

STERIS CORP
Form 11-K
June 27, 2008
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Securities and Exchange Commission

Washington, D. C. 20549

FORM 11-K

Annual Report Pursuant to Section 15(d) of The Securities Exchange Act of 1934
For the Twelve Month Period Ended December 31, 2007

OR

Transition Report Pursuant to Section 15(d) of The Securities Exchange Act of 1934
For the transition period from _____ to _____

Commission file number 0-20165

A. Full title of the plan and the address of the plan if different from that of the issuer named below:

STERIS Corporation 401(k) Plan

B. Name of issuer of securities held pursuant to the plan and the address of its principal executive office:
STERIS Corporation

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5960 Heisley Road

Mentor, Ohio 44060

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AUDITED FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE

STERIS Corporation 401(k) Plan

December 31, 2007 and 2006 and the Year ended December 31, 2007

with Report of Independent Registered Public Accounting Firm

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STERIS Corporation 401(k) Plan

Audited Financial Statements and Supplemental Schedule

December 31, 2007 and 2006

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Report of Independent Registered Public Accounting Firm

Board of Directors

STERIS Corporation

Mentor, Ohio

We have audited the accompanying statements of net assets available for benefits of the STERIS Corporation 401(k) Plan as of December 31, 2007 and 2006, and the related statement of changes in net assets available for benefits for the year ended December 31, 2007. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Plan's internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan at December 31, 2007 and 2006, and the changes in its net assets available for benefits for the year ended December 31, 2007, in conformity with U.S. generally accepted accounting principles.

Our audits were performed for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplemental schedule of assets (held at end of year) as of December 31, 2007, is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in our audits of the financial statements and, in our opinion, is fairly stated in all material respects in relation to the financial statements taken as a whole.

/s/ ERNST & YOUNG LLP

Cleveland, Ohio

June 27, 2008

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STERIS Corporation

401(k) Plan

Statements of Net Assets Available for Benefits

	December 31,	
	2007	2006
Assets:		
Investments, at fair value	\$ 272,194,142	\$ 263,073,570
Employer contributions receivable	70,821	
Participant contributions receivable	7,574	
Adjustment from fair value to contract value for interest in common/collective fixed income investment fund related to fully benefit responsive investment contracts	336,513	676,729
Net assets available for benefits	\$ 272,609,050	\$ 263,750,299

See accompanying notes to the audited financial statements.

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STERIS Corporation

401(k) Plan

Statement of Changes in Net Assets Available for Benefits

Year ended December 31, 2007

Additions:	
Net realized and unrealized appreciation in the value of investments	\$ 14,642,764
Interest and dividend income	3,075,858
Loan interest income	409,033
Contributions:	
Participant	16,097,798
Employer	5,589,868
Rollovers	899,356
Total contributions	22,587,022
Total additions	40,714,677
Deductions:	
Benefits paid directly to participants	31,749,220
Administrative expenses	106,706
Total deductions	31,855,926
Net increase	8,858,751
Net assets available for benefits:	
Beginning of year	263,750,299
End of year	\$ 272,609,050

See accompanying notes to the audited financial statements.

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STERIS Corporation

401(k) Plan

Notes to Audited Financial Statements

December 31, 2007 and 2006

1. Description of Plan

The following brief description of the STERIS Corporation 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan document for complete information regarding the Plan s provisions.

General

The Plan is a defined contribution plan administered by STERIS Corporation (the Company , STERIS , or Plan Administrator). Generally, all domestic employees of STERIS and certain subsidiaries and certain employees performing services outside the United States who have attained the age of 18 are eligible to participate in the Plan on the first day of the month following the month that they began employment with the Company. Rehired employees who were previously participants are eligible for participation immediately upon rehire. Effective October 20, 2006, the Plan was amended to provide coverage under the Plan to employees of any domestic subsidiary that has adopted the Plan. Effective December 7, 2006, the Plan was amended to provide the same eligibility requirements for part-time employees as for full time employees and for deferrals to begin with the first practicable payment of compensation.

Effective May 1, 2007, the Plan was amended to become a stock bonus plan and to provide that the portion of the Plan consisting of the STERIS Stock Fund shall be an employee stock ownership plan (the ESOP feature) within the meaning of Section 4975(e)(7) of the Internal Revenue Code (the Code), and to provide for a cash payment option with respect to dividends paid on STERIS common shares. The Plan also contains a cash or deferred arrangement intended to qualify under Section 401(k) of the Code and is qualified under Section 401(a) of the Code.

The assets of the Plan are maintained and the transactions therein are executed by Delaware Charter Guarantee & Trust Company d/b/a/ Principal Trust CompanySM, a member company of The Principal Financial Group® (the Trustee), who also serves as the Plan record-keeper. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

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STERIS Corporation

401(k) Plan

Notes to Audited Financial Statements (continued)

1. Description of Plan (continued)

Contributions

All contributions made by a participant are before-tax deferred compensation contributions. Participants may also contribute amounts representing distributions from other qualified defined contribution plans. The Plan allows participants to contribute between zero and 20 percent of their compensation received during a calendar year. Participants age 50 and older may also make additional catch up contributions. The Plan allows participants to modify deferral percentages at any time. Effective November 1, 2005, the Plan was amended to allow for automatic enrollment with a 3% contribution of an eligible participant's compensation 60 days after the date of hire, unless the participant has affirmatively elected a different contribution level or not to contribute to the Plan. The Company will invest 100% of the contributions to the Plan in the default investment option (Dodge & Cox Balanced Fund) on behalf of the participant until an affirmative election is received from the participant.

The Company may make matching discretionary contributions to a participant's account. Employer contributions are allocated to each participant's account in accordance with the investment election choices made by the participant. For the year ended December 31, 2007, the Company made 25 percent matching cash contributions on the first 6 percent of compensation that an employee of Erie UAW Local 832 and Erie IAM Local 1968, hired on or before December 4, 1998, contributed to the Plan. The Company contributed a 50 percent matching contribution in cash on the first 6 percent of compensation made to the Plan for all other participants. In addition, the Company made a qualified non-elective contribution as of March 22nd of the plan year on behalf of employees of St. Louis IUE Local 823 hired on or before March 17, 1999 in the amount of \$750 each. The Company discretionary matching contribution, which is made each pay period, is approved by the Company's Board of Directors on an annual basis.

Vesting

All participants are immediately vested in their contributions plus actual earnings thereon and Company matching contributions plus actual earnings thereon.

Participant Accounts

A separate account is maintained for each participant in the Plan, reflecting contributions, investments, realized and unrealized investment gains and losses, loans, withdrawals, transfers, and investment fees. The net value of each participant account is established at the close of each business day through the valuation of each fund's assets at market value.

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STERIS Corporation

401(k) Plan

Notes to Audited Financial Statements (continued)

1. Description of Plan (continued)

Participants may elect to invest contributions, including the Company contributions, in any combination of the investment funds offered by the Plan, including STERIS Corporation common stock, in 1% increments.

Participants can generally change their investment elections at any time. A participant may elect to have a portion or all of the balance of prior contributions together with earnings (in increments of 1%) transferred from any fund in which it is invested to any other fund, subject to any transfer restrictions that the fund may impose.

Plan Withdrawals and Distributions

On termination of service, upon death, disability or retirement, participants may receive a lump sum amount equal to the vested value of their account balance. Employed participants who are age 59-1/2 or older or who have a specific financial hardship may withdraw a portion of their vested account balance.

Participants Loans

Participants currently employed may borrow from their fund accounts a minimum of \$500 up to a maximum equal to the lesser of \$50,000 or 50 percent of their vested account balance. Loan terms generally range from 1-5 years and are secured by the balance in the participant's account. Loan terms for loans used for the purchase of a participant's primary residence can be longer than five years. The loans bear interest at a rate established by the Trustee. Principal and interest is paid through payroll deductions. Participants may have only one loan outstanding at any time and participants may take only one loan in a twelve-month period.

