Amortized Cost	Estimated Fair Value
Due in one year or less	$2,001	$ 2,003	$220	$ 220
Due after one year through five years	70,545	70,579	711	757
Due after five years through ten years	12,939	12,881	403	452
Due after ten years	142,060	142,111	3,179	3,126
	227,545	227,574	4,513	4,555
Equity securities	631	636	-	-
Total	$228,176	$ 228,210	$4,513	$ 4,555

The maturity dates for debt securities are determined using contractual maturity dates.

Note 4 – Loans and Allowance for Credit Losses

The Company makes residential mortgage, commercial and consumer loans to customers primarily in Talbot County, Queen Anne's County, Kent County, Caroline County and Dorchester County in Maryland and in Kent County, Delaware. The following table provides information about the principal classes of the loan portfolio at June 30, 2015 and December 31, 2014.

(Dollars in thousands)	**June 30, 2015**	December 31, 2014
Construction	$80,715	$ 69,157
Residential real estate	278,598	273,336
Commercial real estate	317,131	305,788
Commercial	57,300	52,671
Consumer	7,286	9,794
Total loans	741,030	710,746
Allowance for credit losses	(7,917)	(7,695)
Total loans, net	$733,113	$ 703,051

Loans are stated at their principal amount outstanding net of any purchase premiums, deferred fees and costs. Interest income on loans is accrued at the contractual rate based on the principal amount outstanding. Fees charged and costs capitalized for originating loans are being amortized substantially on the interest method over the term of the loan. A loan is placed on nonaccrual (i.e., interest income is no longer accrued) when it is specifically determined to be impaired or when principal or interest is delinquent for 90 days or more, unless the loan is well secured and in the process of collection. Any unpaid interest previously accrued on those loans is reversed from income.

Interest payments received on nonaccrual loans are applied as a reduction of the loan principal balance unless collectability of the principal amount is reasonably assured, in which case interest is recognized on a cash basis. Loans are returned to accrual status when all principal and interest amounts contractually due are brought current and future payments are reasonably assured.

A loan is considered impaired if it is probable that the Company will not collect all principal and interest payments according to the loan's contractual terms. An impaired loan may show deficiencies in the borrower's overall financial condition, payment history, support available from financial guarantors and/or the fair market value of collateral. The impairment of a loan is measured at the present value of expected future cash flows using the loan's effective interest rate, or at the loan's observable market price or the fair value of the collateral if the loan is collateral dependent. Generally, the Company measures impairment on such loans by reference to the fair value of the collateral. Once the amount of impairment has been determined, the uncollectible portion is charged off. Income on impaired loans is recognized on a cash basis, and payments are first applied against the principal balance outstanding (i.e., placing impaired loans on nonaccrual status). Generally, interest income is not recognized on impaired loans unless the likelihood of further loss is remote. The allowance for credit losses may include specific reserves related to impaired loans. Specific reserves remain until charge offs are made. Impaired loans do not include groups of smaller balance homogenous loans such as residential mortgage and consumer installment loans that are evaluated collectively for impairment. Reserves for probable credit losses related to these loans are based on historical loss ratios and are included in the formula portion of the allowance for credit losses. See additional discussion under the caption "Critical Accounting Policies" in Management's Discussion and Analysis of Financial Condition and Results of Operations.

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

All loans classified as TDRs which are restructured and accrue interest under revised terms require a full and comprehensive review of the borrower's financial condition, capacity for repayment, realistic assessment of collateral values, and the assessment of risk entered into any workout agreement. Current financial information on the borrower, guarantor, and underlying collateral is analyzed to determine if it supports the ultimate collection of principal and interest. For commercial loans, the cash flows are analyzed, both for the underlying project and globally. For consumer loans, updated salary, credit history and cash flow information is obtained. Current market conditions are also considered. Following a full analysis, the determination of the appropriate loan structure is made.

11

The following tables include impairment information relating to loans and the allowance for credit losses as of June 30, 2015 and December 31, 2014.

(Dollars in thousands)	Construction	Residential real estate	Commercial real estate	Commercial	Consumer	Unallocated	Total
June 30, 2015							
Loans individually evaluated for impairment	$ 12,400	$ 10,726	$ 8,896	$ 217	$ 123	$ -	$ 32,362
Loans collectively evaluated for impairment	68,315	267,872	308,235	57,083	7,163	-	708,668
Total loans	$ 80,715	$ 278,598	$ 317,131	$ 57,300	$ 7,286	$ -	$ 741,030
Allowance for credit losses allocated to:							
Loans individually evaluated for impairment	$ 696	$ 336	$ 21	$ 9	$ -	$ -	$ 1,062
Loans collectively evaluated for impairment	1,156	1,982	2,595	496	168	458	6,855
Total allowance for credit losses	$ 1,852	$ 2,318	$ 2,616	$ 505	$ 168	$ 458	$ 7,917

(Dollars in thousands)	Construction	Residential real estate	Commercial real estate	Commercial	Consumer	Unallocated	Total
December 31, 2014							
Loans individually evaluated for impairment	$ 10,067	$ 10,403	$ 9,359	$ 188	$ 124	$ -	$ 30,141
Loans collectively evaluated for impairment	59,090	262,933	296,429	52,483	9,670	-	680,605
Total loans	$ 69,157	$ 273,336	$ 305,788	$ 52,671	$ 9,794	$ -	$ 710,746
Allowance for credit losses allocated to:							
Loans individually evaluated for impairment	$ 41	$ 1,099	$ 129	$ 1	$ 3	$ -	$ 1,273
Loans collectively evaluated for impairment	1,262	1,735	2,250	447	226	502	6,422
Total allowance for credit losses	$ 1,303	$ 2,834	$ 2,379	$ 448	$ 229	$ 502	$ 7,695

The following tables provide information on impaired loans and any related allowance by loan class as of June 30, 2015 and December 31, 2014. The difference between the unpaid principal balance and the recorded investment is the amount of partial charge-offs that have been taken.

(Dollars in thousands)	Unpaid principal balance	Recorded investment with no allowance	Recorded investment with an allowance	Related allowance	Quarter-to-date average recorded investment	Year-to-date average recorded investment
June 30, 2015						
Impaired nonaccrual loans:						
Construction	$ 12,101	$ 2,657	$ 5,618	$ 661	$ 8,478	$ 8,169
Residential real estate	3,124	2,697	69	69	2,041	2,159
Commercial real estate	4,460	2,668	-	-	2,707	2,698
Commercial	187	155	22	9	95	72
Consumer	129	123	-	-	123	123
Total	20,001	8,300	5,709	739	13,444	13,221
Impaired accruing TDRs:						
Construction	4,125	3,312	813	35	4,109	4,064
Residential real estate	7,960	2,396	5,564	267	7,393	6,866
Commercial real estate	6,228	4,731	1,497	21	6,238	6,255
Commercial	40	40	-	-	41	43
Consumer	-	-	-	-	-	-
Total	18,353	10,479	7,874	323	17,781	17,228
Total impaired loans:						
Construction	16,226	5,969	6,431	696	12,587	12,233
Residential real estate	11,084	5,093	5,633	336	9,434	9,025
Commercial real estate	10,688	7,399	1,497	21	8,945	8,953
Commercial	227	195	22	9	136	115
Consumer	129	123	-	-	123	123
Total	$ 38,354	$ 18,779	$ 13,583	$ 1,062	$ 31,225	$ 30,449

(Dollars in thousands)	Unpaid principal balance	Recorded investment with no allowance	Recorded investment with an allowance	Related allowance	June 30, 2014 Quarter-to-date average recorded investment	Year-to-date average recorded investment
December 31, 2014						
Impaired nonaccrual loans:						
Construction	$ 9,277	$ 6,045	$ -	$ -	$ 8,040	$ 8,131
Residential real estate	4,664	1,053	2,982	799	3,299	4,719
Commercial real estate	4,703	2,842	280	100	5,034	5,098
Commercial	1,372	136	5	1	598	642
Consumer	129	99	25	3	28	21
Total	20,145	10,175	3,292	903	16,999	18,611
Impaired accruing TDRs:						
Construction	4,022	3,196	826	41	2,157	1,749
Residential real estate	6,368	668	5,700	300	16,080	16,102
Commercial real estate	6,237	4,774	1,463	29	7,023	7,509
Commercial	47	47	-	-	59	66
Consumer	-	-	-	-	-	-
Total	16,674	8,685	7,989	370	25,319	25,426
Total impaired loans:						
Construction	13,299	9,241	826	41	10,197	9,880
Residential real estate	11,032	1,721	8,682	1,099	19,379	20,821
Commercial real estate	10,940	7,616	1,743	129	12,057	12,607
Commercial	1,419	183	5	1	657	708
Consumer	129	99	25	3	28	21
Total	$ 36,819	$ 18,860	$ 11,281	$ 1,273	$ 42,318	$ 44,037

The following tables provide a roll-forward for troubled debt restructurings as of June 30, 2015 and June 30, 2014.

(Dollars in thousands)	1/1/15 TDR Balance	New TDRs	Disbursements (Payments)	Charge offs	Reclassification/ Transfers In/(Out)	Payoffs	6/30/15 TDR Balance	Related Allowance
For the six months ended 6/30/2015								
Accruing TDRs								
Construction	$4,022	$-	$ (39)	$-	$ 142	$ -	$4,125	$ 35
Residential Real Estate	6,368	1,837	(245)	-	(78)	-	7,882	267
Commercial Real Estate	6,237	-	(9)	-	-	-	6,228	21
Commercial	47	-	(7)	-	-	-	40	-
Consumer	-	-	-	-	-	-	-	-
Total	$16,674	$1,837	$ (300)	$-	$ 64	$ -	$18,275	$ 323
Nonaccrual TDRs								
Construction	$3,321	$-	$ (100)	$(579)	$ 2,911	$ -	$5,553	$ 661
Residential Real Estate	3,382	-	(18)	-	(2,911)	-	453	-
Commercial Real Estate	346	-	(4)	(40)	(302)	-	-	-
Commercial	-	-	-	-	-	-	-	-
Consumer	25	-	(1)	-	-	-	24	-
Total	$7,074	$-	$ (123)	$(619)	$ (302)	$ -	$6,030	$ 661
Total TDRs	$23,748	$1,837	$ (423)	$(619)	$ (238)	$ -	$24,305	$ 984

(Dollars in thousands)	1/1/14 TDR Balance	New TDRs	Disbursements (Payments)	Charge offs	Reclassification/ Transfers In/(Out)	Payoffs	6/30/14 TDR Balance	Related Allowance
For the six months ended 6/30/2014								
Accruing TDRs								
Construction	$1,620	$ -	$ (51)	$ (314)	$ 2,643	$-	$3,898	$ 1
Residential Real Estate	14,582	-	1,373	-	398	(158)	16,195	185
Commercial Real Estate	9,791	-	(48)	(549)	(2,844)	(1,097)	5,253	6
Commercial	95	-	(15)	-	-	(24)	56	-
Consumer	-	-	-	-	-	-	-	-
Total	$26,088	$ -	$ 1,259	$ (863)	$ 197	$(1,279)	$25,402	$ 192
Nonaccrual TDRs								
Construction	$3,561	$ -	$ (5)	$ (35)	$ 760	$-	$4,281	$ -
Residential Real Estate	1,884	-	(31)	(203)	(957)	(73)	620	-
Commercial Real Estate	842	-	(81)	(65)	-	-	696	-
Commercial	-	-	-	-	-	-	-	-
Consumer	26	-	(1)	-	-	-	25	-
Total	$6,313	$ -	$ (118)	$ (303)	$ (197)	$(73)	$5,622	$ -

Total TDRs	$32,401	$ -	$ 1,141	$ (1,166)	$ -	$(1,352)	$31,024	$ 192

The following tables provide information on loans that were modified and considered TDRs during the six months ended June 30, 2015 and June 30, 2014.

(Dollars in thousands)	Number of contracts	Premodification outstanding recorded investment	Postmodification outstanding recorded investment	Related allowance
TDRs:				
For the six months ended June 30, 2015				
Construction	-	$ -	$ -	$ -
Residential real estate	10	1,835	1,837	19
Commercial real estate	-	-	-	-
Commercial	-	-	-	-
Consumer	-	-	-	-
Total	10	$ 1,835	$ 1,837	$ 19
For the six months ended June 30, 2014				
Construction	-	$ -	$ -	$ -
Residential real estate	-	-	-	-
Commercial real estate	-	-	-	-
Commercial	-	-	-	-
Consumer	-	-	-	-
Total	-	$ -	$ -	$ -

The following tables provide information on TDRs that defaulted during the six months ended June 30, 2015 and June 30, 2014. Generally, a loan is considered in default when principal or interest is past due 90 days or more.

(Dollars in thousands)	Number of contracts	Recorded investment	Related allowance
TDRs that subsequently defaulted:			
For the six months ended June 30, 2015			
Construction	-	$ -	$ -
Residential real estate	-	-	-
Commercial real estate	2	279	-
Commercial	-	-	-
Consumer	-	-	-
Total	2	$ 279	$ -
TDRs that subsequently defaulted:			
For the six months ended June 30, 2014			
Construction	-	$ -	$ -
Residential real estate	-	-	-
Commercial real estate	-	-	-

Commercial	-	-	-
Consumer	-	-	-
Total	-	$ -	$ -

16

Management uses risk ratings as part of its monitoring of the credit quality in the Company's loan portfolio. Loans that are identified as special mention, substandard or doubtful are adversely rated. They are assigned higher risk ratings than favorably rated loans in the calculation of the formula portion of the allowance for credit losses.

The following tables provide information on loan risk ratings as of June 30, 2015 and December 31, 2014.

(Dollars in thousands)	Pass/Performing	Special mention	Substandard	Doubtful	Total
June 30, 2015					
Construction	$ 64,209	$4,164	$ 12,342	$ -	$80,715
Residential real estate	257,937	9,905	10,756	-	278,598
Commercial real estate	285,881	21,487	9,029	734	317,131
Commercial	55,280	1,790	230	-	57,300
Consumer	7,126	38	122	-	7,286
Total	$ 670,433	$37,384	$ 32,479	$ 734	$741,030

(Dollars in thousands)	Pass/Performing	Special mention	Substandard	Doubtful	Total
December 31, 2014					
Construction	$ 52,241	$5,643	$ 11,273	$ -	$69,157
Residential real estate	252,643	6,675	14,018	-	273,336
Commercial real estate	275,573	20,040	10,175	-	305,788
Commercial	50,583	1,885	114	89	52,671
Consumer	9,658	13	123	-	9,794
Total	$ 640,698	$34,256	$ 35,703	$ 89	$710,746

The following tables provide information on the aging of the loan portfolio as of June 30, 2015 and December 31, 2014.

	Accruing						
(Dollars in thousands)	Current	30-59 days past due	60-89 days past due	90 days or more past due	Total past due	Nonaccrual	Total
June 30, 2015							
Construction	$72,440	$ -	$ -	$ -	$ -	$ 8,275	$80,715
Residential real estate	271,659	2,874	1,264	35	4,173	2,766	278,598
Commercial real estate	313,958	-	505	-	505	2,668	317,131
Commercial	57,019	104	-	-	104	177	57,300
Consumer	7,095	68	-	-	68	123	7,286
Total	$722,171	$ 3,046	$ 1,769	$ 35	$ 4,850	$ 14,009	$741,030

Percent of total loans	97.5 %	0.4 %	0.2 %	- %	0.6 %	1.9 %	

	Accruing						
(Dollars in thousands)	Current	30-59 days past due	60-89 days past due	90 days or more past due	Total past due	Nonaccrual	Total
December 31, 2014							
Construction	$61,325	$ 1,786	$ -	$ -	$ 1,786	$ 6,046	$69,157
Residential real estate	263,165	3,351	2,702	83	6,136	4,035	273,336
Commercial real estate	301,695	459	513	-	972	3,121	305,788
Commercial	52,352	47	131	-	178	141	52,671
Consumer	9,619	11	37	4	52	123	9,794
Total	$688,156	$ 5,654	$ 3,383	$ 87	$ 9,124	$ 13,466	$710,746
Percent of total loans	96.8 %	0.8 %	0.5 %	- %	1.3 %	1.9 %	

17

Management evaluates the adequacy of the allowance for credit losses at least quarterly and adjusts the provision for credit losses based on this analysis. The following tables provide a summary of the activity in the allowance for credit losses allocated by loan class for the three months and six months ended June 30, 2015 and 2014. Allocation of a portion of the allowance to one loan class does not preclude its availability to absorb losses in other loan classes.

(Dollars in thousands)	Construction	Residential real estate	Commercial real estate	Commercial	Consumer	Unallocated	Total
For the three months ended June 30, 2015							
Allowance for credit losses:							
Beginning balance	$ 1,884	$ 2,124	$ 2,339	$ 441	$ 180	$ 830	$ 7,798
Charge-offs	(216)	(142)	(280)	(25)	(35)	-	(698)
Recoveries	104	121	2	35	15	-	277
Net charge-offs	(112)	(21)	(278)	10	(20)	-	(421)
Provision	80	215	555	54	8	(372)	540
Ending balance	$ 1,852	$ 2,318	$ 2,616	$ 505	$ 168	$ 458	$ 7,917

(Dollars in thousands)	Construction	Residential real estate	Commercial real estate	Commercial	Consumer	Unallocated	Total
For the three months ended June 30, 2014							
Allowance for credit losses:							
Beginning balance	$ 1,997	$ 2,086	$ 4,584	$ 677	$ 308	$ 417	$ 10,069
Charge-offs	(224)	(315)	(1,523)	(95)	(20)	-	(2,177)
Recoveries	1	63	7	157	6	-	234
Net charge-offs	(223)	(252)	(1,516)	62	(14)	-	(1,943)
Provision	474	520	(416)	119	12	241	950
Ending balance	$ 2,248	$ 2,354	$ 2,652	$ 858	$ 306	$ 658	$ 9,076

18

(Dollars in thousands)	Construction	Residential real estate	Commercial real estate	Commercial	Consumer	Unallocated	Total
For the six months ended June 30, 2015							
Allowance for credit losses:							
Beginning balance	$ 1,303	$ 2,834	$ 2,379	$ 448	$ 229	$ 502	$ 7,695
Charge-offs	(579)	(257)	(320)	(149)	(45)	-	(1,350)
Recoveries	107	145	15	82	33	-	382
Net charge-offs	(472)	(112)	(305)	(67)	(12)	-	(968)
Provision	1,021	(404)	542	124	(49)	(44)	1,190
Ending balance	$ 1,852	$ 2,318	$ 2,616	$ 505	$ 168	$ 458	$ 7,917

(Dollars in thousands)	Construction	Residential real estate	Commercial real estate	Commercial	Consumer	Unallocated	Total
For the six months ended June 30, 2014							
Allowance for credit losses:							
Beginning balance	$ 1,960	$ 3,854	$ 3,029	$ 1,266	$ 243	$ 373	$ 10,725
Charge-offs	(241)	(987)	(1,613)	(937)	(147)	-	(3,925)
Recoveries	11	106	13	207	14	-	351
Net charge-offs	(230)	(881)	(1,600)	(730)	(133)	-	(3,574)
Provision	518	(619)	1,223	322	196	285	1,925
Ending balance	$ 2,248	$ 2,354	$ 2,652	$ 858	$ 306	$ 658	$ 9,076

Foreclosure Proceedings

Consumer mortgage loans collateralized by residential real estate property that are in the process of foreclosure totaled $514 thousand as of June 30, 2015.

Note 5 – Other Assets

The Company had the following other assets at June 30, 2015 and December 31, 2014.

(Dollars in thousands)	**June 30, 2015**	December 31, 2014

Nonmarketable investment securities	**$**	**1,707**	$	1,586
Accrued interest receivable		**2,520**		2,663
Deferred income taxes		**14,362**		15,744
Prepaid expenses		**1,454**		750
Other assets		**6,223**		6,419
Total	**$**	**26,266**	$	27,162

The following table provides information on significant components of the Company's deferred tax assets and liabilities as of June 30, 2015 and December 31, 2014.