Voting Rights

Each participant is entitled to exercise voting rights attributable to the Company's common shares in his or her account. At least thirty days prior to the time such rights are to be exercised, each participant is sent a copy of the proxy solicitation materials. Participants are requested to instruct the Trustee as to how shares should be voted. If a participant does not provide the Trustee with instructions as to how shares should be voted, then such shares are voted, as provided in the Plan, proportionately in accordance with the instructions received from other participants in the Plan.

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STERIS Corporation

401(k) Plan

Notes to Audited Financial Statements (continued)

1. Description of Plan (continued)

Plan Termination

Although it has not expressed any intent to do so, the Company, by action of its Board of Directors and without approval of its shareholders, has the right under the Plan to amend, suspend, or terminate the Plan in its entirety subject to the provisions of ERISA. In the event of Plan termination, participants will remain 100 percent vested in their accounts.

Plan Expenses

Costs incident to the purchase and sale of securities, such as brokerage commissions and stock transfer taxes, are paid by the respective funds. All other administrative expenses incurred in the administration of the Plan are charged against the respective funds, unless the employer elects to pay such amounts. The Company has elected to pay audit and consulting fees only.

2. Summary of Accounting Policies

Basis of Accounting

The financial statements have been prepared on the accrual basis of accounting.

Investment Valuation and Income Recognition

The Plan's investments in the Company's common shares are stated at fair value which equals the quoted market price on the last business day of the plan year. The fair value of the participation units held by the Plan in the mutual funds is based on quoted redemption values on the last business day of the plan year. The participation units held by the Plan in the common/collective fixed income investment funds are valued at contract value (see Note 5). The pooled separate accounts are valued at the redemption value of units held by the Plan at year end. The participant loans are valued at their outstanding balances, which approximate fair value. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

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STERIS Corporation

401(k) Plan

Notes to Audited Financial Statements (continued)

2. Summary of Accounting Policies (cont.)

New Accounting Pronouncement

In September 2006, the Financial Accounting Standards Board issued Statement on Financial Accounting Standards No. 157 (SFAS No. 157), Fair Value Measurements. SFAS No. 157 established a common definition of fair value, established a framework for measuring fair value, and expands presentations about fair value measurement. The Plan is required to adopt the provisions of SFAS No. 157 on January 1, 2008. The Plan Administrator is currently evaluating the impact of adopting the provisions of SFAS No. 157 on the Plan's financial statements. However, when adopted, SFAS No. 157 is not expected to have a material impact on the net assets available for benefits or changes in the net assets available for benefits.

3. Transactions with Parties-in-Interest

Party-in-interest transactions include the investment in the funds of the Trustee and funds maintained by entities affiliated with the Trustee and the payment of administrative expenses.

The Plan purchased common shares of the Company for \$297,858, sold common shares of the Company for \$2,526,636, and received dividends on common shares of the Company totaling \$198,261 during the year ended December 31, 2007.

4. Income Tax Status

The Plan has received a determination letter from the Internal Revenue Service dated July 10, 2002, stating that the plan is qualified under Section 401(a) of the Code. Therefore, the related trust is exempt from taxation. Subsequent to this determination by the Internal Revenue Service, the Plan was amended. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan Administrator has indicated that it will take the necessary steps to maintain the Plan's qualified status.

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STERIS Corporation

401(k) Plan

Notes to Audited Financial Statements (continued)

5. Investment Contracts

The Plan invests in a common/collective fixed income investment fund, the KeyBank EB Managed Guaranteed Investment Contract Fund (the Fund), which holds fully benefit responsive investment contracts. At December 31, 2006, the Plan adopted the provisions of Financial Accounting Standards Board Staff Position AAG INV-1 and SOP 94-4-1 (the FSP), Reporting of Fully Benefit-Responsive Investment Contracts Held by Certain Investment Companies Subject to the AICPA Investment Company Guide and Defined-Contribution Health and Welfare and Pension Plans. As required by the FSP, investments in the accompanying Statements of Net Assets Available for Benefits include fully benefit responsive investment contracts recognized at fair value, with a corresponding adjustment to reflect these investments at contract value. Adoption of the FSP had no effect on the Statement of Changes in Net Assets Available for Benefits for any period presented.

As a result of implementation of the FSP, the Plan reflected the Fund at fair value and recognized an adjustment from fair value to contract value for the fully benefit responsive investment contract of \$336,513 and \$676,729 as of December 31, 2007 and 2006, respectively, in the accompanying Statements of Net Assets Available for Benefits. The fair value of the Fund as of December 31, 2007 and 2006 was \$33,666,789 and \$32,467,384, respectively.

6. Investments

During 2007, the Plan's investments (including investments purchased, sold, as well as held during the year) appreciated in value as follows:

	Year Ended December 31, 2007
Net realized and unrealized appreciation in the value of investments:	
STERIS Corporation Common Stock Fund	\$ 3,419,037
Mutual funds	8,826,151
Common/Collective fixed income investment fund	1,360,986
Pooled separate accounts	1,036,590
Net realized and unrealized appreciation in the value of investments	\$ 14,642,764

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STERIS Corporation

401(k) Plan

Notes to Audited Financial Statements (continued)

6. Investments (cont.)

Investments that represent 5% or more of the fair value of the Plan's net assets available for benefits are as follows:

	December 31,	
	2007	2006
Dodge & Cox Balanced Fund	\$ 58,732,529	\$ 62,521,657
Principal Large Cap. Stock Index Separate Account	45,291,961	48,084,455
KeyBank EB Managed Guaranteed Investment Contract Fund	33,666,789	32,467,384
STERIS Corporation Common Stock Fund	25,715,043	24,781,375
Neuberger Berman Genesis Asset Fund	23,221,204	17,114,986
American Funds Europacific Growth R4 Fund	21,150,706	14,851,158
Fidelity Advisor Mid Cap T Fund	15,402,879	NA
Pimco Total Return Admin. Fund	14,240,998	NA

NA-Investment did not represent more than 5% of the fair value of the Plan's net assets available for benefits.

7. Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the Statement of Net Assets Available for Benefits.

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STERIS Corporation

401(k) Plan

Notes to Audited Financial Statements (continued)

8. Differences Between Financial Statements and Form 5500

The accompanying financial statements present fully benefit responsive contracts at contract value. The Form 5500 requires fully benefit responsive contracts to be reported at fair value. Therefore, the adjustment from fair value to contract value for fully benefit responsive investment contracts represents a reconciling item.

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500:

	December 31, 2007	December 31, 2006
Net assets available for benefits per the financial statements	\$ 272,609,050	\$ 263,750,299
Adjustment from fair value to contract value for interest in common/collective fixed income investment fund related to fully benefit responsive investment contracts	(336,513)	(676,729)
Net assets available for benefits per Form 5500	\$ 272,272,537	\$ 263,073,570

The following is a reconciliation of the net increase in assets available for benefits per the financial statements to net income per the Form 5500:

	December 31, 2007
Net increase in net assets available for benefits per the financial statements	\$ 8,858,751
Net increase in the adjustment from fair value to contract value for interest in common/collective fixed income investment fund related to fully benefit responsive investment contracts for the plan year ended December 31, 2006	676,729
Net decrease in the adjustment from fair value to contract value for interest in common/collective fixed income investment fund related to fully benefit responsive investment contracts for the plan year ended December 31, 2007	(336,513)
Net income per Form 5500	\$ 9,198,967

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STERIS Corporation

401(k) Plan

EIN: 34-1482024 Plan Number: 001

Schedule H, Line 4i - Schedule of Assets

(Held at End of Year)

December 31, 2007

Identity of Issuer, Borrower, Lessor, or Similar Party	Description of Investment Including Maturity Date, Rate of Interest Par, or Maturity Value	Current Value
Cash:		
Bankers Trust Company	Interest Bearing Cash	\$ 362,867
Common Stock:		
* STERIS Corporation	STERIS Corporation Common Stock	25,352,176
Mutual Funds:		
Pacific Investment Management Co.	Pimco Total Return Admin. Fund	14,240,998
Dodge and Cox Funds	Dodge & Cox Balanced Fund	58,732,529
Victory Funds	Victory Diversified Stock A Fund	11,383,779
Fidelity Investments	Fidelity Advisor Mid Cap T Fund	15,402,879
Neuberger Berman Management, Inc.	Neuberger Berman Genesis Asset Fund	23,221,204
American Funds Service Company	American Funds Europacific Growth R4 Fund	21,150,706
American Funds Service Company	American Funds Growth Fund of America R4 Fund	6,972,076
Dodge and Cox Funds	Dodge & Cox International Stock Fund	946,997
Vanguard Group	Vanguard Explorer Portfolio	3,669,653
Vanguard Group	Vanguard U.S. Value Portfolio	2,911,402
		158,632,223
Common/Collective Fixed Income Investment Funds:		
Victory Funds	KeyBank EB Managed Guaranteed Investment Contract Fund	33,666,789
Pooled Separate Accounts		
* Principal Life Insurance Company	Principal Large Cap. Stock Index Separate Account	45,291,961
* Principal Life Insurance Company	Principal Real Estate Securities Separate Account	3,450,782
		48,742,743
Other		
* Participant Loans	Bearing interest between 5.00% and 10.50% and maturing through 2035	5,437,344
		\$ 272,194,142

* Indicates party-in-interest to the Plan.

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SIGNATURE

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Administrator of the Plan has duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

STERIS Corporation 401 (k) Plan

By: STERIS Corporation,
Plan Administrator

Dated: June 27, 2008

By: /s/ MICHAEL J. TOKICH
Michael J. Tokich
Senior Vice President and Chief Financial Officer,

STERIS Corporation

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

	Six Months Ended June 30,	
	2012	2011
Cash flows from operating activities:		
Net income	\$ 1,386	\$ 1,467
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation, amortization, and accretion	1,108	597
Provision for credit losses	-	225
Gains on disposals of assets, net	(56)	(261)
Impairment of securities and stocks	-	92
Income on investment in life insurance	(122)	(119)
Changes in assets and liabilities:		
(Increase) decrease in other assets	(250)	266
Decrease in other liabilities	(27)	(172)
Net cash provided by operating activities	2,039	2,095
Cash flows from investing activities:		
Maturities of available for sale mortgage-backed securities	16,747	11,843
Proceeds from maturities and sales of other investment securities	3,837	3,188
Purchases of investment securities	(20,736)	(21,412)
Purchase of Federal Home Loan Bank stock	(198)	-
Sales of Federal Home Loan Bank stock	-	111
Purchase of life insurance contracts	-	(240)
Proceeds from sales of other real estate	412	87
Increase in loans, net	(16,619)	(1,837)
Purchases of premises and equipment	(81)	(184)
Net cash used by investing activities	(16,638)	(8,444)
Cash flows from financing activities:		
Increase in deposits, net	9,853	12,291
Increase (decrease) in short-term borrowings, net	2,745	(4,089)
Dividends paid	(543)	(542)
Common stock dividends reinvested	73	80
Net cash provided by financing activities	12,128	7,740

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(Decrease) increase in cash and cash equivalents	(2,471)	1,391
Cash and cash equivalents, beginning of year	9,954	9,000
Cash and cash equivalents, end of period	\$ 7,483	\$ 10,391

See accompanying notes to condensed consolidated financial statements.

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GLEN BURNIE BANCORP AND SUBSIDIARIES**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS****(Unaudited)****NOTE 1 - BASIS OF PRESENTATION**

The accompanying condensed balance sheet as of December 31, 2011, which has been derived from audited financial statements, and the unaudited interim consolidated financial statements were prepared in accordance with instructions for Form 10-Q and Article 10 of Regulation S-X and, therefore, do not include all information and notes necessary for a complete presentation of financial position, results of operations, changes in stockholders' equity, and cash flows in conformity with accounting principles generally accepted in the United States of America. However, all adjustments (consisting only of normal recurring accruals) which, in the opinion of management, are necessary for a fair presentation of the unaudited consolidated financial statements have been included in the results of operations for the three and six months ended June 30, 2012 and 2011.

Operating results for the three and six months ended June 30, 2012 is not necessarily indicative of the results that may be expected for the year ending December 31, 2012.

NOTE 2 - EARNINGS PER SHARE

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

	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	2011
Basic and diluted:				
Net income	\$656,000	\$758,000	\$1,386,000	\$1,467,000
Weighted average common shares outstanding	2,726,428	2,708,233	2,724,423	2,705,434
Basic and dilutive net income per share	\$0.24	\$0.28	\$0.51	\$0.54

Diluted earnings per share calculations were not required for the three and six months ended June 30, 2012 and 2011, since there were no options outstanding.

NOTE 3 – RECENT ACCOUNTING PRONOUNCEMENTS

The FASB has issued several exposure drafts which, if adopted, would significantly alter the Company's (and all other financial institutions') method of accounting for, and reporting, its financial assets and some liabilities from a historical cost method to a fair value method of accounting as well as the reported amount of net interest income. Also, the FASB has issued an exposure draft regarding a change in the accounting for leases. Under this exposure draft, the total amount of "lease rights" and total amount of future payments required under all leases would be reflected on the balance sheets of all entities as assets and debt. If the changes under discussion in either of these exposure drafts are adopted, the financial statements of the Company could be materially impacted as to the amounts of recorded assets, liabilities, capital, net interest income, interest expense, depreciation expense, rent expense and net income. The Company has not determined the extent of the possible changes at this time. The exposure drafts are in different stages of review, approval and possible adoption.

In April 2011, the FASB issued ASU No. 2011-02, *Receivable (Topic 310), A Creditor's Determination of Whether a Restructuring is a Troubled Debt Restructuring*. The main objective of the ASU is to clarify a creditor's evaluation of whether in modifying a loan, it has granted a concession in circumstances that qualify the loan as a Troubled Debt Restructured (TDR) loan. These loans are subject to various accounting and disclosure requirements. The ASU was effective for the first interim or annual period beginning on or after June 15, 2011, and was applied retrospectively to the beginning of the annual period of adoption. Certain disclosures are required for loans considered as TDR loans resulting from the application of the ASU that were not considered TDR under prior guidance. The Company's compliance with ASU No. 2011-02 did not have a material impact on the Company's consolidated financial statements.

In May 2011, the FASB issued ASU No. 2011-04, *Fair Value Measurement (Topic 820), Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs*. The main objective of the ASU is to conform the requirements for measuring fair value and the disclosure information under U.S. generally accepted accounting principles (GAAP) and International Financial Reporting Standards (IFRS). The amendments change the wording used to describe many of the requirements in U.S. GAAP for measuring fair value and for the disclosure about fair value measurements. Other amendments clarify existing requirements and change particular principles or requirements for measuring fair value or disclosing information about fair value measurements. The ASU was effective for the first interim or annual period beginning on or after December 15, 2011, early application for public entities is not permitted. The Company's compliance with ASU No. 2011-04 did not have a material impact on the Company's consolidated financial statements.

In June 2011, the FASB issued ASU 2011-05, *Comprehensive Income (Topic 220): Presentation of Comprehensive Income*. The amendments in this Update improve the comparability, clarity, consistency, and transparency of financial reporting and increase the prominence of items reported in other comprehensive income. To increase the prominence of items reported in other comprehensive income and to facilitate convergence of U.S. GAAP and IFRS, the option to present components of other comprehensive income as part of the statement of changes in stockholders' equity was eliminated. The amendments require that all non-owner changes in stockholders' equity be presented either in a single continuous statement of comprehensive.