(Dollars in thousands)	**June 30, 2015**	December 31, 2014
Deferred tax assets:		
Allowance for credit losses	**$ 3,158**	$ 3,072
Reserve for off-balance sheet commitments	**121**	121
Net operating loss carry forward	**11,580**	13,265
Write-downs of other real estate owned	**321**	355
Deferred income	**1,099**	1,132
Accrued expenses	**913**	918
Unrealized losses on available-for-sale securities	**27**	-
Other	**196**	80
Total deferred tax assets	**17,415**	18,943
Deferred tax liabilities:		
Depreciation	**317**	372
Purchase accounting adjustments	**1,957**	1,751
Deferred capital gain on branch sale	**418**	425
Unrealized gains on available-for-sale securities	**40**	214
Other	**321**	437
Total deferred tax liabilities	**3,053**	3,199
Net deferred tax assets	**$ 14,362**	$ 15,744

The Company's deferred tax assets primarily consist of net operating loss carryovers that will be used to offset taxable income in future periods through their statutory period of 20 years for federal tax purposes. No valuation allowance on these deferred tax assets was recorded at June 30, 2015 and December 31, 2014 as management believes it is more likely than not that all deferred tax assets will be realized based on the following positive material factors: 1) The Company was profitable for all four quarters of 2014 and the first two quarters of 2015 on a GAAP basis. The net operating loss was originally created in the third quarter of 2013 and was solely attributable to Talbot Bank's sale of loans and other real estate owned (the "Asset Sale"), which is considered non-recurring. 2) The Company had pre-tax income of $8.1 million for the year ended December 31, 2014, providing further evidence that the Asset Sale was producing positive results and confirming the expectation of utilizing the deferred tax assets. 3) As a contingent opportunity, the Company has had discussions with certain investors about entering into a sales leaseback transaction for some of its branch locations which would generate a material taxable gain. The decision to act on this has been deferred; however, it would become a very viable option as a tax planning strategy if there was a risk that the net operating loss carryovers would expire before they were fully utilized. Alternatively, the Company has reviewed negative factors which would influence the conclusion of realizing the deferred tax assets. These factors include the following: 1) The Company could be subject to Section 382 of the Internal Revenue Code ("IRC"), which could further limit the realization of the net operating loss-related deferred tax asset ("NOL-DTA"). 2) Although the local economy of the market in which the Company operates has been showing continued signs of improvement over the past three years, if this trend flattens or reverses, there is a potential that this potential negative evidence could outweigh the prevailing positive factors.

Based on the aforementioned considerations, the Company has concluded that the predominance of observable positive evidence outweighs the future potential of negative evidence and therefore it is more likely than not that the Company will be able to realize in the future all of the net deferred tax assets.

Note 6 – Other Liabilities

The Company had the following other liabilities at June 30, 2015 and December 31, 2014.

(Dollars in thousands)	June 30, 2015	December 31, 2014
Accrued interest payable	$ 139	$ 172
Other accounts payable	2,057	2,435
Deferred compensation liability	1,467	1,503
Other liabilities	1,749	2,011
Total	$ 5,412	$ 6,121

20

Note 7 - Stock-Based Compensation

As of June 30, 2015, the Company maintained the Shore Bancshares, Inc. 2006 Stock and Incentive Compensation Plan (“2006 Equity Plan”) under which it may issue shares of common stock or grant other equity-based awards. Stock-based awards granted to date generally are time-based, vest in equal installments on each anniversary of the grant date over a three- to five-year period of time, and, in the case of stock options, expire 7 years from the grant date. On July 1, 2015, the Company's board of directors (the "Board") also adopted a form of performance share/restricted stock unit award agreement that will be used to grant performance equity incentive awards pursuant to and subject to the provisions of the 2006 Equity Plan. Stock-based compensation expense is recognized ratably over the requisite service period for all awards, is based on the grant-date fair value and reflects forfeitures as they occur.

The following tables provide information on stock-based compensation expense for the three and six months ended June 30, 2015 and 2014.

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
(Dollars in thousands)	2015	2014	2015	2014
Stock-based compensation expense	$ 53	$ 27	$ 191	$ 49
Excess tax expense related to stock-based compensation	2	-	2	-

	June 30,	
(Dollars in thousands)	2015	2014
Unrecognized stock-based compensation expense	$ 96	$ 122
Weighted average period unrecognized expense is expected to be recognized	**0.6 years**	1.2 years

The following table summarizes restricted stock award activity for the Company under the 2006 Equity Plan for the six months ended June 30, 2015 and 2014.

June 30, 2015	Number of Shares	Weighted Average Grant Date Fair Value
Nonvested at beginning of period	14,251	$ 8.33
Granted	11,915	9.19
Vested	(13,678)	8.90
Cancelled	-	-
Nonvested at end of period	12,488	$ 8.34

June 30, 2014	Number of Shares	Weighted Average Grant Date Fair Value
Nonvested at beginning of period	13,930	$ 8.33
Granted	3,654	9.57
Vested	(3,333)	8.93
Cancelled	-	-
Nonvested at end of period	14,251	$ 8.51

The fair value of restricted stock awards that vested during the first six months of 2015 and 2014 was $122 thousand and $30 thousand, respectively.

The following table summarizes stock option activity for the Company under the 2006 Equity Plan for the six months ended June 30, 2015 and 2014.

June 30, 2015	Number of Shares	Weighted Average Exercise Price
Outstanding at beginning of period	27,108	$ 6.64
Granted	34,219	9.18
Exercised	-	-
Expired/Cancelled	-	-
Outstanding at end of period	61,327	$ 8.05
Exercisable at end of period	27,108	$ 6.64

June 30, 2014	Number of Shares	Weighted Average Exercise Price
Outstanding at beginning of period	40,662	$ 6.64
Granted	-	-
Exercised	-	-
Expired/Cancelled	-	-
Outstanding at end of period	40,662	$ 6.64
Exercisable at end of period	20,331	$ 6.64

The weighted average fair value of stock options granted during 2015 was $3.44. The Company estimates the fair value of options using the Black-Scholes valuation model with weighted average assumptions for dividend yield, expected volatility, risk-free interest rate and expected lives (in years). The expected dividend yield is calculated by dividing the total expected annual dividend payout by the average stock price. The expected volatility is based on historical volatility of the underlying securities. The risk-free interest rate is based on the Federal Reserve Bank's constant maturities daily interest rate in effect at grant date. The expected contract life of the options represents the period of time that the Company expects the awards to be outstanding based on historical experience with similar awards. The following weighted average assumptions were used as inputs to the Black-Scholes valuation model for options granted in 2015.

Dividend yield	0	%
Expected volatility	32	%
Risk-free interest rate	1.97	%
Expected contract life (in years)	7 years	

At the end of the second quarter of 2015, the aggregate intrinsic value of the options outstanding under the 2006 Equity Plan was $281 thousand based on the $9.43 market value per share of the Company’s common stock at June 30, 2015. Similarly, the aggregate intrinsic value of the options exercisable was $76 thousand at June 30, 2015. Since there were no options exercised during the first six months of 2015 or 2014, there was no intrinsic value associated with stock options exercised and no cash received on exercise of options. At June 30, 2015, the weighted average remaining contract life of options outstanding was 6.8 years.

Note 8 – Accumulated Other Comprehensive Income

The Company records unrealized holding gains (losses), net of tax, on investment securities available for sale as accumulated other comprehensive income (loss), a separate component of stockholders' equity. The following table provides information on the changes in the components of accumulated other comprehensive income (loss) for the six months ended June 30, 2015 and 2014.

(Dollars in thousands)	Accumulated net unrealized holding gains (losses) on available for sale securities	Total accumulated other comprehensive income (loss)
Balance, December 31, 2014	$ 316	$ 316
Other comprehensive loss	(296)	(296)
Balance, June 30, 2015	$ 20	$ 20
Balance, December 31, 2013	$ (437)	$ (437)
Other comprehensive income	300	300
Balance, June 30, 2014	$ (137)	$ (137)

Note 9 – Fair Value Measurements

Accounting guidance under GAAP 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. This accounting guidance 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 uses fair value measurements to record fair value adjustments to certain assets and liabilities. 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 impaired loans, loans held for sale and other real estate owned (foreclosed assets). These nonrecurring fair value adjustments typically involve application of lower of cost or market accounting or write-downs of individual assets.

Under fair value accounting guidance, assets and liabilities are grouped 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 their fair values. These hierarchy levels are:

Level 1 inputs – Unadjusted quoted prices in active markets for identical assets or liabilities that the entity has the ability to access at the measurement date.

Level 2 inputs – Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly. These might include quoted prices for similar assets or liabilities in active markets, and inputs other than quoted prices that are observable for the asset or liability, such as interest rates and yield curves that are observable at commonly quoted intervals.

Level 3 inputs – Unobservable inputs for determining the fair values of assets or liabilities that reflect an entity's own assumptions about the assumptions that market participants would use in pricing the assets or liabilities.

Below is a discussion on the Company's assets measured at fair value on a recurring basis.

Investment Securities Available for Sale

Fair value measurement for investment securities available for sale is based on quoted prices from an independent pricing service. The fair value measurements consider observable data that may include present value of future cash flows, prepayment assumptions, credit loss assumptions and other factors. The Company classifies its investments in U.S. Treasury securities as Level 1 in the fair value hierarchy, and it classifies its investments in U.S. Government agencies securities mortgage-backed securities issued or guaranteed by U.S. Government sponsored entities, and equity securities as Level 2.

The tables below present the recorded amount of assets measured at fair value on a recurring basis at June 30, 2015 and December 31, 2014. No assets were transferred from one hierarchy level to another during the first six months of 2015 or 2014.

(Dollars in thousands)	Fair Value	Quoted Prices (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
June 30, 2015				
Securities available for sale:				
U.S. Treasury	$ 5,155	$ 5,155	$ -	$ -
U.S. Government agencies	70,375	-	70,375	-
Mortgage-backed	152,044	-	152,044	-
Equity	636	-	636	-
Total	$ 228,210	$ 5,155	$ 233,055	$ -

(Dollars in thousands)	Fair Value	Quoted Prices (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
December 31, 2014				
Securities available for sale:				
U.S. Treasury	$ 5,215	$ 5,215	$ -	$ -
U.S. Government agencies	74,960	-	74,960	-
Mortgage-backed	155,303	-	155,303	-
Equity	630	-	630	-
Total	$ 236,108	$ 5,215	$ 230,893	$ -

Below is a discussion on the Company’s assets measured at fair value on a nonrecurring basis.