In December 2011, the FASB issued ASU 2011-10, *Property, Plant, and Equipment (Topic 360): Derecognition of in Substance Real Estate—a Scope Clarification*. The amendments in this Update affect entities that cease to have a controlling financial interest in a subsidiary that is in substance real estate as a result of default on the subsidiary's nonrecourse debt. Under the amendments in this Update, when a parent (reporting entity) ceases to have a controlling financial interest in a subsidiary that is in substance real estate as a result of default on the subsidiary's nonrecourse debt, the reporting entity should apply the guidance in Subtopic 360-20 to determine whether it should derecognize the in substance real estate. Generally, a reporting entity would not satisfy the requirements to derecognize the in substance real estate before the legal transfer of the real estate to the lender and the extinguishment of the related nonrecourse indebtedness. That is, even if the reporting entity ceases to have a controlling financial interest under Subtopic 810-10, the reporting entity would continue to include the real estate, debt, and the results of the subsidiary's operations in its consolidated financial statements until legal title to the real estate is transferred to legally satisfy the debt. The amendments in this Update should be applied on a prospective basis to deconsolidation events occurring after the effective date. Prior periods should not be adjusted even if the reporting entity has continuing involvement with previously derecognized in substance real estate entities. For public entities, the amendments in this Update are effective for fiscal years, and interim periods within those years, beginning on or after June 15, 2012. Early adoption is permitted. This ASU is not expected to have a significant impact on the Company's financial statements.

In December 2011, the FASB issued ASU 2011-12, *Comprehensive Income (Topic 220): Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05*. In order to defer only those changes in Update 2011-05 that relate to the presentation of reclassification adjustments, the paragraphs in this Update supersede certain pending paragraphs in Update 2011-05. Entities should continue to report reclassifications out of accumulated other comprehensive income consistent with the presentation requirements in effect before Update 2011-05. All other

requirements in Update 2011-05 are not affected by this Update, including the requirement to report comprehensive income either in a single continuous financial statement or in two separate but consecutive financial statements. Public entities should apply these requirements for fiscal years, and interim periods within those years, beginning after December 15, 2011. The Company has provided the necessary disclosure in the Consolidated Statement of Comprehensive Income.

NOTE 4 – FAIR VALUE

ASC 820-10, formerly SFAS No. 157, defines fair value, establishes a framework for measuring fair value and expands disclosure of fair value measurements.

Fair Value Hierarchy

ASC 820-10 specifies a hierarchy of valuation techniques based on whether the inputs to those valuation techniques are observable or unobservable. In accordance with ASC 820-10, these inputs are summarized in the three broad levels listed below:

£ Level 1 – Quoted prices in active markets for identical securities

£ Level 2 – Other significant observable inputs (including quoted prices in active markets for similar securities)

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£ Level 3 – Significant unobservable inputs (including the Company’s own assumptions in determining the fair value of investments)

In determining the appropriate levels, the Company performs a detailed analysis of the assets and liabilities that are subject to ASC 820-10.

The Company’s bond holdings in the investment securities portfolio are the only asset or liability subject to fair value measurements on a recurring basis. No assets are valued under Level 1 inputs at June 30, 2012 or December 31, 2011. The Company has assets measured by fair value measurements on a non-recurring basis during 2012. At June 30, 2012, these assets include 20 loans classified as impaired, which include nonaccrual, past due 90 days or more and still accruing, or troubled debt restructuring, and a homogeneous pool of indirect loans all considered to be impaired loans, which are valued under Level 3 inputs and two properties classified as OREO valued under Level 2 inputs.

The changes in the assets subject to fair value measurements are summarized below by Level:

	(Dollars in Thousands)			Fair
December 31, 2011	Level 1	Level 2	Level 3	Value
Recurring:				
Investment securities available for sale (AFS)	\$-	\$102,867	\$-	\$102,867
Non-recurring:				
Maryland Financial Bank stock	-	30	-	30
Impaired loans	-	-	8,309	8,309
OREO	-	1,111	-	1,111
	-	104,008	8,309	112,317
Activity:				
Investment securities AFS				
Purchases of investment securities	-	20,736	-	20,736
Sales, calls and maturities of investment securities	-	(20,584)	-	(20,584)
Amortization/accretion of premium/discount	-	(883)	-	(883)
Increase in market value	-	374	-	374
Loans				
New impaired loans	-	-	375	375
Payments and other loan reductions	-	-	(1,437)	(1,437)
Change in total provision	-	-	236	236
OREO				
Sales of OREO	-	(412)	-	(412)

June 30, 2012

Recurring:

Investment securities AFS	-	102,510	-	102,510
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Non-recurring:

Maryland Financial Bank stock	-	30	-	30
Impaired loans	-	-	7,483	7,483
OREO	-	699	-	699
	\$-	\$103,239	\$7,483	\$110,722

The estimated fair values of the Company's financial instruments at June 30, 2012 and December 31, 2011 are summarized below. The fair values of a significant portion of these financial instruments are estimates derived using present value techniques and may not be indicative of the net realizable or liquidation values. Also, the calculation of estimated fair values is based on market conditions at a specific point in time and may not reflect current or future fair values.

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(In Thousands)	June 30, 2012		December 31, 2011	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial assets:				
Cash and due from banks	\$7,059	\$7,059	\$6,877	\$6,877
Interest-bearing deposits	166	166	2,423	2,423
Federal funds sold	258	258	654	654
Investment securities	102,510	102,510	102,867	102,867
Investments in restricted stock	1,718	1,718	1,520	1,520
Ground rents	175	175	175	175
Loans, net	249,353	251,387	232,734	231,912
Accrued interest receivable	1,558	1,558	1,542	1,542
Financial liabilities:				
Deposits	321,798	305,402	311,945	293,713
Short-term borrowings	3,000	3,000	255	255
Long-term borrowings	20,000	21,737	20,000	21,425
Dividends payable	273	273	272	272
Accrued interest payable	54	54	48	48
Off-balance sheet commitments	26,176	26,176	22,736	22,736

Fair values are based on quoted market prices for similar instruments or estimated using discounted cash flows. The discounts used are estimated using comparable market rates for similar types of instruments adjusted to be commensurate with the credit risk, overhead costs and optionality of such instruments.

The fair value of cash and due from banks, federal funds sold, investments in restricted stocks and accrued interest receivable are equal to the carrying amounts. The fair values of investment securities are determined using market quotations. The fair value of loans receivable is estimated using discounted cash flow analysis.

The fair value of non-interest bearing deposits, interest-bearing checking, savings, and money market deposit accounts, securities sold under agreements to repurchase, and accrued interest payable are equal to the carrying amounts. The fair value of fixed-maturity time deposits is estimated using discounted cash flow analysis.

The gross unrealized losses and fair value, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position, at June 30, 2012 are as follows:

Securities available for sale:	Less than 12 months	12 months or more	Total

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(Dollars in Thousands)	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss
Obligations of U.S. Govt Agencies	\$-	\$ -	\$-	\$ -	\$-	\$ -
State and Municipal	5,665	102	281	18	5,946	120
Corporate Trust Preferred	-	-	241	237	241	237
Mortgage Backed	7,104	44	-	-	7,104	44
	\$12,769	\$ 146	\$522	\$ 255	\$13,291	\$ 401

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At June 30, 2012, the company owned one pooled trust preferred security issued by Regional Diversified Funding, Senior Notes with a Fitch rating of C. The market for these securities at June 30, 2012 was not active and markets for similar securities were also not active. As a result, the Company had cash flow testing performed as of June 30, 2012 by an unrelated third party in order to measure the possible extent of other-than-temporary-impairment (“OTTI”). This testing assumed future defaults on the currently performing financial institutions of 150 basis points applied annually with a 0% recovery on both current and future defaulting financial institutions. As a result of this testing, no write-down was required in the second quarter of 2012. A write-down of \$22,000 was taken on this security in the first quarter of 2011.

Maryland Financial Bank stock was written down \$70,000 in the second quarter of 2011 due to a prospectus that offered stock at a discount from par.