<u>Loans</u>

The Company does not record loans at fair value on a recurring basis; however, from time to time, a loan is considered impaired and a valuation allowance may be established if there are losses associated with the loan. Loans are considered impaired if it is probable that payment of interest and principal will not be made in accordance with contractual terms. The fair value of impaired loans can be estimated using one of several methods, including the collateral value, market value of similar debt, liquidation value and discounted cash flows. At June 30, 2015 and December 31, 2014, substantially all impaired loans were evaluated based on the fair value of the collateral and were classified as Level 2 in the fair value hierarchy.

Other Real Estate and Other Assets Owned (Foreclosed Assets)

Foreclosed assets are adjusted for fair value upon transfer of loans to foreclosed assets. Subsequently, foreclosed assets are carried at the lower of carrying value or fair value less estimated costs to sell. Fair value is based on independent market prices, appraised value of the collateral or management’s estimation of the value of the collateral. At June 30, 2015 and December 31, 2014, foreclosed assets were classified as Level 2 in the fair value hierarchy.

The tables below present the recorded amount of assets measured at fair value on a nonrecurring basis at June 30, 2015 and December 31, 2014. No assets were transferred from one hierarchy level to another during the first six months of 2015 or 2014.

(Dollars in thousands)	Fair Value	Quoted Prices (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
June 30, 2015				
Impaired loans				
Construction	$ 11,704	$ -	$ 11,704	$ -
Residential real estate	10,390	-	10,390	-
Commercial real estate	8,875	-	8,875	-
Commercial	208	-	208	-
Consumer	123	-	123	-
Total impaired loans	31,300	-	31,300	-
Other real estate owned	2,498	-	2,498	-
Total assets measured at fair value on a nonrecurring basis	$ 33,798	$ -	$ 33,798	$ -

(Dollars in thousands)	Fair Value	Quoted Prices (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
December 31, 2014				
Impaired loans				
Construction	$ 10,026	$ -	$ 10,026	$ -
Residential real estate	9,304	-	9,304	-
Commercial real estate	9,230	-	9,230	-
Commercial	187	-	187	-
Consumer	121	-	121	-
Total impaired loans	28,868	-	28,868	-
Other real estate owned	3,691	-	3,691	-
Total assets measured at fair value on a nonrecurring basis	$ 32,559	$ -	$ 32,559	$ -

The following information relates to the estimated fair values of financial assets and liabilities that are reported in the Company’s consolidated balance sheets at their carrying amounts. The discussion below describes the methods and assumptions used to estimate the fair value of each class of financial asset and liability for which it is practicable to estimate that value.

Cash and Cash Equivalents

Cash equivalents include interest-bearing deposits with other banks and federal funds sold. For these short-term instruments, the carrying amount is a reasonable estimate of fair value.

Investment Securities Held to Maturity

For all investments in debt securities, fair values are based on quoted prices. If a quoted price is not available, then fair value is estimated using quoted prices for similar securities.

Loans

The fair values of categories of fixed rate loans, such as commercial loans, residential real estate, and other consumer loans, are estimated by discounting the future cash flows using the current rates at which similar loans would be made to borrowers with similar credit ratings and for the same remaining maturities. Other loans, including variable rate loans, are adjusted for differences in loan characteristics.

Financial Liabilities

The fair values of demand deposits, savings accounts, and certain money market deposits are the amounts payable on demand at the reporting date. The fair value of fixed-maturity certificates of deposit is estimated using the rates currently offered for deposits of similar remaining maturities. These estimates do not take into consideration the value of core deposit intangibles. Generally, the carrying amount of short-term borrowings is a reasonable estimate of fair value. The fair values of securities sold under agreements to repurchase (included in short-term borrowings) and long-term debt are estimated using the rates offered for similar borrowings.

Commitments to Extend Credit and Standby Letters of Credit

The majority of the Company's commitments to grant loans and standby letters of credit are written to carry current market interest rates if converted to loans. In general, commitments to extend credit and letters of credit are not assignable by the Company or the borrower, so they generally have value only to the Company and the borrower. Therefore, it is impractical to assign any value to these commitments.

The following table provides information on the estimated fair values of the Company's financial assets and liabilities that are reported in the balance sheets at their carrying amounts. The financial assets and liabilities have been segregated by their classification level in the fair value hierarchy.

	June 30, 2015		December 31, 2014	
(Dollars in thousands)	Carrying Amount	Estimated Fair Value	Carrying Amount	Estimated Fair Value
Financial assets				
Level 1 inputs				
Cash and cash equivalents	$59,756	$59,756	$96,223	$96,223
Level 2 inputs				
Investment securities held to maturity	$4,513	$4,555	$4,630	$4,694
Loans, net	733,113	753,387	703,051	724,771
Financial liabilities				
Level 2 inputs				
Deposits	$928,909	$928,568	$949,004	$948,605
Short-term borrowings	6,629	6,629	4,808	4,808

Note 10 – Financial Instruments with Off-Balance Sheet Risk

In the normal course of business, to meet the financial needs of its customers, the Company's bank subsidiaries are parties to financial instruments with off-balance sheet risk. These financial instruments include commitments to

extend credit and standby letters of credit. 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. Letters of credit are conditional commitments issued by the Company's bank subsidiaries to guarantee the performance of a customer to a third party. Letters of credit and other commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Because many of the letters of credit and commitments are expected to expire without being drawn upon, the total commitment amount does not necessarily represent future cash requirements.

The following table provides information on commitments outstanding at June 30, 2015 and December 31, 2014.

(Dollars in thousands)	June 30, 2015	December 31, 2014
Commitments to extend credit	$ 151,906	$ 127,080
Letters of credit	6,879	7,347
Total	$ 158,785	$ 134,427

Note 11 – Segment Reporting

The Company operates two primary business segments: Community Banking and Insurance Products and Services. Through the Community Banking business, the Company provides services to consumers and small businesses on the Eastern Shore of Maryland and Delaware through its 18-branch network. Community banking activities include small business services, retail brokerage, trust services and consumer banking products and services. Loan products available to consumers include mortgage, home equity, automobile, marine, and installment loans, credit cards and other secured and unsecured personal lines of credit. Small business lending includes commercial mortgages, real estate development loans, equipment and operating loans, as well as secured and unsecured lines of credit, credit cards, accounts receivable financing arrangements, and merchant card services.

Through the Insurance Products and Services business, the Company provides a full range of insurance products and services to businesses and consumers in the Company's market areas. Products include property and casualty, life, marine, individual health and long-term care insurance. Pension and profit sharing plans and retirement plans for executives and employees are available to suit the needs of individual businesses.

The following table includes selected financial information by business segments for the first six months of 2015 and 2014.

(Dollars in thousands)	Community Banking	Insurance Products and Services	Parent Company	Consolidated Total
2015				
Interest income	$ 18,887	$ -	$ 100	$ 18,987
Interest expense	(1,765)	-	-	(1,765)
Provision for credit losses	(1,190)	-	-	(1,190)
Noninterest income	3,433	4,440	-	7,873
Noninterest expense	(10,823)	(3,491)	(4,690)	(19,004)
Net intersegment (expense) income	(3,920)	(401)	4,321	-
Income (loss) before taxes	4,622	548	(269)	4,901
Income tax (expense) benefit	(1,758)	(209)	102	(1,865)
Net income (loss)	$ 2,864	$ 339	$ (167)	$ 3,036
Total assets	$ 1,059,857	$ 10,187	$ 14,308	$ 1,084,352
2014				
Interest income	$ 18,978	$ -	$ -	$ 18,978
Interest expense	(2,208)	-	-	(2,208)
Provision for credit losses	(1,925)	-	-	(1,925)
Noninterest income	3,174	6,142	-	9,316
Noninterest expense	(11,132)	(5,038)	(3,862)	(20,032)
Net intersegment (expense) income	(3,356)	(360)	3,716	-
Income (loss) before taxes	3,531	744	(146)	4,129
Income tax (expense) benefit	(1,339)	(282)	55	(1,566)
Net income (loss)	$ 2,192	$ 462	$ (91)	$ 2,563
Total assets	$ 1,050,124	$ 10,493	$ 4,236	$ 1,064,853

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

Unless the context clearly suggests otherwise, references to "the Company", "we", "our", and "us" in the remainder of this report are to Shore Bancshares, Inc. and its consolidated subsidiaries.

Forward-Looking Information

Portions of this Quarterly Report on Form 10-Q contain forward-looking statements within the meaning of The Private Securities Litigation Reform Act of 1995. Statements that are not historical in nature, including statements that include the words "anticipate", "estimate", "should", "expect", "believe", "intend", and similar expressions, are expressions ab our confidence, policies, and strategies, the adequacy of capital levels, and liquidity and are not guarantees of future performance. Such forward-looking statements involve certain risks and uncertainties, including economic conditions, competition in the geographic and business areas in which we operate, inflation, fluctuations in interest rates, legislation, and governmental regulation. These risks and uncertainties are described in detail in the section of the periodic reports that Shore Bancshares, Inc. files with the Securities and Exchange Commission (the "SEC") entitled "Risk Factors" (see Item 1A of Part II of this report and Item 1A of Part I of the Annual Report of Shore Bancshares, Inc. on Form 10-K for the year ended December 31, 2014 (the "2014 Annual Report")). Actual results may differ materially from such forward-looking statements, and we assume no obligation to update forward-looking statements at any time except as required by law.

Introduction

The following discussion and analysis is intended as a review of significant factors affecting the Company's financial condition and results of operations for the periods indicated. This discussion and analysis should be read in conjunction with the unaudited consolidated financial statements and related notes presented elsewhere in this report, as well as the audited consolidated financial statements and related notes included in the 2014 Annual Report.