Declines in the fair value of held to maturity and available for sale securities below their cost that are deemed to be other than temporary are reflected in earnings as realized losses. In estimating other-than-temporary-impairment losses, management considers, among other things, (i) the length of time and the extent to which the fair value has been less than cost, (ii) the financial condition and near-term prospects of the issuer, and (iii) the intent and ability of the Company to retain its investment in the issuer for a period of time sufficient to allow for any anticipated recovery in fair value.

As of June 30, 2012, management had the ability and intent to hold the securities classified as available for sale for a period of time sufficient for a recovery of cost. On June 30, 2012 the Bank held 3 investment securities having continuous unrealized loss positions for more than 12 months. Management has determined that all unrealized losses are either due to increases in market interest rates over the yields available at the time the underlying securities were purchased, current call features that are nearing, and the effect the sub-prime market has had on all mortgage-backed securities. The Bank has no mortgage-backed securities collateralized by sub-prime mortgages. The fair value is expected to recover as the bonds approach their maturity date or repricing date or if market yields for such investments decline. Management does not believe any of the securities are impaired due to reasons of credit quality. Except as noted above, as of June 30, 2012, management believes the impairments detailed in the table above are temporary and no impairment loss has been realized in the Company’s consolidated income statement.

A rollforward of the cumulative other-than-temporary credit losses recognized in earnings for all debt securities for which a portion of an other-than-temporary loss is recognized in accumulated other comprehensive loss is as follows:

At	At
June	December
30,	31,
2012	2011

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(Dollars in
Thousands)

Estimated credit losses, beginning of year	\$3,247	\$ 3,155
Credit losses - no previous OTTI recognized	-	70
Credit losses - previous OTTI recognized	-	22
Estimated credit losses, end of period	\$3,247	\$ 3,247

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

Forward-Looking Statements

When used in this discussion and elsewhere in this Form 10-Q, the words or phrases “will likely result,” “are expected to,” “will continue,” “is anticipated,” “estimate,” “project” or similar expressions are intended to identify “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. The Company cautions readers not to place undue reliance on any such forward-looking statements, which speak only as of the date made, and readers are advised that various factors could affect the Company’s financial performance and could cause the Company’s actual results for future periods to differ materially from those anticipated or projected. While it is impossible to identify all such factors, such factors include, but are not limited to, those risks identified in the Company’s periodic reports filed with the Securities and Exchange Commission, including its most recent Annual Report on Form 10-K.

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

Overview

Glen Burnie Bancorp, a Maryland corporation (the “Company”), through its subsidiary, The Bank of Glen Burnie, a Maryland banking corporation (the “Bank”), operates a commercial bank with eight offices in Anne Arundel County Maryland. The Company had consolidated net income of \$656,000 (\$0.24 basic and diluted earnings per share) for the second quarter of 2012, compared to the second quarter of 2011 consolidated net income of \$758,000 (\$0.28 basic and diluted income per share), a 13.46% decrease. Year-to-date net income was \$1,386,000 (\$0.51 basic and diluted earnings per share), compared to the 2011 consolidated net income of \$1,467,000 (\$0.54 basic and diluted income per share), a 5.53% decrease. The decreases in net income for the second quarter and year-to-date were primarily due to decreases in income on loans, U.S. Government agency securities, service charges and gains on investment securities. These decreases were partially offset by decreases in other expenses for the respective periods. During the six months ended June 30, 2012, the Bank increased deposits by almost \$9.9 million and increased net loans by \$16.6 million.

Results Of Operations

Net Interest Income. The Company’s consolidated net interest income prior to provision for credit losses for the three and six months ended June 30, 2012 was \$3,098,000 and \$6,306,000 respectively, compared to \$3,396,000 and

\$6,743,000 for the same period in 2011, a decrease of \$298,000 (8.78%) for the three months and a decrease of \$437,000 (6.48%) for the six months.

Interest income for the second quarter decreased from \$4,323,000 in 2011 to \$3,928,000 in 2012, a 9.14% decrease. Interest income for the six months decreased from \$8,609,000 in 2011 to \$7,984,000 in 2012, a 7.26% decrease. While the Bank's net loans increased during these periods, interest income decreased for the three and six month periods due to lower rates earned on U.S. Government agency securities, partially offset by an increase in income on state and municipal securities.

Interest expense for the second quarter decreased from \$927,000 in 2011 to \$830,000 in 2012, a 10.46% decrease. Interest expense for the six months decreased from \$1,866,000 in 2011 to \$1,678,000 in 2012, a 10.08% decrease. While total deposits increased during the six months ended June 30, 2012, interest paid on deposit balances for the three and six month periods ended June 30, 2012 decreased due to lower interest rates paid on deposit balances.

Net interest margins on a tax equivalent basis for the three and six months ended June 30, 2012 was 3.86% and 3.95%, compared to 4.36% and 4.40% for the three and six months ended June 30, 2011. The decrease of the net interest margin from the 2011 to 2012 period was primarily due to the decline in the interest rates on loans and U.S. Government Agency securities partially offset by the reduction in interest expense, as noted above.

Provision for Credit Losses. The Company made a provision for credit losses of \$0 during the three and six month periods ended June 30, 2012 and \$0 and \$225,000 for credit losses during the three and six month periods ended June 30, 2011. As of June 30, 2012, the allowance for credit losses equaled 80.59% of non-accrual and past due loans compared to 77.38% at December 31, 2011 and 72.77% at June 30, 2011. During the three and six month periods ended June 30, 2012, the Company recorded net charge-offs of \$44,000 and \$149,000, compared to net (recoveries) charge-offs of (\$43,000) and \$30,000 during the corresponding period of the prior year. On an annualized basis, net charge-offs for the 2012 period represent 0.12% of the average loan portfolio.

Other Income. Other income decreased from \$489,000 for the three month period ended June 30, 2011, to \$422,000 for the corresponding 2012 period, a \$67,000 (13.71%) decrease. For the six month period, other income decreased from \$1,100,000 at June 30, 2011, to \$840,000 for the corresponding 2012 period, a \$260,000 (23.64%) decrease. The decrease for the three and six month period was due to a decrease in gains on investment securities and service charges on deposit accounts.

Other Expenses. Other expenses decreased from \$2,887,000 for the three month period ended June 30, 2011, to \$2,715,000 for the corresponding 2012 period, a \$172,000 (5.96%) decrease. Other expenses decreased from \$5,698,000 for the six month period ended June 30, 2011, to \$5,401,000 for the corresponding 2012 period, a \$297,000 (5.22%) decrease. The decrease for the three month period was primarily due to the decrease in impairment on securities and FDIC expenses, partially offset by an increase in salaries. The decrease for the six month period was due to a decrease in FDIC expenses, other real estate owned (OREO) expenses, legal expenses, and the impairment on securities, partially offset by an increase in salaries and employee benefits.

Income Taxes. During the three and six months ended June 30, 2012, the Company recorded income tax expense of \$149,000 and \$359,000, compared to income tax expense of \$240,000 and \$453,000 for the same respective periods in 2011. The Company's effective tax rate for the three and six month period in 2012 was 18.51% and 20.58%, respectively, compared to 24.05% and 23.59% for the prior year period. The decrease in the effective tax rate for the three and six month period was due to an increase in the proportion of tax exempt income included in net interest income.

Comprehensive Income. In accordance with regulatory requirements, the Company reports comprehensive income in its financial statements. Comprehensive income consists of the Company's net income, adjusted for unrealized gains and losses on the Bank's investment portfolio of investment securities. For the second quarter of 2012, comprehensive income, net of tax, totaled \$558,000, compared to the June 30, 2011 comprehensive income of \$1,833,000. Year-to-date, comprehensive income, net of tax, totaled \$1,577,000, as of June 30, 2012, compared to the June 30, 2011 comprehensive income of \$3,206,000. The decrease was due to a decrease in net income and a decrease in the net unrealized gains on securities arising during the three and six month periods.