Shore Bancshares, Inc. is the largest independent financial holding company headquartered on the Eastern Shore of Maryland. It is the parent company of The Talbot Bank of Easton, Maryland located in Easton, Maryland ("Talbot Bank") and CNB located in Centreville, Maryland (together with Talbot Bank, the "Banks"). The Banks operate 18 full service branches in Kent County, Queen Anne's County, Talbot County, Caroline County and Dorchester County in Maryland and Kent County, Delaware. The Company engages in the insurance business through three insurance producer firms, The Avon-Dixon Agency, LLC, Elliott Wilson Insurance, LLC and Jack Martin Associates, Inc.; and an insurance premium finance company, Mubell Finance, LLC (all of the foregoing are collectively referred to as the "Insurance Subsidiaries"). Each of these entities is a wholly-owned subsidiary of Shore Bancshares, Inc. The Company engages in the trust services business through the trust department at CNB under the trade name Wye Financial & Trust.

The shares of common stock of Shore Bancshares, Inc. are listed on the NASDAQ Global Select Market under the symbol “SHBI”.

Shore Bancshares, Inc. maintains an Internet site at www.shorebancshares.com on which it makes available free of charge its Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and all amendments to the foregoing as soon as reasonably practicable after these reports are electronically filed with, or furnished to, the SEC.

Regulatory Enforcement Actions

Talbot Bank entered into a Stipulation and Consent to the Issuance of a Consent Order (the “Consent Agreement”) with the Federal Deposit Insurance Corporation (the “FDIC”), a Stipulation and Consent to the Issuance of a Consent Order (the “Maryland Consent Agreement” and together with the Consent Agreement, the “Consent Agreements”) with the Maryland Commissioner of Financial Regulation (the “Commissioner”) and an Acknowledgement of Adoption of the Order by the Commissioner (the “Acknowledgement”). The FDIC and the Commissioner issued the related Consent Order (the “Order”), effective May 24, 2013. On May 11, 2015 the FDIC and the Commissioner terminated the Order.

While the Order has been terminated, Talbot Bank will be required to continue to adhere to certain requirements and restrictions based on commitments made to the FDIC and the Commissioner in connection with the termination of the Order, which include, among other things, continued reduction of classified assets and maintenance of capital in excess of regulatory minimums.

Critical Accounting Policies

Our financial statements are prepared in accordance with GAAP. The financial information contained within the financial statements is, to a significant extent, financial information that is based on measures of the financial effects of transactions and events that have already occurred. A variety of factors could affect the ultimate value that is obtained either when earning income, recognizing an expense, recovering an asset or relieving a liability. Based on the valuation techniques used and the sensitivity of financial statement amounts to the methods, assumptions, and estimates underlying those amounts, management has determined that the accounting policies with respect to the allowance for credit losses, goodwill and other intangible assets, deferred tax assets, and fair value are critical accounting policies. These policies are considered critical because they relate to accounting areas that require the most subjective or complex judgments, and, as such, could be most subject to revision as new information becomes available.

Allowance for Credit Losses

The allowance for credit losses is an estimate of the losses that may be sustained in the loan portfolio. The allowance is based on two basic principles of accounting: (i) Topic 450, "*Contingencies*", of the Financial Accounting Standards Board's Accounting Standards Codification ("ASC"), which requires that losses be accrued when they are probable of occurring and estimable; and (ii) ASC Topic 310, "*Receivables*", which requires that losses be accrued based on the differences between the loan balance and the value of collateral, present value of future cash flows or values that are observable in the secondary market. Management uses many factors to estimate the inherent loss that may be present in our loan portfolio, including economic conditions and trends, the value and adequacy of collateral, the volume and mix of the loan portfolio, and our internal loan processes. Actual losses could differ significantly from management's estimates. In addition, GAAP itself may change from one previously acceptable method to another. Although the economics of transactions would be the same, the timing of events that would impact the transactions could change.

Three basic components comprise our allowance for credit losses: (i) the specific allowance; (ii) the formula allowance; and (iii) the unallocated allowance. Each component is determined based on estimates that can and do change when the actual events occur. The specific allowance is established against impaired loans (i.e., nonaccrual loans and troubled debt restructurings ("TDRs")) based on our assessment of the losses that may be associated with the individual loans. The specific allowance remains until charge-offs are made. An impaired loan may show deficiencies in the borrower's overall financial condition, payment history, support available from financial guarantors and/or the fair market value of collateral. The formula allowance is used to estimate the loss on internally risk-rated loans, exclusive of those identified as impaired. Loans are grouped by type (construction, residential real estate, commercial real estate, commercial or consumer). Each loan type is assigned allowance factors based on management's estimate of the risk, complexity and size of individual loans within a particular category. Loans identified as special mention, substandard, and doubtful are adversely rated. These loans are assigned higher allowance factors than favorably rated loans due to management's concerns regarding collectability or management's knowledge of particular elements regarding the borrower. The unallocated allowance captures losses that have impacted the portfolio but have yet to be recognized in either the specific or formula allowance.

Management has significant discretion in making the adjustments inherent in the determination of the provision and allowance for credit losses, including in connection with the valuation of collateral, the estimation of a borrower's prospects of repayment, and the establishment of the allowance factors in the formula allowance and unallocated allowance components of the allowance. The establishment of allowance factors is a continuing exercise, based on management's ongoing assessment of the totality of all factors, including, but not limited to, delinquencies, loss history, trends in volume and terms of loans, effects of changes in lending policy, the experience and depth of management, national and local economic trends, concentrations of credit, the quality of the loan review system and the effect of external factors such as competition and regulatory requirements, and their impact on the portfolio. Allowance factors may change from period to period, resulting in an increase or decrease in the amount of the provision or allowance, based on the same volume and classification of loans. Changes in allowance factors will have a direct impact on the amount of the provision, and a corresponding effect on net income. Errors in management's perception and assessment of these factors and their impact on the portfolio could result in the allowance not being adequate to cover losses in the portfolio, and may result in additional provisions or charge-offs.

Goodwill and Other Intangible Assets

Goodwill represents the excess of the cost of an acquisition over the fair value of the net assets acquired. Other intangible assets represent purchased assets that also lack physical substance but can be distinguished from goodwill because of contractual or other legal rights or because the asset is capable of being sold or exchanged either on its own or in combination with a related contract, asset or liability. Goodwill and other intangible assets are required to be recorded at fair value. Determining fair value is subjective, requiring the use of estimates, assumptions and management judgment. Goodwill and other intangible assets with indefinite lives are tested at least annually for impairment, usually during the third quarter, or on an interim basis if circumstances dictate. Intangible assets that have finite lives are amortized over their estimated useful lives and also are subject to impairment testing. Impairment testing requires that the fair value of each of the Company's reporting units be compared to the carrying amount of its net assets, including goodwill. The Company's reporting units were identified based on an analysis of each of its individual operating segments (i.e., the Banks and Insurance Subsidiaries). If the fair value of a reporting unit is less than book value, an expense may be required to write down the related goodwill or purchased intangibles to record an impairment loss.

Deferred Tax Assets

Deferred tax assets and liabilities are determined by applying the applicable federal and state income tax rates to cumulative temporary differences. These temporary differences represent differences between financial statement carrying amounts and the corresponding tax bases of certain assets and liabilities. Deferred taxes result from such temporary differences. A valuation allowance, if needed, reduces deferred tax assets to the amount most likely to be realized, which is based on estimates of future taxable income, recoverable taxes paid in prior years and expected results of tax planning strategies. The Company evaluates all positive and negative evidence before determining if a valuation allowance is deemed necessary regarding the realization of deferred tax assets.

Fair Value

The Company measures certain financial assets and liabilities at fair value. Investment securities are significant financial assets measured at fair value on a recurring basis. Impaired loans and other real estate owned are significant financial assets measured at fair value on a nonrecurring basis. Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. In determining fair value, the Company is required to maximize the use of observable inputs and minimize the use of unobservable inputs, reducing subjectivity.

OVERVIEW

The Company reported net income of $1.6 million for the second quarter of 2015, or diluted income per common share of $0.13, compared to net income of $1.3 million, or diluted income per common share of $0.13, for the second

quarter of 2014. For the first quarter of 2015, the Company reported net income of $1.4 million, or diluted income per common share of $0.11. When comparing the second quarter of 2015 to the second quarter of 2014, the primary reasons for improved net income were increases in net interest income of $236 thousand and a decline in the provision for credit losses of $410 thousand. When comparing the second quarter of 2015 to the first quarter of 2015, the primary reasons for the improved results were an increase in net interest income of $144 thousand, coupled with decreases in the provision for credit losses of $110 thousand and noninterest expense of $404 thousand.

For the first six months of 2015, the Company reported net income of $3.0 million, or diluted income per common share of $0.24, compared to net income of $2.6 million, or diluted income per common share of $0.28, for the first six months of 2014. Earnings improved due to an increase in net interest income of $452 thousand and a decline in the provision for credit losses of $735 thousand. Noninterest expense decreased $1.0 million, which was entirely offset by a decline in noninterest income of $1.4 million with both variances primarily due to the sale of Tri-State General Insurance Agency, LTD (“Tri-State”) late in the second quarter of 2014.

RESULTS OF OPERATIONS

Net Interest Income

Tax-equivalent net interest income is net interest income adjusted for the tax-favored status of income from certain loans and investments. As shown in the table below, tax-equivalent net interest income was $8.7 million for the second quarter of 2015 and $8.5 million for the second quarter of 2014. Tax-equivalent net interest income was $8.6 million for the first quarter of 2015. The increase in net interest income for the second quarter of 2015 when compared to the second quarter of 2014 was primarily due to higher volumes in loans and investment securities as well as a lower cost of deposits, partially offset by lower rates received on loans.

The increase in net interest income for the second quarter of 2015 when compared to the first quarter of 2015 was primarily due to higher volume in average loans and lower volume and rates paid on average interest-bearing deposits. The yields on average loans slightly declined due to downward re-pricing on loan renewals, which was offset by the increased loan volume and lower volumes of and rates paid on average time and demand deposits. Net interest margin is tax-equivalent net interest income (annualized) divided by average earning assets. Our net interest margin was 3.43% for the second quarter of 2015, as compared to 3.43% and 3.49% for the first quarter of 2015 and the second quarter of 2014, respectively. The lower net interest margin for the second quarter of 2015 when compared to the second quarter of 2014 was mainly due to lower yields earned on average loans, partially offset by higher volumes on average loans and average investment securities and lower volumes of and rates paid on average time deposits.