Financial Condition

General. The Company's assets increased to \$378,939,000 at June 30, 2012 from \$365,260,000 at December 31, 2011, primarily due to an increase in loans, partially offset by a decrease in OREO. The Bank's net loans totaled \$249,353,000 at June 30, 2012, compared to \$232,734,000 at December 31, 2011, an increase of \$16,619,000 (7.14%), primarily attributable to an increase in indirect lending with lesser increases in purchase money mortgages and commercial mortgages.

The Company's total investment securities portfolio (investment securities available for sale) totaled \$102,510,000 at June 30, 2012, a \$357,000 (0.35%) decrease from \$102,867,000 at December 31, 2011. The Bank's cash and due from banks (cash due from banks, interest-bearing deposits in other financial institutions, and federal funds sold), as of June 30, 2012, totaled \$7,483,000, a decrease of \$2,471,000 (24.83%) from the December 31, 2011 total of \$9,954,000. This decrease was used to fund loan growth.

Deposits as of June 30, 2012, totaled \$321,798,000, which is an increase of \$9,853,000 (3.16%) from \$311,945,000 at December 31, 2011. Demand deposits as of June 30, 2012, totaled \$78,574,000, which is an increase of \$5,235,000 (7.14%) from \$73,339,000 at December 31, 2011. NOW accounts as of June 30, 2012, totaled \$26,138,000, which is an increase of \$2,099,000 (8.73%) from \$24,039,000 at December 31, 2011. Money market accounts as of June 30, 2012, totaled \$19,423,000, which is an increase of \$1,339,000 (7.40%), from \$18,084,000 at December 31, 2011. Savings deposits as of June 30, 2012, totaled \$65,611,000, which is an increase of \$5,547,000 (9.24%) from \$60,064,000 at December 31, 2011. Certificates of deposit over \$100,000 totaled \$29,624,000 on June 30, 2012, which is a decrease of \$1,791,000 (5.70%) from \$31,415,000 at December 31, 2011. Other time deposits (made up of certificates of deposit less than \$100,000 and individual retirement accounts) totaled \$102,428,000 on June 30, 2012, which is a \$2,576,000 (2.45%) decrease from the \$105,004,000 total at December 31, 2011.

Asset Quality. The following tables set forth the amount of the Bank's current, past due, and non-accrual loans by categories of loans and restructured loans, at the dates indicated.

The following table analyzes the age of past due loans, including both accruing and non-accruing loans, segregated by class of loans as of the three months ended June 30, 2012 and the year ended December 31, 2011.

At June 30, 2012 (Dollars in Thousands)	Current	30-89 Days Past Due	90 Days or More and Still Accruing	Nonaccrual	Total
Commercial and industrial	\$6,002	\$ -	\$ -	\$ 1,310	\$7,312
Commercial real estate	68,877	-	-	2,817	71,694
Consumer and indirect	61,328	844	-	5	62,177
Residential real estate	111,691	814	259	302	113,066
	\$247,898	\$ 1,658	\$ 259	\$ 4,434	\$254,249

At December 31, 2011 (Dollars in Thousands)	Current	30-89 Days Past Due	90 Days or More and Still Accruing	Nonaccrual	Total
Commercial and industrial	\$7,135	\$ 38	\$ -	\$ 20	\$7,193
Commercial real estate	66,590	-	-	4,484	71,074
Consumer and indirect	48,745	1,298	-	75	50,118
Residential real estate	108,703	135	18	482	109,338
	\$231,173	\$ 1,471	\$ 18	\$ 5,061	\$237,723

	At June 30, 2012	At December 31, 2011		
	(Dollars in Thousands)			
Restructured loans	\$ 4,097	\$ 4,108		
Non-accrual and 90 days or more and still accruing loans to gross loans	1.85 %	2.15 %		
Allowance for credit losses to non-accrual and 90 days or more and still accruing loans	80.59 %	77.38 %		

At June 30, 2012, there was \$3,875,000 in loans outstanding, included in the current and 30-89 days past due columns in the above table, as to which known information about possible credit problems of borrowers caused management to have serious doubts as to the ability of such borrowers to comply with present loan repayment terms. Such loans consist of loans which were not 90 days or more past due but where the borrower is in bankruptcy or has a history of delinquency, or the loan to value ratio is considered excessive due to deterioration of the collateral or other factors.

Non-accrual loans with specific reserves at June 30, 2012 are comprised of:

Commercial loans - Two loans to one borrower totaling \$19,000 with \$19,000 of specific reserves established.

Commercial Real Estate – Two loans to two borrowers in the amount of \$4,097,000, secured by commercial and/or residential properties with a specific reserve of \$997,000 established for the loans.

Below is a summary of the recorded investment amount and related allowance for losses of the Bank's impaired loans at June 30, 2012 and December 31, 2011.

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(Dollars in thousands)

June 30, 2012	Recorded Investment	Unpaid Principal Balance	Interest Income Recognized	Specific Reserve	Average Recorded Investment
Impaired loans with specific reserves:					
Real-estate - mortgage:					
Residential	\$ 1,460	1,460	32	385	1,463
Commercial	6,464	7,064	71	1,460	6,473
Consumer	76	76	4	20	76
Installment	-	-	-	-	-
Home Equity	-	-	-	-	-
Commercial	705	705	18	445	718
Total impaired loans with specific reserves	\$ 8,705	9,305	125	2,310	8,730
Impaired loans with no specific reserve:					
Real-estate - mortgage:					
Residential	\$ 561	561	25	n/a	649
Commercial	180	180	6	n/a	185
Consumer	1	1	-	n/a	-
Installment	166	166	-	n/a	-
Home Equity	-	-	-	n/a	-
Commercial	204	204	10	n/a	221
Total impaired loans with no specific reserve	\$ 1,112	1,112	41	-	1,055

(Dollars in thousands)

December 31, 2011	Recorded Investment	Unpaid Principal Balance	Interest Income Recognized	Specific Reserve	Average Recorded Investment
Impaired loans with specific reserves:					
Real-estate - mortgage:					
Residential	\$ 1,703	1,703	62	411	1,708
Commercial	6,503	7,103	219	1,642	6,559
Consumer	100	100	10	44	104
Installment	-	-	-	-	-
Home Equity	-	-	-	-	-
Commercial	731	731	41	456	755
Total impaired loans with specific reserves	\$ 9,037	9,637	332	2,553	9,126
Impaired loans with no specific reserve:					
Real-estate - mortgage:					
Residential	\$ 260	260	7	n/a	245
Commercial	1,036	1,036	50	n/a	1,051
Consumer	25	25	-	n/a	-
Installment	265	265	-	n/a	-
Home Equity	-	-	-	n/a	-
Commercial	253	253	21	n/a	304
Total impaired loans with no specific reserve	\$ 1,839	1,839	78	-	1,600

Loans that were restructured by the Bank by categories of loans at June 30, 2012 are as follows:

At June 30, 2012

(Dollars in Thousands)

	Number of Contracts	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment
Troubled Debt Restructurings:			
Real Estate - Residential	1	\$ 1,280	\$ 1,280
Real Estate - Commercial	1	2,759	2,817
Commercial	-	-	-
Finance leases	-	-	-

Troubled Debt Restructurings That Subsequently Defaulted	Number of Contracts	Recorded Investment
---	---------------------------	------------------------

Troubled Debt Restructurings:

Real Estate - Residential	-	\$ -
Real Estate - Commercial	1	2,817
Commercial	-	-
Finance leases	-	-

At June 30, 2012, the Bank has one modified residential loan (done in 2011) in the amount of \$1,280,423 which modifications qualify the loan as Troubled Debt Restructuring (TDR). The loan is included in the schedule above of accruing impaired loans. This borrower is in compliance with the modified term and is accruing interest. The Bank has one modified commercial real estate loan (done in 2010) in the amount of \$2,817,000 which modifications qualify the loan as Troubled Debt Restructuring (TDR). The loan is included in the schedule above of non-accruing impaired loans. This borrower is not in compliance with the modified term and is not accruing interest.