On a tax-equivalent basis, interest income increased $15 thousand, or 0.2%, for the second quarter of 2015 when compared to the second quarter of 2014. The increase in interest income was due to a 4.4% increase in average balances of earning assets (i.e., loans, investment securities, and federal funds sold) combined with a 16 basis point decrease in yields earned on average earning assets. Investment securities had the largest impact on the increase in interest income partially funded by proceeds from the sale of shares of Shore Bancshares Inc.'s common stock (the "Stock Sale") at the end of the second quarter of 2014, resulting in an increase in the average balance of taxable investment securities of $58.1 million and interest income of $263 thousand. The balance on average loans increased $19.1 million, or 2.7%, while the yield earned on loans declined 26 basis points which resulted in a decrease in interest income of $235 thousand compared to the second quarter of 2014. The decline in the yield on average loans was due to downward re-pricing on renewal loans as well as yields on newly originated loans. The yield on other earning assets impacting the change in interest income included interest-bearing deposits with other banks, which decreased $35.5 million and, decreased interest income $13 thousand. Tax-equivalent interest income increased $97 thousand, or 1.0%, when compared to the first quarter of 2015, mainly due to higher volume on average loans.

Interest expense decreased $216 thousand, or 20.2%, when comparing the second quarter of 2015 to the second quarter of 2014. The decrease in interest expense was due to an 10 basis point decline in rates paid on interest-bearing liabilities (i.e., deposits and borrowings) and a 3.0% decline in average balances of interest-bearing liabilities. Changes in the rates and balances related to time deposits (i.e., certificates of deposit $100,000 or more and other time deposits) had the largest impact on interest expense. For the three months ended June 30, 2015, the rates paid on time

deposits decreased 16 basis points and the average balances of these deposits decreased $36.4 million, or 10.3%, when compared to the same period last year, which reduced interest expense $221 thousand. A portion of this decline was offset by increases in money market and savings deposits. Noninterest bearing deposits increased $35.2 million when compared to the same period last year contributing to a lower cost of funding. When comparing the second quarter of 2015 to the first quarter of 2015, interest expense decreased $47 thousand, or 5.2%. The decline was primarily due to lower interest rates paid on and average balances of time deposits.

The following table presents the distribution of the average consolidated balance sheets, interest income/expense, and annualized yields earned and rates paid for the three months ended June 30, 2015 and 2014.

	For the Three Months Ended June 30, 2015			For the Three Months Ended June 30, 2014		
(Dollars in thousands)	Average Balance	Income(1)/ Expense	Yield/ Rate	Average Balance	Income(1)/ Expense	Yield/ Rate
Earning assets						
Loans (2), (3)	$727,800	$ 8,598	4.74 %	$708,718	$ 8,833	5.00 %
Investment securities:						
Taxable	241,254	932	1.55	183,128	669	1.46
Tax-exempt	430	4	4.21	431	4	4.23
Federal funds sold	2,931	-	0.09	1,476	-	0.05
Interest-bearing deposits	43,757	26	0.24	79,223	39	0.20
Total earning assets	1,016,172	9,560	3.77 %	972,976	9,545	3.93 %
Cash and due from banks	18,723			20,376		
Other assets	59,045			64,915		
Allowance for credit losses	(8,083)			(9,675)		
Total assets	$1,085,857			$1,048,592		
Interest-bearing liabilities						
Demand deposits	$171,274	51	0.12 %	$171,004	60	0.14 %
Money market and savings deposits	238,173	81	0.14	220,850	66	0.12
Certificates of deposit $100,000 or more	152,478	370	0.97	171,830	477	1.11
Other time deposits	166,277	354	0.85	183,336	468	1.02
Interest-bearing deposits	728,202	856	0.47	747,020	1,071	0.58
Short-term borrowings	4,872	3	0.23	8,633	5	0.22
Total interest-bearing liabilities	733,074	859	0.47 %	755,653	1,076	0.57 %
Noninterest-bearing deposits	203,435			168,221		
Other liabilities	6,082			7,629		
Stockholders’ equity	143,266			117,089		
Total liabilities and stockholders’ equity	$1,085,857			$1,048,592		
Net interest spread		$ 8,700	3.30 %		$ 8,469	3.36 %
Net interest margin			3.43 %			3.49 %
Tax-equivalent adjustment						
Loans		$ 17			$ 21	
Investment securities		1			1	
Total		$ 18			$ 22	

(1) All amounts are reported on a tax-equivalent basis computed using the statutory federal income tax rate of 34.0%, exclusive of the alternative minimum tax rate and nondeductible interest expense.

(2) Average loan balances include nonaccrual loans and loans held for sale.

(3) Interest income on loans includes amortized loan fees, net of costs, and all are included in the yield calculations.

Tax-equivalent net interest income for the six months ended June 30, 2015 was $17.3 million, as seen in the table below. This represented an increase of $444 thousand, or 2.6%, when compared to the same period last year. The increase was mainly due to higher volumes of and yields paid on taxable investment securities, coupled with lower volume and rates paid on time deposits. Although the volume on average loans increased $11.9 million, the yield declined 27 basis points reducing interest income $622 thousand. The net interest margin declined 7 basis points to 3.43% for the first half of 2015 from the 3.50% for the first half of 2014.

On a tax-equivalent basis, interest income was $19.0 million for the first six months of 2015, an increase of $2 thousand, or less than 1.0%, when compared to the first six months of 2014, mainly due to income from investment securities slightly outpacing income generated from loans. For the first six months of 2015, average loans increased 1.7% and the related yield declined 27 basis points, while average taxable securities increased 43.4% and the related yield increased 11 basis points when compared to the same period in 2014.

Interest expense was $1.8 million for the six months ended June 30, 2015, a decrease of $443 thousand, or 20.1%, when compared to the same period last year. Average interest-bearing liabilities decreased $23.0 million, or 3.0%, while rates paid declined 10 basis points to 0.48% primarily due to a decline in time deposit activity.

For the first six months of 2015, the average balance of time deposits decreased $38.2 million, or 10.7%, when compared to the same period last year, and the average rate paid on these deposits declined 15 basis points, which reduced interest expense $457 thousand. For the six months ended June 30, 2015, the average balance of money market and savings deposits increased $16.4 million, or 7.4%, when compared to the same period last year, and the average rate paid on these deposits increased 2 basis points, which increased interest expense $31 thousand. Noninterest bearing deposits increased $32.8 million when compared to the same period last year providing a lower cost of funding.

The following table presents the distribution of the average consolidated balance sheets, interest income/expense, and annualized yields earned and rates paid for the six months ended June 30, 2015 and 2014.

	For the Six Months Ended June 30, 2015			For the Six Months Ended June 30, 2014		
(Dollars in thousands)	Average Balance	Income(1)/ Expense	Yield/ Rate	Average Balance	Income(1)/ Expense	Yield/ Rate
Earning assets						
Loans (2), (3)	$721,326	$ 17,108	4.78 %	$709,422	$ 17,730	5.05 %
Investment securities:						
Taxable	242,554	1,856	1.53	169,203	1,190	1.42
Tax-exempt	431	9	4.20	432	9	4.24
Federal funds sold	2,866	1	0.09	1,591	-	0.05
Interest-bearing deposits	47,661	52	0.22	89,010	95	0.22
Total earning assets	1,014,838	19,026	3.78 %	969,658	19,024	3.96 %
Cash and due from banks	19,989			21,536		
Other assets	59,823			65,555		
Allowance for credit losses	(8,026)			(10,158)		
Total assets	$1,086,624			$1,046,591		
Interest-bearing liabilities						
Demand deposits	$174,156	108	0.12 %	$172,395	122	0.14 %
Money market and savings deposits	237,965	163	0.14	221,610	133	0.12
Certificates of deposit $100,000 or more	154,306	756	0.99	175,292	977	1.12
Other time deposits	167,921	730	0.88	185,137	966	1.05
Interest-bearing deposits	734,348	1,757	0.48	754,434	2,198	0.59
Short-term borrowings	6,100	8	0.25	8,987	10	0.22
Total interest-bearing liabilities	740,448	1,765	0.48 %	763,421	2,208	0.58 %
Noninterest-bearing deposits	197,697			164,926		
Other liabilities	5,900			7,433		
Stockholders' equity	142,579			110,811		
Total liabilities and stockholders' equity	$1,086,624			$1,046,591		
Net interest spread		$ 17,260	3.30 %		$ 16,816	3.38 %
Net interest margin			3.43 %			3.50 %

Tax-equivalent adjustment		
Loans	$ 36	$ 43
Investment securities	3	3
Total	$ 39	$ 46

(1) All amounts are reported on a tax-equivalent basis computed using the statutory federal income tax rate of 34.0%, exclusive of the alternative minimum tax rate and nondeductible interest expense.
(2) Average loan balances include nonaccrual loans and loans held for sale.
(3) Interest income on loans includes amortized loan fees, net of costs, and all are included in the yield calculations.

Noninterest Income

Total noninterest income for the second quarter of 2015 decreased $740 thousand, or 16.3%, when compared to the second quarter of 2014. The decrease from the second quarter of 2014 was due to the loss of wholesale commission fees of $728 thousand and a gain of $114 thousand resulting from the sale of Tri-State in the second quarter of 2014 which was partially offset by an increase in retail insurance commissions of $124 thousand and service charges on deposit accounts of $56 thousand. Noninterest income decreased $297 thousand when compared to the first quarter of 2015 mainly due to higher insurance agency commissions from contingency payments which are typically received in the first quarter of each year. Total noninterest income for the six months ended June 30, 2015 decreased $1.4 million, or 15.5%, when compared to the same period in 2014. Included in total noninterest income for the first half of 2014 was Tri-State which was sold late in the second quarter of 2014. Tri-State attributed $2.1 million in insurance agency commissions and fees in 2014, along with a $114 thousand gain on sale. Offsetting the loss of income from Tri-State were increases in retail insurance commissions of $501 thousand and service charges on deposit accounts and trust and investment fee income of $165 thousand in the aggregate.