Credit Quality Information

The following tables represent credit exposures by creditworthiness category for the quarter ending June 30, 2012 and the year ended December 31, 2011. The use of creditworthiness categories to grade loans permits management to estimate a portion of credit risk. The Bank's internal creditworthiness is based on experience with similarly graded credits. Loans that trend upward toward higher credit grades typically have less credit risk and loans that migrate downward typically have more credit risk.

The Bank's internal risk ratings are as follows:

- 1 Superior – minimal risk (normally supported by pledged deposits, United States government securities, etc.)
- 2 Above Average – low risk. (all of the risks associated with this credit based on each of the bank's creditworthiness criteria are minimal)
- 3 Average – moderately low risk. (most of the risks associated with this credit based on each of the bank's creditworthiness criteria are minimal)
- 4 Acceptable – moderate risk. (the weighted overall risk associated with this credit based on each of the bank's creditworthiness criteria is acceptable)
- 5 Other Assets Especially Mentioned – moderately high risk. (possesses deficiencies which corrective action by the bank would remedy; potential watch list)
- 6 Substandard – (the bank is inadequately protected and there exists the distinct possibility of sustaining some loss if not corrected)
- 7 Doubtful – (weaknesses make collection or liquidation in full, based on currently existing facts, improbable)
- 8 Loss – (of little value; not warranted as a bankable asset)

Loans rated 1-4 are considered "Pass" for purposes of the risk rating chart below.

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Risk ratings of loans by categories of loans are as follows:

June 30, 2012 (Dollars in Thousands)	Commercial and Industrial	Commercial Real Estate	Consumer and Indirect	Residential Real Estate	Total
Pass	\$ 6,078	\$ 62,402	\$ 61,032	\$ 110,155	\$ 239,667
Special mention	325	5,454	903	1,192	7,874
Substandard	909	3,838	237	1,719	6,703
Doubtful	-	-	5	-	5
Loss	-	-	-	-	-
	\$ 7,312	\$ 71,694	\$ 62,177	\$ 113,066	\$ 254,249

December 31, 2011 (Dollars in Thousands)	Commercial and Industrial	Commercial Real Estate	Consumer and Indirect	Residential Real Estate	Total
Pass	\$ 5,883	\$ 58,799	\$ 48,528	\$ 106,302	219,512
Special mention	327	4,736	1,325	1,333	7,721
Substandard	983	7,539	190	1,703	10,415
Doubtful	-	-	75	-	75
Loss	-	-	-	-	-
	\$ 7,193	\$ 71,074	\$ 50,118	\$ 109,338	\$ 237,723

Allowance For Credit Losses. The allowance for credit losses is established through a provision for credit losses charged to expense. Loans are charged against the allowance for credit losses when management believes that the collectability of the principal is unlikely. The allowance, based on evaluations of the collectability of loans and prior loan loss experience, is an amount that management believes will be adequate to absorb possible losses on existing loans that may become uncollectible. The evaluations are performed for each class of loans and take into consideration such factors as changes in the nature and volume of the loan portfolio, overall portfolio quality, review of specific problem loans, value of collateral securing the loans and current economic conditions and trends that may affect the borrowers' ability to pay. For example, delinquencies in unsecured loans and indirect automobile installment loans will be reserved for at significantly higher ratios than loans secured by real estate. Based on that analysis, the Bank deems its allowance for credit losses in proportion to the total non-accrual loans and past due loans to be sufficient.

Transactions in the allowance for credit losses for the six months ended June 30, 2012 and the year ended December 31, 2011 were as follows:

June 30, 2012 (Dollars in Thousands)	Commercial and Industrial	Commercial Real Estate	Consumer and Indirect	Residential Real Estate	Unallocated	Total
Balance, beginning of year	\$ 557	\$ 2,013	\$ 889	\$ 596	\$ (124)	\$3,931
Provision for credit losses	57	(265)	119	140	(51)	-
Recoveries	7	45	170	6	-	228
Loans charged off	(55)	-	(213)	(109)	-	(377)
Balance, end of quarter	\$ 566	\$ 1,793	\$ 965	\$ 633	\$ (175)	\$3,782
Individually evaluated for impairment:						
Balance in allowance	\$ 423	\$ 1,460	\$ 42	\$ 385	\$ -	\$2,310
Related loan balance	705	6,464	76	1,460	-	8,705
Collectively evaluated for impairment:						
Balance in allowance	\$ 143	\$ 333	\$ 923	\$ 248	\$ (175)	\$1,472
Related loan balance	6,607	65,230	62,101	111,606	-	245,544
December 31, 2011 (Dollars in Thousands)	Commercial and Industrial	Commercial Real Estate	Consumer and Indirect	Residential Real Estate	Unallocated	Total
Balance, beginning of year	\$ 263	\$ 2,108	\$ 830	\$ 196	\$ 2	\$3,399
Provision for credit losses	296	(166)	257	402	(126)	663
Recoveries	4	71	409	2	-	486
Loans charged off	(6)	-	(607)	(4)	-	(617)
Balance, end of year	\$ 557	\$ 2,013	\$ 889	\$ 596	\$ (124)	\$3,931
Individually evaluated for impairment:						
Balance in allowance	\$ 456	\$ 1,642	\$ 44	\$ 411	\$ -	\$2,553
Related loan balance	730	6,503	100	1,703	-	9,036
Collectively evaluated for impairment:						
Balance in allowance	\$ 101	\$ 371	\$ 845	\$ 185	\$ (124)	\$1,378
Related loan balance	6,463	64,571	50,018	107,635	-	228,687

At
June 30,
2012

At
June 30,
2011

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(Dollars in
Thousands)

Average loans	\$238,425		\$229,573	
Net charge-offs to average loans (annualized)	0.12	%	0.02	%

During 2012, loans to 34 borrowers and related entities totaling approximately \$377,000 were determined to be uncollectible and were charged off.

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Reserve for Unfunded Commitments. As of June 30, 2012, the Bank had outstanding commitments totaling \$26,176,000. These outstanding commitments consisted of letters of credit, undrawn lines of credit, and other loan commitments. The following table shows the Bank's reserve for unfunded commitments arising from these transactions:

	Six Months Ended June 30, 2012 2011 (Dollars in Thousands)	
Beginning balance	\$200	\$200
Provisions charged to operations	-	-
Ending balance	\$200	\$200

Contractual Obligations and Commitments. No material changes, outside the normal course of business, have been made during the second quarter of 2012.

Market Risk and Interest Rate Sensitivity

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

The following table sets forth the Company's interest-rate sensitivity at June 30, 2012.

	0-3 Months	Over 3 to 12 Months	Over 1 Through 5 Years	Over 5 Years	Total
(Dollars in Thousands)					
Assets:					
Cash and due from banks	\$-	\$-	\$-	\$-	\$7,225
Federal funds and overnight deposits	258	-	-	-	258
Securities	-	347	696	101,467	102,510
Loans	12,916	9,781	67,264	159,392	249,353
Fixed assets	-	-	-	-	3,985
Other assets	-	-	-	-	15,608
Total assets	\$13,174	\$10,128	\$67,960	\$260,859	\$378,939
Liabilities:					
Demand deposit accounts	\$-	\$-	\$-	\$-	\$78,574
NOW accounts	26,138	-	-	-	26,138
Money market deposit accounts	19,423	-	-	-	19,423
Savings accounts	65,611	-	-	-	65,611
IRA accounts	4,567	9,458	27,946	1,225	43,196
Certificates of deposit	13,202	33,280	41,558	816	88,856
Short-term borrowings	3,000	-	-	-	3,000
Long-term borrowings	-	-	-	20,000	20,000
Other liabilities	-	-	-	-	1,824
Stockholders' equity:	-	-	-	-	32,317
Total liabilities and stockholders' equity	\$131,941	\$42,738	\$69,504	\$22,041	\$378,939
GAP	\$(118,767)	\$(32,610)	\$(1,544)	\$238,818	
Cumulative GAP	\$(118,767)	\$(151,377)	\$(152,921)	\$85,897	
Cumulative GAP as a % of total assets	-31.34 %	-39.95 %	-40.36 %	22.67 %	

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

In addition to GAP analysis, the Bank utilizes a simulation model to quantify the effect a hypothetical immediate plus or minus 200 basis point change in rates would have on net interest income and the economic value of equity. The model takes into consideration the effect of call features of investments as well as prepayments of loans in periods of declining rates. When actual changes in interest rates occur, the changes in interest earning assets and interest bearing liabilities may differ from the assumptions used in the model. As of June 30, 2012, the model produced the following

sensitivity profile for net interest income and the economic value of equity.