Noninterest Expense

Total noninterest expense for the second quarter of 2015 decreased $617 thousand, or 6.2%, when compared to the second quarter of 2014 and decreased $404 thousand, or 4.2%, when compared to the first quarter of 2015. The decreases compared to the second quarter of 2014 were primarily the result of the sale of Tri-State which reduced insurance agency expenses $835 thousand, offset by an increase in insurance retail commission expense of $159 thousand. The declines in noninterest expenses from the first quarter of 2015 were primarily due to decreases in FDIC insurance, professional fees and credit costs. Noninterest expenses for employee benefits were higher in the first quarter of 2015 due to payroll taxes, unemployment insurance, and 401(k) contributions. In addition, data processing fees were higher both over the linked quarter and prior year 2014, due to higher volume on ATM transactions.

Total noninterest expense for the six months ended June 30, 2015 decreased $1.0 million, or 5.1%, when compared to the same period in 2014. The decrease was primarily due to wholesale insurance agency expenses related to Tri-State of $1.9 million, which was partially offset by increases in salary and wages expense within the parent company and all subsidiaries for a total of $635 thousand. In addition, FDIC insurance premiums declined $145 thousand and write-downs of other real estate owned decreased $95 thousand.

Income Taxes

For the second quarter of 2015 and 2014, the Company reported income tax expense of $1.0 million and $803 thousand, respectively, while the effective tax rate was 38.2% and 38.1%, respectively. The relatively flat tax rates for the second quarter of 2015 when compared to the same period in 2014 were due to the consistent levels of pretax income and losses of the Company’s affiliates which are offset to report a consolidated tax return.

The Company has net operating loss carryforwards ("NOLs") for federal and state income tax purposes that can be utilized to offset future taxable income. The Company’s use of the NOLs would be limited, however, under Section 382 of the Internal Revenue Code ("IRC"), if the Company were to undergo a change in ownership of more than 50% of its capital stock over a three-year period as measured under Section 382 of the IRC. These complex changes of ownership rules generally focus on ownership changes involving shareholders owning directly or indirectly 5% or more of the Company’s stock, including certain public "groups" of shareholders as set forth under Section 382 of the IRC, including those arising from new stock issuances and other equity transactions. Due to the Stock Sale in June, 2014, other ownership changes by shareholders owning 5% or more of the Company’s stock, and assuming such 5% shareholders are included for purposes of Section 382, the Company estimates that it has experienced an ownership change of approximately 44% for the three-year period ended June 30, 2015. The Company intends to take all action within its control to prevent a change in ownership in excess of 50% over any three-year testing period. For a further discussion of Section 382 and the potential impact on the Company, see “Part II – Item 1A. Risk Factors” herein.

ANALYSIS OF FINANCIAL CONDITION

Loans

Loans totaled $741.0 million at June 30, 2015 and $710.7 million at December 31, 2014, an increase of $30.3 million, or 4.3%. Construction and commercial real estate loans reflected the largest increases of $11.6 million and $11.3 million from the end of 2014. In addition, residential real estate loans increased $5.3 million and commercial loans increased $4.6 million. These increases were partially offset by decreases in consumer loans of $2.5 million. Loans included deferred costs, net of deferred fees, of $351 thousand at June 30, 2015 and $380 thousand at December 31, 2014. We do not engage in foreign or subprime lending activities. See Note 4, "Loans and Allowance for Credit Losses", in the Notes to Consolidated Financial Statements and below under the caption "Allowance for Credit Losses" for additional information.

Our loan portfolio has a commercial real estate loan concentration, which is defined as a combination of construction and commercial real estate loans. Construction loans were $80.7 million , or 10.9% of total loans, at June 30, 2015, slightly higher than the $69.1 million, or 9.7% of total loans at December 31, 2014. Commercial real estate loans were $317.1 million, or 42.8% of total loans, at June 30, 2015, compared to $305.8 million, or 43.0% of total loans at December 31, 2014.

Allowance for Credit Losses

We have established an allowance for credit losses, which is increased by provisions charged against earnings and recoveries of previously charged-off debts and is decreased by current period charge-offs of uncollectible debts. Management evaluates the adequacy of the allowance for credit losses at least quarterly and adjusts the provision for credit losses based on this analysis. The evaluation of the adequacy of the allowance for credit losses is based primarily on a risk rating system of individual loans, as well as on a collective evaluation of smaller balance homogenous loans, each grouped by loan type. Each loan type is assigned allowance factors based on criteria such as past credit loss experience, local economic and industry trends, and other measures which may impact collectibility. Please refer to the discussion above under the caption "Critical Accounting Policies" for an overview of the underlying methodology management employs to maintain the allowance.

The provision for credit losses was $540 thousand for the second quarter of 2015, $950 thousand for the second quarter of 2014 and $650 thousand for the first quarter of 2015. The lower level of provision for credit losses when comparing the second quarter of 2015 to the second quarter of 2014 was primarily due to decreases in loan charge-offs and nonaccrual loans. The lower level of provision for credit losses when comparing the second quarter of 2015 to the first quarter of 2015 was primarily due to declines in net charge-offs. The provision for credit losses for the first six months of 2015 declined to $1.2 million from $1.9 million for the first six months of 2014 due to improved credit quality in the loan portfolio.

Net charge-offs were $421 thousand for the second quarter of 2015 and $1.9 million for the second quarter of 2014. Management remains focused on its efforts to dispose of problem loans and to prudently charge-off nonperforming assets to enable the Company to continue to improve its overall credit quality and reduce problem loans. The allowance for credit losses as a percentage of period-end loans was 1.07% as of June 30, 2015, 1.08% as of December 31, 2014 and 1.28% as of June 30, 2014. Net charge-offs were $968 thousand and $3.6 million for the first six months of 2015 and 2014, respectively. Management believes that the provision for credit losses and the resulting allowance were adequate to provide for probable losses inherent in our loan portfolio at June 30, 2015.

The following table presents a summary of the activity in the allowance for credit losses at or for the three and six months ended June 30, 2015 and 2014.

	At or for the Three Months Ended June 30,		At or for the Six Months Ended June 30,	
(Dollars in thousands)	**2015**	2014	2015	2014
Allowance balance – beginning of period	**$ 7,798**	$ 10,069	**$ 7,695**	$ 10,725
Charge-offs:				
Construction	**(216)**	(224)	**(579)**	(241)
Residential real estate	**(142)**	(315)	**(257)**	(987)
Commercial real estate	**(280)**	(1,523)	**(320)**	(1,613)
Commercial	**(25)**	(95)	**(149)**	(937)
Consumer	**(35)**	(20)	**(45)**	(147)
Totals	**(698)**	(2,177)	**(1,350)**	(3,925)
Recoveries:				
Construction	**104**	1	**107**	11
Residential real estate	**121**	63	**145**	106
Commercial real estate	**2**	7	**15**	13
Commercial	**35**	157	**82**	207
Consumer	**15**	6	**33**	14
Totals	**277**	234	**382**	351
Net charge-offs	**(421)**	(1,943)	**(968)**	(3,574)
Provision for credit losses	**540**	950	**1,190**	1,925
Allowance balance – end of period	**$ 7,917**	$ 9,076	**$ 7,917**	$ 9,076
Average loans outstanding during the period (1)	**$ 727,800**	$ 708,718	**$ 721,326**	$ 709,422
Net charge-offs (annualized) as a percentage of average loans outstanding during the period	**0.23 %**	1.10 %	**0.27 %**	1.02 %
Allowance for credit losses at period end as a percentage of average loans	**1.09 %**	1.28 %	**1.10 %**	1.28 %

(1) Excluding loans held for sale

Nonperforming Assets and Accruing TDRs

As shown in the following table, nonperforming assets decreased to $16.5 million at June 30, 2015 from $17.2 million at December 31, 2014, primarily due to a decrease in other real estate owned of $1.2 million, partially offset by a $543 thousand increase in nonaccrual loans. The changes in nonaccrual construction and residential real estate loans reported in the table below for June 30, 2015 compared to December 31, 2014 was primarily due to a reclassification of a nonaccrual loan of $2.9 million in the first quarter of 2015 from residential real estate to construction. Accruing TDRs increased $1.7 million to $18.4 million at June 30, 2015 from $16.7 million at December 31, 2014. The increase in TDRs during the second quarter was the result of one borrower who restructured outstanding loans secured by residential rental property. While the loans were classified as TDRs due to insufficient cash flow, the Company does not currently believe it will incur a loss on this relationship due to a current assessment of the collateral value. The ratio of nonaccrual loans to total assets increased to 1.29% at June 30, 2015 from 1.22% at December 31, 2014. The increase in nonaccrual loans was due to temporary credit issues with a few loans which are expected to remediate in

the near term.

The Company continues to focus on the resolution of its nonperforming and problem loans. The efforts to accomplish this goal include frequently contacting borrowers until the delinquency is cured or until an acceptable payment plan has been agreed upon; obtaining updated appraisals; provisioning for credit losses; charging-off loans; transferring loans to other real estate owned; aggressively marketing other real estate owned; and selling loans. The reduction of nonperforming and problem loans is and will continue to be a high priority for the Company.

The following table summarizes our nonperforming assets and accruing TDRs at June 30, 2015 and December 31, 2014.

(Dollars in thousands)	June 30, 2015		December 31, 2014	
Nonperforming assets				
Nonaccrual loans				
Construction	$8,275		$ 6,046	
Residential real estate	2,766		4,035	
Commercial real estate	2,668		3,121	
Commercial	177		141	
Consumer	123		123	
Total nonaccrual loans	14,009		13,466	
Loans 90 days or more past due and still accruing				
Construction	-		-	
Residential real estate	35		83	
Commercial real estate	-		-	
Commercial	-		-	
Consumer	-		4	
Total loans 90 days or more past due and still accruing	35		87	
Other real estate owned	2,498		3,691	
Total nonperforming assets	$16,542		$ 17,245	
Accruing TDRs				
Construction	$4,125		$ 4,022	
Residential real estate	7,960		6,368	
Commercial real estate	6,228		6,237	
Commercial	40		47	
Consumer	-		-	
Total accruing TDRs	$18,353		$ 16,674	
Total nonperforming assets and accruing TDRs	$34,895		$ 33,919	
As a percent of total loans:				
Nonaccrual loans	1.89	%	1.89	%
Accruing TDRs	2.48	%	2.35	%
Nonaccrual loans and accruing TDRs	4.37	%	4.24	%
As a percent of total loans and other real estate owned:				
Nonperforming assets	2.22	%	2.41	%
Nonperforming assets and accruing TDRs	4.69	%	4.75	%
As a percent of total assets:				
Nonaccrual loans	1.29	%	1.22	%
Nonperforming assets	1.53	%	1.57	%
Accruing TDRs	1.69	%	1.52	%

Nonperforming assets and accruing TDRs	3.22	%	3.08	%

Investment Securities

The investment portfolio is comprised of securities that are either available for sale or held to maturity. Investment securities available for sale are stated at estimated fair value based on quoted prices. They represent securities which may be sold as part of the asset/liability management strategy or in response to changing interest rates. Net unrealized holding gains and losses on these securities are reported net of related income taxes as accumulated other comprehensive income, a separate component of stockholders' equity. Investment securities in the held to maturity category are stated at cost adjusted for amortization of premiums and accretion of discounts. We have the intent and current ability to hold such securities until maturity. At June 30, 2015, 98% of the portfolio was classified as available for sale and 2% as held to maturity, similar to the 98% and 2%, respectively, at December 31, 2014. With the exception of municipal securities, our general practice is to classify all newly-purchased securities as available for sale. See Note 3 - Investment Securities, in the Notes to Consolidated Financial Statements for additional details on the composition of our investment portfolio.

Investment securities totaled $232.7 million at June 30, 2015, an $8.0 million, or 3.33%, decrease since December 31, 2014. The slight decrease was due to partially funding new loan growth in 2015. At the end of June 2015, 65.3% of the securities available for sale were mortgage-backed, 30.2% were U.S. Government agencies and 2.2% were U.S. Treasuries, compared to 65.8%, 31.7% and 2.2%, respectively, at year-end 2014. Our investments in mortgage-backed securities are issued or guaranteed by U.S. Government agencies or government-sponsored agencies.

Deposits

Total deposits at June 30, 2015 were $928.9 million, a $20.1 million, or 2.1%, decrease when compared to the level at December 31, 2014. The decrease in total deposits was mainly due to a decline in time deposits of $16.3 million and a decline of $13.7 million in money market and savings deposits, which were partially offset by an increase in non-interest bearing deposits of $9.9 million.

Short-Term Borrowings

Short-term borrowings at June 30, 2015 and December 31, 2014 were $6.6 million and $4.8 million, respectively. Short-term borrowings generally consist of securities sold under agreements to repurchase, which are issued in conjunction with cash management services for commercial depositors, overnight borrowings from correspondent banks and short-term advances from the Federal Home Loan Bank (the “FHLB”). Short-term advances are defined as those with original maturities of one year or less. At June 30, 2015 and December 31, 2014, short-term borrowings included only repurchase agreements.

Liquidity and Capital Resources

We derive liquidity through increased customer deposits, maturities in the investment portfolio, loan repayments and income from earning assets. As seen in the Consolidated Statements of Cash Flows in the Financial Statements, the net decrease in cash was $36.5 million for the first half of 2015 compared to a net decrease in cash of $36.7 million for the first half of 2014. The decline in cash in 2015 was mainly due to funding new loan growth reflected in an increase of $30.3 million, or a 8% annualized loan growth rate for the first six months of 2015.

To the extent that deposits are not adequate to fund customer loan demand, liquidity needs can be met in the short-term funds markets through arrangements with correspondent banks. The Banks had $13 million in federal funds lines of credit and a reverse repurchase agreement available on a short-term basis from correspondent banks at both June 30, 2015 and December 31, 2014. The Banks are also members of the FHLB, which provides another source of liquidity. Through the FHLB, the Banks had credit availability of approximately $73.3 million and $70.9 million at June 30, 2015 and December 31, 2014, respectively. These lines of credit are paid for monthly on a fee basis of 0.09%. CNB has pledged, under a blanket lien, all qualifying residential loans under borrowing agreements with the FHLB. Management is not aware of any demands, commitments, events or uncertainties that are likely to materially affect our future ability to maintain liquidity at satisfactory levels.

Total stockholders’ equity increased $2.9 million to $143.4 million at June 30, 2015 when compared to December 31, 2014 primarily due to current year’s earnings.

Basel III

The FRB and the FDIC approved the final rules implementing the Basel Committee on Banking Supervision's (“BCBS”) capital guidelines for U.S. banks. Under the final rules, minimum requirements will increase for both the quantity and quality of capital held by the Company. The rules include a new common equity Tier 1 capital to risk-weighted assets minimum ratio of 4.5%, raise the minimum ratio of Tier 1 capital to risk-weighted assets from 4.0% to 6.0%, require a minimum ratio of Total Capital to risk-weighted assets of 8.0%, and require a minimum Tier 1 leverage ratio of 4.0%. A new capital conservation buffer, comprised of common equity Tier 1 capital, is also established above the regulatory minimum capital requirements. This capital conservation buffer will be phased in beginning January 1, 2016 at 0.625% of risk-weighted assets and increase each subsequent year by an additional 0.625% until reaching its final level of 2.5% on January 1, 2019. Strict eligibility criteria for regulatory capital instruments were also implemented under the final rules. The final rules also revise the definition and calculation of Tier 1 capital, Total Capital, and risk-weighted assets.

The phase-in period for the final rules became effective for the Company on January 1, 2015, with full compliance with all of the final rules’ requirements phased in over a multi-year schedule, to be fully phased-in by January 1, 2019. As of June 30, 2015, the Company's capital levels remained characterized as "well-capitalized" under the new rules.

The following tables present the capital ratios for Shore Bancshares, Inc., Talbot Bank and CNB as of June 30, 2015 and December 31, 2014.

June 30, 2015 (1)	Tier 1 leverage ratio	Common Equity Tier 1 ratio (2)	Tier 1 risk-based capital ratio	Total risk-based capital ratio
Company	11.28 %	15.84 %	15.84 %	16.93 %
Talbot Bank	9.66 %	13.09 %	13.09 %	14.15 %
CNB	9.74 %	13.86 %	13.86 %	14.97 %

December 31, 2014 (1)	Tier 1 leverage ratio	Common Equity Tier 1 ratio (2)	Tier 1 risk-based capital ratio	Total risk-based capital ratio
Company	10.46 %	n/a	15.27 %	16.36 %
Talbot Bank	8.91 %	n/a	13.08 %	14.16 %
CNB	9.25 %	n/a	13.55 %	14.68 %

(1) The capital ratios as of June 30, 2015 reflect the adoption of Basel III in effect beginning January 1, 2015 while ratios for the prior period represent the previous capital rules under Basel I.

(2) The Common Equity Tier 1 ratio is a new ratio under Basel III and represents common equity, less goodwill and intangible assets net of any deferred tax liabilities, divided by risk-weighted assets.

Item 3. Quantitative and Qualitative Disclosures about Market Risk.

Our primary market risk is interest rate fluctuation and management has procedures in place to evaluate and mitigate this risk. This risk and these procedures are discussed in Item 7 of Part II of the 2014 Annual Report under the caption “Market Risk Management and Interest Sensitivity”. Management believes that there have been no material changes in our market risks, the procedures used to evaluate and mitigate these risks, or our actual and simulated sensitivity positions since December 31, 2014.

Item 4. Controls and Procedures.

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in the reports that Shore Bancshares, Inc. files under the Securities Exchange Act of 1934 with the SEC, such as this Quarterly Report, is recorded, processed, summarized and reported within the time periods specified in those rules and forms, and that such information is accumulated and communicated to management, including Shore Bancshares, Inc.’s principal executive officer (“CEO”) and its principal accounting officer (“PAO”), as appropriate, to allow for timely decisions regarding required disclosure. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. These inherent limitations include the realities that judgments in decision-making can be faulty,

and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the control. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions; over time, controls may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate.

An evaluation of the effectiveness of these disclosure controls as of June 30, 2015 was carried out under the supervision and with the participation of management, including the CEO and the PAO. Based on that evaluation, the Company’s management, including the CEO and the PAO, has concluded that our disclosure controls and procedures are, in fact, effective at the reasonable assurance level at June 30, 2015.

There was no change in our internal control over financial reporting during the second quarter of 2015 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II – OTHER INFORMATION

Item 1. Legal Proceedings

From time to time the Company may become involved in legal proceedings. At the present time, there are no proceedings which the Company believes will have a material adverse impact on the financial condition or earnings of the Company.

Item 1A. Risk Factors

The risks and uncertainties to which our financial condition and operations are subject are discussed in detail in Item 1A of Part I of the 2014 Annual Report. Management does not believe that any material changes in our risk factors have occurred since they were last disclosed in our 2014 Annual Report.

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.

The exhibits filed or furnished with this quarterly report are shown on the Exhibit List that follows the signatures to this report, which list is incorporated herein by reference.

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.

	SHORE BANCSHARES, INC.
Date: August 10, 2015	By:/s/ Lloyd L. Beatty, Jr. Lloyd L. Beatty, Jr. President & Chief Executive Officer (Principal Executive Officer)
Date: August 10, 2015	By:/s/ George S. Rapp George S. Rapp Vice President & Chief Financial Officer (Principal Financial Officer)

EXHIBIT INDEX

Exhibit Number	Description
10.1	Form of Performance Share/Restricted Stock Unit Award Agreement under the 2006 Stock and Incentive Compensation Plan (incorporated by reference to Exhibit 10.1 to the Company's Form 8-K filed on July 8, 2015).
31.1	Certifications of the Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act (filed herewith).
31.2	Certifications of the Principal Accounting Officer pursuant to Section 302 of the Sarbanes-Oxley Act (filed herewith).
32	Certification pursuant to Section 906 of the Sarbanes-Oxley Act (furnished herewith).
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document