	Immediate Change in Rates			
	-200	-100	+100	+200
	Basis	Basis	Basis	Basis
	Points	Points	Points	Points
% Change in Net Interest Income	-9.0 %	-6.4 %	1.9 %	1.9 %
% Change in Economic Value of Equity	-22.5 %	-15.0 %	3.1 %	-4.4 %

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Liquidity and Capital Resources

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

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

The Bank's most liquid assets are cash and cash equivalents, which are cash on hand, amounts due from financial institutions, federal funds sold, certificates of deposit with other financial institutions that have an original maturity of three months or less and money market mutual funds. The levels of such assets are dependent on the Bank's operating, financing and investment activities at any given time. The variations in levels of cash and cash equivalents are influenced by deposit flows and anticipated future deposit flows. The Bank's cash and cash equivalents (cash due from banks, interest-bearing deposits in other financial institutions, and federal funds sold), as of June 30, 2012, totaled \$7,483,000, a decrease of \$2,471,000 (24.83%) from the December 31, 2011 total of \$9,954,000.

As of June 30, 2012, the Bank was permitted to draw on a \$39,590,000 line of credit from the FHLB of Atlanta. Borrowings under the line are secured by a floating lien on the Bank's residential mortgage loans. As of June 30, 2012, there were \$20.0 million in long-term convertible advances outstanding with various monthly and quarterly call features and with final maturities through August 2018. There was also \$3.0 million in short-term advances outstanding at FHLB Atlanta. In addition, the Bank has two unsecured federal funds lines of credit in the amount of \$3.0 million from a commercial bank and a \$5.0 million from a financial bank, of which nothing was outstanding as of June 30, 2012.

The Company's stockholders' equity increased \$1,106,000 (3.55%) during the six months ended June 30, 2012, due mainly to a decrease in other comprehensive gain, net of taxes, and an increase in retained net income from the period. The Company's accumulated other comprehensive gain (loss), net of taxes (benefits) increased by \$191,000 (10.35%) from \$1,846,000 at December 31, 2011 to \$2,037,000 at June 30, 2012, as a result of an increase in the market value of securities classified as available for sale. Retained earnings increased by \$842,000 (4.90%) as the result of the Company's net income for the six months, partially offset by dividends. Common stock and surplus increased due to dividend reinvestment during the six months of 2012. In addition, \$73,550 was transferred within stockholders' equity in consideration for shares to be issued under the Company's dividend reinvestment plan in lieu of cash dividends.

The Federal Reserve Board and the FDIC have established guidelines with respect to the maintenance of appropriate levels of capital by bank holding companies and state non-member banks, respectively. The regulations impose two sets of capital adequacy requirements: minimum leverage rules, which require bank holding companies and banks to maintain a specified minimum ratio of capital to total assets, and risk-based capital rules, which require the maintenance of specified minimum ratios of capital to “risk-weighted” assets. At June 30, 2012, the Bank was in full compliance with these guidelines with a Tier 1 leverage ratio of 7.97%, a Tier 1 risk-based capital ratio of 12.58% and a total risk-based capital ratio of 13.83%.

Critical Accounting Policies and Estimates

The Company’s accounting policies are more fully described in its Annual Report on Form 10-K for the fiscal year ended December 31, 2011 and are essential to understanding Management’s Discussion and Analysis of Financial Condition and Results of Operations. As discussed there, the preparation of financial statements in conformity with accounting principles generally accepted in the U.S. requires management to make estimates and assumptions about future events that affect the amounts reported in the financial statements and accompanying notes. Since future events and their effects cannot be determined with absolute certainty, the determination of estimates requires the exercise of judgment. Management has used the best information available to make the estimations necessary to value the related assets and liabilities based on historical experience and on various assumptions which are believed to be reasonable under the circumstances. Actual results could differ from those estimates, and such differences may be material to the financial statements. The Company reevaluates these variables as facts and circumstances change. Historically, actual results have not differed significantly from the Company’s estimates. The following is a summary of the more judgmental accounting estimates and principles involved in the preparation of the Company’s financial statements, including the identification of the variables most important in the estimation process:

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

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

ITEM 4. CONTROLS AND PROCEDURES

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

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PART II - OTHER INFORMATION

ITEM 6. EXHIBITS

Exhibit No.

- 3.1 Articles of Incorporation (incorporated by reference to Exhibit 3.1 to Amendment No. 1 to the Registrant’s Form 8-A filed December 27, 1999, File No. 0-24047)
 - 3.2 Articles of Amendment, dated October 8, 2003 (incorporated by reference to Exhibit 3.2 to the Registrant’s Quarterly Report on Form 10-Q for the Quarter ended March 31, 2003, File No. 0-24047)
 - 3.3 Articles Supplementary, dated November 16, 1999 (incorporated by reference to Exhibit 3.3 to the Registrant’s Current Report on Form 8-K filed December 8, 1999, File No. 0-24047)
 - 3.4 By-Laws (incorporated by reference to Exhibit 3.4 to the Registrant’s Quarterly Report on Form 10-Q for the Quarter ended March 31, 2003, File No. 0-24047)
 - 4.1 Rights Agreement, dated as of February 13, 1998, between Glen Burnie Bancorp and The Bank of Glen Burnie, as Rights Agent, as amended and restated as of December 27, 1999 (incorporated by reference to Exhibit 4.1 to Amendment No. 1 to the Registrant’s Form 8-A filed December 27, 1999, File No. 0-24047)
 - 10.1 Glen Burnie Bancorp Director Stock Purchase Plan (incorporated by reference to Exhibit 99.1 to Post-Effective Amendment No. 1 to the Registrant’s Registration Statement on Form S-8, File No.33-62280)
 - 10.2 The Bank of Glen Burnie Employee Stock Purchase Plan (incorporated by reference to Exhibit 99.1 to Post-Effective Amendment No. 1 to the Registrant’s Registration Statement on Form S-8, File No. 333-46943)
 - 10.3 Amended and Restated Change-in-Control Severance Plan (incorporated by reference to Exhibit 3.2 to the Registrant’s Annual Report on Form 10-K for the Fiscal Year Ended December 31, 2001, File No. 0-24047)
 - 31.1 Rule 15d-14(a) Certification of Chief Executive Officer
 - 31.2 Rule 15d-14(a) Certification of Chief Financial Officer
 - 32.1 Section 1350 Certifications
 - 99.1 Press release dated August 10, 2012
- Interactive data files providing financial information from the Registrant’s Quarterly Report on Form 10-Q for the quarter ended June 30, 2012 in XBRL (eXtensible Business Reporting Language) pursuant to Rule 405 of Regulation S-T: (i) Condensed Consolidated Balance Sheets, June 30, 2012 and December 31, 2011, (ii) Condensed Consolidated Statements of Income for the three and six months ended June 30, 2012 and 2011, (iii) Condensed Consolidated Statements of Comprehensive Income for the three and six months ended June 30, 2012 and 2011, (iv) Condensed Consolidated Statements of Cash Flows for the six months ended June 30, 2012 and 2011, and (v) Notes to Unaudited Condensed Consolidated Financial Statements (to be filed by amendment)

SIGNATURES

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

GLEN BURNIE BANCORP
(Registrant)

Date: August 10, 2012 By: /s/ Michael G. Livingston.
Michael G. Livingston
President, Chief Executive Officer

By: /s/ John E. Porter
John E. Porter
Chief Financial Officer

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